

Participant Fee Disclosure

McCready and Keene, Inc.

MATTRESS FIRM, INC. 401(K) PLAN

This document is being provided to you by McCready and Keene, Inc. (MCAK) on behalf of the Plan Administrator(s) of your Retirement Plan to make you aware of your rights and responsibilities with respect to the investment options available to you. It also provides you with information about your investment options including fee and expense information. As such, it is intended to satisfy the obligations created by Regulation 2550.404a-5 issued by the U.S. Department of Labor (DOL). If you have questions about anything presented here, you can refer to your plan's website at mattressfirm401k.com, contact your Plan Administrator or, if your plan subscribes to MCAK's participant service center, you may call 1-800-442-4015 (Monday through Friday between 8 a.m. and 8 p.m. Eastern Time (E.T.)).

Investment Elections

Under the terms of the Plan a Trustee/Custodian has been designated to hold the assets of the Plan for the benefit of participants and their beneficiaries. The funds held by the Trustee/Custodian will be the funding medium used for the accumulation of assets from which Plan benefits will be paid. Please refer to your Plan's Summary Plan Description for the name and address of the Trustee/Custodian and the Plan Administrator.

You will receive a benefit statement at least quarterly that provides information about your account balance, fees, and your investment returns.

Under the terms of your Plan, you have the responsibility of directing the investment of the funds contributed to your account. You can do this using the following options:

- 1) the Plan's Website, mattressfirm401k.com,
- 2) call 1-800-442-4015 and follow the system prompts,
- 3) new Participants may complete a Participant Enrollment form. Some plans require completion of this form online.

If you do not exercise your option to direct the investment of your applicable Plan accounts, then contributions made by or for you will be invested in accordance with the default investment alternatives established under the Plan. (If your Plan does not have a default option, funds will not be invested until you make an election. Consult your enrollment material.) If applicable, the Plan Administrator has or will provide you with a separate notice which details the default investments, the fiduciaries lack of liability for losses you incur while invested in the default investments, and your right to switch out of the default investment if you so desire. You may use the transfer feature through the Voice Response System, if available, or log on to the Plan's website to re-direct any defaulted contributions (for which you can direct); made to your account into other investment options available for the Plan.

You may transfer all or part of your account value between the available investment options at any time, but no more frequently than once per day. You can initiate a transfer by logging onto the Plan's website or calling 1-800-442-4015 if your Plan subscribes to the MCAK participant service center. If your request is made on a business day (a day the New York Stock Exchange is open) and is received before 4 p.m. E. T., the transfer generally will be based on the market value of your account at the end of the day the request is made. If your request is received after 4 p.m. or on a non-business day, it generally will be processed and based on the market value of your account at the end of the next business day.

The Plan is intended to comply with Section 404(c) of ERISA (the Employee Retirement Income Security Act). If the Plan complies with this Section, then the fiduciaries of the Plan, including your Employer, the Trustee/Custodian and the Administrator, will be relieved of any legal liability for any losses which are the

direct and necessary result of the investment directions that you give. Procedures must be followed in giving investment directions. If you fail to do so, then your investment directions need not be followed.

Transfer Restrictions

To reduce short term trading, which can interfere with the management of a fund, many investment management companies have implemented redemption fee and/or trading restriction policies. Under these policies, if the investment manager determines that the fund's trading limits have been exceeded, MCAK may be required to collect fees on certain participant transactions and remit those fees to the investment management company and/or be required to block participants from trading in that investment option for a certain period of time. It is important to understand that any fees are being imposed by the investment management companies, not by MCAK. For additional information see the prospectus or other disclosure document for the investment option.

Investment Managers

NFP Retirement may provide investment advice and/or account management services directly or indirectly to the participants and beneficiaries under the Plan.

Voting Rights

The Trustee/Custodian will exercise any voting rights as directed by the Plan Administrator or any other person or persons with voting authority under the terms of the Plan. If any voting rights are passed through to participants, you will receive the appropriate material.

Fees and Expenses Information

There are two general categories of fees or charges that can be applicable in connection with the services provided by MCAK for your Plan. These are charges for general administrative services provided to the Plan by MCAK and the charges for processing certain individual transactions. These charges and fees are set out in more detail in Exhibit B.

Fees and expenses are only one of many factors to consider when you decide to invest in an option. You may also want to think about whether an investment in a particular option, along with your other investments, will help you achieve your financial goals. The cumulative effect of fees and expenses can substantially reduce the growth of your retirement savings. Visit the Department of Labor's web site for an example showing the long-term effect of fees and expenses at www.dol.gov/ebsa/publications/401k_employee.html.

