

**IN THE UNITED STATES BANKRUPTCY COURT  
FOR THE DISTRICT OF DELAWARE**

In re

FILENE'S BASEMENT, LLC, et al.,  
  
Debtors.<sup>1</sup>

Chapter 11

Case No. 11-13511 (KJC)  
Jointly Administered

**Hearing Date:**  
**July 9, 2012, at 11:00 a.m. (ET)**

**Re: D.I. 1364, 1482, 1572 & 1593**

**JOINDER OF THE OFFICIAL COMMITTEE OF SYMS CORP. EQUITY SECURITY  
HOLDERS TO THE DEBTORS' RESPONSE TO LIMITED OBJECTION OF U.S.  
BANK NATIONAL ASSOCIATION, IN ITS CAPACITY AS TRUSTEE, TO THE  
DISCLOSURE STATEMENT WITH RESPECT TO THE JOINT CHAPTER 11 PLAN  
OF REORGANIZATION OF SYMS CORP. AND ITS SUBSIDIARIES**

The Official Committee of Syms Corp. Equity Security Holders (the "Equity Committee") hereby joins in the *Debtors' Response to Limited Objection of U.S. Bank National Association, in its Capacity as Trustee, to the Disclosure Statement with Respect to the Joint Chapter 11 Plan of Reorganization of Syms Corp. and its Subsidiaries* (D.I. 1593; filed 7/6/12) (the "Reply") and requests that the Court overrule the *Limited Objection of U.S. Bank National Association, in Its Capacity as Trustee, to Disclosure Statement* (D.I. 1572; filed 7/2/12) (the "Limited Objection").<sup>2</sup> The Equity Committee submits that the Limited Objection should be overruled and the Disclosure Statement approved for the reasons stated in the Reply.

---

<sup>1</sup> The Debtors and the last four digits of their respective taxpayer identification numbers are as follows: Filene's Basement, LLC (8277), Syms Corp. (5228), Syms Clothing, Inc. (3869), and Syms Advertising Inc. (5234). The Debtors' address is One Syms Way, Secaucus, New Jersey 07094.

<sup>2</sup> Capitalized terms not defined herein are defined in the Reply.



111351112070600000000010

WHEREFORE, the Equity Committee respectfully requests that the Court overrule the Limited Objection and approve the Disclosure Statement.

Dated: July 6, 2012  
Wilmington, Delaware

MORRIS, NICHOLS, ARSHT & TUNNELL LLP

*/s/ Matthew B. Harvey*

---

Robert J. Dehney (Bar No. 3578)  
Matthew B. Harvey (Bar No. 5186)  
1201 North Market Street  
P.O. Box 1347  
Wilmington, DE 19899-1347  
Telephone: (302) 658-9200  
Fax: (302) 658-3989

-and-

Thomas B. Walper  
Seth Goldman  
Bradley R. Schneider  
MUNGER, TOLLES & OLSON LLP  
355 South Grand Avenue  
35th Floor  
Los Angeles, CA 90071-1560  
Telephone: (213) 683-9100  
Facsimile: (213) 683-5172

*Counsel to the Official Committee of Syms Corp.  
Equity Security Holders*

6028742

## **CERTIFICATE OF SERVICE**

I, Matthew B. Harvey, certify that I am not less than 18 years of age, and that service of the foregoing **Joinder Of The Official Committee Of Syms Corp. Equity Security Holders To The Debtors' Response To Limited Objection Of U.S. Bank National Association, In Its Capacity As Trustee, To The Disclosure Statement With Respect To The Joint Chapter 11 Plan Of Reorganization Of Syms Corp. And Its Subsidiaries** was caused to be made on July 6, 2012, in the manner indicated upon the parties identified below:

Dated: July 6, 2012

/s/ Matthew B. Harvey  
Matthew B. Harvey (No. 5186)

### **VIA ELECTRONIC MAIL**

David Klauder

Office of the U.S. Trustee Delaware  
844 King St, Ste. 2207, Lockbox 35  
Wilmington, DE 19899-0035  
Email: [David.Klauder@usdoj.gov](mailto:David.Klauder@usdoj.gov)

Paul N. Heath

Michael J. Merchant  
Richards, Layton & Finger, P.A.  
One Rodney Square  
920 N King Street  
Wilmington, DE 19801  
Email: [heath@rlf.com](mailto:heath@rlf.com)  
[merchant@rlf.com](mailto:merchant@rlf.com)

Joseph N. Argentina, Jr.  
Drinker Biddle & Reath LLP  
1100 N. Market Street, Ste. 1000  
Wilmington, DE 19801  
Email: [joseph.argentina@dbr.com](mailto:joseph.argentina@dbr.com)

Kristin K. Going  
Drinker Biddle & Reath LLP  
1500 K Street, N.W., Ste 1100  
Washington, DC 20005  
Email: [Kristin.Going@dbr.com](mailto:Kristin.Going@dbr.com)

David R. Hurst  
Maris J. Kandestin  
Young Conaway Stargatt & Taylor, LLP  
Rodney Square  
1000 North King Street  
Wilmington, DE 19801  
Email: [bankfilings@ycst.com](mailto:bankfilings@ycst.com)

Mark S Chehi

Jason M. Liberi  
Skadden Arps Slate Meagher  
& Flom LLP  
One Rodney Square  
Wilmington, DE 19899-0636  
Email: [Mark.Chehi@skadden.com](mailto:Mark.Chehi@skadden.com)  
[Jason.liberi@skadden.com](mailto:Jason.liberi@skadden.com)

Michael R. Lastowski  
Duane Morris LLP  
222 Delaware Avenue, Suite 1600  
Wilmington, DE 19801-1659  
Email: [mlastowski@duanemorris.com](mailto:mlastowski@duanemorris.com)

Mark S. Indelicato  
Mark T. Power  
Janine M. Cerbone  
Hahn & Hessen LLP  
488 Madison Ave, 15th Floor  
New York, NY 10022  
Email: [mindelicato@hahnhausen.com](mailto:mindelicato@hahnhausen.com)  
[mpower@hahnhausen.com](mailto:mpower@hahnhausen.com)  
[jcerbone@hahnhausen.com](mailto:jcerbone@hahnhausen.com)

Jay Goffman  
Mark A McDermott  
Skadden Arps Slate Meagher & Flom LLP  
Four Times Square  
New York, NY 10036-6522  
Email: [Mark.McDermott@skadden.com](mailto:Mark.McDermott@skadden.com)  
[jay.goffman@skadden.com](mailto:jay.goffman@skadden.com)