

In re Sleep Innovations, Inc.Case No. 08-12306Debtor**SCHEDULE E - CREDITORS HOLDING UNSECURED PRIORITY CLAIMS - AMENDED**

A complete list of claims entitled to priority, listed separately by type of priority, is to be set forth on the sheets provided. Only holders of unsecured claims entitled to priority should be listed in this schedule. In the boxes provided on the attached sheets, state the name, mailing address, including zip code, and last four digits of the account number, if any, of all entities holding priority claims against the debtor or the property of the debtor, as of the date of the filing of the petition. Use a separate continuation sheet for each type of priority and label each with the type of priority.

The complete account number of any account the debtor has with the creditor is useful to the trustee and the creditor and may be provided if the debtor chooses to do so. If a minor child is a creditor, state the child's initials and the name and address of the child's parent or guardian, such as "A.B., a minor child, by John Doe, guardian." Do not disclose the child's name. See, 11 U.S.C. §112 and Fed. R. Bankr. P. 1007(m).

If any entity other than a spouse in a joint case may be jointly liable on a claim, place an "X" in the column labeled "Codebtor," include the entity on the appropriate schedule of creditors, and complete Schedule H-Codebtors. If a joint petition is filed, state whether the husband, wife, both of them, or the marital community may be liable on each claim by placing an "H," "W," "J," or "C" in the column labeled "Husband, Wife, Joint, or Community." If the claim is contingent, place an "X" in the column labeled "Contingent." If the claim is unliquidated, place an "X" in the column labeled "Unliquidated." If the claim is disputed, place an "X" in the column labeled "Disputed." (You may need to place an "X" in more than one of these three columns.)

Report the total of claims listed on each sheet in the box labeled "Subtotals" on each sheet. Report the total of all claims listed on this Schedule E in the box labeled "Total" on the last sheet of the completed schedule. Report this total also on the Summary of Schedules.

Report the total of amounts entitled to priority listed on each sheet in the box labeled "Subtotals" on each sheet. Report the total of all amounts entitled to priority listed on this Schedule E in the box labeled "Totals" on the last sheet of the completed schedule. Individual debtors with primarily consumer debts report this total also on the Statistical Summary of Certain Liabilities and Related Data.

Report the total of amounts not entitled to priority listed on each sheet in the box labeled "Subtotals" on each sheet. Report the total of all amounts not entitled to priority listed on this Schedule E in the box labeled "Totals" on the last sheet of the completed schedule. Individual debtors with primarily consumer debts report this total also on the Statistical Summary of Certain Liabilities and Related Data.

Check this box if debtor has no creditors holding unsecured priority claims to report on this Schedule E.

TYPES OF PRIORITY CLAIMS (Check the appropriate box(es) below if claims in that category are listed on the attached sheets)

 Domestic support obligations

Claims for domestic support that are owed to or recoverable by a spouse, former spouse, or child of the debtor, or the parent, legal guardian, or responsible relative of such a child, or a governmental unit to whom such a domestic support claim has been assigned to the extent provided in 11 U.S.C. § 507(a)(1).

 Extensions of credit in an involuntary case

Claims arising in the ordinary course of the debtor's business or financial affairs after the commencement of the case but before the earlier of the appointment of a trustee or the order for relief. 11 U.S.C. § 507(a)(3).

 Wages, salaries, and commissions

Wages, salaries, and commissions, including vacation, severance, and sick leave pay owing to employees and commissions owing to qualifying independent sales representatives up to \$10,950* per person earned within 180 days immediately preceding the filing of the original petition, or the cessation of business, whichever occurred first, to the extent provided in 11 U.S.C. § 507(a)(4).

 Contributions to employee benefit plans

Money owed to employee benefit plans for services rendered within 180 days immediately preceding the filing of the original petition, or the cessation of business, whichever occurred first, to the extent provided in 11 U.S.C. § 507(a)(5).

 Certain farmers and fishermen

Claims of certain farmers and fishermen, up to \$5,400* per farmer or fisherman, against the debtor, as provided in 11 U.S.C. § 507(a)(6).

