Form 5500

Department of the Treasury
Internal Revenue Service

Department of Labor
Employee Benefits Security Administration

Pension Benefit Guaranty Corporation

Annual Return/Report of Employee Benefit Plan

This form is required to be filed for employee benefit plans under sections 104 and 4065 of the Employee Retirement Income Security Act of 1974 (ERISA) and sections 6047(e), 6057(b), and 6058(a) of the Internal Revenue Code (the Code).

▶ **Complete all entries in accordance with the instructions to the Form 5500.**

OMB Nos. 1210-0110
1210-0089

2013

This Form is Open to Public Inspection

Part I Annual Report Identification Information

For calendar plan year 2013 or fiscal plan year beginning 01/01/2013 and ending 12/31/2013

A This return/report is for:
- [ ] a multiemployer plan;
- [ ] a multiple-employer plan; or
- [X] a single-employer plan;
- [ ] a DFE (specify) ____

B This return/report is:
- [ ] the first return/report;
- [ ] the final return/report;
- [ ] an amended return/report;
- [ ] a short plan year return/report (less than 12 months).

C If the plan is a collectively-bargained plan, check here. . . . . ▶ [ ]

D Check box if filing under:
- [X] Form 5558;
- [ ] automatic extension;
- [ ] the DFVC program;
- [ ] special extension (enter description)

Part II Basic Plan Information—enter all requested information

1a Name of plan
THE ORIGINAL MATTRESS FACTORY (SOUTH) EMPLOYEE STOCK OWNERSHIP PLAN AND TRUST

1b Three-digit plan number (PN) ▶ 002

1c Effective date of plan 01/01/2011

2a Plan sponsor's name and address; include room or suite number (employer, if for a single-employer plan)

THE ORIGINAL MATTRESS FACTORY, INC.

4930 STATE ROAD
CLEVELAND, OH 44134

2b Employer Identification Number (EIN)
34-1644395

2c Sponsor's telephone number
216-661-8388

2d Business code (see instructions)
337000

Caution: A penalty for the late or incomplete filing of this return/report will be assessed unless reasonable cause is established.

Under penalties of perjury and other penalties set forth in the instructions, I declare that I have examined this return/report, including accompanying schedules, statements and attachments, as well as the electronic version of this return/report, and to the best of my knowledge and belief, it is true, correct, and complete.

SIGN HERE	Filed with authorized/valid electronic signature.	10/09/2014	GREGORY TRZCINSKI
	Signature of plan administrator	Date	Enter name of individual signing as plan administrator
SIGN HERE			
	Signature of employer/plan sponsor	Date	Enter name of individual signing as employer or plan sponsor
SIGN HERE			
	Signature of DFE	Date	Enter name of individual signing as DFE

Preparer's name (including firm name, if applicable) and address; include room or suite number. (optional)

Preparer's telephone number (optional)

3a Plan administrator's name and address [X] Same as Plan Sponsor Name [ ] Same as Plan Sponsor Address

3b Administrator's EIN

3c Administrator's telephone number

4 If the name and/or EIN of the plan sponsor has changed since the last return/report filed for this plan, enter the name, EIN and the plan number from the last return/report:

a Sponsor's name

4b EIN

4c PN

5	Total number of participants at the beginning of the plan year	**5**	139
6	Number of participants as of the end of the plan year (welfare plans complete only lines **6a, 6b, 6c,** and **6d**).		
a	Active participants	**6a**	124
b	Retired or separated participants receiving benefits	**6b**	0
c	Other retired or separated participants entitled to future benefits	**6c**	13
d	Subtotal. Add lines **6a**, **6b**, and **6c**	**6d**	137
e	Deceased participants whose beneficiaries are receiving or are entitled to receive benefits.	**6e**	1
f	Total. Add lines **6d** and **6e**.	**6f**	138
g	Number of participants with account balances as of the end of the plan year (only defined contribution plans complete this item)	**6g**	135
h	Number of participants that terminated employment during the plan year with accrued benefits that were less than 100% vested	**6h**	11
7	Enter the total number of employers obligated to contribute to the plan (only multiemployer plans complete this item)	**7**	

8a If the plan provides pension benefits, enter the applicable pension feature codes from the List of Plan Characteristics Codes in the instructions:
2E 2I 3I 2Q 2P 3H

b If the plan provides welfare benefits, enter the applicable welfare feature codes from the List of Plan Characteristics Codes in the instructions:

9a Plan funding arrangement (check all that apply)

- **(1)** [ ] Insurance
- **(2)** [ ] Code section 412(e)(3) insurance contracts
- **(3)** [X] Trust
- **(4)** [ ] General assets of the sponsor

9b Plan benefit arrangement (check all that apply)

- **(1)** [ ] Insurance
- **(2)** [ ] Code section 412(e)(3) insurance contracts
- **(3)** [X] Trust
- **(4)** [ ] General assets of the sponsor

10 Check all applicable boxes in 10a and 10b to indicate which schedules are attached, and, where indicated, enter the number attached. (See instructions)

a Pension Schedules

- **(1)** [X] **R** (Retirement Plan Information)
- **(2)** [ ] **MB** (Multiemployer Defined Benefit Plan and Certain Money Purchase Plan Actuarial Information) - signed by the plan actuary
- **(3)** [ ] **SB** (Single-Employer Defined Benefit Plan Actuarial Information) - signed by the plan actuary

b General Schedules

- **(1)** [X] **H** (Financial Information)
- **(2)** [ ] **I** (Financial Information – Small Plan)
- **(3)** [ ] ___ **A** (Insurance Information)
- **(4)** [X] **C** (Service Provider Information)
- **(5)** [ ] **D** (DFE/Participating Plan Information)
- **(6)** [ ] **G** (Financial Transaction Schedules)

SCHEDULE C (Form 5500)	Service Provider Information	OMB No. 1210-0110
Department of the Treasury Internal Revenue Service Department of Labor Employee Benefits Security Administration Pension Benefit Guaranty Corporation	This schedule is required to be filed under section 104 of the Employee Retirement Income Security Act of 1974 (ERISA). ▶ **File as an attachment to Form 5500.**	**2013** **This Form is Open to Public Inspection.**

For calendar plan year 2013 or fiscal plan year beginning 01/01/2013 and ending 12/31/2013

A Name of plan	**B** Three-digit plan number (PN) ▶	
THE ORIGINAL MATTRESS FACTORY (SOUTH) EMPLOYEE STOCK OWNERSHIP PLAN AND TRUST		002
C Plan sponsor's name as shown on line 2a of Form 5500	**D** Employer Identification Number (EIN)	
THE ORIGINAL MATTRESS FACTORY, INC.	34-1644395	

Part I Service Provider Information (see instructions)

You must complete this Part, in accordance with the instructions, to report the information required for **each person** who received, directly or indirectly, $5,000 or more in total compensation (i.e., money or anything else of monetary value) in connection with services rendered to the plan or the person's position with the plan during the plan year. If a person received **only** eligible indirect compensation for which the plan received the required disclosures, you are required to answer line 1 but are not required to include that person when completing the remainder of this Part.

1 Information on Persons Receiving Only Eligible Indirect Compensation

a Check "Yes" or "No" to indicate whether you are excluding a person from the remainder of this Part because they received only eligible indirect compensation for which the plan received the required disclosures (see instructions for definitions and conditions).. . . . . ☐ Yes ☒ No

b If you answered line 1a "Yes," enter the name and EIN or address of each person providing the required disclosures for the service providers who received only eligible indirect compensation. Complete as many entries as needed (see instructions).

(b) Enter name and EIN or address of person who provided you disclosures on eligible indirect compensation

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2. Information on Other Service Providers Receiving Direct or Indirect Compensation. Except for those persons for whom you answered "Yes" to line 1a above, complete as many entries as needed to list each person receiving, directly or indirectly, $5,000 or more in total compensation (i.e., money or anything else of value) in connection with services rendered to the plan or their position with the plan during the plan year. (See instructions).

