

IN THE UNITED STATES BANKRUPTCY COURT
FOR THE DISTRICT OF DELAWARE

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	:	
In re:	:	Chapter 11
	:	
FILENE'S BASEMENT, LLC, <u>et al.</u> ,	:	Case No. 11-13511 (KJC)
	:	
Debtors. ¹	:	Jointly Administered
	:	
-----	X	

**AFFIDAVIT OF PUBLICATION OF THE NOTICE OF
CONFIRMATION HEARING IN THE USA TODAY**

¹ 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.



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7950 Jones Branch Drive • McLean, Virginia 22108
(703) 854-3400



VERIFICATION OF PUBLICATION

COMMONWEALTH OF VIRGINIA COUNTY OF FAIRFAX

Being duly sworn, Toussaint Hutchinson says that he is the principal clerk of USA TODAY, and is duly authorized by USA TODAY to make this affidavit, and is fully acquainted with the facts stated herein: on **Monday, July 23, 2012** the following legal advertisement – **In re: Filene's Basement, L.L.C., et al.** - was published in the national edition of USA TODAY.

Principal Clerk of USA TODAY
July 23, 2012

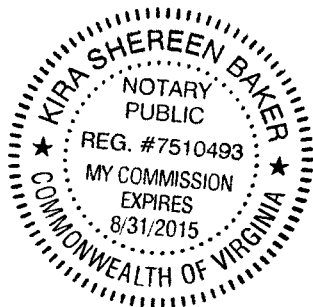
This 23rd day of July month
2012 year.

Notary Public

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JUL 27 2012

KURTZMAN CARSON CONSULTANTS



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IN THE UNITED STATES BANKRUPTCY COURT FOR THE DISTRICT OF DELAWARE
In re: Filene's Basement, L.L.C., et al., Chapter 11 - Case No. 11-13511 (KJC)
Debtors. Jointly Administered

NOTICE OF ORDER (I) APPROVING DISCLOSURE STATEMENT; (II) APPROVING
BALLOT SOLICITATION AND TABULATION PROCEDURES, KEY DATES AND
DEADLINES RELATED THERETO, FORMS OF BALLOTS, AND MANNER OF NOTICE;
AND (III) FIXING DATE, TIME AND PLACE FOR CONFIRMATION HEARING AND
DEADLINE FOR FILING OBJECTIONS THERETO

**TO ALL CREDITORS, INTEREST HOLDERS AND PARTIES IN INTEREST, PLEASE TAKE
NOTICE THAT:**

1. On July 13, 2012, the United States Bankruptcy Court for the District of Delaware entered an order (the "Disclosure Statement and Solicitation Procedures Order") approving, among other things: (i) the Disclosure Statement With Respect to Second Amended Joint Chapter 11 Plan of Reorganization of Syms Corp. and its Subsidiaries, dated July 13, 2012, (as same may be amended or modified, the "Disclosure Statement"), as providing adequate information for holders of claims against and interests in the Debtors to make a decision as to whether to accept or reject the Second Amended Joint Chapter 11 Plan of Reorganization of Syms Corp. and its Subsidiaries, dated July 13, 2012, co-proposed jointly by the Debtors and the Official Committee of Syms Corp. Equity Security Holders (as same may be amended or modified, the "Plan"), and (ii) the procedures for the solicitation and tabulation of votes to accept or reject the Plan (the "Solicitation Procedures").

2. The Solicitation Procedures contain special balloting instructions and solicitation and tabulation procedures. **ALL CREDITORS AND SYMS SHAREHOLDERS AND THEIR COUNSEL SHOULD REVIEW THE SOLICITATION PROCEDURES CAREFULLY.**

3. The Disclosure Statement and Solicitation Procedures Order requires that votes to accept or reject the Plan must be actually received by Kurtzman Carson Consultants, L.L.C. (the "Voting Agent") no later than 5:00 p.m. prevailing Pacific Time on August 23, 2012, unless such time is extended in the sole discretion of the Debtors (the "Voting Deadline").

