

Fill in this information to identify the case:

United States Bankruptcy Court for the:

Northern District of Texas
(State)

Case number (if known): Chapter 11

☐ Check if this is an amended filing

Official Form 201

Voluntary Petition for Non-Individuals Filing for Bankruptcy

04/22

If more space is needed, attach a separate sheet to this form. On the top of any additional pages, write the debtor's name and the case number (if known). For more information, a separate document, *Instructions for Bankruptcy Forms for Non-Individuals*, is available.

1. Debtor's name Luuf, LLC

2. All other names debtor used in the last 8 years LUFT, LLC

Include any assumed names, trade names, and *doing business* as names

3. Debtor's federal Employer Identification Number (EIN) 81 - 4483450

4. Debtor's address

Principal place of business		Mailing address, if different from principal place of business	
4901 Fitzhugh Avenue		P.O. Box 3233	
Number	Street	Number	Street
Richmond VA 23230		Fort Worth TX 76113	
City	State ZIP Code	City	State ZIP Code
Henrico		Location of principal assets, if different from principal place of business	
County		Number Street	
		City State ZIP Code	

5. Debtor's website (URL) www.luufbeds.com

Debtor	Luuf, LLC Name	Case number (if known) _____
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6. Type of debtor

☒ Corporation (including Limited Liability Company (LLC) and Limited Liability Partnership (LLP))
☐ Partnership (excluding LLP)
☐ Other. Specify: _____

7. Describe debtor's business

A. Check one:

☐ Health Care Business (as defined in 11 U.S.C. § 101(27A))
☐ Single Asset Real Estate (as defined in 11 U.S.C. § 101(51B))
☐ Railroad (as defined in 11 U.S.C. § 101(44))
☐ Stockbroker (as defined in 11 U.S.C. § 101(53A))
☐ Commodity Broker (as defined in 11 U.S.C. § 101(6))
☐ Clearing Bank (as defined in 11 U.S.C. § 781(3))
☒ None of the above

B. Check all that apply:

☐ Tax-exempt entity (as described in 26 U.S.C. § 501)
☐ Investment company, including hedge fund or pooled investment vehicle (as defined in 15 U.S.C. § 80a-3)
☐ Investment advisor (as defined in 15 U.S.C. § 80b-2(a)(11))

C. NAICS (North American Industry Classification System) 4-digit code that best describes debtor. See <http://www.uscourts.gov/four-digit-national-association-naics-codes> .

3379 _ _ _ _

8. Under which chapter of the Bankruptcy Code is the debtor filing?

Check one:

☐ Chapter 7
☐ Chapter 9
☒ Chapter 11. *Check all that apply:*

☐ Debtor's aggregate noncontingent liquidated debts (excluding debts owed to insiders or affiliates) are less than \$3,024,725 (amount subject to adjustment on 4/01/25 and every 3 years after that).
☐ The debtor is a small business debtor as defined in 11 U.S.C. § 101(51D). If the debtor is a small business debtor, attach the most recent balance sheet, statement of operations, cash-flow statement, and federal income tax return or if all of these documents do not exist, follow the procedure in 11 U.S.C. § 1116(1)(B).
☐ The debtor is a small business debtor as defined in 11 U.S.C. § 101(51D), and it chooses to proceed under Subchapter V of Chapter 11.
☐ A plan is being filed with this petition.
☐ Acceptances of the plan were solicited prepetition from one or more classes of creditors, in accordance with 11 U.S.C. § 1126(b).
☐ The debtor is required to file periodic reports (for example, 10K and 10Q) with the Securities and Exchange Commission according to § 13 or 15(d) of the Securities Exchange Act of 1934. File the *Attachment to Voluntary Petition for Non-Individuals Filing for Bankruptcy under Chapter 11* (Official Form 201A) with this form.
☐ The debtor is a shell company as defined in the Securities Exchange Act of 1934 Rule 12b-2.

☐ Chapter 12

9. Were prior bankruptcy cases filed by or against the debtor within the last 8 years?

☒ No
☐ Yes. District _____ When _____ Case number _____
MM / DD / YYYY

If more than 2 cases, attach a separate list.

District _____ When _____ Case number _____
MM / DD / YYYY

Debtor Luuf, LLC Case number (if known) _____
Name

10. Are any bankruptcy cases pending or being filed by a business partner or an affiliate of the debtor?

List all cases. If more than 1, attach a separate list.

☐ No

☒ Yes. Debtor See attached Rider Relationship _____
 District _____ When _____
MM / DD / YYYY
 Case number, if known _____

11. Why is the case filed in this district?

Check all that apply:

☐ Debtor has had its domicile, principal place of business, or principal assets in this district for 180 days immediately preceding the date of this petition or for a longer part of such 180 days than in any other district.

☒ A bankruptcy case concerning debtor's affiliate, general partner, or partnership is pending in this district.

12. Does the debtor own or have possession of any real property or personal property that needs immediate attention?

☒ No

☐ Yes. Answer below for each property that needs immediate attention. Attach additional sheets if needed.

Why does the property need immediate attention? (Check all that apply.)

☐ It poses or is alleged to pose a threat of imminent and identifiable hazard to public health or safety.

What is the hazard? _____

☐ It needs to be physically secured or protected from the weather.

☐ It includes perishable goods or assets that could quickly deteriorate or lose value without attention (for example, livestock, seasonal goods, meat, dairy, produce, or securities-related assets or other options).

☐ Other _____

Where is the property?

Number _____ Street _____

City _____ State ZIP Code _____

Is the property insured?

☐ No

☐ Yes. Insurance agency _____

Contact name _____

Phone _____

Statistical and administrative information

13. Debtor's estimation of available funds

Check one:

☒ Funds will be available for distribution to unsecured creditors.

☐ After any administrative expenses are paid, no funds will be available for distribution to unsecured creditors.

14. Estimated number of creditors

☐ 1-49

☒ 50-99

☐ 100-199

☐ 200-999

☐ 1,000-5,000

☐ 5,001-10,000

☐ 10,001-25,000

☐ 25,001-50,000

☐ 50,001-100,000

☐ More than 100,000

Debtor Luuf, LLC Case number (if known) _____
Name

15. Estimated assets

- | | | |
|---|--|--|
| ☐ \$0-\$50,000 | ☐ \$1,000,001-\$10 million | ☐ \$500,000,001-\$1 billion |
| ☐ \$50,001-\$100,000 | ☐ \$10,000,001-\$50 million | ☐ \$1,000,000,001-\$10 billion |
| ☒ \$100,001-\$500,000 | ☐ \$50,000,001-\$100 million | ☐ \$10,000,000,001-\$50 billion |
| ☐ \$500,001-\$1 million | ☐ \$100,000,001-\$500 million | ☐ More than \$50 billion |

16. Estimated liabilities

- | | | |
|---|--|--|
| ☐ \$0-\$50,000 | ☐ \$1,000,001-\$10 million | ☐ \$500,000,001-\$1 billion |
| ☐ \$50,001-\$100,000 | ☐ \$10,000,001-\$50 million | ☐ \$1,000,000,001-\$10 billion |
| ☒ \$100,001-\$500,000 | ☐ \$50,000,001-\$100 million | ☐ \$10,000,000,001-\$50 billion |
| ☐ \$500,001-\$1 million | ☐ \$100,000,001-\$500 million | ☐ More than \$50 billion |

Request for Relief, Declaration, and Signatures

WARNING -- Bankruptcy fraud is a serious crime. Making a false statement in connection with a bankruptcy case can result in fines up to \$500,000 or imprisonment for up to 20 years, or both. 18 U.S.C. §§ 152, 1341, 1519, and 3571.

17. Declaration and signature of authorized representative of debtor

The debtor requests relief in accordance with the chapter of title 11, United States Code, specified in this petition.

I have been authorized to file this petition on behalf of the debtor.

I have examined the information in this petition and have a reasonable belief that the information is true and correct.

I declare under penalty of perjury that the foregoing is true and correct.

Executed on 06 /25/2022
MM / DD / YYYY

X/s/ Eric Rhea

Signature of authorized representative of debtor

Eric Rhea

Printed name

Title Chief Executive Officer**18. Signature of attorney****X**/s/ Stephen M. Pezanosky

Signature of attorney for debtor

Date 06 /25/2022
MM / DD / YYYYStephen M. Pezanosky

Printed name

Haynes and Boone, LLP

Firm name

301 Commerce Street, Suite 2600

Number Street

Fort Worth

City

TX 76102
State ZIP Code817.347.6600

Contact phone

stephen.pezanosky@haynesboone.com
Email address15881850

Bar number

Texas
State

RIDER 1

Pending Bankruptcy Cases Filed by the Debtor and Affiliates of the Debtor

On the date hereof, each of the entities listed below (collectively, the “Debtors”) filed a petition in the United States Bankruptcy Court for the Northern District of Texas, Fort Worth Division for relief under chapter 11 of title 11 of the United States Code. The Debtors have moved for joint administration of these cases under the case number assigned to the chapter 11 case of Corsicana Bedding, LLC:

Corsicana Bedding, LLC

Thetford Leasing LLC

Olive Branch Building, LLC

Eastern Sleep Products Company

Englander-Symbol Mattress of Mississippi, LLC

Hylton House Furniture, Inc.

Luuf, LLC

Symbol Mattress of Florida, Inc.