Multiple Source Notice

If your plan permits and you invest in assets not specifically reported on your quarterly statements provided by McCready and Keene, Inc., you will receive more than one statement detailing your investments in the plan within a reasonable amount of time after the end of each quarter. Examples of these types of assets include self-directed brokerage accounts, real estate, life insurance, or assets with another vendor.

Glossary

There is a glossary available that contains terms that will help you understand the designated investment alternatives offered under your Plan as well as terms used in this document. You can access it at www.mcak.net/mcak/resources/resources.aspx or your plan site at mattressfirm401k.com.



Exhibit A: Investment Options

To help achieve long-term retirement security, you should give careful consideration to the benefits of a well-balanced and diversified investment portfolio. Spreading your assets among different types of investments can help you achieve a favorable rate of return, while minimizing your overall risk of losing money. This is because market or other economic conditions that cause one category of assets, or one particular security, to perform very well often cause another asset category, or another particular security to perform poorly. If you invest more than 20% of your retirement savings in any one company or industry, your savings may not be properly diversified. Although diversification is not a guarantee against loss, it is an effective strategy to help you manage investment risk.

For additional information regarding your investment options including the most current available performance information, you can refer to your plan's website at mattressfirm401k.com. To request a paper copy of the additional investment information available online, contact your Plan Administrator, mail your request to McCready and Keene, Inc., PO Box 6100, Indianapolis, IN 46206, Attn: Fund information, or, if your plan subscribes to MCAK's participant service center, you may call 1-800-442-4015 (Monday through Friday between 8 a.m. and 8 p.m. E.T.).

Fixed Interest Investment Option

Name of Option	Return	Term	Other
AUL Stable Value Account	1.75	Calendar year	The rate of return does not change during the calendar year. It is subject to change as of each following January 1.

Variable Investment Options

The table below shows the performance of your plan's investment options that do not have a fixed or stated rate of return. The table shows how the options have performed over time and allows you to compare them with an appropriate benchmark for the same time periods. Keep in mind that you cannot directly invest in any of the benchmarks. Past performance does not guarantee how the investment option will perform in the future. Your investment in these options could lose money. For information about an option's principal risk, prospectuses and other information, please refer to mattressfirm401k.com.

The table also shows fee and expense information for the plan's investment options. The expense ratio reflects the total annual operating expenses of the option. These expenses reduce the rate of return of the investment option. You may also be charged shareholder fees. These are fees that may be charged to individual shareholders for certain transactions, etc. and are not reflected in the total operating expenses of the investment option. An example is the transfer restriction fees discussed previously. For additional information see the prospectus or other disclosure document for the investment option.

Annualized investment option performance as of 6/30/2016

Investment option	Investment type	Expense Ratio %	Expense Ratio Per \$1000	10 year or inception ¹		
				1 year	5 year	
flexPATH Index Aggressive 2025 Fund I1	Aggressive Allocation	0.24	\$2.40	N/A	N/A	5.11
Benchmark				N/A	N/A	N/A
<i>Shareholder-type fees: None. Trade Restrictions: None.</i>						



