

**IN THE UNITED STATES BANKRUPTCY COURT
FOR THE SOUTHERN DISTRICT OF NEW YORK**

In re:

JENNIFER CONVERTIBLES, INC., *et al.*¹

Debtors.

Chapter 11

Case No. 10-13779 (ALG)
(Jointly Administered)

**ORDER DETERMINING THAT THE OFFICIAL COMMITTEE OF
UNSECURED CREDITORS OF JENNIFER CONVERTIBLES, INC., *ET AL.*
IS NOT REQUIRED TO PROVIDE ACCESS TO CONFIDENTIAL
OR PRIVILEGED INFORMATION OF THE DEBTORS**

Upon the motion (the “Motion”)² of the Official Committee of Unsecured Creditors (the “Committee”) of Jennifer Convertibles, Inc., *et al.*, the above-captioned debtors and debtors-in-possession (the “Debtors”), for entry of an order pursuant to sections 105(a), 107(b), and 1102(b)(3)(A) of the Bankruptcy Code and Bankruptcy Rule 9018 determining that the Committee is not required to provide access to the Confidential Information or Privileged Information to any creditor of the Debtors who is not a member of the Committee; and it appearing that the relief requested in the Motion is in the best interests of the Debtors’ estates, their creditors, and other parties in interest; and it appearing that this Court has jurisdiction over this matter pursuant to 28 U.S.C. §§ 157 and 1334; and notice of the Motion and the opportunity for a hearing on the Motion being appropriate under the circumstances such that no other or further notice need be given; upon the record herein, after due deliberation thereon, good and

¹ The Debtors in these chapter 11 cases are: (i) Jennifer Convertibles, Inc.; (ii) Jennifer Convertibles Boylston MA, Inc.; (iii) Jennifer Chicago Ltd.; (iv) Elegant Living Management, Ltd.; (v) Hartsdale Convertibles, Inc.; (vi) Jennifer Management III Corp.; (vii) Jennifer Purchasing Corp.; (viii) Jennifer Management II Corp.; (ix) Jennifer Management V Ltd.; (x) Jennifer Convertibles Natick, Inc.; (xi) Nicole Convertibles, Inc.; and (xii) Washington Heights Convertibles, Inc.

² Capitalized terms not defined in this order shall have the respective meanings ascribed to them in the Motion.

sufficient cause exists for the granting of the relief as set forth herein, IT IS HEREBY ORDERED THAT:

1. The Committee and its individual members and their respective representatives, agents, advisors, and counsel (each a “Committee Party” and collectively, the “Committee Parties”) are not required to provide access to any Confidential Information concerning the Debtors, including (without limitation) with respect to the acts, conduct, assets, liabilities, and financial condition of the Debtors, the operation of the Debtors’ businesses and the desirability of the continuance of such businesses, or any other matter relevant to these cases or to the formulation of a chapter 11 plan, whether provided by or on behalf of the Debtors or by any third party, to any creditor who is not a member of the Committee.

2. Committee Parties shall not be required, without an order of this Court or consent of the Debtors, to provide access to any Privileged Information concerning the Debtors to any creditor who is not a member of the Committee. The Committee is authorized, but not required, to provide access to Privileged Information to creditors who are not members of the Committee so long as (a) such Privileged Information is not Confidential Information; and (b) the relevant privilege is held and controlled solely by the Committee.

3. None of the Committee Parties shall have or incur any liability to any entity (including the Debtors) for acts taken or omitted to be taken as long as the Committee Parties have acted in compliance with the Procedures, the Confidentiality Agreement, or any other provisions of this Order; provided, however, that the foregoing shall not preclude or abridge the right of any creditor to move the Court for an order requiring the production of other or further information.

4. Nothing in this Order shall diminish the qualified immunity under applicable law of any Committee Party, or shall require the Committee to provide access to information or solicit comments from any entity that has not demonstrated to the satisfaction of the Committee that it holds claims of the kind described in section 1102(b)(3)(A) of the Bankruptcy Code.

5. Nothing in this Order expands, restricts, affirms, or denies the right or obligation, if any, of the Committee to provide access, or not to provide access, to any information of the Debtors or the Committee to any party except as explicitly provided herein.

6. This Court shall retain jurisdiction with respect to all matters arising from or related to the implementation of this Order.

Dated: New York, New York
September 22, 2010

/s/ Allan L. Gropper

THE HONORABLE ALLAN L. GROPPER
UNITED STATES BANKRUPTCY JUDGE