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**Presentment Date: December 13, 2010 at 12:00 pm
Objection Date: December 12, 2010 at 4:00 pm**

*Attorneys for the Debtors and Debtors in
Possession*

**UNITED STATES BANKRUPTCY COURT
SOUTHERN DISTRICT OF NEW YORK**

)	
In re:)	Chapter 11
JENNIFER CONVERTIBLES, INC., <i>et al.</i> ,)	Case No. 10-13779 (ALG)
Debtors,)	Jointly Administered
)	

**NOTICE OF PROPOSED STIPULATION AND ORDER REGARDING:
CHARGEBACK RESERVE ACCOUNT; INTERIM EXTENSION OF, AND
AMENDMENT TO, THE MERRICK BANK CORPORATION - JENNIFER
CONVERTIBLES INC. CREDIT CARD PROCESSING AGREEMENT; AND RELIEF
RELATING TO POSSIBLE EXPIRATION/TERMINATION OF SAID AGREEMENT**

PLEASE TAKE NOTICE that undersigned will present the attached Stipulation and Order, dated December 3, 2010, to the Honorable Allan L. Gropper, United States Bankruptcy Judge, at the United States Bankruptcy Court, One Bowling Green, New York, New York on the **13th of December, 2010 at 12:00 noon**, unless a party in interest objects and requests a hearing.

PLEASE TAKE FURTHER NOTICE that unless a written objection to the proposed order, with proof of service, is filed with the Clerk of the Court and a courtesy copy is

delivered to the Bankruptcy Judge's chambers by the Objection Deadline, there will not be a hearing and the order may be signed.

PLEASE TAKE FURTHER NOTICE, that any responses or objections to the proposed Stipulation and Order must be in writing, conform to the Bankruptcy Rules and the Local Rules of the Bankruptcy Court, and be filed with the Bankruptcy Court electronically in accordance with General Order M-242 (General Order M-242 and the User's Manual for the Electronic Case Filing System ("ECF") can be found at www.nyscb.uscourts.gov, the official website for the Bankruptcy Court), by registered users of the Bankruptcy Court's filing system and, by other parties in interest, on a 3.5 inch disk, preferably in Portable Document Format (PDF), WordPerfect or any other Windows-based word processing format (with a hard copy delivered directly to Chambers of Judge Gropper) and shall be served in accordance with General Order M-242 so that they are received no later than **4:00 p.m.** (prevailing Eastern Time) on **December 12, 2010** by: (i) Olshan Grundman Frome Rosenzweig & Wolosky LLP, Park Avenue Tower, 65 East 55th Street, New York, New York 10022, Attention: Michael S. Fox, Esq. and Jordanna L. Nadritch, Esq.; (ii) the United States Trustee for the Southern District of New York, 33 Whitehall Street, New York, New York, 10004, Attention: Nazar Khodorovsky, Esq.; (iii) counsel for the Official Committee of Unsecured Creditors, Kelley Drye & Warren, LLP, 101 Park Avenue, New York, New York 10178, Attention: James S. Carr, Esq.; (iv) counsel for Merrick Bank Corporation, Satterlee Stephens Burke & Burke LLP, 230 Park Avenue, Suite 1130, New York, New York 10169, Attention: Timothy T. Brock, Esq. and (v) counsel for Renaissance Partners, Jaffe, Raitt, Heuer & Weiss, P.C., 27777 Franklin Road, Suite 2500, Southfield, MI 48034, Attention: Thomas E. Coughlin, Esq.

PLEASE TAKE FURTHER NOTICE that if no objection is timely filed, served and received in accordance with this notice, the Court may enter the order approving the Stipulation and Order. If an objection is timely filed, served and received, a hearing will be held before the Honorable Judge Gropper, United States Bankruptcy Judge, at the United States Bankruptcy Court, Southern District of New York, located at One Bowling Green, New York, New York 10004, at a date and time to be established by the Court.

Dated: New York, New York
December 6, 2010

**OLSHAN GRUNDMAN FROME
ROSENZWEIG & WOLOSKY LLP**

By: /s/ Jordanna Nadritch
Michael S. Fox
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