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flexPATH Index Aggressive 2035 Fund I1	Aggressive Allocation	0.24	\$2.40	N/A	N/A	4.98
Benchmark				N/A	N/A	N/A
<i>Shareholder-type fees: None. Trade Restrictions: None.</i>						
flexPATH Index Aggressive 2045 Fund I1	Aggressive Allocation	0.24	\$2.40	N/A	N/A	5.09
Benchmark				N/A	N/A	N/A
<i>Shareholder-type fees: None. Trade Restrictions: None.</i>						
flexPATH Index Aggressive 2055 Fund I1	Aggressive Allocation	0.24	\$2.40	N/A	N/A	4.32
Benchmark				N/A	N/A	N/A
<i>Shareholder-type fees: None. Trade Restrictions: None.</i>						
flexPATH Index Aggressive Retirement I1	Aggressive Allocation	0.24	\$2.40	N/A	N/A	5.29
Benchmark				N/A	N/A	N/A
<i>Shareholder-type fees: None. Trade Restrictions: None.</i>						
Investment option	Investment type	Expense Ratio %	Expense Ratio Per \$1000	1 year	5 year	10 year or inception¹
Balanced						
American Funds American Balanced R6	Balanced	0.29	\$2.90	6.61	10.12	7.34
Benchmark Morningstar Moderate Target Risk				1.55	5.8	5.75
<i>Shareholder-type fees: None. Trade Restrictions: Redemptions of \$5000 or greater may cause the fund to be restricted from a purchase for 30 days.²</i>						
flexPATH Index Conservative 2025 I1	Conservative Allocation	0.25	\$2.50	N/A	N/A	4.17
Benchmark Morningstar Moderate Target Risk				N/A	N/A	5.47
<i>Shareholder-type fees: None. Trade Restrictions: None.</i>						
flexPATH Index Conservative 2035 I1	Conservative Allocation	0.25	\$2.50	N/A	N/A	3.67
Benchmark Morningstar Moderate Target Risk				N/A	N/A	5.47
<i>Shareholder-type fees: None. Trade Restrictions: None.</i>						
flexPATH Index Conservative 2045 I1	Conservative Allocation	0.25	\$2.50	N/A	N/A	2.98
Benchmark Morningstar Moderate Target Risk				N/A	N/A	5.47
<i>Shareholder-type fees: None. Trade Restrictions: None.</i>						
flexPATH Index Conservative 2055 I1	Conservative Allocation	0.25	\$2.50	N/A	N/A	2.72
Benchmark Morningstar Moderate Target Risk				N/A	N/A	5.47
<i>Shareholder-type fees: None. Trade Restrictions: None.</i>						
flexPATH Index Conservative Ret I1	Conservative Allocation	0.25	\$2.50	N/A	N/A	4.78
Benchmark Morningstar Moderate Target Risk				N/A	N/A	5.47
<i>Shareholder-type fees: None. Trade Restrictions: None.</i>						
Investment option	Investment type	Expense Ratio %	Expense Ratio Per \$1000	1 year	5 year	10 year or inception¹
Foreign Blend						
American Funds Europacific Growth R6	Foreign Large Cap Blend	0.50	\$5.00	-9.57	2.50	3.87
Benchmark Russell Developed Index				-2.36	7.3	5.23
<i>Shareholder-type fees: None. Trade Restrictions: Redemptions of \$5000 or greater may cause the fund to be restricted from a purchase for 30 days.²</i>						
Vanguard Developed Markets Idx Admiral	Foreign Large Cap Blend	0.09	\$0.90	-8.55	2.05	1.92
Benchmark Russell Developed Index				-2.36	7.3	5.23
<i>Shareholder-type fees: None. Trade Restrictions: Redemptions may cause the fund to be restricted from purchases for 60 days.²</i>						



Investment option	Investment type	Expense Ratio %	Expense Ratio Per \$1000	1 year	5 year	10 year or inception ¹
Intermediate Bond						
Janus Flexible Bond I	Intermediate Term Bond	0.57	\$5.70	4.22	4.17	6.16
Benchmark Morningstar Intermediate Core Bond Index				5.29	3.72	5.41
<i>Shareholder-type fees: None. Trade Restrictions: None.</i>						
Vanguard Total Bond Market Index Adm	Intermediate Term Bond	0.06	\$0.60	6.12	3.73	5.12
Benchmark Morningstar Intermediate Core Bond Index				5.29	3.72	5.41
<i>Shareholder-type fees: None. Trade Restrictions: Redemptions may cause the fund to be restricted from purchases for 60 days.²</i>						
Large Cap Blend						
Vanguard 500 Index Admiral	U.S. Large Cap	0.05	\$0.50	3.95	12.06	7.42
Benchmark Russell 1000 Index				2.93	11.88	7.51
<i>Shareholder-type fees: None. Trade Restrictions: Redemptions may cause the fund to be restricted from purchases for 60 days.²</i>						
Large Cap Growth						
Pioneer Fundamental Growth K	Large Cap Growth	0.69	\$6.90	2.53	12.79	9.40
Benchmark Russell 1000 Growth Index				3.02	12.34	8.78
<i>Shareholder-type fees: None. Trade Restrictions: None.</i>						
Large Cap Value						
American Beacon Bridgeway Lg Cp Val Inst	Large Cap Value	0.75	\$7.50	1.46	12.75	7.55
Benchmark Russell 1000 Value Index				2.85	11.35	6.13
<i>Shareholder-type fees: None. Trade Restrictions: None.</i>						
Mid Cap Blend						
Vanguard Mid Cap Index Adm	Mid Cap Blend	0.08	\$0.80	-0.89	10.56	7.80
Benchmark Russell Mid Cap Index				0.56	10.9	8.06
<i>Shareholder-type fees: None. Trade Restrictions: Redemptions may cause the fund to be restricted from purchases for 60 days.²</i>						
Small Cap Blend						
Vanguard Small Cap Index Adm	U.S. Small Cap	0.08	\$0.80	-2.90	9.90	7.75
Benchmark Russell 2000 Index				-6.72	8.35	6.2
<i>Shareholder-type fees: None. Trade Restrictions: Redemptions may cause the fund to be restricted from purchases for 60 days.²</i>						
Small Cap Growth						
Vanguard Explorer Adm	Small Cap Growth	0.35	\$3.50	-8.67	8.56	6.69
Benchmark Russell 2000 Growth Index				-10.73	8.51	7.14
<i>Shareholder-type fees: None. Trade Restrictions: Redemptions may cause the fund to be restricted from purchases for 60 days.²</i>						
Small Cap Value						
DFA US Targeted Value I	Small Cap Value	0.37	\$3.70	-5.70	8.94	6.19
Benchmark Russell 2000 Value Index				-2.58	8.14	5.15



