

UNITED STATES BANKRUPTCY COURT District of Delaware		VOLUNTARY PETITION
Name of Debtor (if individual, enter Last, First, Middle): <b>Syms Advertising Inc.</b>		Name of Joint Debtor (Spouse) (Last, First, Middle):
All Other Names used by the Debtor in the last 8 years (include married, maiden, and trade names):		All Other Names used by the Joint Debtor in the last 8 years (include married, maiden, and trade names):
Last four digits of Soc. Sec. or Individual-Taxpayer I.D. (ITIN)/Complete EIN (if more than one, state all): <b>Tax I.D. No. 22-2465234</b>		Last four digits of Soc. Sec. or Individual-Taxpayer I.D. (ITIN)/Complete EIN (if more than one, state all):
Street Address of Debtor (No. and Street, City, and State): <b>One Syms Way Secaucus, New Jersey</b> <div style="text-align: right;">ZIP CODE <b>07904</b></div>		Street Address of Joint Debtor (No. and Street, City, and State): <div style="text-align: right;">ZIP CODE</div>
County of Residence or of the Principal Place of Business: <b>Hudson</b>		County of Residence or of the Principal Place of Business:
Mailing Address of Debtor (if different from street address): <div style="text-align: right;">ZIP CODE</div>		Mailing Address of Joint Debtor (if different from street address): <div style="text-align: right;">ZIP CODE</div>
Location of Principal Assets of Business Debtor (if different from street address above): <div style="text-align: right;">ZIP CODE</div>		
<b>Type of Debtor</b> (Form of Organization) (Check one box.)  <input type="checkbox"/> Individual (includes Joint Debtors) <i>See Exhibit D on page 2 of this form.</i> <input checked="" type="checkbox"/> Corporation (includes LLC and LLP) <input type="checkbox"/> Partnership <input type="checkbox"/> Other (If debtor is not one of the above entities, check this box and state type of entity below.)	<b>Nature of Business</b> (Check one box.)  <input type="checkbox"/> Health Care Business <input type="checkbox"/> Single Asset Real Estate as defined in 11 U.S.C. § 101(51B) <input type="checkbox"/> Railroad <input type="checkbox"/> Stockbroker <input type="checkbox"/> Commodity Broker <input type="checkbox"/> Clearing Bank <input checked="" type="checkbox"/> Other  <b>Tax-Exempt Entity</b> (Check box, if applicable.)  <input type="checkbox"/> Debtor is a tax-exempt organization under Title 26 of the United States Code (the Internal Revenue Code).	<b>Chapter of Bankruptcy Code Under Which the Petition is Filed</b> (Check one box.)  <input type="checkbox"/> Chapter 7 <input type="checkbox"/> Chapter 9 <input checked="" type="checkbox"/> Chapter 11 <input type="checkbox"/> Chapter 12 <input type="checkbox"/> Chapter 13  <input type="checkbox"/> Chapter 15 Petition for Recognition of a Foreign Main Proceeding <input type="checkbox"/> Chapter 15 Petition for Recognition of a Foreign Nonmain Proceeding  <b>Nature of Debts</b> (Check one box.)  <input type="checkbox"/> Debts are primarily consumer debts, defined in 11 U.S.C. § 101(8) as "incurred by an individual primarily for a personal, family, or house- hold purpose." <input checked="" type="checkbox"/> Debts are primarily business debts.
<b>Filing Fee</b> (Check one box.)  <input checked="" type="checkbox"/> Full Filing Fee attached.  <input type="checkbox"/> Filing Fee to be paid in installments (applicable to individuals only). Must attach signed application for the court's consideration certifying that the debtor is unable to pay fee except in installments. Rule 1006(b). See Official Form 3A.  <input type="checkbox"/> Filing Fee waiver requested (applicable to chapter 7 individuals only). Must attach signed application for the court's consideration. See Official Form 3B.		<b>Chapter 11 Debtors</b>  <b>Check one box:</b> <input type="checkbox"/> Debtor is a small business debtor as defined in 11 U.S.C. § 101(51D). <input checked="" type="checkbox"/> Debtor is not a small business debtor as defined in 11 U.S.C. § 101(51D).  <b>Check if:</b> <input checked="" type="checkbox"/> Debtor's aggregate noncontingent liquidated debts (excluding debts owed to insiders or affiliates) are less than \$2,343,300 (amount subject to adjustment on 4/01/13 and every three years thereafter).  <b>Check all applicable boxes:</b> <input type="checkbox"/> A plan is being filed with this petition. <input type="checkbox"/> Acceptances of the plan were solicited prepetition from one or more classes of creditors, in accordance with 11 U.S.C. § 1126(b).
<b>Statistical/Administrative Information</b>  <input type="checkbox"/> Debtor estimates that funds will be available for distribution to unsecured creditors. <input checked="" type="checkbox"/> Debtor estimates that, after any exempt property is excluded and administrative expenses paid, there will be no funds available for distribution to unsecured creditors.		THIS SPACE IS FOR COURT USE ONLY
<b>Estimated Number of Creditors (consolidated with affiliates)</b> <input checked="" type="checkbox"/> 0- 49 <input type="checkbox"/> 50-99 <input type="checkbox"/> 100-199 <input type="checkbox"/> 200-999 <input type="checkbox"/> 1,000-5,000 <input type="checkbox"/> 5,001-10,000 <input type="checkbox"/> 10,001-25,000 <input type="checkbox"/> 25,001-50,000 <input type="checkbox"/> 50,001-100,000 <input type="checkbox"/> Over 100,000		
<b>Estimated Assets (consolidated with affiliates)</b> <input checked="" type="checkbox"/> \$0 to \$50,000 <input type="checkbox"/> \$50,001 to \$100,000 <input type="checkbox"/> \$100,001 to \$500,000 <input type="checkbox"/> \$500,001 to \$1 million <input type="checkbox"/> \$1,000,001 to \$10 million <input type="checkbox"/> \$10,000,001 to \$50 million <input type="checkbox"/> \$50,000,001 to \$100 million <input type="checkbox"/> \$100,000,001 to \$500 million <input type="checkbox"/> \$500,000,001 to \$1 billion <input type="checkbox"/> More than \$1 billion		
<b>Estimated Liabilities (consolidated with affiliates)</b> <input checked="" type="checkbox"/> \$0 to \$50,000 <input type="checkbox"/> \$50,001 to \$100,000 <input type="checkbox"/> \$100,001 to \$500,000 <input type="checkbox"/> \$500,001 to \$1 million <input type="checkbox"/> \$1,000,001 to \$10 million <input type="checkbox"/> \$10,000,001 to \$50 million <input type="checkbox"/> \$50,000,001 to \$100 million <input type="checkbox"/> \$100 to \$5 million		



