

IN THE UNITED STATES BANKRUPTCY COURT
FOR THE DISTRICT OF DELAWARE

	X	
	:	
In re:	:	Chapter 11
	:	
FILENE'S BASEMENT, LLC, <u>et al.</u> ,	:	Case No. 11-13511 (KJC)
	:	
Debtors. ¹	:	Jointly Administered
	:	
	:	Hrg. Date: 8/29/12 at 1:00 p.m.
	:	Obj. Due: TBD
	X	

**DEBTORS' MOTION FOR ORDER PURSUANT TO 11 U.S.C. § 105(a) AND
DEL. BANKR. L. R. 7007-2(a) AUTHORIZING DEBTORS TO EXCEED CERTAIN
PAGE LIMITS WITH RESPECT TO DEBTORS' MEMORANDUM OF LAW (I) IN
SUPPORT OF CONFIRMATION OF THE SECOND AMENDED JOINT CHAPTER 11
PLAN OF REORGANIZATION OF SYMS CORP. AND ITS SUBSIDIARIES AND
(II) IN RESPONSE TO OBJECTIONS THERETO**

The debtors and debtors in possession in the above-captioned cases (collectively, the "Debtors") hereby move (the "Motion") for entry of an order pursuant to section 105(a) of title 11 of the U.S. Code (the "Bankruptcy Code") and Rule 7007-2(a) of the Local Rules of Practice and Procedure of the United States Bankruptcy Court for the District of Delaware (the "Local Bankruptcy Rules") authorizing the Debtors to exceed certain page limits with respect to the Debtors' Memorandum of Law (I) in Support of Confirmation of the Second Amended Joint Chapter 11 Plan of Reorganization of Syms Corp. and its Subsidiaries and (II) in Response to Objections Thereto [Docket No. 1932] (the "Confirmation Brief"). In support of this Motion, the Debtors respectfully represent as follows:

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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JURISDICTION AND VENUE

1. This Court has jurisdiction to consider this Motion under 28 U.S.C. §§ 157 and 1334. This is a core proceeding under 28 U.S.C. § 157(b). Venue of these cases and this Motion in this District is proper under 28 U.S.C. §§ 1408 and 1409.

2. The legal predicates for the relief requested herein are Bankruptcy Code section 105(a) and Local Bankruptcy Rule 7007-2(a).

BACKGROUND

A. The Chapter 11 Cases

3. On November 2, 2011 (the "Petition Date"), the Debtors filed voluntary petitions in this Court for relief under chapter 11 of the Bankruptcy Code. The factual background regarding the Debtors, including their business operations, their capital and debt structures, and the events leading to the filing of these bankruptcy cases, is set forth in detail in the Declaration of Gary Binkoski in Support of Chapter 11 Petitions and First Day Pleadings (the "First Day Declaration") filed on the Petition Date and fully incorporated herein by reference.

4. On November 8, 2011, the Office of the United States Trustee (the "U.S. Trustee") appointed an Official Committee of Unsecured Creditors (the "Creditors' Committee") in these chapter 11 cases pursuant to Bankruptcy Code section 1102. On November 15, 2011, the U.S. Trustee appointed an Official Committee of Syms Corp. Equity Security Holders (the "Equity Committee" and, together with the Creditors' Committee, the "Official Committees") in these chapter 11 cases pursuant to Bankruptcy Code section 1102.

B. The Confirmation Hearing

5. On July 13, 2012, the Court entered the 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 [Docket No. 1655] (the "Solicitation Procedures Order"). The voting deadline for purposes of solicitation of acceptances of the Second Amended Joint Chapter 11 Plan of Reorganization of Syms Corp. and its Subsidiaries (as may be subsequently amended, supplemented, or modified, the "Plan") concluded on August 23, 2012 and a hearing on confirmation of the Plan is currently set for August 29, 2012 at 1:00 p.m. (Eastern).

RELIEF REQUESTED

6. By this Motion, the Debtors seek entry of an order authorizing the Debtors to exceed certain page limits with respect to the Confirmation Brief.