4. A hearing (the "Confirmation Hearing") to consider the confirmation of the Plan will be held at 1:00 p.m. prevailing Eastern Time on August 29, 2012, before the Honorable Kevin J. Carey, United States Bankruptcy Judge at the United States Bankruptcy Court for the District of Delaware, 824 North Market Street, 5th Floor, Courtroom 5, Wilmington, Delaware. The Confirmation Hearing may be continued from time to time without further notice other than the announcement by the Debtors of the adjourned date(s) at the Confirmation Hearing or any continued hearing, and the Plan may be modified, if necessary, pursuant to section 1127 of the Bankruptcy Code prior to, during, or as a result of the Confirmation Hearing, without further notice to interested parties other than by filing such modifications with the Court prior to the Confirmation Hearing or announcing any such modifications at the Confirmation Hearing.

5. In accordance with the Solicitation Procedures, Solicitation Packages will be mailed to (a) all holders of Claims listed on the Debtors' Schedules, (b) all holders of Claims who have filed a proof of claim by the Bar Date (or their counsel if the proof of claim was filed by such counsel on behalf of the claimant), (c) each entity listed on the Schedules as a party to an executory contract or unexpired lease with the Debtors, (d) Syms shareholders of record, (e) the Office of the United States Trustee for the District of Delaware, (f) counsel for the Creditors' Committee, (g) counsel for the Equity Committee, and (h) each party that filed a notice of appearance with the Court and has not withdrawn such notice of appearance as of the date the Court entered the Disclosure Statement and Solicitation Procedures Order.

6. Any holder of a Claim or Interest that the Debtors believe, in accordance with the Disclosure Statement and Solicitation Procedures Order, is entitled to vote to accept or reject the Plan, has been mailed a Ballot and voting instructions appropriate for such Claim or Interest. For any vote to accept or reject the Plan to be counted, a Ballot to accept or reject the Plan must be actually received by the Voting Agent by the Voting Deadline. In accordance with the Solicitation Procedures, all Ballots must be returned to the Voting Agent at: **Creditor Ballots (Syms Classes 3, 4, and 5) (Filene's Classes 3, 4, 5, and 6):** Kurtzman Carson Consultants, LLC, Attn: Syms Corp., et al., 2335 Alaska Avenue, El Segundo, CA 90245, Attn: Voting Department; **Shareholder Ballots (Syms Class 7) (Beneficial Owner Ballots to be returned to Nominee):** Kurtzman Carson Consultants, LLC, Syms Corp. Class 7 Interests Balloting, 599 Lexington Avenue, 39th Floor, New York, NY 10022.

7. Objections to the confirmation of, or proposed modifications to, the Plan, if any, must (a) be in writing, (b) state the name and address of the objecting party and the nature of the claim or interest of such party, (c) state with particularity the basis and nature of any objection or proposed modification, and (d) be filed, together with proof of service, with the Court and served so that they are actually received no later than 4:00 p.m. prevailing Eastern Time on August 21, 2012 (the "Objection Deadline") by all of the following parties (the "Notice Parties"): (i) Syms Corp., et al, One Syms Way, Secaucus, New Jersey, 07094, Attn: Laura Brandt, Esq.; (ii) counsel to the Debtors, Skadden, Arps, Slate, Meagher & Flom, LLP, One Rodney Square, Wilmington, Delaware 19801, Attn: Mark S. Chehi, Esq. and Skadden, Arps, Slate, Meagher & Flom, LLP, Four Times Square, New York, New York 10036, Attn: Mark A. McDermott, Esq.; (iii) counsel to the Official Committee of Unsecured Creditors, Hahn & Hessen LLP, 488 Madison Avenue, 15th Floor, New York, New York 10022, Attn: Mark T. Power, Esq. and Janine M. Cerbone, Esq. and Richards, Layton & Finger, P.A., One Rodney Square, 920 North King Street, Wilmington, Delaware 19801, Attn: Michael J. Merchant, Esq.; (iv) counsel to the Official Committee of Syms Corp. Equity Security Holders, Munger, Tolles & Olson LLP, 355 South Grand Avenue, 35th Floor, Los Angeles, California 90071, Attn: Thomas B. Walper, Esq. and Seth Goldman, Esq. and Morris Nichols Arshitt & Tunnell LLP, 1201 N. Market Street, P.O. Box 1347, Wilmington, Delaware 19899, Attn: Robert J. Dehney, Esq.; and (v) the Office of the United States Trustee, J. Caleb Boggs Federal Bldg., 844 North King Street, Room 2207, Lockbox 35, Wilmington, DE 19801, Attn: David Klauder, Esq. **Objections not timely filed and served in the manner set forth above may not be considered and shall be overruled.**

8. Any holder of a Claim that is not scheduled and is not the subject of a timely filed proof of claim or a proof of claim deemed timely filed with the Court pursuant to either the Bankruptcy Code or any order of the Court or otherwise deemed timely filed under applicable law, shall not be treated as a creditor with respect to such Claim for purposes of (a) receiving notices regarding the Plan, (b) voting on the Plan or (c) receiving distribution under the Plan.