111351111102000000000004

**Voluntary Petition***(This page must be completed and filed in every case.)*

Name of Debtor(s):

Syms Advertising Inc.

**All Prior Bankruptcy Cases Filed Within Last 8 Years** (If more than two, attach additional sheet.)Location  
Where Filed:

Case Number:

Date Filed:

Location  
Where Filed:

Case Number:

Date Filed:

**Pending Bankruptcy Case Filed by any Spouse, Partner, or Affiliate of this Debtor** (If more than one, attach additional sheet.)

Name of Debtor:

See Attached Schedule 1

Case Number:

Pending

Date Filed:

Same

District:

District of Delaware

Relationship:

Affiliates

Judge:

Pending

**Exhibit A**

(To be completed if debtor is required to file periodic reports (e.g., forms 10K and 10Q) with the Securities and Exchange Commission pursuant to Section 13 or 15(d) of the Securities Exchange Act of 1934 and is requesting relief under chapter 11.)

☐ Exhibit A is attached and made a part of this petition.
**Exhibit B**

(To be completed if debtor is an individual whose debts are primarily consumer debts.)

I, the attorney for the petitioner named in the foregoing petition, declare that I have informed the petitioner that [he or she] may proceed under chapter 7, 11, 12, or 13 of title 11, United States Code, and have explained the relief available under each such chapter. I further certify that I have delivered to the debtor the notice required by 11 U.S.C. § 342(b).

X

Signature of Attorney for Debtor(s) (Date)

**Exhibit C**

Does the debtor own or have possession of any property that poses or is alleged to pose a threat of imminent and identifiable harm to public health or safety?

☐ Yes, and Exhibit C is attached and made a part of this petition.

☒ No.
**Exhibit D**

(To be completed by every individual debtor. If a joint petition is filed, each spouse must complete and attach a separate Exhibit D.)

☐ Exhibit D completed and signed by the debtor is attached and made a part of this petition.

