

IN THE UNITED STATES BANKRUPTCY COURT  
FOR THE DISTRICT OF DELAWARE

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In re:	: Chapter 11
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Filene's Basement, L.L.C., <u>et al.</u> ,	: Case No. 11-13511 (KJC)
	:
Debtors. <sup>1</sup>	: Jointly Administered
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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"). The Disclosure Statement and Solicitation Procedures Order and the Solicitation Procedures are annexed as Exhibit B to the Disclosure Statement.
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.**

<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.



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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, 5<sup>th</sup> 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:

<p style="text-align: center;"><b>Creditor Ballots</b>  <b>(Syms Classes 3, 4, and 5)</b>  <b>(Filene's Classes 3, 4, 5, and 6):</b></p> <p style="text-align: center;">Kurtzman Carson Consultants, LLC  Re: Syms Corp., <u>et al.</u>  2335 Alaska Avenue  El Segundo, CA 90245  Attn.: Voting Department</p>	<p style="text-align: center;"><b>Shareholder Ballots (Syms Class 7)</b>  <b>(Beneficial Owner Ballots</b>  <b>to be returned to Nominee):</b></p> <p style="text-align: center;">Kurtzman Carson Consultants, LLC  Syms Corp. Class 7 Interests Balloting  599 Lexington Avenue  39<sup>th</sup> Floor  New York, NY 10022</p>
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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, 07904, 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 Arsht & 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 [FilenesInfo@kccllc.com](mailto:FilenesInfo@kccllc.com)**, or (ii) view such documents at the website maintained by the Debtors' Voting Agent, at **[www.kccllc.net/filenes](http://www.kccllc.net/filenes)**. 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 20, 2012

/s/ Mark S. Chehi

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