Shareholder-type fees: None. Trade Restrictions: None.

Investment option Target	Investment type	Expense Ratio %	Expense Ratio Per \$1000	1 year	5 year	10 year or inception ¹
flexPATH Index Mod Retirement Fd CI I1	Moderate Allocation	0.24	\$2.40	N/A	N/A	7.36
Benchmark Morningstar Moderate Target Risk				N/A	N/A	9.45
<i>Shareholder-type fees: None. Trade Restrictions: None.</i>						
flexPATH Index Moderate 2025 Fd CI I1	Moderate Allocation	0.24	\$2.40	N/A	N/A	9.24
Benchmark Morningstar Moderate Target Risk				N/A	N/A	9.45
<i>Shareholder-type fees: None. Trade Restrictions: None.</i>						
flexPATH Index Moderate 2035 Fd CI I1	Moderate Allocation	0.24	\$2.40	N/A	N/A	5.28
Benchmark Morningstar Moderate Target Risk				N/A	N/A	5.47
<i>Shareholder-type fees: None. Trade Restrictions: None.</i>						
flexPATH Index Moderate 2045 Fd CI I1	Moderate Allocation	0.24	\$2.40	N/A	N/A	11.52
Benchmark Morningstar Moderate Target Risk				N/A	N/A	9.45
<i>Shareholder-type fees: None. Trade Restrictions: None.</i>						
flexPATH Index Moderate 2055 Fd CI I1	Moderate Allocation	0.24	\$2.40	N/A	N/A	11.55
Benchmark Morningstar Moderate Target Risk				N/A	N/A	9.45
<i>Shareholder-type fees: None. Trade Restrictions: None.</i>						

¹ If the option has not been in existence for 10 years, performance is since inception. Benchmark performance shown is for the same time period. As a result, the same benchmark used for different funds could show different returns.

² Trading Restrictions: Certain sale transactions may cause purchase blocks to be placed on a fund for a specified time period. These blocks only apply to participant directed fund transfers. Purchases for contributions from payroll deductions, loan repayments, dividends and capital gains, and/or systematic rebalancing are allowed.

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For mutual funds, the expense used to compute the information shown is the total annual fund operating expenses paid by the fund before any waivers or other reimbursements. This is referred to as the fund's gross expenses. If no expense information is indicated for a non-mutual fund investment option, that is solely because none was available. That does not mean that there are no fees and expenses associated with the option.

Fees and expenses are only one of many factors to consider when you decide to invest in an option. You may also want to think about whether an investment in a particular option, along with your other investments, will help you achieve your financial goals. The cumulative effect of fees and expenses can substantially reduce the growth of your retirement savings. Visit the Department of Labor's web site for an example showing the long-term effect of fees and expenses at www.dol.gov/ebsa/publications/401k_employee.html.



Exhibit B: Fee Schedule

Fees for plan administrative, legal, accounting, and other services may be paid by the Plan Sponsor. However, the Plan Sponsor may direct that these fees be assessed against participant accounts on a pro rata or per capita basis. Please refer to your quarterly statement for the assessment method used by your Plan. Any fees actually deducted from your account will be shown on your quarterly statement. The fees charged by MCAK for recordkeeping and other services are shown below. Fees shown in the As Requested Services and Products Fees, Document Services, Brokerage Window, and Termination/Deconversion Fees sections are charged only if the service indicated is actually provided.