Symbol Mattress of Pennsylvania, Inc.

Symbol Mattress of Wisconsin, Inc.

Symbol Mattress Transportation, Inc.

Master Craft Sleep Products, Inc.

**UNANIMOUS WRITTEN CONSENT OF
THE BOARD OF MANAGERS OF
CORSICANA PARENT CO., LLC**

JUNE 24, 2022

The undersigned, being all individuals comprising the Board of Managers (the “Board of Managers”) of Corsicana Parent Co., LLC, a Delaware limited liability company (“HoldCo”), acting pursuant to the applicable provisions of the Delaware Limited Liability Company Act and the Fourth Amended and Restated Limited Liability Company agreement of Corsicana Parent Co., LLC dated December 30, 2021, does hereby waive the requirement of notice, including without limitation, any specific requirement of notice for taking actions by written consent, and of a meeting, and does hereby adopt the following resolutions by unanimous written consent (the “Consent”):

I. Chapter 11 Filing of Corsicana Bedding, LLC

WHEREAS, the Board of Managers, being vested with exclusive management and control over HoldCo, as the sole member of Corsicana Bedding, LLC, a Delaware limited liability company (“OpCo”), is vested with exclusive management and control of OpCo and its business and affairs pursuant to that certain Amended and Restated Limited Liability Company Agreement of Corsicana Operating Co., LLC dated September 29, 2015;

WHEREAS, the Board of Managers has received, reviewed, and considered materials presented by management and OpCo’s advisors regarding certain financial and operating difficulties of OpCo and the impact of the foregoing on OpCo’s business;

WHEREAS, the Board of Managers has received, reviewed, and considered advice from management and legal advisors regarding possible strategic alternatives to address OpCo’s financial and operating difficulties, including pursuant to in-court bankruptcy proceedings, and the impact of the foregoing on OpCo’s business and its stakeholders;

WHEREAS, in light of the foregoing, the Board of Managers has determined that it is desirable and in the best interests of OpCo to cause to be filed a petition seeking relief under the provisions of chapter 11 of title 11 of the United States Code (the “Bankruptcy Code”) on or after **June 24, 2022**;

WHEREAS, the Board of Managers, being vested with exclusive management and control over HoldCo, as the sole member of OpCo, wishes to authorize and direct OpCo to file a chapter 11 petition in the United States Bankruptcy Court for the Northern District of Texas, Fort Worth Division (the “Bankruptcy Court”) and to further authorize and direct Eric Rhea to sign the chapter 11 petition on behalf of OpCo;

WHEREAS, the Board of Managers, being vested with exclusive management and control over HoldCo, as the sole member of OpCo, wishes further to appoint Mike Juniper as the Chief Restructuring Officer of OpCo to assist with managing the business and affairs of OpCo throughout OpCo’s chapter 11 case, including OpCo’s compliance with applicable provisions of the Bankruptcy Code;

WHEREAS, the Board of Managers, being vested with exclusive management and control over HoldCo, as the sole member of OpCo, wishes further to authorize and direct Mike Juniper and Eric Rhea to negotiate, on behalf of OpCo, the terms of (a) a senior-secured super-priority debtor-in-possession ABL credit agreement, to be dated on or around the date hereof (the “DIP ABL Credit Agreement”), for purposes of financing the chapter 11 case of OpCo, and (b) any other documents (including, without limitation, any

Loan Documents (as defined in the DIP ABL Credit Agreement) (if any)) required, desired or requested therein; and

WHEREAS, the Board of Managers, being vested with exclusive management and control over HoldCo, as the sole member of OpCo, wishes further to engage (a) Haynes and Boone, LLP ("Haynes Boone") under a general retainer as bankruptcy counsel to OpCo in its chapter 11 case, (b) Houlihan Lokey, Inc. ("Houlihan") under a general retainer as financial advisor to OpCo in its chapter 11 case, (c) CR3 Partners, LLC ("CR3") under a general retainer as financial advisor to OpCo in its chapter 11 case, and (d) Donlin, Recano & Company, Inc. ("Donlin Recano") under a general retainer as claims and administrative agent to OpCo in its chapter 11 case;

NOW, THEREFORE, BE IT

RESOLVED, that Eric Rhea hereby is authorized and directed to file or cause to be filed a petition seeking relief under the provisions of chapter 11 of the Bankruptcy Code on behalf of OpCo on or after **June 24, 2022**; and be it further

RESOLVED, that Mike Juniper hereby is appointed as the Chief Restructuring Officer of OpCo pursuant to the terms of that certain Second Amendment to Engagement Agreement (the "CR3 Second Amendment"), effective as of June 13, 2022, by and between CR3 and OpCo; and be it further

RESOLVED, that Mike Juniper, as Chief Restructuring Officer acting on behalf of OpCo, shall report to the Board of Managers and hereby is authorized to execute and file (or direct others to do so on behalf of OpCo as provided herein) all necessary documents, including, without limitation, all declarations, affidavits, schedules, motions, lists, applications, pleadings and other papers, and in connection therewith, to employ and retain all assistance by legal counsel, accountants, or other professionals and to take any and all action which the Chief Restructuring Officer deems necessary and proper in connection with the chapter 11 case; and be it further

RESOLVED, that Mike Juniper and Eric Rhea, acting on behalf of OpCo, hereby are authorized and directed to negotiate the terms of (a) the DIP ABL Credit Agreement, to be dated on or around the date hereof, and (b) any other documents (including, without limitation, any Loan Documents (as defined in the DIP ABL Credit Agreement) (if any)) required, desired or requested therein; and be it further

RESOLVED, that OpCo hereby is authorized and directed to engage Haynes Boone as bankruptcy counsel, Houlihan Lokey as financial advisor, CR3 as financial advisor and Donlin Recano as claims and administrative agent in its chapter 11 case.

II. Chapter 11 Filing of Thetford Leasing, LLC

WHEREAS, the Board of Managers, being vested with exclusive management and control over HoldCo, as the sole member of OpCo, as the sole member of Thetford Leasing, LLC, a Virginia limited liability company ("Thetford"), is vested with exclusive management and control of Thetford and its business and affairs pursuant to that certain Amended & Restated Operating Agreement of Thetford Leasing, LLC dated April 28, 2021;

WHEREAS, the Board of Managers has received, reviewed, and considered materials presented by management and legal advisors regarding certain financial and operating difficulties of Thetford and the impact of the foregoing on Thetford's business;

WHEREAS, the Board of Managers has received, reviewed, and considered advice from management and legal advisors regarding possible strategic alternatives to address Thetford's financial and operating difficulties, including pursuant to in-court bankruptcy proceedings, and the impact of the foregoing on Thetford's business and its stakeholders;

WHEREAS, in light of the foregoing, the Board of Managers has determined that it is desirable and in the best interests of Thetford to cause to be filed a petition seeking relief under the provisions of chapter 11 of the Bankruptcy Code on or after **June 24, 2022**;

WHEREAS, the Board of Managers, being vested with exclusive management and control over HoldCo, as the sole member of OpCo, as the sole member of Thetford, wishes to authorize and direct Thetford to file a chapter 11 petition in the Bankruptcy Court and to further authorize and direct Eric Rhea to sign the chapter 11 petition on behalf of Thetford;

WHEREAS, the Board of Managers, being vested with exclusive management and control over HoldCo, as the sole member of OpCo, as the sole member of Thetford, wishes further to appoint Mike Juniper as the Chief Restructuring Officer of Thetford to assist with managing the business and affairs of Thetford throughout Thetford's chapter 11 case, including Thetford's compliance with applicable provisions of the Bankruptcy Code;

WHEREAS, the Board of Managers, being vested with exclusive management and control over HoldCo, as the sole member of OpCo, as the sole member of Thetford, wishes further to authorize and direct Mike Juniper and Eric Rhea to negotiate, on behalf of Thetford, the terms of (a) the DIP ABL Credit Agreement, for purposes of financing the chapter 11 case of Thetford, and (b) any other document required, desired or requested therein; and

WHEREAS, the Board of Managers, being vested with exclusive management and control over HoldCo, as the sole member of Thetford, wishes further to engage (a) Haynes Boone under a general retainer as bankruptcy counsel to Thetford in its chapter 11 case, (b) Houlihan under a general retainer as financial advisor to Thetford in its chapter 11 case, (c) CR3 under a general retainer as financial advisor to Thetford in its chapter 11 case, and (d) Donlin Recano under a general retainer as claims and administrative agent to Thetford in its chapter 11 case;

NOW, THEREFORE, BE IT

RESOLVED, that Eric Rhea hereby is authorized and directed to file or cause to be filed a petition seeking relief under the provisions of chapter 11 of the Bankruptcy Code on behalf of Thetford on or after **June 24, 2022**; and be it further

RESOLVED, that Mike Juniper hereby is appointed as the Chief Restructuring Officer of Thetford pursuant to the terms of the CR3 Second Amendment; and be it further

RESOLVED, that Mike Juniper, as Chief Restructuring Officer acting on behalf of Thetford, shall report to the Board of Managers and hereby is authorized to execute and file (or direct others to do so on behalf of Thetford as provided herein) all necessary documents, including, without limitation, all declarations, affidavits, schedules, motions, lists, applications, pleadings and other papers, and in connection therewith, to employ and retain all assistance by legal counsel, accountants, or other professionals and to take any and all action which the Chief Restructuring Officer deems necessary and proper in connection with the chapter 11 case; and be it further

RESOLVED, that Mike Juniper and Eric Rhea, acting on behalf of Thetford, hereby are authorized and directed to negotiate the terms of (a) the DIP ABL Credit Agreement, to be dated on or around the date hereof, and (b) any other documents (including, without limitation, any Loan Documents (as defined in the DIP ABL Credit Agreement) (if any)) required, desired or requested therein; and be it further

RESOLVED, that Thetford hereby is authorized and directed to engage Haynes Boone as bankruptcy counsel, Houlihan Lokey as financial advisor, CR3 as financial advisor and Donlin Recano as claims and administrative agent in its chapter 11 case.