If this is a joint petition:

☐ Exhibit D also completed and signed by the joint debtor is attached and made a part of this petition.
**Information Regarding the Debtor - Venue**

(Check any applicable box.)

- ☐ Debtor has been domiciled or has had a residence, principal place of business, or principal assets in this District for 180 days immediately preceding the date of this petition or for a longer part of such 180 days than in any other District.
- ☒ There is a bankruptcy case concerning debtor's affiliate, general partner, or partnership pending in this District.
- ☐ Debtor is a debtor in a foreign proceeding and has its principal place of business or principal assets in the United States in this District, or has no principal place of business or assets in the United States but is a defendant in an action or proceeding [in a federal or state court] in this District, or the interests of the parties will be served in regard to the relief sought in this District.

**Certification by a Debtor Who Resides as a Tenant of Residential Property**

(Check all applicable boxes.)

- ☐ Landlord has a judgment against the debtor for possession of debtor's residence. (If box checked, complete the following.)

(Name of landlord that obtained judgment)

(Address of landlord)

- ☐ Debtor claims that under applicable nonbankruptcy law, there are circumstances under which the debtor would be permitted to cure the entire monetary default that gave rise to the judgment for possession, after the judgment for possession was entered, and
- ☐ Debtor has included with this petition the deposit with the court of any rent that would become due during the 30-day period after the filing of the petition.
- ☐ Debtor certifies that he/she has served the Landlord with this certification. (11 U.S.C. § 362(l)).

**Voluntary Petition**

(This page must be completed and filed in every case.)

Name of Debtor(s) **Syms Advertising Inc.****Signatures****Signature(s) of Debtor(s) (Individual/Joint)**

I declare under penalty of perjury that the information provided in this petition is true and correct.

[If petitioner is an individual whose debts are primarily consumer debts and has chosen to file under chapter 7] I am aware that I may proceed under chapter 7, 11, 12 or 13 of title 11, United States Code, understand the relief available under each such chapter, and choose to proceed under chapter 7.

[If no attorney represents me and no bankruptcy petition preparer signs the petition] I have obtained and read the notice required by 11 U.S.C. § 342(b).

I request relief in accordance with the chapter of title 11, United States Code, specified in this petition.

X \_\_\_\_\_  
Signature of Debtor

X \_\_\_\_\_  
Signature of Joint Debtor

\_\_\_\_\_  
Telephone Number (if not represented by attorney)

\_\_\_\_\_  
Date

**Signature of a Foreign Representative**

I declare under penalty of perjury that the information provided in this petition is true and correct, that I am the foreign representative of a debtor in a foreign proceeding, and that I am authorized to file this petition.

(Check only one box.)

☐ I request relief in accordance with chapter 15 of title 11, United States Code. Certified copies of the documents required by 11 U.S.C. § 1515 are attached.


☐ Pursuant to 11 U.S.C. § 1511, I request relief in accordance with the chapter of title 11 specified in this petition. A certified copy of the order granting recognition of the foreign main proceeding is attached.

X \_\_\_\_\_  
(Signature of Foreign Representative)

\_\_\_\_\_  
(Printed Name of Foreign Representative)

\_\_\_\_\_  
Date

**Signature of Attorney\***

X   
Signature of Attorney for Debtor(s)  
**Mark S. Chehi**  
Printed Name of Attorney for Debtor(s)  
**Skadden, Arps, Slate, Meagher & Flom LLP**  
Firm Name  
**One Rodney Square**  
**P.O. Box 636**  
**Wilmington, DE 19880**  
Address  
**302-651-3000**  
Telephone Number  
**11/02/2011**  
Date

\*In a case in which § 707(b)(4)(D) applies, this signature also constitutes a certification that the attorney has no knowledge after an inquiry that the information in the schedules is incorrect.

**Signature of Non-Attorney Bankruptcy Petition Preparer**

I declare under penalty of perjury that (1) I am a bankruptcy petition preparer as defined in 11 U.S.C. § 110; (2) I prepared this document for compensation and have provided the debtor with a copy of this document and the notices and information required under 11 U.S.C. §§ 110(b), 110(h), and 342(b); and, (3) if rules or guidelines have been promulgated pursuant to 11 U.S.C. § 110(h) setting a maximum fee for services chargeable by bankruptcy petition preparers, I have given the debtor notice of the maximum amount before preparing any document for filing for a debtor or accepting any fee from the debtor, as required in that section. Official Form 19 is attached.