 Deposits by individuals

Claims of individuals up to \$2,425* for deposits for the purchase, lease, or rental of property or services for personal, family, or household use, that were not delivered or provided. 11 U.S.C. § 507(a)(7).

 Taxes and certain other debts owed to governmental units

Taxes, customs duties, and penalties owing to federal, state, and local governmental units as set forth in 11 U.S.C. § 507(a)(8).

 Commitments to maintain the capital of an insured depository institution

Claims based on commitments to the FDIC, RTC, Director of the Office of Thrift Supervision, Comptroller of the Currency, or Board of Governors of the Federal Reserve System, or their predecessors or successors, to maintain the capital of an insured depository institution. 11 U.S.C. § 507(a)(9).

 Claims for death or personal injury while debtor was intoxicated

Claims for death or personal injury resulting from the operation of a motor vehicle or vessel while the debtor was intoxicated from using alcohol, a drug, or another substance. 11 U.S.C. § 507(a)(10).

* Amounts are subject to adjustment on April 1, 2010, and every three years thereafter with respect to cases commenced on or after the date of adjustment.

2 continuation sheets attached

In re Sleep Innovations, Inc.
Debtor

Case No. 08-12306

SCHEDULE E - CREDITORS HOLDING UNSECURED PRIORITY CLAIMS - AMENDED
(Continuation Sheet)

Wages, salaries, and commissions

TYPE OF PRIORITY

CREDITOR'S NAME, AND MAILING ADDRESS INCLUDING ZIP CODE, AND ACCOUNT NUMBER (See instructions.)	C O D E D E B T O R	H W J C	Husband, Wife, Joint, or Community DATE CLAIM WAS INCURRED AND CONSIDERATION FOR CLAIM	C O N T I N G E N T	U N L I Q U I D A T E D	D I S P U T E D	AMOUNT OF CLAIM	AMOUNT NOT ENTITLED TO PRIORITY, IF ANY
								AMOUNT ENTITLED TO PRIORITY
Account No.								
FREDA ELLIOTT 8 THORNLEY PLACE HOLMDEL, NJ 07733	-			X			10,950.00	0.00
								10,950.00
Account No.								
JAMES JUDGE 8911 #208 SARASOTA, FL 34242	-			X			10,950.00	0.00
								10,950.00
Account No.								
JOSEPH LYNCH 173 QUARTER HORSE LANE FAIRFIELD, CT 06824	-			X			10,950.00	0.00
								10,950.00
Account No.								
MALEK SHAMOUN 19 NEW ENGLAND DRIVE Ramsey, NJ 07446	-						10,950.00	10,950.00
								0.00
Account No.								
ROBERT O'CONNELL 116 TREGO LANE DOWNINGTON, PA 19341	-			X			10,950.00	10,950.00
								0.00
Subtotal								21,900.00
(Total of this page)							54,750.00	32,850.00

Sheet 1 of 2 continuation sheets attached to
Schedule of Creditors Holding Unsecured Priority Claims

In re Sleep Innovations, Inc.
Debtor

Case No. 08-12306

SCHEDULE E - CREDITORS HOLDING UNSECURED PRIORITY CLAIMS - AMENDED
(Continuation Sheet)

Wages, salaries, and commissions

TYPE OF PRIORITY

CREDITOR'S NAME, AND MAILING ADDRESS INCLUDING ZIP CODE, AND ACCOUNT NUMBER (See instructions.)	C O D E B T O R	H W J C	Husband, Wife, Joint, or Community	D I S P U T E D	U N L I Q U I D A T E D	C O N T I N G E N T	AMOUNT OF CLAIM	AMOUNT NOT ENTITLED TO PRIORITY, IF ANY
								AMOUNT ENTITLED TO PRIORITY
Account No.								
STEPHEN SETZER 3314 CENTRAL AVENUE ABERDEEN, NJ 07747		-				X	10,950.00	0.00
							10,950.00	10,950.00
Account No.								
Account No.								
Account No.								
Account No.								