III. Chapter 11 Filing of Olive Branch Building, L.L.C.

WHEREAS, the Board of Managers, being vested with exclusive management and control over HoldCo, as the sole member of OpCo, as the sole member of Thetford, as the sole member of Olive Branch Building, L.L.C., a Virginia limited liability company ("Olive Branch"), is vested with exclusive management and control of Olive Branch pursuant to that certain Operating Agreement of Olive Branch Building, L.L.C. dated June 2013;

WHEREAS, the Board of Managers has received, reviewed, and considered materials presented by management and legal advisors regarding certain financial and operating difficulties of Olive Branch and the impact of the foregoing on Olive Branch's business;

WHEREAS, the Board of Managers has received, reviewed, and considered advice from management and legal advisors regarding possible strategic alternatives to address Olive Branch's financial and operating difficulties, including pursuant to in-court bankruptcy proceedings, and the impact of the foregoing on Olive Branch's business and its stakeholders;

WHEREAS, in light of the foregoing, the Board of Managers has determined that it is desirable and in the best interests of Olive Branch to cause to be filed a petition seeking relief under the provisions of chapter 11 of the Bankruptcy Code on or after **June 24, 2022**;

WHEREAS, the Board of Managers, being vested with exclusive management and control over HoldCo, as the sole member of OpCo, as the sole member of Thetford, as the sole member of Olive Branch, wishes to authorize and direct Olive Branch to file a chapter 11 petition in the Bankruptcy Court and to further authorize and direct Eric Rhea to sign the chapter 11 petition on behalf of Olive Branch;

WHEREAS, the Board of Managers, being vested with exclusive management and control over HoldCo, as the sole member of OpCo, as the sole member of Thetford, as the sole member of Olive Branch, wishes further to appoint Mike Juniper as the Chief Restructuring Officer of Olive Branch to assist with managing the business and affairs of Olive Branch throughout Olive Branch's chapter 11 case, including Olive Branch's compliance with applicable provisions of the Bankruptcy Code;

WHEREAS, the Board of Managers, being vested with exclusive management and control over HoldCo, as the sole member of OpCo, as the sole member of Thetford, as the sole member of Olive Branch, wishes further to authorize and direct Mike Juniper and Eric Rhea to negotiate, on behalf of Olive Branch, the terms of (a) the DIP ABL Credit Agreement, for purposes of financing the chapter 11 case of Olive Branch, and (b) any other document required, desired or requested therein; and

WHEREAS, the Board of Managers, being vested with exclusive management and control over HoldCo, as the sole member of OpCo, as the sole member of Thetford, as the sole member of Olive Branch, wishes further to engage (a) Haynes Boone under a general retainer as bankruptcy counsel to Olive Branch in its chapter 11 case, (b) Houlihan under a general retainer as financial advisor to Olive Branch in its

chapter 11 case, (c) CR3 under a general retainer as financial advisor to Olive Branch in its chapter 11 case, and (d) Donlin Recano under a general retainer as claims and administrative agent to Olive Branch in its chapter 11 case;

NOW, THEREFORE, BE IT

RESOLVED, that Eric Rhea hereby is authorized and directed to file or cause to be filed a petition seeking relief under the provisions of chapter 11 of the Bankruptcy Code on behalf of Olive Branch on or after **June 24, 2022**; and be it further

RESOLVED, that Mike Juniper hereby is appointed as the Chief Restructuring Officer of Olive Branch pursuant to the terms of the CR3 Second Amendment; and be it further

RESOLVED, that Mike Juniper, as Chief Restructuring Officer acting on behalf of Olive Branch, shall report to the Board of Managers and hereby is authorized to execute and file (or direct others to do so on behalf of Olive Branch as provided herein) all necessary documents, including, without limitation, all declarations, affidavits, schedules, motions, lists, applications, pleadings and other papers, and in connection therewith, to employ and retain all assistance by legal counsel, accountants, or other professionals and to take any and all action which the Chief Restructuring Officer deems necessary and proper in connection with the chapter 11 case; and be it further

RESOLVED, that Mike Juniper and Eric Rhea, acting on behalf of Olive Branch, hereby are authorized and directed to negotiate the terms of (a) the DIP ABL Credit Agreement, to be dated on or around the date hereof, and (b) any other documents (including, without limitation, any Loan Documents (as defined in the DIP ABL Credit Agreement) (if any)) required, desired or requested therein; and be it further

RESOLVED, that Olive Branch hereby is authorized and directed to engage Haynes Boone as bankruptcy counsel, Houlihan Lokey as financial advisor, CR3 as financial advisor and Donlin Recano as claims and administrative agent in its chapter 11 case.

IV. Chapter 11 Filing of Eastern Sleep Products Company

WHEREAS, the Board of Managers, being vested with exclusive management and control over HoldCo, as the sole member of OpCo, as the sole shareholder of Eastern Sleep Products Company, a Virginia stock corporation ("ESP"), is vested with exclusive authority to direct the board of directors of ESP pursuant to those certain Amended and Restated Bylaws of Eastern Sleep Products Company adopted April 28, 2021;

WHEREAS, the Board of Managers has received, reviewed, and considered materials presented by management and legal advisors regarding certain financial and operating difficulties of ESP and the impact of the foregoing on ESP's business;

WHEREAS, the Board of Managers has received, reviewed, and considered advice from management and legal advisors regarding possible strategic alternatives to address ESP's financial and operating difficulties, including pursuant to in-court bankruptcy proceedings, and the impact of the foregoing on ESP's business and its stakeholders;

WHEREAS, in light of the foregoing, the Board of Managers has determined that it is desirable and in the best interests of ESP to cause to be filed a petition seeking relief under the provisions of chapter 11 of the Bankruptcy Code on or after **June 24, 2022**;

WHEREAS, the Board of Managers, being vested with exclusive management and control over HoldCo, as the sole member of OpCo, as the sole shareholder of ESP, wishes to authorize and direct ESP to file a chapter 11 petition in the Bankruptcy Court and to further authorize and direct Eric Rhea to sign the chapter 11 petition on behalf of ESP;

WHEREAS, the Board of Managers, being vested with exclusive management and control over HoldCo, as the sole member of OpCo, as the sole shareholder of ESP, wishes further to appoint Mike Juniper as the Chief Restructuring Officer of ESP to assist with managing the business and affairs of ESP throughout ESP's chapter 11 case, including ESP's compliance with applicable provisions of the Bankruptcy Code;

WHEREAS, the Board of Managers, being vested with exclusive management and control over HoldCo, as the sole member of OpCo, as the sole shareholder of ESP, wishes further to authorize and direct Mike Juniper and Eric Rhea to negotiate, on behalf of ESP, the terms of (a) the DIP ABL Credit Agreement, for purposes of financing the chapter 11 case of ESP, and (b) any other document required, desired or requested therein; and

WHEREAS, the Board of Managers, being vested with exclusive management and control over HoldCo, as the sole member of OpCo, as the sole shareholder of ESP, wishes further to engage (a) Haynes Boone under a general retainer as bankruptcy counsel to ESP in its chapter 11 case, (b) Houlihan under a general retainer as financial advisor to ESP in its chapter 11 case, (c) CR3 under a general retainer as financial advisor to ESP in its chapter 11 case, and (d) Donlin Recano under a general retainer as claims and administrative agent to ESP in its chapter 11 case;

NOW, THEREFORE, BE IT

RESOLVED, that Eric Rhea hereby is authorized and directed to file or cause to be filed a petition seeking relief under the provisions of chapter 11 of the Bankruptcy Code on behalf of ESP on or after **June 24, 2022**; and be it further

RESOLVED, that Mike Juniper hereby is appointed as the Chief Restructuring Officer of ESP pursuant to the terms of the CR3 Second Amendment; and be it further

RESOLVED, that Mike Juniper, as Chief Restructuring Officer acting on behalf of ESP, shall report to the Board of Managers and hereby is authorized to execute and file (or direct others to do so on behalf of ESP as provided herein) all necessary documents, including, without limitation, all declarations, affidavits, schedules, motions, lists, applications, pleadings and other papers, and in connection therewith, to employ and retain all assistance by legal counsel, accountants, or other professionals and to take any and all action which the Chief Restructuring Officer deems necessary and proper in connection with the chapter 11 case; and be it further

RESOLVED, that Mike Juniper and Eric Rhea, acting on behalf of ESP, hereby are authorized and directed to negotiate the terms of (a) the DIP ABL Credit Agreement, to be dated on or around the date hereof, and (b) any other documents (including, without limitation, any Loan Documents (as defined in the DIP ABL Credit Agreement) (if any)) required, desired or requested therein; and be it further

RESOLVED, that ESP hereby is authorized and directed to engage Haynes Boone as bankruptcy counsel, Houlihan Lokey as financial advisor, CR3 as financial advisor and Donlin Recano as claims and administrative agent in its chapter 11 case.

