

FOAMEX INTERNATIONAL INC.

**COMPLIANCE AFFIRMATION FOR DIRECTORS, OFFICERS, SENIOR MANAGEMENT,
AND CERTAIN OTHER EMPLOYEES**

I. Affirmation of Compliance

The undersigned certifies that he or she has received and read the above Code of Ethics for Directors, Officers, Senior Management, the Corporate Controller, the Assistant Corporate Controller, the Manufacturing Controller, and the Director of Financial Reporting of Foamex International Inc. (the "Company") and agrees to abide by the policies set forth therein.

II. Affirmation of Legal and Ethical Business Conduct

By signing this form, the undersigned confirms that, to the best of his or her knowledge and belief, each dealing or transaction to which he or she has been party, directly or indirectly, on behalf of the Company:

1. was characterized by honesty and integrity;
2. complies with applicable laws, rules and regulations;
3. did not involve any unethical dealings, unbooked fees, special favors, benefits or contributions to any private party, government or government agency;
4. did not involve any unlawful arrangements with competitors;
5. was recorded and properly described on the Company's books; and
6. comports in all respect to the Code of Ethics.

If there are any exceptions, please describe them on the reverse side.

III. Conflict of Interest Questionnaire

Please answer "Yes" or "No" to the following questions. If the answer to any question is "Yes," full details must be given on the reverse side.

A. Have you or, to your knowledge, has any member of your immediate family, at any time during the period since January 1, 2006:

1. engaged, directly or indirectly, in any transaction with the Company, or any subsidiary or division thereof, whether involving the purchase or sale of products, the provisions of services, any financing arrangement, or otherwise, or had any other relationship with the Company or any subsidiary or division thereof, other than in the normal capacity of officer or employee of the Company;

Yes _____ No _____

2. been an officer, director, partner or employee of any corporation, partnership or other organization which, to your knowledge, has engaged in any transaction described in A.1. above with the Company;

Yes _____ No _____

3. been interested financially, directly or indirectly, in any organization doing business with the Company (unless as a holder of less than 1% of the voting securities issued by a corporation whose securities are publicly traded); and

Yes _____ No _____

4. been a recipient, directly or indirectly, of any payments or material gifts of any kind from or on behalf of any organization doing business with the Company (unless by way of dividend or interest payments made by a corporation whose securities are publicly traded)?

Yes _____ No _____

B. Is any transaction contemplated, involving you or any member of your immediate family, which, if consummated, would be described in response to any of the preceding items?

Yes _____ No _____

C. Are you aware of any interest or activity on your part, or on the part of any member of your immediate family, which is in conflict with the best interests of the Company?

Yes _____ No _____

(Please sign)

Title

Dated _____