Sheet 2 of 2 continuation sheets attached to
Schedule of Creditors Holding Unsecured Priority Claims

Subtotal
(Total of this page)

Total
(Report on Summary of Schedules)

10,950.00	0.00
65,700.00	21,900.00
	43,800.00

In re Sleep Innovations, Inc.
Debtor

Case No. 08-12306

**AMENDED
SCHEDULE F - CREDITORS HOLDING UNSECURED NONPRIORITY CLAIMS**

State the name, mailing address, including zip code, and last four digits of any account number, of all entities holding unsecured claims without priority against the debtor or the property of the debtor, as of the date of filing of the petition. The complete account number of any account the debtor has with the creditor is useful to the trustee and the creditor and may be provided if the debtor chooses to do so. If a minor child is a creditor, state the child's initials and the name and address of the child's parent or guardian, such as "A.B., a minor child, by John Doe, guardian." Do not disclose the child's name. See, 11 U.S.C. §112 and Fed. R. Bankr. P. 1007(m). Do not include claims listed in Schedules D and E. If all creditors will not fit on this page, use the continuation sheet provided.

If any entity other than a spouse in a joint case may be jointly liable on a claim, place an "X" in the column labeled "Codebtor," include the entity on the appropriate schedule of creditors, and complete Schedule H - Codebtors. If a joint petition is filed, state whether the husband, wife, both of them, or the marital community may be liable on each claim by placing an "H," "W," "J," or "C" in the column labeled "Husband, Wife, Joint, or Community."

If the claim is contingent, place an "X" in the column labeled "Contingent." If the claim is unliquidated, place an "X" in the column labeled "Unliquidated." If the claim is disputed, place an "X" in the column labeled "Disputed." (You may need to place an "X" in more than one of these three columns.)

Report the total of all claims listed on this schedule in the box labeled "Total" on the last sheet of the completed schedule. Report this total also on the Summary of Schedules and, if the debtor is an individual with primarily consumer debts, report this total also on the Statistical Summary of Certain Liabilities and Related Data.

Check this box if debtor has no creditors holding unsecured claims to report on this Schedule F.

CREDITOR'S NAME, MAILING ADDRESS INCLUDING ZIP CODE, AND ACCOUNT NUMBER (See instructions above.)	C O D E B T O R	Husband, Wife, Joint, or Community	C O N T I N G E N T	U N L I Q U I D A T E D	D I S P U T E D	AMOUNT OF CLAIM
		H W J C				
Account No. FREDA ELLIOTT 8 THORNLEY PLACE HOLMDEL, NJ 07733		-	X			43,851.97
Account No. JAMES JUDGE 8911 #208 SARASOTA, FL 34242		-	X			4,295.96
Account No. JOSEPH LYNCH 173 QUARTER HORSE LANE FAIRFIELD, CT 06824		-	X			902,749.99
Account No. MALEK SHAMOUN 19 NEW ENGLAND DRIVE RAMSEY, NJ 07746		-	X			1,838.46
Subtotal (Total of this page)						952,736.38

1 continuation sheets attached

In re Sleep Innovations, Inc.
Debtor

Case No. 08-12306

AMENDED
SCHEDULE F - CREDITORS HOLDING UNSECURED NONPRIORITY CLAIMS
(Continuation Sheet)

CREDITOR'S NAME, MAILING ADDRESS INCLUDING ZIP CODE, AND ACCOUNT NUMBER (See instructions above.)	C O D E B T O R	Husband, Wife, Joint, or Community	C O N T I N G E N T	U N L I Q U I D A T E D	D I S P U T E D	AMOUNT OF CLAIM
		H W J C				
Account No. ROBERT O'CONNELL 116 TREGO LANE DOWNINGTON, PA 19341		-	X			23,443.86
Account No. STEPHEN SETZER 3314 CENTRAL AVENUE ABERDEEN, NJ 07747		-	X			5,728.84
Account No. 						
Account No. 						
Account No. 						