\_\_\_\_\_  
Printed Name and title, if any, of Bankruptcy Petition Preparer

\_\_\_\_\_  
Social-Security number (If the bankruptcy petition preparer is not an individual, state the Social-Security number of the officer, principal, responsible person or partner of the bankruptcy petition preparer.) (Required by 11 U.S.C. § 110.)

\_\_\_\_\_  
Address

\_\_\_\_\_  
Date

X \_\_\_\_\_  
Signature of bankruptcy petition preparer or officer, principal, responsible person, or partner whose Social-Security number is provided above.

Names and Social-Security numbers of all other individuals who prepared or assisted in preparing this document unless the bankruptcy petition preparer is not an individual.


If more than one person prepared this document, attach additional sheets conforming to the appropriate official form for each person.

A bankruptcy petition preparer's failure to comply with the provisions of title 11 and the Federal Rules of Bankruptcy Procedure may result in fines or imprisonment or both. 11 U.S.C. § 110; 18 U.S.C. § 156.

**Signature of Debtor (Corporation/Partnership)**

I declare under penalty of perjury that the information provided in this petition is true and correct, and that I have been authorized to file this petition on behalf of the debtor.

The debtor requests the relief in accordance with the chapter of title 11, United States Code, specified in this petition.

X   
Signature of Authorized Individual  
**Gary Binkoski**  
Printed Name of Authorized Individual  
**Authorized Representative of Syms Advertising Inc.**  
Title of Authorized Individual  
**11/02/2011**  
Date

## **SCHEDULE 1**

On the date hereof, each of the affiliated entities listed below (including the debtor in this chapter 11 case) filed in this Court a petition for relief under chapter 11 of title 11 of the United States Code.

1. Filene's Basement, LLC
2. Syms Corp.
3. Syms Clothing, Inc.
4. Syms Advertising Inc.

IN THE UNITED STATES BANKRUPTCY COURT  
FOR THE DISTRICT OF DELAWARE

-----X	:	
In re:	:	Chapter 11
	:	
SYMS ADVERTISING INC.,	:	Case No. 11- ____ ( )
	:	
Debtor.	:	
-----X	:	

**LIST OF CREDITORS**  
**HOLDING 20 LARGEST UNSECURED CLAIMS**

As of approximately October 27, 2011, based upon its books and records, there are no creditors of Syms Advertising Inc. (the "Debtor"). This statement is in accordance with Rule 1007(d) of the Federal Rules of Bankruptcy Procedure. This information shall not constitute any admission by, nor is it binding on, the Debtor.

**DECLARATION UNDER PENALTY OF PERJURY**

I, Gary Binkoski, Authorized Signatory for the Debtor, declare under penalty of perjury that I have read the foregoing and that it is true and correct to the best of my knowledge, information and belief.

Dated: Secaucus, New Jersey  
November 2, 2011

By: Gary P. Binkoski  
Name: Gary Binkoski

IN THE UNITED STATES BANKRUPTCY COURT  
FOR THE DISTRICT OF DELAWARE

----- x  
In re: : Chapter 11  
SYMS ADVERTISING INC., : Case No. 11- \_\_\_\_ ( )  
Debtor. :  
----- x

**CORPORATE OWNERSHIP STATEMENT OF  
SYMS ADVERTISING INC.**

In accordance with Rules 1007(a)(1) and 7007.1 of the Federal Rules of Bankruptcy Procedure, Syms Advertising Inc. submits the following information:

Name and Address of Corporate Equity Holders	Percentage of Ownership
Syms Corp. One Syms Way Secaucus, New Jersey 07904	100%

**DECLARATION**

I, Gary Binkoski, Authorized Signatory for the debtor in this case, declare under penalty of perjury that I have read the foregoing Corporate Ownership Statement and that it is true and correct to the best of my knowledge, information and belief.

Dated: Secaucus, New Jersey  
November 2, 2011

By: Gary P. Binkoski  
Name: Gary Binkoski

IN THE UNITED STATES BANKRUPTCY COURT  
FOR THE DISTRICT OF DELAWARE

----- X  
In re: : Chapter 11  
SYMS ADVERTISING INC., : Case No. 11- \_\_\_\_ ( )  
Debtor. :  
----- X

**LIST OF EQUITY SECURITY HOLDER**

This list contains the equity security holder of Syms Advertising Inc. (the "List of Equity Security Holder") of the debtor and debtor in possession in the above-captioned case (the "Debtor"), which has been prepared in accordance with Fed. R. Bankr. P. 1007(a)(3).