(a) Enter name and EIN or address (see instructions)

APPLE GROWTH PARTNERS

34-1082617

(b) Service Code(s)	(c) Relationship to employer, employee organization, or person known to be a party-in-interest	(d) Enter direct compensation paid by the plan. If none, enter -0-.	(e) Did service provider receive indirect compensation? (sources other than plan or plan sponsor)	(f) Did indirect compensation include eligible indirect compensation, for which the plan received the required disclosures?	(g) Enter total indirect compensation received by service provider excluding eligible indirect compensation for which you answered "Yes" to element (f). If none, enter -0-.	(h) Did the service provider give you a formula instead of an amount or estimated amount?
34	NONE	21165	Yes [ ] No [X]	Yes [ ] No [ ]		Yes [ ] No [ ]

(a) Enter name and EIN or address (see instructions)

SES ADVISORS, INC.

04-3760707

(b) Service Code(s)	(c) Relationship to employer, employee organization, or person known to be a party-in-interest	(d) Enter direct compensation paid by the plan. If none, enter -0-.	(e) Did service provider receive indirect compensation? (sources other than plan or plan sponsor)	(f) Did indirect compensation include eligible indirect compensation, for which the plan received the required disclosures?	(g) Enter total indirect compensation received by service provider excluding eligible indirect compensation for which you answered "Yes" to element (f). If none, enter -0-.	(h) Did the service provider give you a formula instead of an amount or estimated amount?
14	NONE	6480	Yes [ ] No [X]	Yes [ ] No [ ]		Yes [ ] No [ ]

(a) Enter name and EIN or address (see instructions)

HORIZON TRUST & INVESTMENT COMPANY

PO BOX 1125
MICHIGAN CITY, IN 46360

(b) Service Code(s)	(c) Relationship to employer, employee organization, or person known to be a party-in-interest	(d) Enter direct compensation paid by the plan. If none, enter -0-.	(e) Did service provider receive indirect compensation? (sources other than plan or plan sponsor)	(f) Did indirect compensation include eligible indirect compensation, for which the plan received the required disclosures?	(g) Enter total indirect compensation received by service provider excluding eligible indirect compensation for which you answered "Yes" to element (f). If none, enter -0-.	(h) Did the service provider give you a formula instead of an amount or estimated amount?
25	NONE	22000	Yes [ ] No [X]	Yes [ ] No [ ]		Yes [ ] No [ ]

2. Information on Other Service Providers Receiving Direct or Indirect Compensation. Except for those persons for whom you answered "Yes" to line 1a above, complete as many entries as needed to list each person receiving, directly or indirectly, $5,000 or more in total compensation (i.e., money or anything else of value) in connection with services rendered to the plan or their position with the plan during the plan year. (See instructions).

(a) Enter name and EIN or address (see instructions)

PLANTE & MORAN, PLLC

38-1357951

(b) Service Code(s)	(c) Relationship to employer, employee organization, or person known to be a party-in-interest	(d) Enter direct compensation paid by the plan. If none, enter -0-.	(e) Did service provider receive indirect compensation? (sources other than plan or plan sponsor)	(f) Did indirect compensation include eligible indirect compensation, for which the plan received the required disclosures?	(g) Enter total indirect compensation received by service provider excluding eligible indirect compensation for which you answered "Yes" to element (f). If none, enter -0-.	(h) Did the service provider give you a formula instead of an amount or estimated amount?
10	NONE	25500	Yes [ ] No [X]	Yes [ ] No [ ]		Yes [ ] No [ ]

(a) Enter name and EIN or address (see instructions)

(b) Service Code(s)	(c) Relationship to employer, employee organization, or person known to be a party-in-interest	(d) Enter direct compensation paid by the plan. If none, enter -0-.	(e) Did service provider receive indirect compensation? (sources other than plan or plan sponsor)	(f) Did indirect compensation include eligible indirect compensation, for which the plan received the required disclosures?	(g) Enter total indirect compensation received by service provider excluding eligible indirect compensation for which you answered "Yes" to element (f). If none, enter -0-.	(h) Did the service provider give you a formula instead of an amount or estimated amount?
			Yes [ ] No [ ]	Yes [ ] No [ ]		Yes [ ] No [ ]

(a) Enter name and EIN or address (see instructions)

(b) Service Code(s)	(c) Relationship to employer, employee organization, or person known to be a party-in-interest	(d) Enter direct compensation paid by the plan. If none, enter -0-.	(e) Did service provider receive indirect compensation? (sources other than plan or plan sponsor)	(f) Did indirect compensation include eligible indirect compensation, for which the plan received the required disclosures?	(g) Enter total indirect compensation received by service provider excluding eligible indirect compensation for which you answered "Yes" to element (f). If none, enter -0-.	(h) Did the service provider give you a formula instead of an amount or estimated amount?
			Yes [ ] No [ ]	Yes [ ] No [ ]		Yes [ ] No [ ]

Part I Service Provider Information (continued)

3 If you reported on line 2 receipt of indirect compensation, other than eligible indirect compensation, by a service provider, and the service provider is a fiduciary or provides contract administrator, consulting, custodial, investment advisory, investment management, broker, or recordkeeping services, answer the following questions for (a) each source from whom the service provider received $1,000 or more in indirect compensation and (b) each source for whom the service provider gave you a formula used to determine the indirect compensation instead of an amount or estimated amount of the indirect compensation. Complete as many entries as needed to report the required information for each source.

(a) Enter service provider name as it appears on line 2	**(b)** Service Codes (see instructions)	**(c)** Enter amount of indirect compensation
(d) Enter name and EIN (address) of source of indirect compensation	**(e)** Describe the indirect compensation, including any formula used to determine the service provider's eligibility for or the amount of the indirect compensation.	

(a) Enter service provider name as it appears on line 2	**(b)** Service Codes (see instructions)	**(c)** Enter amount of indirect compensation
(d) Enter name and EIN (address) of source of indirect compensation	**(e)** Describe the indirect compensation, including any formula used to determine the service provider's eligibility for or the amount of the indirect compensation.	

(a) Enter service provider name as it appears on line 2	**(b)** Service Codes (see instructions)	**(c)** Enter amount of indirect compensation
(d) Enter name and EIN (address) of source of indirect compensation	**(e)** Describe the indirect compensation, including any formula used to determine the service provider's eligibility for or the amount of the indirect compensation.	

Part II Service Providers Who Fail or Refuse to Provide Information

4 Provide, to the extent possible, the following information for each service provider who failed or refused to provide the information necessary to complete this Schedule.

(a) Enter name and EIN or address of service provider (see instructions)	(b) Nature of Service Code(s)	(c) Describe the information that the service provider failed or refused to provide

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Part III Termination Information on Accountants and Enrolled Actuaries (see instructions)

(complete as many entries as needed)

a	Name:	**b** EIN:
c	Position:	
d	Address:	**e** Telephone:

Explanation:

a	Name:	**b** EIN:
c	Position:	
d	Address:	**e** Telephone:

Explanation:

a	Name:	**b** EIN:
c	Position:	
d	Address:	**e** Telephone:

Explanation:

a	Name:	**b** EIN:
c	Position:	
d	Address:	**e** Telephone:

Explanation:

a	Name:	**b** EIN:
c	Position:	
d	Address:	**e** Telephone:

Explanation:

SCHEDULE H (Form 5500)

Department of the Treasury
Internal Revenue Service

Department of Labor
Employee Benefits Security Administration

Pension Benefit Guaranty Corporation

Financial Information

This schedule is required to be filed under section 104 of the Employee Retirement Income Security Act of 1974 (ERISA), and section 6058(a) of the Internal Revenue Code (the Code).

▶ **File as an attachment to Form 5500.**

OMB No. 1210-0110

2013

This Form is Open to Public Inspection

For calendar plan year 2013 or fiscal plan year beginning 01/01/2013 and ending 12/31/2013

A Name of plan
THE ORIGINAL MATTRESS FACTORY (SOUTH) EMPLOYEE STOCK OWNERSHIP PLAN AND TRUST

B Three-digit plan number (PN) ▶ 002

C Plan sponsor's name as shown on line 2a of Form 5500
THE ORIGINAL MATTRESS FACTORY, INC.