V. Chapter 11 Filing of Englander-Symbol Mattress of Mississippi, LLC

WHEREAS, the Board of Managers, being vested with exclusive management and control over HoldCo, as the sole member of OpCo, as the sole shareholder of ESP, as the sole member of Englander-Symbol Mattress of Mississippi, LLC, a Virginia limited liability company ("Symbol Mississippi"), is vested with exclusive management and control over Symbol Mississippi pursuant to that certain Operating Agreement of Englander-Symbol Mattress of Mississippi, LLC dated June 1, 2013;

WHEREAS, the Board of Managers has received, reviewed, and considered materials presented by management and legal advisors regarding certain financial and operating difficulties of Symbol Mississippi and the impact of the foregoing on Symbol Mississippi's business;

WHEREAS, the Board of Managers has received, reviewed, and considered advice from management and legal advisors regarding possible strategic alternatives to address Symbol Mississippi's financial and operating difficulties, including pursuant to in-court bankruptcy proceedings, and the impact of the foregoing on Symbol Mississippi's business and its stakeholders;

WHEREAS, in light of the foregoing, the Board of Managers has determined that it is desirable and in the best interests of Symbol Mississippi to cause to be filed a petition seeking relief under the provisions of chapter 11 of the Bankruptcy Code on or after **June 24, 2022**;

WHEREAS, the Board of Managers, being vested with exclusive management and control over HoldCo, as the sole member of OpCo, as the sole shareholder of ESP, as the sole member of Symbol Mississippi, wishes to authorize and direct Symbol Mississippi to file a chapter 11 petition in the Bankruptcy Court and to further authorize and direct Eric Rhea to sign the chapter 11 petition on behalf of Symbol Mississippi;

WHEREAS, the Board of Managers, being vested with exclusive management and control over HoldCo, as the sole member of OpCo, as the sole shareholder of ESP, as the sole member of Symbol Mississippi, wishes further to appoint Mike Juniper as the Chief Restructuring Officer of Symbol Mississippi to assist with managing the business and affairs of Symbol Mississippi throughout Symbol Mississippi's chapter 11 case, including Symbol Mississippi's compliance with applicable provisions of the Bankruptcy Code;

WHEREAS, the Board of Managers, being vested with exclusive management and control over HoldCo, as the sole member of OpCo, as the sole shareholder of ESP, as the sole member of Symbol Mississippi, wishes further to authorize and direct Mike Juniper and Eric Rhea to negotiate, on behalf of Symbol Mississippi, the terms of (a) the DIP ABL Credit Agreement, for purposes of financing the chapter 11 case of Symbol Mississippi, and (b) any other document required, desired or requested therein; and

WHEREAS, the Board of Managers, being vested with exclusive management and control over HoldCo, as the sole member of OpCo, as the sole shareholder of ESP, as the sole member of Symbol Mississippi, wishes further to engage (a) Haynes Boone under a general retainer as bankruptcy counsel to Symbol Mississippi in its chapter 11 case, (b) Houlihan under a general retainer as financial advisor to Symbol Mississippi in its chapter 11 case, (c) CR3 under a general retainer as financial advisor to Symbol Mississippi in its chapter 11 case, and (d) Donlin Recano under a general retainer as claims and administrative agent to Symbol Mississippi in its chapter 11 case;

NOW, THEREFORE, BE IT

RESOLVED, that Eric Rhea hereby is authorized and directed to file or cause to be filed a petition seeking relief under the provisions of chapter 11 of the Bankruptcy Code on behalf of Symbol Mississippi on or after **June 24, 2022**; and be it further

RESOLVED, that Mike Juniper hereby is appointed as the Chief Restructuring Officer of Symbol Mississippi pursuant to the terms of the CR3 Second Amendment ; and be it further

RESOLVED, that Mike Juniper, as Chief Restructuring Officer acting on behalf of Symbol Mississippi, shall report to the Board of Managers and hereby is authorized to execute and file (or direct others to do so on behalf of Symbol Mississippi as provided herein) all necessary documents, including, without limitation, all declarations, affidavits, schedules, motions, lists, applications, pleadings and other papers, and in connection therewith, to employ and retain all assistance by legal counsel, accountants, or other professionals and to take any and all action which the Chief Restructuring Officer deems necessary and proper in connection with the chapter 11 case; and be it further

RESOLVED, that Mike Juniper and Eric Rhea, acting on behalf of Symbol Mississippi, hereby are authorized and directed to negotiate the terms of (a) the DIP ABL Credit Agreement, to be dated on or around the date hereof, and (b) any other documents (including, without limitation, any Loan Documents (as defined in the DIP ABL Credit Agreement) (if any)) required, desired or requested therein; and be it further

RESOLVED, that Symbol Mississippi hereby is authorized and directed to engage Haynes Boone as bankruptcy counsel, Houlihan Lokey as financial advisor, CR3 as financial advisor and Donlin Recano as claims and administrative agent in its chapter 11 case.

VI. Chapter 11 Filing of Luuf, LLC

WHEREAS, the Board of Managers, being vested with exclusive management and control over HoldCo, as the sole member of OpCo, as the sole shareholder of ESP, as the sole member of Luuf, LLC, a Virginia limited liability company ("Luuf"), is vested with exclusive management and control over Luuf pursuant to that certain Amended & Restated Operating Agreement of Luuf, LLC dated April 28, 2021;

WHEREAS, the Board of Managers has received, reviewed, and considered materials presented by management and legal advisors regarding certain financial and operating difficulties of Luuf and the impact of the foregoing on Luuf's business;

WHEREAS, the Board of Managers has received, reviewed, and considered advice from management and legal advisors regarding possible strategic alternatives to address Luuf's financial and operating difficulties, including pursuant to in-court bankruptcy proceedings, and the impact of the foregoing on Luuf's business and its stakeholders;

WHEREAS, in light of the foregoing, the Board of Managers has determined that it is desirable and in the best interests of Luuf to cause to be filed a petition seeking relief under the provisions of chapter 11 of the Bankruptcy Code on or after **June 24, 2022**;

WHEREAS, the Board of Managers, being vested with exclusive management and control over HoldCo, as the sole member of OpCo, as the sole shareholder of ESP, as the sole member of Luuf, wishes to authorize and direct Luuf to file a chapter 11 petition in the Bankruptcy Court and to further authorize and direct Eric Rhea to sign the chapter 11 petition on behalf of Luuf;

WHEREAS, the Board of Managers, being vested with exclusive management and control over HoldCo, as the sole member of OpCo, as the sole shareholder of ESP, as the sole member of Luuf, wishes further to appoint Mike Juniper as the Chief Restructuring Officer of Luuf to assist with managing the business and affairs of Luuf throughout Luuf's chapter 11 case, including Luuf's compliance with applicable provisions of the Bankruptcy Code;

WHEREAS, the Board of Managers, being vested with exclusive management and control over HoldCo, as the sole member of OpCo, as the sole shareholder of ESP, as the sole member of Luuf, wishes further to authorize and direct Mike Juniper and Eric Rhea to negotiate, on behalf of Luuf, the terms of (a) the DIP ABL Credit Agreement, for purposes of financing the chapter 11 case of Luuf, and (b) any other document required, desired or requested therein; and

WHEREAS, the Board of Managers, being vested with exclusive management and control over HoldCo, as the sole member of OpCo, as the sole shareholder of ESP, as the sole member of Luuf, wishes further to engage (a) Haynes Boone under a general retainer as bankruptcy counsel to Luuf in its chapter 11 case, (b) Houlihan under a general retainer as financial advisor to Luuf in its chapter 11 case, (c) CR3 under a general retainer as financial advisor to Luuf in its chapter 11 case, and (d) Donlin Recano under a general retainer as claims and administrative agent to Luuf in its chapter 11 case;

NOW, THEREFORE, BE IT

RESOLVED, that Eric Rhea hereby is authorized and directed to file or cause to be filed a petition seeking relief under the provisions of chapter 11 of the Bankruptcy Code on behalf of Luuf on or after **June 24, 2022**; and be it further

RESOLVED, that Mike Juniper hereby is appointed as the Chief Restructuring Officer of Luuf pursuant to the terms of the CR3 Second Amendment; and be it further

RESOLVED, that Mike Juniper, as Chief Restructuring Officer acting on behalf of Luuf, shall report to the Board of Managers and hereby is authorized to execute and file (or direct others to do so on behalf of Luuf as provided herein) all necessary documents, including, without limitation, all declarations, affidavits, schedules, motions, lists, applications, pleadings and other papers, and in connection therewith, to employ and retain all assistance by legal counsel, accountants, or other professionals and to take any and all action which the Chief Restructuring Officer deems necessary and proper in connection with the chapter 11 case; and be it further

RESOLVED, that Mike Juniper and Eric Rhea, acting on behalf of Luuf, hereby are authorized and directed to negotiate the terms of (a) the DIP ABL Credit Agreement, to be dated on or around the date hereof, and (b) any other documents (including, without limitation, any Loan Documents (as defined in the DIP ABL Credit Agreement) (if any)) required, desired or requested therein; and be it further

RESOLVED, that Luuf hereby is authorized and directed to engage Haynes Boone as bankruptcy counsel, Houlihan Lokey as financial advisor, CR3 as financial advisor and Donlin Recano as claims and administrative agent in its chapter 11 case.