9. Any party in interest wishing to obtain information about the Solicitation Procedures or copies of the Disclosure Statement, the Plan or the Solicitation Procedures should (i) contact the Debtors' Voting Agent at (877) 606-7510 or FileneInfo@kccdc.com, or (ii) view such documents at the website maintained by the Debtors' Voting Agent, at www.kccdc.net/filene. All documents that are filed with the Court may be reviewed during regular business hours (9:00 a.m. to 4:00 p.m. weekdays, except legal holidays) at the United States Bankruptcy Court for the District of Delaware, 824 North Market Street, Wilmington, Delaware 19801.

Dated: Wilmington, Delaware, July 23, 2012

/s/ Mark S. Chehi

Mark S. Chehi (I.D. No. 2855), Jason M. Liberi (I.D. No. 4425), Skadden, Arps, Slate, Meagher & Flom LLP, One Rodney Square, P.O. Box 636, Wilmington, Delaware 19899-0636, (302) 651-3000, (302) 651-3001 -and- Jay M. Goffman, Mark A. McDermott, Skadden, Arps, Slate, Meagher & Flom LLP, Four Times Square, New York, New York 10036-6522, (212) 735-3000, (212) 735-2000, Counsel for Debtors and Debtors in Possession

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L MONDAY

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ES DISTRICT COURT OF NEW JERSEY

Civil Action No. 10-2033 (FLW)

VE LITIGATION

Civil Action No. 11-2511 (FLW)

Civil Action No. 11-4993 (FLW)

PROPOSED SETTLEMENT OF SHAREHOLDER DERIVATIVE ACTIONS, VOTING, AND RIGHT TO APPEAR

TERS OF COMMON STOCK OF JOHNSON & JOHNSON ("J&J") ("CURRENT

MENT AND DISMISSAL OF THE DERIVATIVE ACTIONS CAPTIONED IN RE
-2033), IN RE JOHNSON & JOHNSON FCPA SHAREHOLDER DERIVATIVE
TAL (CASE NO. 11-4993), ALL OF WHICH ARE PENDING IN THE UNITED
EY (THE "ACTIONS").

entered into a Stipulation and Agreement of Settlement setting forth the terms
issues raised in the Actions.

a United States District Court for the District of New Jersey, a hearing will be
2 at 10:00 a.m. (the "Settlement Hearing") in Courtroom 5E of the U.S. District
& U.S. Courthouse, 402 East State Street, Trenton, New Jersey 08608, to
sonable, and adequate and thus should be finally approved and the Actions
eys' fees and reimbursement of expenses sought by Plaintiffs' Counsel in

y the Settlement. You may obtain a copy of the full printed Notice of Proposed
it to Appear (the "Notice") at <http://www.investor.jnj.com/investor-relations.cfm>,
nd B thereto, which set forth the corporate governance reforms implemented
prosecution of the Actions. You also may obtain copies of the documents by
icago, IL 60603.

application for attorneys' fees and reimbursement of expenses must be filed
the Defendants such that they are received no later than September 14, 2012,
in the Notice. Any Current J&J Shareholder who fails to object or otherwise
deemed to have waived such objection and shall forever be foreclosed from:
leness of the Settlement, or (ii) making any objections to the fairness and
of attorneys' fees and reimbursement of expenses, and shall be bound by the
ded thereunder.

luding downloadable copies of the papers to be submitted in support of final
s and reimbursement of expenses by writing either: Carella, Byrne, Cecchi,
arm Road, Roseland, NJ 07068, or Kantrowitz, Goldhamer & Graifman, P.C.,

STIONS TO EITHER THE COURT OR THE CLERK'S OFFICE REGARDING

EW JERSEY

RT
NA

:05-cv-01908-TWP-TAB

For more

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Dated: Wilmington, Delaware, July 23, 2012

/s/ Mark S. Chehi

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