

**FOAMEX INTERNATIONAL INC.**  
**COMPENSATION COMMITTEE CHARTER**

**Mission**

The Compensation Committee of the Board of Directors (the “Board”) of Foamex International Inc. (the “Company”) is responsible for determining and approving the compensation structure for senior management and other highly paid professionals, in accordance with guidelines established by the Committee from time to time. The Committee will produce an annual report on executive compensation for inclusion in the Company’s proxy statement. Further, the Committee approves broad-based and special compensation plans across the Company.

Additionally, the Committee will regularly review the Company’s management resources, succession planning and development activities, as well as the performance of senior management.

**Membership**

The Committee shall consist of at least three members of the Board each of whom shall (a) meet the independence requirements of NASDAQ listing standards and any other applicable laws, rules and regulations governing independence, as determined by the Board; (b) qualify as “non-employee directors” as defined under Section 16 of the Securities Exchange Act of 1934, as amended (the “Securities Exchange Act”); and (c) qualify as “outside directors” under Section 162(m) of the Internal Revenue Code, as amended (the “Code”). Members of the Committee and the Committee Chair shall be appointed by the Board.

**Meetings**

The Committee will meet as often as necessary to carry out its responsibilities. Meetings may be called by the Chairman of the Committee and/or by the management of the Company. Minutes of each meeting will be duly filed in the Company’s records. Reports of meetings of the Committee will be made to the Board at its next regularly scheduled meeting following the Committee meeting accompanied by any recommendations to the Board approved by the Committee. A majority of the total number of members of the Committee will constitute a quorum at all Committee meetings.

**Duties and Responsibilities**

The Committee shall have the following duties and responsibilities:

- Annually review and approve corporate goals and objectives relevant to the Company’s Chief Executive Officer (the “CEO”) compensation, evaluate the CEO’s performance in light of these goals and objectives, and provide a report thereon to the Board.

- Annually review and determine base salary, incentive compensation and long-term compensation for the CEO, and report the Committee's determination to the Board. In determining long-term incentive compensation of the CEO, the Committee will consider the Company's performance, relative stockholder return, the value of similar incentive awards to CEOs at comparable companies, and the awards given to the CEO in past years.
- Review and approve the base salary, proposed changes thereto, incentive compensation, equity awards or other material terms of compensation or employment for senior managers earning in excess of \$225,000 in base salary ("Senior Management"). In addition, review and approve the material terms and conditions (or changes thereto) of any employment contract, including, but not limited to, employment agreements, severance arrangements and change in control agreements, for Senior Management (current or future).
- In consultation with and based upon the advice of outside counsel, monitor the disclosure regarding compensation matters in the Company's proxy statement.
- Review executive officer compensation for compliance with Section 16 of the Securities Exchange Act and Section 162(m) of the Code, as each may be amended from time to time, and any other applicable laws, rules and regulations.
- In consultation with the CEO, review the talent development process within the Company to ensure it is effectively managed. Senior management will provide a report to the Committee regarding its talent and performance review process for key officers and other high potential individuals. The purpose of the performance and talent review is to ensure that there is a sufficient pool of qualified internal candidates to fill senior and leadership positions and to identify opportunities, performance gaps and the next steps as part of the Company's executive succession planning and development process, all of which shall be reviewed with the Committee.
- In consultation with the Board and the CEO, the Committee shall, as part of its executive succession planning process, evaluate and nominate potential successors to the CEO. The Committee will also provide an annual report to the Board on CEO succession.
- Annually review employee compensation strategies, benefits and equity programs.
- Review and approve any cash-based incentive compensation plan in excess of \$250,000 in aggregate cost prior to same being implemented.
- Review and approve any commission-based compensation program for members of the Company's sales force or any modification to such a program. Periodically review the payments made under such programs.
- Grant stock options and other discretionary awards under the Company's option or other equity incentive plans to the Company's employees.

- Approve for submission to the Company's shareholders stock option or other equity incentive plans or amendments thereto.
- Review and recommend to the Board compensation (both cash and equity) for the Company's non-employee directors.
- Periodically request and review various compensation and/or organizational reports, documents or materials related to current or proposed business strategies.
- Annually or upon request receive a report from the Company's Benefits Committee regarding the Company's defined benefit and defined contribution pension plans.
- Receive a quarterly update from the Company's management regarding any voluntary or involuntary termination of employment for individuals at the Executive Vice President, Senior Vice President, or Vice President level.
- Annually report to the Board on share usage, dilution and proxy disclosures.
- Conduct an annual review of the Committee's performance, periodically assess the adequacy of its charter and recommend changes to the Board as needed.
- Regularly report to the Board on the Committee's activities.
- Obtain advice and assistance, as needed, from internal or external legal, accounting, search firms, compensation specialists or other advisors, including the retention, termination and negotiation of terms and conditions of the engagement.
- Delegate responsibility to subcommittees of the Committee as necessary or appropriate.

Adopted: June 5, 2007