Annual Recordkeeper Fees:

Annual Recordkeeping Fees	
Fee Type	Amount
Recordkeeping Base Administration Fee	\$0.00
Recordkeeping Per Person in Database Fee	\$0.00
Recordkeeping Basis Point Fee	21 BPS
Minimum Fee Per Quarter	\$3000.00

Annual Custodial Fee:

Custody Fee			
Plan Assets (Minimum)	Plan Assets (Maximum)	Amount	Assessed
\$0	\$3,600,000	\$1,800	Annual
\$3,600,000	\$10,000,000	5 BPS	Annual
\$10,000,000	\$50,000,000	4 BPS	Annual
\$50,000,000 +		3 BPS	Annual

Revenue Recapture Fee
4% of Revenue Paid to the Custodian

Annual Advisor Fee:

Annual Advisor Fee	
Fee Type	Amount
Registered Investment Advisor Fee	\$16 Per Person in Database

Annual Registered Representative Commission	
The fee is calculated based on standard plan assets.	
Fee Type	Amount
Basis Point Trail	\$0.00

As Requested Recordkeeping Fees:



Recordkeeping Services		
Fee Type	Amount	Assessed
Distribution Administration, Check Writing and 1099R Reporting (Includes In-Service Withdrawals and Hardship authorization assistance)	\$50.00	Each
Periodic Distributions - Initial Installment	\$50.00	Each
Periodic Distributions - Periodic Installment	\$10.00	Each
Fund Additions	\$0.00	Each
Fund Switches	\$0.00	Each
Manual Data Entry (if needed)	\$100.00	Per Hour
Participant Service Center, 8 a.m. - 8 p.m. EST, M-F	\$0.00	
Plan Sponsor Advice	\$0.00	
Statement (Recordkeeper Standard) and Mailing Fee	\$0.00	Annual, Per Participant
Annual Statement	\$0.00	
Enrollment Booklet (Matrix Communications Technologies)	\$0.00	
Government Forms (5500) (if requested)	\$0.00	Annual Fee
Loan Initiation	\$75.00	Per Loan
Loan Administration	\$6.00	Per Loan, Per Quarter
Employer Stock Fund (This is in addition to the charges above if the stock is not publicly traded and daily valued.)	\$750.00	Quarter
Qualified Domestic Relations Order (QDRO) Processing	\$150.00	Per Hour, Min. \$150
Calculation of Profit Sharing Contribution or Matching Contribution	\$0.00	
Participant Admin Meetings	\$0.00	
Mailing Services	\$150.00	
Compliance Testing Corrections (as needed)	\$0.00	Per Hour
Specialized Testing (Such as Benefits, Rights and Features 401(a)(4), Compensation Ratio Testing 414(s), General Test)	\$100.00	Per Hour
Cross Tested Plan Design	\$200.00	Per Hour, Min. \$400
5307 Reporting Fee (First Filing)	\$0.00	
Subsequent 5307 Reporting Fees	\$100.00	Each
Re-alignment of Portfolio	\$0.00	
Additional Portfolio Election	\$0.00	

Document Services		
Fee Type	Amount	Assessed
Volume Submitter Restatement from a Different Format	\$0.00	
Legislative Restatement	\$399.00-2000.00	Each
Use of Non-Recordkeeper Document	\$1000.00	Annual Fee
Preparation of IRS Submission	\$1250.00	Each
Summary Plan Description (SPD)	\$0.00	



Plan Amendment	\$150.00	Per Hour
Summary of Material Modifications (SMM)	\$0.00	
Curative Amendments Required by the IRS	\$0.00	
Review of Outside Documents, Answer Questions, Research and/or Provide Written Answers, Other Extraordinary Services	Quoted	Per Hour
All Other Document Services (New, Individually Designed, Etc.)	\$0.00	
Plan Mergers/Spin-offs	\$0.00	

Brokerage Window A portion of this fee is paid to McCready and Keene, Inc.	
Fee Type	Amount
Brokerage Window (plan sponsor)	\$0.00
Linked Brokerage Window Participant Setup Fee	\$175.00
Linked Brokerage Window Participant Annual Maintenance Fee	\$200.00
Non-Linked Brokerage Window Participant Setup Fee	\$175.00
Non-Linked Brokerage Window Participant Annual Maintenance Fee	\$500.00
Additional trading fees vary based on the specific brokerage firm pricing.	

Termination/Deconversion Fees The termination/deconversion fees are for the Recordkeeper only. Other termination fees may apply from the current trustee or custodian for transferring assets, gathering and transferring data based on the specifications of the new provider, etc.	
Fee Type	Amount
Historical and Indicative Data	\$500.00
Historical, Indicative Data and Financial	\$1000.00

As Requested Custodial Fees:

Custodial Services	
Fee Type	Amount
Managed Accounts	Varies by Custodian