D Employer Identification Number (EIN)
34-1644395

Part I Asset and Liability Statement

1 Current value of plan assets and liabilities at the beginning and end of the plan year. Combine the value of plan assets held in more than one trust. Report the value of the plan's interest in a commingled fund containing the assets of more than one plan on a line-by-line basis unless the value is reportable on lines 1c(9) through 1c(14). Do not enter the value of that portion of an insurance contract which guarantees, during this plan year, to pay a specific dollar benefit at a future date. **Round off amounts to the nearest dollar.** MTIAs, CCTs, PSAs, and 103-12 IEs do not complete lines 1b(1), 1b(2), 1c(8), 1g, 1h, and 1i. CCTs, PSAs, and 103-12 IEs also do not complete lines 1d and 1e. See instructions.

Assets		(a) Beginning of Year	(b) End of Year
a Total noninterest-bearing cash	1a		
b Receivables (less allowance for doubtful accounts):			
(1) Employer contributions	1b(1)		
(2) Participant contributions	1b(2)		
(3) Other	1b(3)		
c General investments:			
(1) Interest-bearing cash (include money market accounts & certificates of deposit)	1c(1)	989542	1268279
(2) U.S. Government securities	1c(2)		
(3) Corporate debt instruments (other than employer securities):			
(A) Preferred	1c(3)(A)		
(B) All other	1c(3)(B)		
(4) Corporate stocks (other than employer securities):			
(A) Preferred	1c(4)(A)		
(B) Common	1c(4)(B)		
(5) Partnership/joint venture interests	1c(5)		
(6) Real estate (other than employer real property)	1c(6)		
(7) Loans (other than to participants)	1c(7)		
(8) Participant loans	1c(8)		
(9) Value of interest in common/collective trusts	1c(9)		
(10) Value of interest in pooled separate accounts	1c(10)		
(11) Value of interest in master trust investment accounts	1c(11)		
(12) Value of interest in 103-12 investment entities	1c(12)		
(13) Value of interest in registered investment companies (e.g., mutual funds)	1c(13)		
(14) Value of funds held in insurance company general account (unallocated contracts)	1c(14)		
(15) Other	1c(15)		

			(a) Beginning of Year	(b) End of Year
1d	Employer-related investments:			
	(1) Employer securities	1d(1)	31400304	29091132
	(2) Employer real property	1d(2)		
e	Buildings and other property used in plan operation	1e		
f	Total assets (add all amounts in lines 1a through 1e)	1f	32389846	30359411
	Liabilities			
g	Benefit claims payable	1g		
h	Operating payables	1h		
i	Acquisition indebtedness	1i	26540012	24444013
j	Other liabilities	1j		
k	Total liabilities (add all amounts in lines 1g through1j)	1k	26540012	24444013
	Net Assets			
l	Net assets (subtract line 1k from line 1f)	1l	5849834	5915398

Part II Income and Expense Statement

2 Plan income, expenses, and changes in net assets for the year. Include all income and expenses of the plan, including any trust(s) or separately maintained fund(s) and any payments/receipts to/from insurance carriers. Round off amounts to the nearest dollar. MTIAs, CCTs, PSAs, and 103-12 IEs do not complete lines 2a, 2b(1)(E), 2e, 2f, and 2g.

	Income		(a) Amount	(b) Total
a	**Contributions:**			
	(1) Received or receivable in cash from: **(A)** Employers	2a(1)(A)	60000	
	(B) Participants	2a(1)(B)		
	(C) Others (including rollovers)	2a(1)(C)		
	(2) Noncash contributions	2a(2)		
	(3) Total contributions. Add lines **2a(1)(A), (B), (C),** and line **2a(2)**	2a(3)		60000
b	**Earnings on investments:**			
	(1) Interest:			
	(A) Interest-bearing cash (including money market accounts and certificates of deposit)	2b(1)(A)	51	
	(B) U.S. Government securities	2b(1)(B)		
	(C) Corporate debt instruments	2b(1)(C)		
	(D) Loans (other than to participants)	2b(1)(D)		
	(E) Participant loans	2b(1)(E)		
	(F) Other	2b(1)(F)		
	(G) Total interest. Add lines **2b(1)(A)** through **(F)**	2b(1)(G)		51
	(2) Dividends: **(A)** Preferred stock	2b(2)(A)		
	(B) Common stock	2b(2)(B)	3906087	
	(C) Registered investment company shares (e.g. mutual funds)	2b(2)(C)		
	(D) Total dividends. Add lines **2b(2)(A)**, **(B)**, and **(C)**	2b(2)(D)		3906087
	(3) Rents	2b(3)		
	(4) Net gain (loss) on sale of assets: **(A)** Aggregate proceeds	2b(4)(A)		
	(B) Aggregate carrying amount (see instructions)	2b(4)(B)		
	(C) Subtract line **2b(4)(B)** from line **2b(4)(A)** and enter result	2b(4)(C)		0
	(5) Unrealized appreciation (depreciation) of assets: **(A)** Real estate	2b(5)(A)		
	(B) Other	2b(5)(B)	-2309172	
	(C) Total unrealized appreciation of assets. Add lines **2b(5)(A)** and **(B)**	2b(5)(C)		-2309172

		(a) Amount	(b) Total
(6) Net investment gain (loss) from common/collective trusts	2b(6)		
(7) Net investment gain (loss) from pooled separate accounts	2b(7)		
(8) Net investment gain (loss) from master trust investment accounts	2b(8)		
(9) Net investment gain (loss) from 103-12 investment entities	2b(9)		
(10) Net investment gain (loss) from registered investment companies (e.g., mutual funds)	2b(10)		
c Other income	2c		
d Total income. Add all **income** amounts in column (b) and enter total	2d		1656966
Expenses			
e Benefit payment and payments to provide benefits:			
(1) Directly to participants or beneficiaries, including direct rollovers	2e(1)		
(2) To insurance carriers for the provision of benefits	2e(2)		
(3) Other	2e(3)		
(4) Total benefit payments. Add lines **2e(1)** through **(3)**	2e(4)		0
f Corrective distributions (see instructions)	2f		
g Certain deemed distributions of participant loans (see instructions)	2g		
h Interest expense	2h		1516257
i Administrative expenses: (1) Professional fees	2i(1)	75145	
(2) Contract administrator fees	2i(2)		
(3) Investment advisory and management fees	2i(3)		
(4) Other	2i(4)		
(5) Total administrative expenses. Add lines **2i(1)** through **(4)**	2i(5)		75145
j Total expenses. Add all **expense** amounts in column (b) and enter total	2j		1591402
Net Income and Reconciliation			
k Net income (loss). Subtract line **2j** from line **2d**	2k		65564
l Transfers of assets:			
(1) To this plan	2l(1)		
(2) From this plan	2l(2)		

Part III Accountant's Opinion

3 Complete lines 3a through 3c if the opinion of an independent qualified public accountant is attached to this Form 5500. Complete line 3d if an opinion is not attached.

a The attached opinion of an independent qualified public accountant for this plan is (see instructions):

(1) [X] Unqualified **(2)** [ ] Qualified **(3)** [ ] Disclaimer **(4)** [ ] Adverse

b Did the accountant perform a limited scope audit pursuant to 29 CFR 2520.103-8 and/or 103-12(d)? [ ] Yes [X] No

c Enter the name and EIN of the accountant (or accounting firm) below:

(1) Name: PLANTE & MORAN, PLLC **(2)** EIN: 38-1357951

d The opinion of an independent qualified public accountant is **not attached** because:

(1) [ ] This form is filed for a CCT, PSA, or MTIA. **(2)** [ ] It will be attached to the next Form 5500 pursuant to 29 CFR 2520.104-50.

Part IV Compliance Questions

4 CCTs and PSAs do not complete Part IV. MTIAs, 103-12 IEs, and GIAs do not complete lines 4a, 4e, 4f, 4g, 4h, 4k, 4m, 4n, or 5. 103-12 IEs also do not complete lines 4j and 4l. MTIAs also do not complete line 4l.