Equity Holder	Address of Equity Holder	Amount of Shares	Type of Shares
Syms Corp.	One Syms Way Secaucus, New Jersey 07904	100%	Common

**DECLARATION**

I, Gary Binkoski, Authorized Signatory for the Debtor, declare under penalty of perjury that I have read the foregoing List of Equity Security Holder and that it is true and correct to the best of my knowledge, information and belief.

Dated: Secaucus, New Jersey  
November 2, 2011

By:   
Name: Gary Binkoski

ACTION BY WRITTEN CONSENT OF THE BOARD OF DIRECTORS OF  
SYMS ADVERTISING INC.

The undersigned, being all of the members of the Board of Directors (the "Board") of *Syms Advertising Inc.*, a Delaware corporation (the "Corporation"), in accordance with Section 141(f) of the General Corporation Law of the State of Delaware and the Amended and Restated By-Laws of the Corporation, do hereby consent to the adoption of, and do hereby adopt, the following resolutions as if they were adopted at a duly convened meeting of the Board and direct that this written consent be filed with the minutes of the proceedings of the Board:

WHEREAS, the Board deems it advisable and in the best interests of the Corporation, its creditors, its sole shareholder and other interested parties that a petition be filed by the Corporation seeking relief under the provisions of chapter 11 of title 11, United States Code (the "Bankruptcy Code"), in which the authority to operate as a debtor in possession will be sought, and the filing of such petition is authorized hereby;

WHEREAS, the Board deems it advisable and in the best interests of the Corporation to authorize the officers of the Corporation, the officers of the Corporation's sole shareholder, Syms Corp. (including any interim officers of Syms Corp.), Jeff. M. Feinberg and Gary Binkoski (each, an "Authorized Representative" and collectively, the "Authorized Representatives") to take any other actions in connection with the chapter 11 proceedings;

NOW, THEREFORE, BE IT RESOLVED AS FOLLOWS:

RESOLVED that in the judgment of the Board it is desirable and in the best interest of each of the Corporation, its creditors, its sole shareholder and other interested parties that a petition be filed by the Corporation seeking relief under the provisions of chapter 11 of the Bankruptcy Code, in which the authority to operate as a debtor in possession will be sought, and the filing of such petition is authorized hereby; and it is further

RESOLVED that the Authorized Representatives be, and each of them hereby is, *appointed by the Board as an authorized signatory in connection with the chapter 11 proceedings* authorized herein; and it is further

RESOLVED that the Authorized Representatives be, and each of them hereby is, authorized, directed and empowered, on behalf of and in the name of the Corporation, to execute, verify and/or file, or cause to be filed and/or executed or verified (or direct others to do so on their behalf as provided herein) all necessary documents, including, without limitation, all petitions, affidavits, schedules, motions, lists, applications, pleadings and other papers, and in that connection to employ and retain all assistance by legal counsel, accountants or other professionals and to take any and all action which they deem necessary, proper or desirable in



connection with the chapter 11 case, including any and all action necessary, proper or desirable in connection with entering into an agency or similar agreement, with a view to the successful prosecution of such case; and it is further

RESOLVED that the law firm of Skadden, Arps, Slate, Meagher & Flom LLP, and its affiliated law practice entities be, and hereby are, employed under a general retainer to render legal services to, and to represent, the Corporation in connection with the chapter 11 case and any other related matters in connection therewith, on such terms as any Authorized Representative shall approve; and it is further

RESOLVED that the firm of Alvarez & Marsal North America, LLC, be, and hereby is, employed to provide the Corporation with a President and Chief Operating Officer, a Chief Financial Officer, and certain additional employees of it and its professional service provider affiliates, in connection with the chapter 11 case, on such terms as any Authorized Representative shall approve; and it is further

RESOLVED that the firm of Rothschild Inc. be, and hereby is, employed as investment banker for the Company in connection with the chapter 11 case, on such terms as any Authorized Representative shall approve; and it is further

RESOLVED that the firm of Cushman and Wakefield Securities, Inc. be, and hereby is, employed as real estate financial advisor for the Corporation in connection with the chapter 11 case, on such terms as any Authorized Representative shall approve; and it is further