VII. Chapter 11 Filing of Master Craft Sleep Products, Inc.

WHEREAS, the Board of Managers, being vested with exclusive management and control over HoldCo, as the sole member of OpCo, as the sole shareholder of ESP, as the sole shareholder of Master Craft Sleep Products, Inc., an Alabama corporation ("Master Craft"), is vested with exclusive control over Master Craft pursuant to those certain Bylaws of Master Craft Sleep Products, Inc. adopted April 19, 1982;

WHEREAS, the Board of Managers has received, reviewed, and considered materials presented by management and legal advisors regarding certain financial and operating difficulties of Master Craft and the impact of the foregoing on Master Craft's business;

WHEREAS, the Board of Managers has received, reviewed, and considered advice from management and legal advisors regarding possible strategic alternatives to address Master Craft's financial and operating difficulties, including pursuant to in-court bankruptcy proceedings, and the impact of the foregoing on Master Craft's business and its stakeholders;

WHEREAS, in light of the foregoing, the Board of Managers has determined that it is desirable and in the best interests of Master Craft to cause to be filed a petition seeking relief under the provisions of chapter 11 of the Bankruptcy Code on or after **June 24, 2022**;

WHEREAS, the Board of Managers, being vested with exclusive management and control over HoldCo, as the sole member of OpCo, as the sole shareholder of ESP, as the sole shareholder of Master Craft, wishes to authorize and direct Master Craft to file a chapter 11 petition in the Bankruptcy Court and to further authorize and direct Eric Rhea to sign the chapter 11 petition on behalf of Master Craft;

WHEREAS, the Board of Managers, being vested with exclusive management and control over HoldCo, as the sole member of OpCo, as the sole shareholder of ESP, as the sole shareholder of Master Craft, wishes further to appoint Mike Juniper as the Chief Restructuring Officer of Master Craft to assist with managing the business and affairs of Master Craft throughout Master Craft's chapter 11 case, including Master Craft's compliance with applicable provisions of the Bankruptcy Code;

WHEREAS, the Board of Managers, being vested with exclusive management and control over HoldCo, as the sole member of OpCo, as the sole shareholder of ESP, as the sole shareholder of Master Craft, wishes further to authorize and direct Mike Juniper and Eric Rhea to negotiate, on behalf of Master Craft, the terms of (a) the DIP ABL Credit Agreement, for purposes of financing the chapter 11 case of Master Craft, and (b) any other document required, desired or requested therein; and

WHEREAS, the Board of Managers, being vested with exclusive management and control over HoldCo, as the sole member of OpCo, as the sole shareholder of ESP, as the sole shareholder of Master Craft, wishes further to engage (a) Haynes Boone under a general retainer as bankruptcy counsel to Master Craft in its chapter 11 case, (b) Houlihan under a general retainer as financial advisor to Master Craft in its chapter 11 case, (c) CR3 under a general retainer as financial advisor to Master Craft in its chapter 11 case, and (d) Donlin Recano under a general retainer as claims and administrative agent to Master Craft in its chapter 11 case;

NOW, THEREFORE, BE IT

RESOLVED, that Eric Rhea hereby is authorized and directed to file or cause to be filed a petition seeking relief under the provisions of chapter 11 of the Bankruptcy Code on behalf of Master Craft on or after **June 24, 2022**; and be it further

RESOLVED, that Mike Juniper hereby is appointed as the Chief Restructuring Officer of Master Craft pursuant to the terms of the CR3 Second Amendment ; and be it further

RESOLVED, that Mike Juniper, as Chief Restructuring Officer acting on behalf of Master Craft, shall report to the Board of Managers and hereby is authorized to execute and file (or direct others to do so on behalf of Master Craft as provided herein) all necessary documents, including, without limitation, all declarations, affidavits, schedules, motions, lists, applications, pleadings and other papers, and in

connection therewith, to employ and retain all assistance by legal counsel, accountants, or other professionals and to take any and all action which the Chief Restructuring Officer deems necessary and proper in connection with the chapter 11 case; and be it further

RESOLVED, that Mike Juniper and Eric Rhea, acting on behalf of Master Craft, hereby are authorized and directed to negotiate the terms of (a) the DIP ABL Credit Agreement, to be dated on or around the date hereof, and (b) any other documents (including, without limitation, any Loan Documents (as defined in the DIP ABL Credit Agreement) (if any)) required, desired or requested therein; and be it further

RESOLVED, that Master Craft hereby is authorized and directed to engage Haynes Boone as bankruptcy counsel, Houlihan Lokey as financial advisor, CR3 as financial advisor and Donlin Recano as claims and administrative agent in its chapter 11 case.

VIII. Chapter 11 Filing of Symbol Mattress of Pennsylvania, Inc.

WHEREAS, the Board of Managers, being vested with exclusive management and control over HoldCo, as the sole member of OpCo, as the sole shareholder of ESP, as the sole shareholder of Symbol Mattress of Pennsylvania, Inc., a Virginia stock corporation ("Symbol Pennsylvania"), is vested with exclusive control over Symbol Pennsylvania pursuant to those certain Amended and Restated Bylaws of Symbol Mattress of Pennsylvania, Inc. adopted April 28, 2021;

WHEREAS, the Board of Managers has received, reviewed, and considered materials presented by management and legal advisors regarding certain financial and operating difficulties of Symbol Pennsylvania and the impact of the foregoing on Symbol Pennsylvania's business;

WHEREAS, the Board of Managers has received, reviewed, and considered advice from management and legal advisors regarding possible strategic alternatives to address Symbol Pennsylvania's financial and operating difficulties, including pursuant to in-court bankruptcy proceedings, and the impact of the foregoing on Symbol Pennsylvania's business and its stakeholders;

WHEREAS, in light of the foregoing, the Board of Managers has determined that it is desirable and in the best interests of Symbol Pennsylvania to cause to be filed a petition seeking relief under the provisions of chapter 11 of the Bankruptcy Code on or after **June 24, 2022**;

WHEREAS, the Board of Managers, being vested with exclusive management and control over HoldCo, as the sole member of OpCo, as the sole shareholder of ESP, as the sole shareholder of Symbol Pennsylvania, wishes to authorize and direct Symbol Pennsylvania to file a chapter 11 petition in the Bankruptcy Court and to further authorize and direct Eric Rhea to sign the chapter 11 petition on behalf of Symbol Pennsylvania;

WHEREAS, the Board of Managers, being vested with exclusive management and control over HoldCo, as the sole member of OpCo, as the sole shareholder of ESP, as the sole shareholder of Symbol Pennsylvania, wishes further to appoint Mike Juniper as the Chief Restructuring Officer of Symbol Pennsylvania to assist with managing the business and affairs of Symbol Pennsylvania throughout Symbol Pennsylvania's chapter 11 case, including Symbol Pennsylvania's compliance with applicable provisions of the Bankruptcy Code;

WHEREAS, the Board of Managers, being vested with exclusive management and control over HoldCo, as the sole member of OpCo, as the sole shareholder of ESP, as the sole shareholder of Symbol Pennsylvania, wishes further to authorize and direct Mike Juniper and Eric Rhea to negotiate, on behalf of

Symbol Pennsylvania, the terms of (a) the DIP ABL Credit Agreement, for purposes of financing the chapter 11 case of Symbol Pennsylvania, and (b) any other document required, desired or requested therein; and

WHEREAS, the Board of Managers, being vested with exclusive management and control over HoldCo, as the sole member of OpCo, as the sole shareholder of ESP, as the sole shareholder of Symbol Pennsylvania, wishes further to engage (a) Haynes Boone under a general retainer as bankruptcy counsel to Symbol Pennsylvania in its chapter 11 case, (b) Houlihan under a general retainer as financial advisor to Symbol Pennsylvania in its chapter 11 case, (c) CR3 under a general retainer as financial advisor to Symbol Pennsylvania in its chapter 11 case, and (d) Donlin Recano under a general retainer as claims and administrative agent to Symbol Pennsylvania in its chapter 11 case;

NOW, THEREFORE, BE IT

RESOLVED, that Eric Rhea hereby is authorized and directed to file or cause to be filed a petition seeking relief under the provisions of chapter 11 of the Bankruptcy Code on behalf of Symbol Pennsylvania on or after **June 24, 2022**; and be it further

RESOLVED, that Mike Juniper hereby is appointed as the Chief Restructuring Officer of Symbol Pennsylvania pursuant to the terms of the CR3 Second Amendment; and be it further

RESOLVED, that Mike Juniper, as Chief Restructuring Officer acting on behalf of Symbol Pennsylvania, shall report to the Board of Managers and hereby is authorized to execute and file (or direct others to do so on behalf of Symbol Pennsylvania as provided herein) all necessary documents, including, without limitation, all declarations, affidavits, schedules, motions, lists, applications, pleadings and other papers, and in connection therewith, to employ and retain all assistance by legal counsel, accountants, or other professionals and to take any and all action which the Chief Restructuring Officer deems necessary and proper in connection with the chapter 11 case; and be it further

RESOLVED, that Mike Juniper and Eric Rhea, acting on behalf of Symbol Pennsylvania, hereby are authorized and directed to negotiate the terms of (a) the DIP ABL Credit Agreement, to be dated on or around the date hereof, and (b) any other documents (including, without limitation, any Loan Documents (as defined in the DIP ABL Credit Agreement) (if any)) required, desired or requested therein; and be it further

RESOLVED, that Symbol Pennsylvania hereby is authorized and directed to engage Haynes Boone as bankruptcy counsel, Houlihan Lokey as financial advisor, CR3 as financial advisor and Donlin Recano as claims and administrative agent in its chapter 11 case.