During the plan year:

		Yes	No	Amount
a Was there a failure to transmit to the plan any participant contributions within the time period described in 29 CFR 2510.3-102? Continue to answer "Yes" for any prior year failures until fully corrected. (See instructions and DOL's Voluntary Fiduciary Correction Program.)	4a		X	
b Were any loans by the plan or fixed income obligations due the plan in default as of the close of the plan year or classified during the year as uncollectible? Disregard participant loans secured by participant's account balance. (Attach Schedule G (Form 5500) Part I if "Yes" is checked.)	4b		X	

			Yes	No	Amount
c	Were any leases to which the plan was a party in default or classified during the year as uncollectible? (Attach Schedule G (Form 5500) Part II if "Yes" is checked.)	4c		X	
d	Were there any nonexempt transactions with any party-in-interest? (Do not include transactions reported on line 4a. Attach Schedule G (Form 5500) Part III if "Yes" is checked.)	4d		X	
e	Was this plan covered by a fidelity bond?	4e	X		1000000
f	Did the plan have a loss, whether or not reimbursed by the plan's fidelity bond, that was caused by fraud or dishonesty?	4f		X	
g	Did the plan hold any assets whose current value was neither readily determinable on an established market nor set by an independent third party appraiser?	4g		X	
h	Did the plan receive any noncash contributions whose value was neither readily determinable on an established market nor set by an independent third party appraiser?	4h		X	
i	Did the plan have assets held for investment? (Attach schedule(s) of assets if "Yes" is checked, and see instructions for format requirements.)	4i	X		
j	Were any plan transactions or series of transactions in excess of 5% of the current value of plan assets? (Attach schedule of transactions if "Yes" is checked, and see instructions for format requirements.)	4j	X		
k	Were all the plan assets either distributed to participants or beneficiaries, transferred to another plan, or brought under the control of the PBGC?	4k		X	
l	Has the plan failed to provide any benefit when due under the plan?	4l		X	
m	If this is an individual account plan, was there a blackout period? (See instructions and 29 CFR 2520.101-3.)	4m		X	
n	If 4m was answered "Yes," check the "Yes" box if you either provided the required notice or one of the exceptions to providing the notice applied under 29 CFR 2520.101-3.	4n			

5a Has a resolution to terminate the plan been adopted during the plan year or any prior plan year? If "Yes," enter the amount of any plan assets that reverted to the employer this year..... ☐ **Yes** ☒ **No** **Amount:**

5b If, during this plan year, any assets or liabilities were transferred from this plan to another plan(s), identify the plan(s) to which assets or liabilities were transferred. (See instructions.)

5b(1) Name of plan(s)	**5b(2)** EIN(s)	**5b(3)** PN(s)

5c If the plan is a defined benefit plan, is it covered under the PBGC insurance program (see ERISA section 4021)? ..... ☐ Yes ☐ No ☐ Not determined

Part V Trust Information (optional)

6a Name of trust	**6b** Trust's EIN

SCHEDULE R (Form 5500)

Department of the Treasury
Internal Revenue Service

Department of Labor
Employee Benefits Security Administration

Pension Benefit Guaranty Corporation

Retirement Plan Information

This schedule is required to be filed under section 104 and 4065 of the Employee Retirement Income Security Act of 1974 (ERISA) and section 6058(a) of the Internal Revenue Code (the Code).

▶ **File as an attachment to Form 5500.**

OMB No. 1210-0110

2013

This Form is Open to Public Inspection.

For calendar plan year 2013 or fiscal plan year beginning 01/01/2013 and ending 12/31/2013

A Name of plan
THE ORIGINAL MATTRESS FACTORY (SOUTH) EMPLOYEE STOCK OWNERSHIP PLAN AND TRUST

B Three-digit plan number (PN) ▶ 002

C Plan sponsor's name as shown on line 2a of Form 5500
THE ORIGINAL MATTRESS FACTORY, INC.

D Employer Identification Number (EIN)
34-1644395

Part I Distributions

All references to distributions relate only to payments of benefits during the plan year.

1 Total value of distributions paid in property other than in cash or the forms of property specified in the instructions ..... | 1 | 0

2 Enter the EIN(s) of payor(s) who paid benefits on behalf of the plan to participants or beneficiaries during the year (if more than two, enter EINs of the two payors who paid the greatest dollar amounts of benefits):

EIN(s): _____ _____

Profit-sharing plans, ESOPs, and stock bonus plans, skip line 3.

3 Number of participants (living or deceased) whose benefits were distributed in a single sum, during the plan year ..... | 3 |

Part II Funding Information (If the plan is not subject to the minimum funding requirements of section of 412 of the Internal Revenue Code or ERISA section 302, skip this Part)

4 Is the plan administrator making an election under Code section 412(d)(2) or ERISA section 302(d)(2)? ..... ☐ Yes ☐ No ☐ N/A

If the plan is a defined benefit plan, go to line 8.

5 If a waiver of the minimum funding standard for a prior year is being amortized in this plan year, see instructions and enter the date of the ruling letter granting the waiver. **Date:** Month _____ Day _____ Year _____

If you completed line 5, complete lines 3, 9, and 10 of Schedule MB and do not complete the remainder of this schedule.

6 a Enter the minimum required contribution for this plan year (include any prior year accumulated funding deficiency not waived) ..... | 6a |

b Enter the amount contributed by the employer to the plan for this plan year ..... | 6b |

c Subtract the amount in line 6b from the amount in line 6a. Enter the result (enter a minus sign to the left of a negative amount) ..... | 6c |

If you completed line 6c, skip lines 8 and 9.

7 Will the minimum funding amount reported on line 6c be met by the funding deadline? ..... ☐ Yes ☐ No ☐ N/A

8 If a change in actuarial cost method was made for this plan year pursuant to a revenue procedure or other authority providing automatic approval for the change or a class ruling letter, does the plan sponsor or plan administrator agree with the change? ..... ☐ Yes ☐ No ☐ N/A

Part III Amendments

9 If this is a defined benefit pension plan, were any amendments adopted during this plan year that increased or decreased the value of benefits? If yes, check the appropriate box. If no, check the "No" box. ..... ☐ Increase ☐ Decrease ☐ Both ☐ No

Part IV ESOPs (see instructions). If this is not a plan described under Section 409(a) or 4975(e)(7) of the Internal Revenue Code, skip this Part.

10 Were unallocated employer securities or proceeds from the sale of unallocated securities used to repay any exempt loan? ..... ☐ Yes ☒ No

11 a Does the ESOP hold any preferred stock? ..... ☐ Yes ☒ No

b If the ESOP has an outstanding exempt loan with the employer as lender, is such loan part of a "back-to-back" loan? (See instructions for definition of "back-to-back" loan.) ..... ☒ Yes ☐ No

12 Does the ESOP hold any stock that is not readily tradable on an established securities market? ..... ☒ Yes ☐ No

Part V Additional Information for Multiemployer Defined Benefit Pension Plans

13 Enter the following information for each employer that contributed more than 5% of total contributions to the plan during the plan year (measured in dollars). See instructions. *Complete as many entries as needed to report all applicable employers.*

a Name of contributing employer

b EIN **c** Dollar amount contributed by employer

d Date collective bargaining agreement expires *(If employer contributes under more than one collective bargaining agreement, check box* ☐ *and see instructions regarding required attachment. Otherwise, enter the applicable date.)* Month _____ Day _____ Year _____

e Contribution rate information *(If more than one rate applies, check this box* ☐ *and see instructions regarding required attachment. Otherwise, complete lines 13e(1) and 13e(2).)*
(1) Contribution rate (in dollars and cents) _____
(2) Base unit measure: ☐ Hourly ☐ Weekly ☐ Unit of production ☐ Other (specify):

---

a Name of contributing employer

b EIN **c** Dollar amount contributed by employer

d Date collective bargaining agreement expires *(If employer contributes under more than one collective bargaining agreement, check box* ☐ *and see instructions regarding required attachment. Otherwise, enter the applicable date.)* Month _____ Day _____ Year _____

e Contribution rate information *(If more than one rate applies, check this box* ☐ *and see instructions regarding required attachment. Otherwise, complete lines 13e(1) and 13e(2).)*
(1) Contribution rate (in dollars and cents) _____
(2) Base unit measure: ☐ Hourly ☐ Weekly ☐ Unit of production ☐ Other (specify): _____

