

Exhibit C
(Proposed Order)

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

In re:

JENNIFER CONVERTIBLES, INC., et al.,

Debtors.

Chapter 11

Case No. 10-13779 (ALG)

(Jointly Administered)

**ORDER GRANTING THE MOTION OF MICO ARCHIBALD PARTNERS LLC
FOR ALLOWANCE AND PAYMENT OF ADMINISTRATIVE CLAIM**

Upon the motion, dated April 25, 2011 (the "**Motion**"),¹ of MICO Archibald Partners, LLC ("**MICO**"), pursuant to sections 365(d)(3) and 503(b)(1)(A) of title 11 of the United States Code (the "**Bankruptcy Code**"), for the Allowance and Payment of Administrative Claim; and the Court having read and considered the Motion, objections to the Motion, if any, and arguments of any counsel appearing regarding the relief requested in the Motion at any hearing on the Motion, the Court finds and determines the following:

- A. Consideration of the Motion and the relief requested therein is a core proceeding pursuant to 28 U.S.C. § 157(b).
- B. Venue is proper before this Court pursuant to 28 U.S.C. §§ 1408 and 1409.
- C. The Court has jurisdiction to consider the Motion and the relief requested therein in accordance with 28 U.S.C. §§ 157 and 1334.
- D. Due and proper notice of the Motion has been provided and no further notice is necessary.

¹ Terms capitalized but not otherwise defined herein shall have the meaning ascribed to them in the Motion.

E. The legal and factual bases set forth in the Motion establish just and sufficient cause to grant the relief requested therein.

F. The relief granted herein is in the best interests of the Debtor, its estate, creditors, and all parties in interest.

Therefore, it is hereby ORDERED that:

1. The Motion is hereby GRANTED.
2. MICO shall have and is hereby granted an allowed administrative expense claim in the amount of \$146,562.68 for unpaid rent due under the Lease, plus unliquidated amounts for accruing attorneys' fees and costs (the "**Claim**").
3. The Debtors are directed to pay the Claim due to MICO within ten (10) days after the entry of this Order.
4. This Court shall retain jurisdiction over any and all matters arising from the interpretation or implementation of this Order.

Dated: _____, 2011
New York, New York

The Honorable Allan L. Gropper
United States Bankruptcy Judge