Sheet no. 1 of 1 sheets attached to Schedule of
Creditors Holding Unsecured Nonpriority Claims

Subtotal
(Total of this page)

29,172.70

Total
(Report on Summary of Schedules)

981,909.08

**United States Bankruptcy Court
Western District of Pennsylvania**

In re Sleep Innovations, Inc.
Debtor(s)

Case No. 08-12306
Chapter 11

DECLARATION CONCERNING DEBTOR'S SCHEDULES - AMENDED

DECLARATION UNDER PENALTY OF PERJURY BY INDIVIDUAL DEBTOR

I declare under penalty of perjury that I have read the foregoing summary and schedules, consisting of _____ sheets, and that they are true and correct to the best of my knowledge, information, and belief.

Date _____

Signature: _____
Debtor

Date _____

Signature: _____
(Joint Debtor, if any)

[If joint case, both spouses must sign.]

DECLARATION UNDER PENALTY OF PERJURY ON BEHALF OF A CORPORATION OR PARTNERSHIP

I, the Chief Financial Officer [the president or other officer or an authorized agent of the corporation or a member or an authorized agent of the partnership] of the corporation [corporation or partnership] named as a debtor in this case, declare under penalty of perjury that I have read the foregoing summary and schedules, consisting of _____ sheets [total shown on summary page plus 1], and that they are true and correct to the best of my knowledge, information, and belief.

Date December 18, 2008

Signature: Jeffrey F. Kies
Jeffrey F. Kies
[Print or type name of individual signing on behalf of debtor]

[An individual signing on behalf of a partnership or corporation must indicate position or relationship to debtor.]

Penalty for making a false statement or concealing property: Fine of up to \$500,000 or imprisonment for up to 5 years or both. 18 U.S.C. §§ 152 and 3571.

Sleep Innovations, Inc.
Schedule D Attachment

Creditor's Name and Mailing Address Including Zip Code, and Account Number	Co-Debtor	Date Claim Was Incurred, Nature of Lien, and Description of Value of Property Subject to Lien	Contingent	Unliquidated	Disputed	Amount of Claim Without Deducting Value of Collateral	Unsecured Portion, If Any
JP MORGAN CHASE BANK, N.A., AS ADMINISTRATIVE AGENT & PRIORITY COLLATERAL AGENT C/O RICHARDS, LAYTON & FINGER, P.A. ATTN: MARK D. COLLINS, ESQ. 920 NORTH KING STREET WILMINGTON, DE 19801	X	4/3/2007 LIFO Credit Facility Security interest on all property, including personal property and real property (See Global Notes) Value \$Unknown				\$13,384,241.00	Unknown
JP MORGAN CHASE BANK, N.A., AS ADMINISTRATIVE AGENT & PRIORITY COLLATERAL AGENT C/O RICHARDS, LAYTON & FINGER, P.A. ATTN: MARK D. COLLINS, ESQ. 920 NORTH KING STREET WILMINGTON, DE 19801	X	4/3/2007 First Lien Credit Facility Security interest on all property, including personal property and real property (See Global Notes) Value \$Unknown				\$272,730,033.00	Unknown
JP MORGAN CHASE BANK, N.A., AS ADMINISTRATIVE AGENT C/O RICHARDS, LAYTON & FINGER, P.A. ATTN: MARK D. COLLINS, ESQ. 920 NORTH KING STREET WILMINGTON, DE 19801 and BRUCE L BISSON, AS INDIVIDUAL AGENT FOR WILMINGTON TRUST COMPANY AS SECOND LIEN COLLATERAL AGENT C/O WILMINGTON TRUST COMPANY ATTN: JAMES A. HANLEY 1100 NORTH MARKET STREET WILMINGTON, DE 19890	X	4/3/2007 Second Lien Credit Facility Security interest on all property, including personal property and real property (See Global Notes) Value \$Unknown				\$52,294,482.00	Unknown
TOTAL						\$338,408,756.00	