IX. Chapter 11 Filing of Symbol Mattress of Wisconsin, Inc.

WHEREAS, the Board of Managers, being vested with exclusive management and control over HoldCo, as the sole member of OpCo, as the sole shareholder of ESP, as the sole shareholder of Symbol Mattress of Wisconsin, Inc., a Virginia stock corporation ("Symbol Wisconsin"), is vested with exclusive control over Symbol Wisconsin pursuant to those certain Amended and Restated Bylaws of Symbol Mattress of Wisconsin, Inc. adopted April 28, 2021;

WHEREAS, the Board of Managers has received, reviewed, and considered materials presented by management and legal advisors regarding certain financial and operating difficulties of Symbol Wisconsin and the impact of the foregoing on Symbol Wisconsin's business;

WHEREAS, the Board of Managers has received, reviewed, and considered advice from management and legal advisors regarding possible strategic alternatives to address Symbol Wisconsin's financial and operating difficulties, including pursuant to in-court bankruptcy proceedings, and the impact of the foregoing on Symbol Wisconsin's business and its stakeholders;

WHEREAS, in light of the foregoing, the Board of Managers has determined that it is desirable and in the best interests of Symbol Wisconsin to cause to be filed a petition seeking relief under the provisions of chapter 11 of the Bankruptcy Code on or after **June 24, 2022**;

WHEREAS, the Board of Managers, being vested with exclusive management and control over HoldCo, as the sole member of OpCo, as the sole shareholder of ESP, as the sole shareholder of Symbol Wisconsin, wishes to authorize and direct Symbol Wisconsin to file a chapter 11 petition in the Bankruptcy Court and to further authorize and direct Eric Rhea to sign the chapter 11 petition on behalf of Symbol Wisconsin;

WHEREAS, the Board of Managers, being vested with exclusive management and control over HoldCo, as the sole member of OpCo, as the sole shareholder of ESP, as the sole shareholder of Symbol Wisconsin, wishes further to appoint Mike Juniper as the Chief Restructuring Officer of Symbol Wisconsin to assist with managing the business and affairs of Symbol Wisconsin throughout Symbol Wisconsin's chapter 11 case, including Symbol Wisconsin's compliance with applicable provisions of the Bankruptcy Code;

WHEREAS, the Board of Managers, being vested with exclusive management and control over HoldCo, as the sole member of OpCo, as the sole shareholder of ESP, as the sole shareholder of Symbol Wisconsin, wishes further to authorize and direct Mike Juniper and Eric Rhea to negotiate, on behalf of Symbol Wisconsin, the terms of (a) the DIP ABL Credit Agreement, for purposes of financing the chapter 11 case of Symbol Wisconsin, and (b) any other document required, desired or requested therein; and

WHEREAS, the Board of Managers, being vested with exclusive management and control over HoldCo, as the sole member of OpCo, as the sole shareholder of ESP, as the sole shareholder of Symbol Wisconsin, wishes further to engage (a) Haynes Boone under a general retainer as bankruptcy counsel to Symbol Wisconsin in its chapter 11 case, (b) Houlihan under a general retainer as financial advisor to Symbol Wisconsin in its chapter 11 case, (c) CR3 under a general retainer as financial advisor to Symbol Wisconsin in its chapter 11 case, and (d) Donlin Recano under a general retainer as claims and administrative agent to Symbol Wisconsin in its chapter 11 case;

NOW, THEREFORE, BE IT

RESOLVED, that Eric Rhea hereby is authorized and directed to file or cause to be filed a petition seeking relief under the provisions of chapter 11 of the Bankruptcy Code on behalf of Symbol Wisconsin on or after **June 24, 2022**; and be it further

RESOLVED, that Mike Juniper hereby is appointed as the Chief Restructuring Officer of Symbol Wisconsin pursuant to the terms of the CR3 Second Amendment; and be it further

RESOLVED, that Mike Juniper, as Chief Restructuring Officer acting on behalf of Symbol Wisconsin, shall report to the Board of Managers and hereby is authorized to execute and file (or direct others to do so on behalf of Symbol Wisconsin as provided herein) all necessary documents, including, without limitation, all declarations, affidavits, schedules, motions, lists, applications, pleadings and other papers, and in connection therewith, to employ and retain all assistance by legal counsel, accountants, or

other professionals and to take any and all action which the Chief Restructuring Officer deems necessary and proper in connection with the chapter 11 case; and be it further

RESOLVED, that Mike Juniper and Eric Rhea, acting on behalf of Symbol Wisconsin, hereby are authorized and directed to negotiate the terms of (a) the DIP ABL Credit Agreement, to be dated on or around the date hereof, and (b) any other documents (including, without limitation, any Loan Documents (as defined in the DIP ABL Credit Agreement) (if any)) required, desired or requested therein; and be it further

RESOLVED, that Symbol Wisconsin hereby is authorized and directed to engage Haynes Boone as bankruptcy counsel, Houlihan Lokey as financial advisor, CR3 as financial advisor and Donlin Recano as claims and administrative agent in its chapter 11 case.

X. Chapter 11 Filing of Symbol Mattress of Florida, Inc.

WHEREAS, the Board of Managers, being vested with exclusive management and control over HoldCo, as the sole member of OpCo, as the sole shareholder of ESP, as the sole shareholder of Symbol Mattress of Florida, Inc., a Virginia stock corporation (“Symbol Florida”), is vested with exclusive control over Symbol Florida pursuant to those certain Amended and Restated Bylaws of Symbol Mattress of Florida, Inc. adopted April 28, 2021;

WHEREAS, the Board of Managers has received, reviewed, and considered materials presented by management and legal advisors regarding certain financial and operating difficulties of Symbol Florida and the impact of the foregoing on Symbol Florida’s business;

WHEREAS, the Board of Managers has received, reviewed, and considered advice from management and legal advisors regarding possible strategic alternatives to address Symbol Florida’s financial and operating difficulties, including pursuant to in-court bankruptcy proceedings, and the impact of the foregoing on Symbol Florida’s business and its stakeholders;

WHEREAS, in light of the foregoing, the Board of Managers has determined that it is desirable and in the best interests of Symbol Florida to cause to be filed a petition seeking relief under the provisions of chapter 11 of the Bankruptcy Code on or after **June 24, 2022**;

WHEREAS, the Board of Managers, being vested with exclusive management and control over HoldCo, as the sole member of OpCo, as the sole shareholder of ESP, as the sole shareholder of Symbol Florida, wishes to authorize and direct Symbol Florida to file a chapter 11 petition in the Bankruptcy Court and to further authorize and direct Eric Rhea to sign the chapter 11 petition on behalf of Symbol Florida;

WHEREAS, the Board of Managers, being vested with exclusive management and control over HoldCo, as the sole member of OpCo, as the sole shareholder of ESP, as the sole shareholder of Symbol Florida, wishes further to appoint Mike Juniper as the Chief Restructuring Officer of Symbol Florida to assist with managing the business and affairs of Symbol Florida throughout Symbol Florida’s chapter 11 case, including Symbol Florida’s compliance with applicable provisions of the Bankruptcy Code;

WHEREAS, the Board of Managers, being vested with exclusive management and control over HoldCo, as the sole member of OpCo, as the sole shareholder of ESP, as the sole shareholder of Symbol Florida, wishes further to authorize and direct Mike Juniper and Eric Rhea to negotiate, on behalf of Symbol Florida, the terms of (a) the DIP ABL Credit Agreement, for purposes of financing the chapter 11 case of Symbol Florida, and (b) any other document required, desired or requested therein; and

WHEREAS, the Board of Managers, being vested with exclusive management and control over HoldCo, as the sole member of OpCo, as the sole shareholder of ESP, as the sole shareholder of Symbol Florida, wishes further to engage (a) Haynes Boone under a general retainer as bankruptcy counsel to Symbol Florida in its chapter 11 case, (b) Houlihan under a general retainer as financial advisor to Symbol Florida in its chapter 11 case, (c) CR3 under a general retainer as financial advisor to Symbol Florida in its chapter 11 case, and (d) Donlin Recano under a general retainer as claims and administrative agent to Symbol Florida in its chapter 11 case;

NOW, THEREFORE, BE IT

RESOLVED, that Eric Rhea hereby is authorized and directed to file or cause to be filed a petition seeking relief under the provisions of chapter 11 of the Bankruptcy Code on behalf of Symbol Florida on or after **June 24, 2022**; and be it further

RESOLVED, that Mike Juniper hereby is appointed as the Chief Restructuring Officer of Symbol Florida pursuant to the terms of the CR3 Second Amendment; and be it further

RESOLVED, that Mike Juniper, as Chief Restructuring Officer acting on behalf of Symbol Florida, shall report to the Board of Managers and hereby is authorized to execute and file (or direct others to do so on behalf of Symbol Florida as provided herein) all necessary documents, including, without limitation, all declarations, affidavits, schedules, motions, lists, applications, pleadings and other papers, and in connection therewith, to employ and retain all assistance by legal counsel, accountants, or other professionals and to take any and all action which the Chief Restructuring Officer deems necessary and proper in connection with the chapter 11 case; and be it further

RESOLVED, that Mike Juniper and Eric Rhea, acting on behalf of Symbol Florida, hereby are authorized and directed to negotiate the terms of (a) the DIP ABL Credit Agreement, to be dated on or around the date hereof, and (b) any other documents (including, without limitation, any Loan Documents (as defined in the DIP ABL Credit Agreement) (if any)) required, desired or requested therein; and be it further

RESOLVED, that Symbol Florida hereby is authorized and directed to engage Haynes Boone as bankruptcy counsel, Houlihan Lokey as financial advisor, CR3 as financial advisor and Donlin Recano as claims and administrative agent in its chapter 11 case.