---

a Name of contributing employer

b EIN **c** Dollar amount contributed by employer

d Date collective bargaining agreement expires *(If employer contributes under more than one collective bargaining agreement, check box* ☐ *and see instructions regarding required attachment. Otherwise, enter the applicable date.)* Month _____ Day _____ Year _____

e Contribution rate information *(If more than one rate applies, check this box* ☐ *and see instructions regarding required attachment. Otherwise, complete lines 13e(1) and 13e(2).)*
(1) Contribution rate (in dollars and cents) _____
(2) Base unit measure: ☐ Hourly ☐ Weekly ☐ Unit of production ☐ Other (specify): _____

---

a Name of contributing employer

b EIN **c** Dollar amount contributed by employer

d Date collective bargaining agreement expires *(If employer contributes under more than one collective bargaining agreement, check box* ☐ *and see instructions regarding required attachment. Otherwise, enter the applicable date.)* Month _____ Day _____ Year _____

e Contribution rate information *(If more than one rate applies, check this box* ☐ *and see instructions regarding required attachment. Otherwise, complete lines 13e(1) and 13e(2).)*
(1) Contribution rate (in dollars and cents) _____
(2) Base unit measure: ☐ Hourly ☐ Weekly ☐ Unit of production ☐ Other (specify): _____

---

a Name of contributing employer

b EIN **c** Dollar amount contributed by employer

d Date collective bargaining agreement expires *(If employer contributes under more than one collective bargaining agreement, check box* ☐ *and see instructions regarding required attachment. Otherwise, enter the applicable date.)* Month _____ Day _____ Year _____

e Contribution rate information *(If more than one rate applies, check this box* ☐ *and see instructions regarding required attachment. Otherwise, complete lines 13e(1) and 13e(2).)*
(1) Contribution rate (in dollars and cents) _____
(2) Base unit measure: ☐ Hourly ☐ Weekly ☐ Unit of production ☐ Other (specify): _____

---

a Name of contributing employer

b EIN **c** Dollar amount contributed by employer

d Date collective bargaining agreement expires *(If employer contributes under more than one collective bargaining agreement, check box* ☐ *and see instructions regarding required attachment. Otherwise, enter the applicable date.)* Month _____ Day _____ Year _____

e Contribution rate information *(If more than one rate applies, check this box* ☐ *and see instructions regarding required attachment. Otherwise, complete lines 13e(1) and 13e(2).)*
(1) Contribution rate (in dollars and cents) _____
(2) Base unit measure: ☐ Hourly ☐ Weekly ☐ Unit of production ☐ Other (specify): _____

14 Enter the number of participants on whose behalf no contributions were made by an employer as an employer of the participant for:

a The current year	**14a**	
b The plan year immediately preceding the current plan year	**14b**	
c The second preceding plan year	**14c**	

15 Enter the ratio of the number of participants under the plan on whose behalf no employer had an obligation to make an employer contribution during the current plan year to:

a The corresponding number for the plan year immediately preceding the current plan year	**15a**	
b The corresponding number for the second preceding plan year	**15b**	

16 Information with respect to any employers who withdrew from the plan during the preceding plan year:

a Enter the number of employers who withdrew during the preceding plan year	**16a**	
b If line 16a is greater than 0, enter the aggregate amount of withdrawal liability assessed or estimated to be assessed against such withdrawn employers	**16b**	

17 If assets and liabilities from another plan have been transferred to or merged with this plan during the plan year, check box and see instructions regarding supplemental information to be included as an attachment. ☐

Part VI Additional Information for Single-Employer and Multiemployer Defined Benefit Pension Plans

18 If any liabilities to participants or their beneficiaries under the plan as of the end of the plan year consist (in whole or in part) of liabilities to such participants and beneficiaries under two or more pension plans as of immediately before such plan year, check box and see instructions regarding supplemental information to be included as an attachment ☐

19 If the total number of participants is 1,000 or more, complete lines (a) through (c)

a Enter the percentage of plan assets held as:
Stock: _____% Investment-Grade Debt: _____% High-Yield Debt: _____% Real Estate: _____% Other: _____%

b Provide the average duration of the combined investment-grade and high-yield debt:
☐ 0-3 years ☐ 3-6 years ☐ 6-9 years ☐ 9-12 years ☐ 12-15 years ☐ 15-18 years ☐ 18-21 years ☐ 21 years or more

c What duration measure was used to calculate line 19(b)?
☐ Effective duration ☐ Macaulay duration ☐ Modified duration ☐ Other (specify):

The Original Mattress Factory (South) Employee Stock Ownership Plan and Trust

Financial Report

December 31, 2013

The Original Mattress Factory (South)
Employee Stock Ownership Plan and Trust

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Independent Auditor's Report

To the Plan Administrator
The Original Mattress Factory (South)
Employee Stock Ownership Plan and Trust

We have audited the accompanying financial statements of The Original Mattress Factory (South) Employee Stock Ownership Plan and Trust (the "Plan"), which comprise the statement of net assets (deficit) available for benefits as of December 31, 2013 and 2012 and the related statement of changes in net assets (deficit) available for benefits for the year ended December 31, 2013, and the related notes to the financial statements.

Management's Responsibility for the Financial Statements

Plan management is responsible for the preparation and fair presentation of these financial statements in accordance with accounting principles generally accepted in the United States of America; this includes the design, implementation, and maintenance of internal control relevant to the preparation and fair presentation of financial statements that are free from material misstatement, whether due to fraud or error.

Auditor's Responsibility

Our responsibility is to express an opinion on these financial statements based on our audits. We conducted our audits in accordance with auditing standards generally accepted in the United States of America. Those standards require that we plan and perform the audits to obtain reasonable assurance about whether the financial statements are free from material misstatement.

An audit involves performing procedures to obtain audit evidence about the amounts and disclosures in the financial statements. The procedures selected depend on the auditor's judgment, including the assessment of the risks of material misstatement of the financial statements, whether due to fraud or error. In making those risk assessments, the auditor considers internal control relevant to the entity's preparation and fair presentation of the financial statements in order to design audit procedures that are appropriate in the circumstances, but not for the purpose of expressing an opinion on the effectiveness of the entity's internal control. Accordingly, we express no such opinion. An audit also includes evaluating the appropriateness of accounting policies used and the reasonableness of significant accounting estimates made by plan management, as well as evaluating the overall presentation of the financial statements.

We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion.

Praxity MEMBER GLOBAL ALLIANCE OF INDEPENDENT FIRMS

To the Plan Administrator
The Original Mattress Factory (South)
Employee Stock Ownership Plan and Trust

Opinion

In our opinion, the financial statements referred to above present fairly, in all material respects, the net assets of the Plan as of December 31, 2013 and 2012 and the changes in net assets for the year ended December 31, 2013, in accordance with accounting principles generally accepted in the United States of America.

Emphasis of Matter

As explained in Note 5, the financial statements include investments valued at approximately $29,091,132 (96 percent of total assets) at December 31, 2013 and $31,400,304 (97 percent of total assets) at December 31, 2012, whose fair values have been estimated by plan management in the absence of readily determinable market values. Plan management's estimates are based on information provided by and prepared for the plan trustee by an independent third-party valuation specialist. Our opinion is not modified with respect to this matter.

Report on Supplemental Information

Our audits were conducted for the purpose of forming an opinion on the financial statements as a whole. The supplemental schedules of assets held at end of year as of December 31, 2013 and reportable transactions for the year ended December 31, 2013 are presented for the purpose of additional analysis and are not a required part of the financial statements but are supplemental information required by the Department of Labor's Rules and Regulations for Reporting and Disclosure under the Employee Retirement Income Security Act of 1974. Such information is the responsibility of the Plan's management and was derived from and relates directly to the underlying accounting and other records used to prepare the financial statements. The information has been subjected to the auditing procedures applied in the audits of the financial statements and certain additional procedures, including comparing and reconciling such information directly to the underlying accounting and other records used to prepare the financial statements or to the financial statements themselves, and other additional procedures in accordance with auditing standards generally accepted in the United States of America. In our opinion, the information is fairly stated in all material respects in relation to the financial statements as a whole.

