

1206267

UNITED STATES SECURITIES AND EXCHANGE COMMISSION Washington, D.C. 20549

FORM D

NOTICE OF SALE OF SECURITIES PURSUANT TO REGULATION D, SECTION 4(6), AND/OR UNIFORM LIMITED OFFERING EXEMPTION

BEST AVAILABLE COPY

OMB APPROVAL stamp with OMB Number 3235-0076, Expires May 31, 2005, and SEC USE ONLY stamp with Prefix 155 and Date Received.

Name of Offering (Series A Convertible Preferred, Class A Common, and Class B-1 Voting Common) and Filing Under (Rule 504, Rule 505, Rule 506, Section 4(6), ULOE).

A. BASIC IDENTIFICATION DATA

1. Enter the information requested about the issuer. Name of Issuer (TWI Holdings, Inc.), Address of Executive Offices (1713 Jaggie Fox Way, Lexington, KY 40511), Telephone Number (859-514-4757).



PROCESSED

Brief Description of Business (Holding company), Type of Business Organization (corporation), Actual or Estimated Date of Incorporation or Organization (09/02).

NOV 20 2002 THOMSON FINANCIAL

GENERAL INSTRUCTIONS

Federal: Who Must File, When To File, Where To File, Copies Required, Information Required, Filing Fee.

State: This notice shall be used to indicate reliance on the Uniform Limited Offering Exemption (ULOE) for sales of securities in those states that have adopted ULOE and that have adopted this form.

ATTENTION

Failure to file notice in the appropriate states will not result in a loss of the federal exemption. Conversely, failure to file the appropriate federal notice will not result in a loss of an available state exemption unless such exemption is predicated on the filing of a federal notice.

Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control number.

Handwritten signature

**A. BASIC IDENTIFICATION DATA**

2. Enter the information requested for the following:

- Each promoter of the issuer, if the issuer has been organized within the past five years;
- Each beneficial owner having the power to vote or dispose, or direct the vote or disposition of, 10% or more of a class of equity securities of the issuer;
- Each executive officer and director of corporate issuers and of corporate general and managing partners of partnership issuers; and
- Each general and managing partner of partnership issuers.

Check Box(es) that Apply:  Promoter  Beneficial Owner  Executive Officer  Director  General and/or Managing Partner

Full Name (Last Name first, if individual)

**Barber, Jeffrey S.**

Business or Residence Address (Number and Street, City, State, Zip Code)

**c/o TA Associates, 125 High Street, Suite 2500, Boston, MA 02110**

Check Box(es) that Apply:  Promoter  Beneficial Owner  Executive Officer  Director  General and/or Managing Partner

Full Name (Last name first, if individual)

**Bryant, H. Thomas**

Business or Residence Address (Number and Street, City, State, Zip Code)

**3145 Brighton Place Drive, Lexington, KY 40509**

Check Box(es) that Apply:  Promoter  Beneficial Owner  Executive Officer  Director  General and/or Managing Partner

Full Name (Last Name first, if individual)

**Fogg, David C.**

Business or Residence Address (Number and Street, City, State, Zip Code)

**c/o Tempur World, Inc., 1713 Jaggie Fox Way, Lexington, KY 40511**

Check Box(es) that Apply:  Promoter  Beneficial Owner  Executive Officer  Director  General and/or Managing Partner

Full Name (Last Name first, if individual)

**Friedman, Tully M.**

Business or Residence Address (Number and Street, City, State, Zip Code)

**c/o Friedman, Fleischer & Lowe LLC, One Maritime Plaza, 10<sup>th</sup> Floor, San Francisco, CA 94111**

Check Box(es) that Apply:  Promoter  Beneficial Owner  Executive Officer  Director  General and/or Managing Partner

Full Name (Last Name first, if individual)

**Heath, Jeffrey P.**

Business or Residence Address (Number and Street, City, State, Zip Code)

**c/o Tempur World, Inc., 1713 Jaggie Fox Way, Lexington, KY 40511**

Check Box(es) that Apply:  Promoter  Beneficial Owner  Executive Officer  Director  General and/or Managing Partner

Full Name (Last Name first, if individual)

**Masto, Christopher A.**

Business or Residence Address (Number and Street, City, State, Zip Code)

**c/o Friedman, Fleischer & Lowe LLC, One Maritime Plaza, 10<sup>th</sup> Floor, San Francisco, CA 94111**

Check Box(es) that Apply:  Promoter  Beneficial Owner  Executive Officer  Director  General and/or Managing Partner

Full Name (Last Name first, if individual)

**McLane, P. Andrews**

Business or Residence Address (Number and Street, City, State, Zip Code)

**c/o TA Associates, 125 High Street, Suite 2500, Boston, MA 02110**

(Use blank sheet, or copy and use additional copies of this sheet, as necessary.)

---

**A. BASIC IDENTIFICATION DATA**

---

2. Enter the information requested for the following:

- Each promoter of the issuer, if the issuer has been organized within the past five years;
- Each beneficial owner having the power to vote or dispose, or direct the vote or disposition of, 10% or more of a class of equity securities of the issuer;
- Each executive officer and director of corporate issuers and of corporate general and managing partners of partnership issuers; and
- Each general and managing partner of partnership issuers.

---

Check Box(es) that Apply:  Promoter  Beneficial Owner  Executive Officer  Director  General and/or Managing Partner

---

Full Name (Last Name first, if individual)

**Trussell, Robert B., Jr.**

---

Business or Residence Address (Number and Street, City, State, Zip Code)

~~c/o Tempus World, Inc. 1712 Joggie Fox Way Lexington, KY 40511~~