XI. Chapter 11 Filing of Symbol Mattress Transportation, Inc.

WHEREAS, the Board of Managers, being vested with exclusive management and control over HoldCo, as the sole member of OpCo, as the sole shareholder of ESP, as the sole shareholder of Symbol Mattress Transportation, Inc., a Virginia stock corporation ("Symbol Transportation"), is vested with exclusive control over Symbol Transportation pursuant to those certain Amended and Restated Bylaws of Symbol Mattress Transportation, Inc. adopted April 28, 2021;

WHEREAS, the Board of Managers has received, reviewed, and considered materials presented by management and legal advisors regarding certain financial and operating difficulties of Symbol Transportation and the impact of the foregoing on Symbol Transportation's business;

WHEREAS, the Board of Managers has received, reviewed, and considered advice from management and legal advisors regarding possible strategic alternatives to address Symbol Transportation's financial and operating difficulties, including pursuant to in-court bankruptcy proceedings, and the impact of the foregoing on Symbol Transportation's business and its stakeholders;

WHEREAS, in light of the foregoing, the Board of Managers has determined that it is desirable and in the best interests of Symbol Transportation to cause to be filed a petition seeking relief under the provisions of chapter 11 of the Bankruptcy Code on or after **June 24, 2022**;

WHEREAS, the Board of Managers, being vested with exclusive management and control over HoldCo, as the sole member of OpCo, as the sole shareholder of ESP, as the sole shareholder of Symbol Transportation, wishes to authorize and direct Symbol Transportation to file a chapter 11 petition in the Bankruptcy Court and to further authorize and direct Eric Rhea to sign the chapter 11 petition on behalf of Symbol Transportation;

WHEREAS, the Board of Managers, being vested with exclusive management and control over HoldCo, as the sole member of OpCo, as the sole shareholder of ESP, as the sole shareholder of Symbol Transportation, wishes further to appoint Mike Juniper as the Chief Restructuring Officer of Symbol Transportation to assist with managing the business and affairs of Symbol Transportation throughout Symbol Transportation's chapter 11 case, including Symbol Transportation's compliance with applicable provisions of the Bankruptcy Code;

WHEREAS, the Board of Managers, being vested with exclusive management and control over HoldCo, as the sole member of OpCo, as the sole shareholder of ESP, as the sole shareholder of Symbol Transportation, wishes further to authorize and direct Mike Juniper and Eric Rhea to negotiate, on behalf of Symbol Transportation, the terms of (a) the DIP ABL Credit Agreement, for purposes of financing the chapter 11 case of Symbol Transportation, and (b) any other document required, desired or requested therein; and

WHEREAS, the Board of Managers, being vested with exclusive management and control over HoldCo, as the sole member of OpCo, as the sole shareholder of ESP, as the sole shareholder of Symbol Transportation, wishes further to engage (a) Haynes Boone under a general retainer as bankruptcy counsel to Symbol Transportation in its chapter 11 case, (b) Houlihan under a general retainer as financial advisor to Symbol Transportation in its chapter 11 case, (c) CR3 under a general retainer as financial advisor to Symbol Transportation in its chapter 11 case, and (d) Donlin Recano under a general retainer as claims and administrative agent to Symbol Transportation in its chapter 11 case;

NOW, THEREFORE, BE IT

RESOLVED, that Eric Rhea hereby is authorized and directed to file or cause to be filed a petition seeking relief under the provisions of chapter 11 of the Bankruptcy Code on behalf of Symbol Transportation on or after **June 24, 2022**; and be it further

RESOLVED, that Mike Juniper hereby is appointed as the Chief Restructuring Officer of Symbol Transportation pursuant to the terms of the CR3 Second Amendment; and be it further

RESOLVED, that Mike Juniper, as Chief Restructuring Officer acting on behalf of Symbol Transportation, shall report to the Board of Managers and hereby is authorized to execute and file (or direct others to do so on behalf of Symbol Transportation as provided herein) all necessary documents, including, without limitation, all declarations, affidavits, schedules, motions, lists, applications, pleadings and other papers, and in connection therewith, to employ and retain all assistance by legal counsel, accountants, or other professionals and to take any and all action which the Chief Restructuring Officer deems necessary and proper in connection with the chapter 11 case; and be it further

RESOLVED, that Mike Juniper and Eric Rhea, acting on behalf of Symbol Transportation, hereby are authorized and directed to negotiate the terms of (a) the DIP ABL Credit Agreement, to be dated on or

around the date hereof, and (b) any other documents (including, without limitation, any Loan Documents (as defined in the DIP ABL Credit Agreement) (if any)) required, desired or requested therein; and be it further

RESOLVED, that Symbol Transportation hereby is authorized and directed to engage Haynes Boone as bankruptcy counsel, Houlihan Lokey as financial advisor, CR3 as financial advisor and Donlin Recano as claims and administrative agent in its chapter 11 case.

XII. Chapter 11 Filing of Hylton House Furniture, Inc.

WHEREAS, the Board of Managers, being vested with exclusive management and control over HoldCo, as the sole member of OpCo, as the sole shareholder of ESP, as the sole shareholder of Hylton House Furniture, Inc., a Virginia stock corporation (“Hylton House”), is vested with exclusive control over Hylton House pursuant to those certain Amended and Restated Bylaws of Hylton House Furniture, Inc. adopted April 28, 2021;

WHEREAS, the Board of Managers has received, reviewed, and considered materials presented by management and legal advisors regarding certain financial and operating difficulties of Hylton House and the impact of the foregoing on Hylton House’s business;

WHEREAS, the Board of Managers has received, reviewed, and considered advice from management and legal advisors regarding possible strategic alternatives to address Hylton House’s financial and operating difficulties, including pursuant to in-court bankruptcy proceedings, and the impact of the foregoing on Hylton House’s business and its stakeholders;

WHEREAS, in light of the foregoing, the Board of Managers has determined that it is desirable and in the best interests of Hylton House to cause to be filed a petition seeking relief under the provisions of chapter 11 of the Bankruptcy Code on or after **June 24, 2022**;

WHEREAS, the Board of Managers, being vested with exclusive management and control over HoldCo, as the sole member of OpCo, as the sole shareholder of ESP, as the sole shareholder of Hylton House, wishes to authorize and direct Hylton House to file a chapter 11 petition in the Bankruptcy Court and to further authorize and direct Eric Rhea to sign the chapter 11 petition on behalf of Hylton House;

WHEREAS, the Board of Managers, being vested with exclusive management and control over HoldCo, as the sole member of OpCo, as the sole shareholder of ESP, as the sole shareholder of Hylton House, wishes further to appoint Mike Juniper as the Chief Restructuring Officer of Hylton House to assist with managing the business and affairs of Hylton House throughout Hylton House’s chapter 11 case, including Hylton House’s compliance with applicable provisions of the Bankruptcy Code;

WHEREAS, the Board of Managers, being vested with exclusive management and control over HoldCo, as the sole member of OpCo, as the sole shareholder of ESP, as the sole shareholder of Hylton House, wishes further to authorize and direct Mike Juniper and Eric Rhea to negotiate, on behalf of Hylton House, the terms of (a) the DIP ABL Credit Agreement, for purposes of financing the chapter 11 case of Hylton House, and (b) any other document required, desired or requested therein; and

WHEREAS, the Board of Managers, being vested with exclusive management and control over HoldCo, as the sole member of OpCo, as the sole shareholder of ESP, as the sole shareholder of Hylton House, wishes further to engage (a) Haynes Boone under a general retainer as bankruptcy counsel to Hylton House in its chapter 11 case, (b) Houlihan under a general retainer as financial advisor to Hylton House in its chapter 11 case, (c) CR3 under a general retainer as financial advisor to Hylton House in its chapter 11

case, and (d) Donlin Recano under a general retainer as claims and administrative agent to Hylton House in its chapter 11 case;

NOW, THEREFORE, BE IT

RESOLVED, that Eric Rhea hereby is authorized and directed to file or cause to be filed a petition seeking relief under the provisions of chapter 11 of the Bankruptcy Code on behalf of Hylton House on or after **June 24, 2022**; and be it further

RESOLVED, that Mike Juniper hereby is appointed as the Chief Restructuring Officer of Hylton House pursuant to the terms of the CR3 Second Amendment; and be it further

RESOLVED, that Mike Juniper, as Chief Restructuring Officer acting on behalf of Hylton House, shall report to the Board of Managers and hereby is authorized to execute and file (or direct others to do so on behalf of Hylton House as provided herein) all necessary documents, including, without limitation, all declarations, affidavits, schedules, motions, lists, applications, pleadings and other papers, and in connection therewith, to employ and retain all assistance by legal counsel, accountants, or other professionals and to take any and all action which the Chief Restructuring Officer deems necessary and proper in connection with the chapter 11 case; and be it further

RESOLVED, that Mike Juniper and Eric Rhea, acting on behalf of Hylton House, hereby are authorized and directed to negotiate the terms of (a) the DIP ABL Credit Agreement, to be dated on or around the date hereof, and (b) any other documents (including, without limitation, any Loan Documents (as defined in the DIP ABL Credit Agreement) (if any)) required, desired or requested therein; and be it further

RESOLVED, that Hylton House hereby is authorized and directed to engage Haynes Boone as bankruptcy counsel, Houlihan Lokey as financial advisor, CR3 as financial advisor and Donlin Recano as claims and administrative agent in its chapter 11 case.