Plante & Moran, PLLC

Cleveland, Ohio
September 29, 2014

The Original Mattress Factory (South)
Employee Stock Ownership Plan and Trust

Statement of Net Assets (Deficit) Available for Benefits

	December 31, 2013			December 31, 2012		
	Allocated	Unallocated	Total	Allocated	Unallocated	Total
Assets - Investments						
Money market fund	$ 1,268,279	$ -	$ 1,268,279	$ 989,542	$ -	$ 989,542
Sponsor Companies' stock (Note 4)	6,731,148	22,359,984	29,091,132	4,400,828	26,999,476	31,400,304
Total assets	7,999,427	22,359,984	30,359,411	5,390,370	26,999,476	32,389,846
Liabilities						
Interest payable	-	453,061	453,061	-	274,331	274,331
Loan payable (Note 6)	-	23,990,952	23,990,952	-	26,265,681	26,265,681
Total liabilities	-	24,444,013	24,444,013	-	26,540,012	26,540,012
Net Assets (Deficit) Available for Benefits	**$ 7,999,427**	**$ (2,084,029)**	**$ 5,915,398**	**$ 5,390,370**	**$ 459,464**	**$ 5,849,834**

See Notes to Financial Statements.

The Original Mattress Factory (South)
Employee Stock Ownership Plan and Trust

Statement of Changes in Net Assets (Deficit) Available for Benefits
Year Ended December 31, 2013

	Allocated	Unallocated	Total
Additions to Net Assets			
Contributions - Employer	$ 60,000	$ -	$ 60,000
Investment income:			
Interest and corporate distributions:			
Interest	51	-	51
Corporate distributions	553,434	3,352,653	3,906,087
Net realized and unrealized losses on investments	(365,133)	(1,944,039)	(2,309,172)
Total investment income	188,352	1,408,614	1,596,966
Allocation of 8,044 shares of common stock of the Companies - At fair value	2,695,453	-	2,695,453
Allocation of corporate distributions on allocated shares of Companies' stock and other transfers for debt service requirements	-	259,603	259,603
Total additions	2,943,805	1,668,217	4,612,022
Deductions from Net Assets			
Interest expense	-	1,516,257	1,516,257
Administrative expenses	75,145	-	75,145
Allocation of 8,044 shares of common stock of the Companies - At fair value	-	2,695,453	2,695,453
Allocation of corporate distributions on allocated shares of Companies' stock and other transfers for debt service requirements	259,603	-	259,603
Total deductions	334,748	4,211,710	4,546,458
Net Increase (Decrease)	2,609,057	(2,543,493)	65,564
Net Assets Available for Benefits			
Beginning of year	5,390,370	459,464	5,849,834
End of year	**$ 7,999,427**	**$ (2,084,029)**	**$ 5,915,398**

See Notes to Financial Statements.

Note 1 - Plan Description

The following description of The Original Mattress Factory (South) Employee Stock Ownership Plan and Trust (the "Plan") provides only general information. Participants should refer to the plan agreement for a more complete description of the Plan's provisions.

General - DRMF, Inc., HSMF, Inc., and VAMF, Inc. along with The Original Mattress Factory, Inc. (the "Employer") established the Plan effective as of January 1, 2011. Effective December 31, 2012, AHMF, Inc. entered the Plan as a new "participating employer," along with DRMF, Inc., HSMF, Inc., and VAMF, Inc. (collectively, the "Participating Employers" or the "Companies"). The Plan operates as a leveraged employee stock ownership plan and is designed to comply with Section 4975(e)(7) and the regulations thereunder of the Internal Revenue Code (the "Code") of 1986, as amended. The Plan is subject to the provisions of the Employee Retirement Income Security Act of 1974 (ERISA). The Plan is administered by an advisory committee as determined by the Employer. An independent third-party trust company is the Plan's trustee (the "Trustee").

In January 2011, the Plan purchased 65,811.50 shares of the Participating Employers' common stock with a fair value of $21,250,000 in exchange for notes totaling $21,250,000 (see Note 6). The borrowings are to be repaid over a period of 12 years by fully deductible contributions or the Companies' distributions to the trust fund. As the Plan repays the notes, a percentage of stock is allocated to eligible employees' accounts in accordance with applicable regulations under the Code. During 2012, the Plan amended one of the notes to extend the term and amend the interest rate.

On December 31, 2012, the Plan purchased 20,390.00 shares of AHMF, Inc. common stock with a fair value of $8,436,150 (see Note 6). The notes are collateralized by the shares held in the trust established under the Plan. The borrowings are to be repaid over a period of 15 years by fully deductible contributions or the Companies' distributions to the trust fund. As the Plan repays the notes, a percentage of stock is allocated to eligible employees' accounts in accordance with applicable regulations under the Code.

The borrowings are collateralized by the unallocated shares of common stock. The lender has no rights against shares of common stock once they are allocated under the Plan. Accordingly, the financial statements of the Plan as of December 31, 2013 and 2012 and for the year ended December 31, 2013 present separately the assets and liabilities and changes therein pertaining to the accounts of employees in allocated common stock (allocated) and common stock not yet allocated to employees (unallocated).

Note 1 - Plan Description (Continued)

Eligibility - The Plan generally covers all full-time employees, other than former stockholder employees, of the Participating Employers who have completed one year of service in which they have completed 1,000 or more hours of service and are age 21 or older.

Benefit Payments - Distributions are payable upon retirement, death, disability, or termination of employment. If a participant's vested accrued benefit is equal to or less than $5,000, the benefit shall be made in a lump-sum payment of cash or stock, as elected. If the vested accrued benefit exceeds $5,000, then the benefit shall be paid in installments, not to exceed five years, with payments equal to 20 percent of the vested benefit or $5,000, whichever is greater. In no event shall any amounts allocated to a participant's account be distributed until the end of the plan year in which the loans detailed in Note 6 are repaid in full, except to make required minimum distributions as required by Section 401(a)(9) of the Code.

Under the provisions of the Plan, the Companies are required to distribute a participant's benefit in cash in accordance with the plan document. Cash may be obtained from the subaccounts of the remaining participants, who would receive an allocation of Companies' stock equal to the cash used to make the distribution. The Plan may also use cash obtained from the sale of Companies' stock or from the Companies' contributions to the Plan.

Voting Rights - The Trustee shall vote any common stock held in the Plan, regardless of whether such stock has been allocated to participants or remains unallocated. Each participant is entitled to exercise voting rights attributable to the shares allocated to his or her account with respect to any corporate merger or consolidation, recapitalization, reclassification, liquidation, dissolution, sale of substantially all assets of a trade or business, or such similar transactions.

Termination - The Companies may terminate the Plan at any time, although its expectation is to continue the Plan. Upon termination of the Plan, participants become 100 percent vested in their account balances. Furthermore, all liabilities, trustee fees, and other operating expenses incurred after the termination date may, at the discretion of the Companies, be paid by the Plan. Additionally, shares of financed stock held in the loan suspense account are to be sold to the extent it determines such sale to be necessary in order to repay the loan. In the event of termination of the Plan, net assets would be distributed to the participants according to participant account balances.

Note 1 - Plan Description (Continued)

Forfeitures - If a participant is not fully vested on his or her termination date, the nonvested amount of the account is forfeited. The Companies allocate forfeitures to participants based on participant compensation, as defined. Allocation of forfeitures are considered additional contributions and are subject to the vesting provisions of contributions. At December 31, 2013 and 2012, the amount of forfeited account balances was $15,960 and $94,470, respectively.

Vesting - Vesting in the Companies' contribution portion of their accounts, plus actual earnings thereon, is based on years of service in which they have completed 1,000 or more hours of service. Participants vest in contributions made by the Companies 20 percent after two years of service and another 20 percent per year thereafter until they become fully vested after six years of service.

Participant Accounts - The Plan is a defined contribution plan under which a separate individual account is established for each participant. Each participant's account is credited as of the last day of each plan year with an allocation of shares of the Participating Employers' common stock released by the Trustee from the unallocated account and forfeitures of terminated participants' nonvested accounts. Only those participants who are eligible employees of a participating employer as of the last day of the plan year and have completed 1,000 or more hours of service in the plan year will receive an allocation. Allocations are based on a participant's eligible compensation, relative to total eligible compensation.