RESOLVED that the firm of Cushman and Wakefield Inc. be, and hereby is, employed as real estate broker for the Corporation in connection with the chapter 11 case, on such terms as any Authorized Representative shall approve; and it is further

RESOLVED that, the Authorized Representatives are hereby authorized to select such entity or entities as they shall choose to be, and it (or they) hereby is (or are) employed as liquidation agents (the "Liquidation Agents") for the Company in connection with the chapter 11 case on such terms as any Authorized Representative shall approve; and it is further

RESOLVED that all acts lawfully done or actions lawfully taken by any Authorized Representative to seek relief on behalf of the Corporation under chapter 11 of the Bankruptcy Code, or in connection with the chapter 11 case, or any matter related thereto, including, but not limited to, in connection with entering into an agency or similar agreement, as described to the Board be, and they hereby are, adopted, ratified, confirmed and approved in all respects as the acts and deeds of the Corporation; and it is further

RESOLVED that the Corporation as debtor and debtor in possession under chapter 11 of the Bankruptcy Code be, and it hereby is, authorized to enter into an agency or similar agreement with the Liquidation Agents, in substantially the form provided or described to the Board (with such final terms and provisions as the Authorized Representative executing such agency or similar agreement may approve); and it is further

RESOLVED that the Corporation, as debtor and debtor in possession under chapter 11 of the Bankruptcy Code, be, and it hereby is, authorized to obtain the use of cash collateral in such amounts and on such terms as may be approved by any one or more of the Authorized Representatives as is reasonably necessary for the continuing conduct of the affairs of the Corporation and certain of its subsidiaries; and it is further

RESOLVED that the Authorized Representatives be, and each of them hereby is, authorized and empowered, in the name and on behalf of the Corporation, to take all such actions to obtain any authorizations, consents, waivers or approvals of any third party that such Authorized Representatives deem necessary, appropriate or advisable to effect the transactions contemplated by these resolutions, and such Authorized Representatives may execute and deliver or cause to be delivered such agreements and other documents and may take all such other actions as such Authorized Representative deems necessary or advisable to effect this resolution; and it is further

RESOLVED that the Authorized Representatives be, and each of them hereby is, authorized and empowered for and in the name and on behalf of the Corporation to amend, supplement or otherwise modify from time to time the terms of any documents, agreements, instruments, financing statements, notices, undertakings, certificates or other writings referred to in the foregoing resolutions; and it is further

RESOLVED that all instruments, agreements, certificates, consents, waivers or other documents heretofore executed and delivered (or caused to be executed and delivered) and all acts lawfully done or actions lawfully taken by any Authorized Representative in connection with the chapter 11 case, any debtor in possession financing or agency or similar agreement, or any further action to seek relief on behalf of the Corporation under chapter 11 of the Bankruptcy Code, or in connection with the chapter 11 case, or any matter related thereto, be, and hereby are, *adopted, ratified, confirmed and approved in all respects as the acts and deeds of the Corporation*; and it is further

RESOLVED that the Authorized Representatives be, and each of them hereby is, authorized, directed and empowered, in the name and on behalf of the Corporation, to take or cause to be taken any and all such further action and to execute, deliver, verify and/or file, or cause to be executed, delivered, verified and/or filed (or direct others to do so on its behalf as *provided herein*) *all such further documents, agreements, instruments, financing statements, notices, undertakings, certificates and other writings*, and to incur all such fees and expenses as in their judgment shall be necessary, appropriate or advisable in the good faith judgment of such

Authorized Representative to effectuate the purpose and intent of any and all of the foregoing resolutions; and it is further

RESOLVED that the Authorized Representatives be, and each of them hereby is, authorized, directed and empowered, in the name and on behalf of the Corporation, to pay and direct the payment of all fees and expenses as in their judgment shall be necessary, appropriate or advisable in the good faith judgment of such Authorized Representative to effectuate the purpose and intent of these resolutions; and it is further

RESOLVED that all actions previously taken by any Authorized Representative or counsel with respect to the matters contemplated by these resolutions, including but not limited to any debtor in possession financing or agency or similar agreement, are hereby adopted, ratified, confirmed and approved in all respects as the acts and deeds of the Corporation.

IN WITNESS WHEREOF, the undersigned, being all the members of the Board,  
have executed this written consent as of November 1, 2011.

By: Marcy Syms  
Name: Marcy Syms  
Title: Director

By: Laura McCabe Brandt  
Name: Laura McCabe Brandt  
Title: Director