XIII. General

NOW, THEREFORE, BE IT RESOLVED, that, with respect to each of the foregoing entities authorized to file a chapter 11 case (each a "Filing Entity" and, collectively, the "Filing Entities"), Mike Juniper, acting as Chief Restructuring Officer is hereby authorized, empowered, and directed, with full power of delegation, in the name and on behalf of such Filing Entity, to take and perform any and all further acts or deeds, including, but not limited to, (i) the negotiation of such additional agreements, amendments, modifications, supplements, reports, documents, instruments, applications, notes or certificates not now known but which may be required, (ii) the execution, delivery and filing (if applicable) of any of the foregoing, and (iii) the payment of all fees, premiums, principal or other amounts, indemnities, taxes and other costs or expenses as Mike Juniper, in his sole discretion, may approve or deem necessary, appropriate or desirable in order to carry out the intent and accomplish the purposes of the foregoing resolutions and the transactions contemplated thereby, all of such actions, executions, deliveries, filings and payments to be conclusive evidence of such approval or that Mike Juniper deemed the same to meet such standard; and be it further

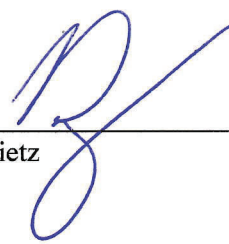
RESOLVED, that any and all past actions heretofore taken by Mike Juniper, Eric Rhea, any director, any manager, or any member of any Filing Entity in the name and on behalf of such Filing Entity in furtherance of any or all of the preceding resolutions be, and the same hereby are, ratified, confirmed, and approved in all respects; and be it further

RESOLVED, that the governing body of each Filing Entity has received sufficient notice of the actions and transactions relating to the matters contemplated by this Consent, as required by the governance documents of such Filing Entity, or hereby waives any right to have received such notice.

Signature Page Follows

IN WITNESS WHEREOF, the undersigned have executed this Consent effective as of the date first set forth above.

Board of Managers of Corsicana Parent Co., LLC



Bradley I. Dietz

Matthew Kahn

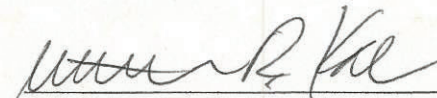
Eric Rhea

Scott Vogel

IN WITNESS WHEREOF, the undersigned have executed this Consent effective as of the date first set forth above.

Board of Managers of Corsicana Parent Co., LLC

Bradley I. Dietz



Matthew Kahn

Eric Rhea

Scott Vogel

IN WITNESS WHEREOF, the undersigned have executed this Consent effective as of the date first set forth above.

Board of Managers of Corsicana Parent Co., LLC

Bradley I. Dietz

Matthew Kahn



Eric Rhea

Scott Vogel

IN WITNESS WHEREOF, the undersigned have executed this Consent effective as of the date first set forth above.

Board of Managers of Corsicana Parent Co., LLC

Bradley I. Dietz

Matthew Kahn

Eric Rhea



Scott Vogel

Fill in this information to identify the case:

Debtor name: Luuf, LLC

United States Bankruptcy Court for the: Northern District of Texas

Case number (if known): 22-_____

☐ Check if this is an amended filingOfficial Form 204**Chapter 11 or Chapter 9 Cases: List of Creditors Who Have the 20 Largest Unsecured Claims and Are Not Insiders**

12/15

A list of creditors holding the 20 Largest unsecured claims must be filed in a Chapter 11 or Chapter 9 case. Include claims which the debtor disputes. Do not include claims by any person or entity who is an insider, as defined in 11 U.S.C. § 101(31). Also, do not include claims by secured creditors, unless the unsecured claim resulting from inadequate collateral value places the creditor among the holders of the 20 Largest unsecured claims.

	Name of creditor and complete mailing address, including zip code	Name, telephone number, and email address of creditor contact	Nature of the claim (for example, trade debts, bank loans, professional services, and government contracts)	Indicate if claim is contingent, unliquidated, or disputed	Amount of unsecured claim If the claim is fully unsecured, fill in only unsecured claim amount. If claim is partially secured, fill in total claim amount and deduction for value of collateral or setoff to calculate unsecured claim.		
					Total claim, if partially secured	Deduction for value of collateral or setoff	Unsecured claim
1	UT+C 745 KENTUCK ROAD DANVILLE VA 24540	ANGELIKA MATCZAK a.matczak@ebillc.com Tel: 434-797-9701	Trade Payable	☐ C ☐ U ☐ D			\$33,092.70

Fill in this information to identify the case and this filing:

Debtor Name Luuf, LLC

United States Bankruptcy Court for the: Northern District of Texas
(State)

Case number (if known): _____

Official Form 202**Declaration Under Penalty of Perjury for Non-Individual Debtors**

12/15

An individual who is authorized to act on behalf of a non-individual debtor, such as a corporation or partnership, must sign and submit this form for the schedules of assets and liabilities, any other document that requires a declaration that is not included in the document, and any amendments of those documents. This form must state the individual's position or relationship to the debtor, the identity of the document, and the date. Bankruptcy Rules 1008 and 9011.

WARNING -- Bankruptcy fraud is a serious crime. Making a false statement, concealing property, or obtaining money or property by fraud in connection with a bankruptcy case can result in fines up to \$500,000 or imprisonment for up to 20 years, or both. 18 U.S.C. §§ 152, 1341, 1519, and 3571.

Declaration and signature

I am the president, another officer, or an authorized agent of the corporation; a member or an authorized agent of the partnership; or another individual serving as a representative of the debtor in this case.

I have examined the information in the documents checked below and I have a reasonable belief that the information is true and correct:

- ☐ *Schedule A/B: Assets—Real and Personal Property* (Official Form 206A/B)
- ☐ *Schedule D: Creditors Who Have Claims Secured by Property* (Official Form 206D)
- ☐ *Schedule E/F: Creditors Who Have Unsecured Claims* (Official Form 206E/F)
- ☐ *Schedule G: Executory Contracts and Unexpired Leases* (Official Form 206G)
- ☐ *Schedule H: Codebtors* (Official Form 206H)
- ☐ *Summary of Assets and Liabilities for Non-Individuals* (Official Form 206Sum)
- ☐ Amended Schedule _____
- ☒ *Chapter 11 or Chapter 9 Cases: List of Creditors Who Have the 20 Largest Unsecured Claims and Are Not Insiders* (Official Form 204)
- ☐ Other document that requires a declaration _____

I declare under penalty of perjury that the foregoing is true and correct.

Executed on 06/25/2022
MM / DD / YYYY

X/s/ Eric Rhea

Signature of individual signing on behalf of debtor

Eric Rhea

Printed name

Chief Executive Officer

Position or relationship to debtor

**IN THE UNITED STATES BANKRUPTCY COURT
FOR THE NORTHERN DISTRICT OF TEXAS
FORT WORTH DIVISION**

In re:	§	Chapter 11
	§	
Luuf, LLC,	§	Case No. 22-[●]
	§	
Debtor.	§	

LIST OF EQUITY SECURITY HOLDERS

Pursuant to Rule 1007(a)(3) of the Federal Rules of Bankruptcy Procedure, Luuf, LLC hereby provides the following list of holders of equity interests:

Name and Address of Interest Holder	Kind of Interest	Percentage of Interests Held
Eastern Sleep Products Company 4901 Fitzhugh Avenue Richmond, VA 23230	Membership	100%

DATED: June 25, 2022

LUUF, LLC

By: /s/ Eric Rhea
Eric Rhea
Chief Executive Officer

**IN THE UNITED STATES BANKRUPTCY COURT
FOR THE NORTHERN DISTRICT OF TEXAS
FORT WORTH DIVISION**

In re:	§	Chapter 11
	§	
Luuf, LLC,	§	Case No. 22-[●]
	§	
Debtor.	§	

STATEMENT OF CORPORATE OWNERSHIP

Pursuant to Rules 1007(a)(1) and 7007.1 of the Federal Rules of Bankruptcy Procedure, the undersigned authorized officer of Luuf, LLC certifies that the following corporate entities/individuals own more than 10% of the Debtor's equity interest.

Shareholder	Percentage of Total Shares
Eastern Sleep Products Company 4901 Fitzhugh Avenue Richmond, VA 23230	100% Membership Interest

DATED: June 25, 2022

LUUF, LLC

By: /s/ Eric Rhea
Eric Rhea
Chief Executive Officer