Diversification - Participants who have attained the age of 55 and have completed at least 10 years of participation in the Plan are eligible to diversify up to 25 percent of the value of the participant's account, less any prior diversification distributions for a six-year period. During the last year of the six-year diversification period, participants are eligible to diversify up to 50 percent of the value of the participant's account, less any prior diversification distributions. The Plan will either permit the participant to diversify their account and offer at least three investment options or, in lieu of such offering, the elected amount may be distributed to the participant within 90 days of the participant's election to diversify.

Administration of Plan Assets - The Plan's assets, which consist principally of the Participating Employers' common shares, are held by the Trustee of the Plan.

The Companies' contributions are held and managed by the Trustee, who invests cash received, interest, and corporate distribution income, and makes distributions to participants. The Trustee also administers the payment of interest and principal on the loan, which is funded through contributions or S Corporation distributions as determined by the Companies.

Note 1 - Plan Description (Continued)

Certain administrative functions are performed by officers or employees of the Companies or the Employer. No such officer or employee receives compensation from the Plan. Other administrative expenses are paid directly by the Plan.

Party-in-interest Transactions - Certain plan assets are in investments in the Companies' stock. The Companies are the sponsor of the Plan and, therefore, these transactions qualify as party-in-interest transactions as defined under ERISA guidelines.

Companies' Distributions - The Companies are S Corporations. Distributions from the Companies on allocated shares of stock must be allocated to each participant's account based on the number of shares of stock allocated to each participant's account as of the record date. Distributions from the Companies on unallocated shares of stock may be allocated to each participant's account based on a ratio of each participant's adjusted compensation in relation to the adjusted compensation of all participants as of the record date or they may be used to make payments on an acquisition loan or pay plan expenses.

Note 2 - Summary of Significant Accounting Policies

Investment Valuation and Income Recognition - Investments held by the Plan are stated at fair value. Fair value is defined as the price that would be received to sell an asset or paid to transfer a liability in an orderly transaction between market participants at the measurement date. See Note 5 for further discussion of fair value measurements.

Purchases and sales of securities are recorded on a trade-date basis. Interest income is recorded as earned. Dividends are recorded on the ex-dividend date.

Benefit Payments - Benefits are recorded when paid.

Use of Estimates - The preparation of financial statements in conformity with accounting principles generally accepted in the United States of America requires management to make estimates and assumptions that affect the reported amounts of assets and liabilities and disclosure of contingent assets and liabilities at the date of the financial statements and the reported amounts of additions and deductions during the reporting period. The most significant assumptions and estimates relate to the valuation of common stock. Application of these assumptions requires the exercise of judgment as to future uncertainties and, as a result, actual results could differ from those estimates.

Note 2 - Summary of Significant Accounting Policies (Continued)

Included in the accompanying statement of net assets (deficit) available for benefits is an investment in the Companies' common stock reported at fair value of $29,091,132 and $31,400,304 as of December 31, 2013 and 2012, respectively. This asset is valued based upon a third-party appraisers' estimation of the current market value of the common stock and is supported by the Companies' financial statements. Due to estimates and assumptions made in developing such appraisals, it is at least reasonably possible that the market value of the investment may be different than reported.

Risks and Uncertainties - The Plan invests in various investment securities. Investment securities are exposed to various risks such as interest rate, market, and credit risks. Due to the level of risk associated with certain investment securities, it is at least reasonably possible that changes in the values of investment securities will occur in the near term and that such changes could materially affect participants' account balances and the amounts reported in the statement of net assets (deficit) available for benefits.

Subsequent Events - The financial statements and related disclosures include evaluation of events up through and including September 29, 2014, which is the date the financial statements were available to be issued.

Note 3 - Tax Status

The Plan has filed an application for a determination letter and is currently awaiting formal approval from the IRS. However, the plan administrator believes that the Plan is currently designed and being operated in compliance with the applicable requirements of the Code. Therefore, the plan administrator believes that the Plan is qualified and the related trust was tax-exempt as of the financial statement date.

Furthermore, in accordance with guidance on accounting for uncertainty in income taxes, management evaluated the Plan's tax position and does not believe the Plan has any uncertain tax positions that require disclosure or adjustment to the financial statements. The Plan is subject to routine audits by taxing jurisdictions for each year the Plan has existed.

Note 4 - Investments in Common Stock

The Plan's investments in DRMF, Inc. stock at December 31, 2013 and 2012 are presented in the following table:

	2013		2012	
	Allocated	Unallocated	Allocated	Unallocated
Number of shares	7,167	16,188	4,550	18,805
Cost	$ 3,283,650	$ 7,416,350	$ 2,084,681	$ 8,615,319
Fair value	$ 3,483,293	$ 7,867,237	$ 2,375,234	$ 9,816,076

The Plan's investments in VAMF, Inc. stock at December 31, 2013 and 2012 are presented in the following table:

	2013		2012	
	Allocated	Unallocated	Allocated	Unallocated
Number of shares	6,105	15,602	4,035	17,672
Cost	$ 1,307,751	$ 3,342,249	$ 864,397	$ 3,785,603
Fair value	$ 1,165,990	$ 2,979,952	$ 802,977	$ 3,516,617

The Plan's investments in HSMF, Inc. stock at December 31, 2013 and 2012 are presented in the following table:

	2013		2012	
	Allocated	Unallocated	Allocated	Unallocated
Number of shares	6,269	14,481	3,931	16,819
Cost	$ 1,782,608	$ 4,117,392	$ 1,117,800	$ 4,782,200
Fair value	$ 1,680,182	$ 3,880,818	$ 1,222,617	$ 5,230,633

The Plan's investments in AHMF, Inc. stock at December 31, 2013 and 2012 are presented in the following table:

	2013		2012	
	Allocated	Unallocated	Allocated	Unallocated
Number of shares	1,019	19,371	-	20,390
Cost	$ 421,811	$ 8,014,339	$ -	$ 8,436,150
Fair value	$ 401,683	$ 7,631,977	$ -	$ 8,436,150

Note 5 - Fair Value Measurements

Accounting standards require certain assets and liabilities be reported at fair value in the financial statements and provide a framework for establishing that fair value. The framework for determining fair value is based on a hierarchy that prioritizes the inputs and valuation techniques used to measure fair value.

The following tables present information about the Plan's assets measured at fair value on a recurring basis at December 31, 2013 and 2012.

Level 1 - Fair values determined by Level 1 inputs use quoted prices in active markets for identical assets that the Plan has the ability to access.

Level 2 - Fair values determined by Level 2 inputs use other inputs that are observable, either directly or indirectly. These Level 2 inputs include quoted prices for similar assets in active markets, quoted prices for identical or similar assets in markets that are not active, and inputs other than quoted prices that are observable for the asset.

Level 3 - Level 3 inputs are unobservable inputs, including inputs that are available in situations where there is little, if any, market activity for the related asset. These Level 3 fair value measurements are based primarily on management's own estimates using pricing models, discounted cash flow methodologies, or similar techniques taking into account the characteristics of the asset. Significant Level 3 inputs include the financial condition of the Companies, the earning capacity of the Companies, the cash flow projections of the Companies, the discounted cash flows and guideline company methods, and the marketability of the Companies.

In instances whereby inputs used to measure fair value fall into different levels in the above fair value hierarchy, fair value measurements in their entirety are categorized based on the lowest level input that is significant to the valuation. The Plan's assessment of the significance of particular inputs to these fair value measurements requires judgment and considers factors specific to each asset.

The following valuation methodologies have been used to value the Plan's investments:

Companies' Stock - Fair value of the Companies' stock is determined by annual independent appraisals.

Money Market Fund - The money market fund is valued at its closing quoted price reported in active markets.

Note 5 - Fair Value Measurements (Continued)

The methods described above may produce a fair value calculation that may not be indicative of net realizable value or reflective of future fair values. Furthermore, while the Plan believes its valuation methods are appropriate and consistent with other market participants, the use of different methodologies or assumptions to determine the fair value of certain financial instruments could result in a different fair value measurement at the reporting date.

Assets Measured at Fair Value on a Recurring Basis at December 31, 2013

	Level 1	Level 2	Level 3	Balance at December 31, 2013
Companies' stock	$ -	$ -	$ 29,091,132	$ 29,091,132
Money market fund - Northern Inst'l Government	1,268,279	-	-	1,268,279
Total	$ 1,268,279	$ -	$ 29,091,132	$ 30,359,411

Assets Measured at Fair Value on a Recurring Basis at December 31, 2012

	Level 1	Level 2	Level 3	Balance at December 31, 2012
Companies' stock	$ -	$ -	$ 31,400,304	$ 31,400,304
Money market fund - Northern Inst'l Government	989,542	-	-	989,542
Total	$ 989,542	$ -	$ 31,400,304	$ 32,389,846

The Plan's policy is to recognize transfers between levels of the fair value hierarchy as of the actual date of the event of change in circumstances that caused the transfer. There were no significant transfers between levels of the fair value hierarchy during 2013.

Changes in Level 3 assets measured at fair value on a recurring basis for the year ended December 31, 2013 are as follows:

	Companies' Stock
Balance at January 1, 2013	$ 31,400,304
Total unrealized losses	(2,309,172)
Balance at December 31, 2013	$ 29,091,132

Note 5 - Fair Value Measurements (Continued)

Of the Level 3 assets still held by the Plan at December 31, 2013, the unrealized losses for the year ended December 31, 2013 were $2,309,172, which is recognized in the statement of changes in net assets (deficit) available for benefits. No investments in the Companies' stock were sold during 2013.

Both observable and unobservable inputs may be used to determine the fair value of positions classified as Level 3 assets. As a result, the unrealized losses for these assets presented in the tables above may include changes in fair value that were attributable to both observable and unobservable inputs.

The fair value of the Companies' common stock held by the Plan is valued at fair value based upon an independent appraisal. This appraisal was based upon a combination of the market and income valuation techniques consistent with prior years. The appraiser took into account historical and projected cash flow and net income, return on assets, return on equity, market comparables, and fair value of Companies' assets and liabilities. The appraiser has concluded that a market participant would also recognize a discount for lack of marketability.

The valuation process involves the plan trustee's selection of an independent appraiser with the right to cancel such contract at any time. Plan management accumulates the data for the appraiser from the financial statements of the Companies. The appraiser prepares a preliminary report which the plan trustee, reviews in detail, and discusses and approves.

Note 6 - Notes Payable

On January 10, 2011, the Plan issued notes payable due to stockholders of the Companies in exchange for 65,811.50 shares of the Companies' common stock. The notes bear interest at 5 percent for the first two years and then at prime plus 3.50 percent for the years following (6.75 percent as of December 31, 2013). Notes totaling $2,360,000 mature on December 27, 2015, with payments due on March 27, May 27, August 27, and December 27 of each year beginning in 2011. Notes totaling $18,890,000 mature between January 1, 2021 and January 1, 2023, with equal payments due on January 1, April 1, June 1, and September 1 of each year beginning on April 1, 2011. During 2012, one of the notes totaling $4,135,000 was amended to extend the term until January 1, 2023, and the interest rate on the note was amended to 5.00 percent until December 31, 2013 and then at prime plus 3.50 percent for the years following.

Note 6 - Notes Payable (Continued)

On January 21, 2011, the notes totaling $2,360,000 were paid in full with new borrowings from the Companies. The new notes bear interest fixed at a rate designed to match the rate the Companies pay their primary lender (1.74 percent as of December 31, 2013). The notes mature on December 27, 2015, and principal and interest payments are due on March 27, May 27, August 27, and December 27 of each year beginning in 2011.

On December 31, 2012, the Plan issued a note payable due to stockholders of AHMF, Inc. (the "Company") in exchange for 20,390 shares of the Company's common stock. The note bears interest at 5 percent for the first two years and then at prime plus 3.50 percent for the years following (5.00 percent as of December 31, 2013). Notes totaling $8,436,150 mature on January 1, 2028, with equal payments due on January 1, April 1, June 1, and September 1 of each year beginning on April 1, 2013.

Minimum principal payments on these loans to maturity are as follows:

Years Ending December 31	Amount
2014	$ 2,451,014
2015	2,573,930
2016	2,232,520
2017	2,376,076
2018	2,525,807
2019 and beyond	11,831,605
Total	$ 23,990,952

Note 7 - Employer Contributions

The Companies are obligated to make contributions to the Plan which, when aggregated with the Plan's investment earnings including S Corporation distributions, equal the amount necessary to enable the Plan to make its regularly scheduled payments of principal and interest on its loans.

The Original Mattress Factory (South)
Employee Stock Ownership Plan and Trust

Schedule of Assets Held at End of Year
Form 5500, Schedule H, Line 4i
EIN 34-1644395, Plan No. 002
December 31, 2013

(a)(b) Identity of Issuer	(c) Description of Investment	(d) Cost	(e) Current Value
	Companies' stock:		
DRMF, Inc. *	Common stock	$ 10,700,000	$ 11,350,530
VAMF, Inc. *	Common stock	5,900,000	4,145,942
HSMF, Inc. *	Common stock	4,650,000	5,561,000
AHMF, Inc. *	Common stock	8,436,150	8,033,660
Northern Trust	Money market fund - Northern Inst'l Government	1,268,279	1,268,279
	Total	**$ 30,954,429**	**$ 30,359,411**

* Denotes party-in-interest

The Original Mattress Factory (South)
Employee Stock Ownership Plan and Trust

Schedule of Reportable Transactions
Form 5500, Schedule H, Line 4j
EIN 34-1644395, Plan No. 002
Year Ended December 31, 2013

(a) Identity of Party Involved	(b) Description of Asset	(c) Purchase Price	(d) Selling Price	(g) Cost of Asset	(h) Current Value of Asset on Transaction Date	(i) Net Gain (Loss)
Category (iii) - A series of transactions with respect to securities of the same issue that amount in the aggregate to more than 5 percent of the beginning value of the total plan assets						
Horizon Trust & Investment Management	Money market fund - Northern Inst'l Government:					
	Purchases - 30 transactions	$ 3,966,138	$ -	$ 3,966,138	$ 3,966,138	$ -
	Sales - 28 transactions	-	3,687,401	3,687,401	3,687,401	-

There were no Category (i), (ii), or (iv) reportable transactions during the year.

The Original Mattress Factory (South)
Employee Stock Ownership Plan and Trust

Schedule of Assets Held at End of Year
Form 5500, Schedule H, Line 4i
EIN 34-1644395, Plan No. 002
December 31, 2013

(a)(b) Identity of Issuer	(c) Description of Investment	(d) Cost	(e) Current Value
	Companies' stock:		
DRMF, Inc. *	Common stock	$ 10,700,000	$ 11,350,530
VAMF, Inc. *	Common stock	5,900,000	4,145,942
HSMF, Inc. *	Common stock	4,650,000	5,561,000
AHMF, Inc. *	Common stock	8,436,150	8,033,660
Northern Trust	Money market fund - Northern Inst'l Government	1,268,279	1,268,279
	Total	**$ 30,954,429**	**$ 30,359,411**

* Denotes party-in-interest

The Original Mattress Factory (South)
Employee Stock Ownership Plan and Trust

Schedule of Reportable Transactions
Form 5500, Schedule H, Line 4j
EIN 34-1644395, Plan No. 002
Year Ended December 31, 2013

(a) Identity of Party Involved	(b) Description of Asset	(c) Purchase Price	(d) Selling Price	(g) Cost of Asset	(h) Current Value of Asset on Transaction Date	(i) Net Gain (Loss)
Category (iii) - A series of transactions with respect to securities of the same issue that amount in the aggregate to more than 5 percent of the beginning value of the total plan assets						
Horizon Trust & Investment Management	Money market fund - Northern Inst'l Government:					
	Purchases - 30 transactions	$ 3,966,138	$ -	$ 3,966,138	$ 3,966,138	$ -
	Sales - 28 transactions	-	3,687,401	3,687,401	3,687,401	-

There were no Category (i), (ii), or (iv) reportable transactions during the year.