BASIS FOR RELIEF

7. Local Bankruptcy Rule 7007-2(a)(iv) limits the length of any brief to forty (40) pages, exclusive of any tables of contents or citations, absent leave of the court. Del. Bankr. L.R. 7007-2(a)(iv). Similarly, this Court's General Chambers Procedures, dated June 30, 2011 (the "General Chambers Procedures") limit the length of briefs or memoranda in support of confirmation to forty (40) pages. General Chambers Procedures § 2(vi).

8. The Debtors respectfully submit that an exception to the page limits prescribed by Local Bankruptcy Rule 7007-2 and the General Chambers Procedures is reasonable and appropriate under the circumstances. The Confirmation Brief, as filed, is approximately fifty-three (53) pages, exclusive of exhibits thereto and tables of contents and citations. The Confirmation Brief, in addition to discussing the legal bases in support of confirmation of the Plan, responds to several pending objections to confirmation of the Plan.

9. Although the Debtors have made the Confirmation Brief as succinct as possible under the circumstances, the Debtors require relief from the forty-page limit in order to

provide to the Court all of the information necessary for a full and fair adjudication of the matters presented in the Confirmation Brief. Given the circumstances, the Debtors submit that the relief requested herein is reasonable and appropriate. For the foregoing reasons, the Debtors respectfully request that leave be granted to exceed the page limits prescribed by Local Rule 7007-2(a) and the General Chambers Procedures.

NOTICE

10. Notice of this Motion will be given to: (i) the United States Trustee for the District of Delaware; (ii) counsel to the agent for the Debtors' prepetition lenders; (iii) counsel to the Creditors' Committee; (iv) counsel to the Equity Committee; and (v) all parties who have filed requests for service of papers pursuant to Rule 2002 of the Federal Rules of Bankruptcy Procedure. The Debtors submit that under the circumstances no other or further notice is necessary.

NO PRIOR REQUEST

11. No previous request for the relief sought herein has been made to this Court or any other court.

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WHEREFORE, the Debtors respectfully request that the Court enter an order substantially in the form annexed hereto (i) authorizing the Debtors to exceed page limits with respect to the Confirmation Brief, and (ii) granting such other relief as is just and proper.

Dated: Wilmington, Delaware
August 27, 2012

/s/ Jason M. Liberi

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IN THE UNITED STATES BANKRUPTCY COURT
FOR THE DISTRICT OF DELAWARE

----- X
In re: : Chapter 11
FILENE'S BASEMENT, LLC, et al., : Case No. 11-13511 (KJC)
Debtors.¹ : Jointly Administered
----- X **Related Docket Nos. 1932, ____**

**ORDER PURSUANT TO 11 U.S.C. § 105(a) AND
DEL. BANKR. L. R. 7007-2(a) AUTHORIZING DEBTORS TO EXCEED CERTAIN
PAGE LIMITS WITH RESPECT TO DEBTORS' MEMORANDUM OF LAW (I) IN
SUPPORT OF CONFIRMATION OF THE SECOND AMENDED JOINT CHAPTER 11
PLAN OF REORGANIZATION OF SYMS CORP. AND ITS SUBSIDIARIES AND
(II) IN RESPONSE TO OBJECTIONS THERETO**

Upon the motion (the "Motion")² of the Debtors for entry of an order pursuant to Bankruptcy Code section 105(a) and Local Bankruptcy Rule 7007-2(a) authorizing the Debtors to exceed certain page limits with respect to the Confirmation Brief; and due and sufficient notice of the Motion having been given under the particular circumstances; and it appearing that no other or further notice need be provided; and it appearing that the relief requested by the Motion is in the best interests of the Debtors, their estates, their creditors, their stakeholders and other parties in interest; and after due deliberation thereon; and sufficient cause appearing therefor, it is hereby

ORDERED, ADJUDGED, AND DECREED that:

1. The Motion is GRANTED.

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.

² Capitalized terms not otherwise defined herein shall have the meaning ascribed to them in the Motion.

2. The page limits prescribed by Local Bankruptcy Rule 7007-2(a) and the General Chambers Procedures are hereby waived. The Debtors are authorized to exceed the forty-page limit with respect to the Confirmation Brief.

3. This Court shall retain jurisdiction with respect to all matters arising from or related to the implementation of this Order.

4. Notwithstanding any rule(s) of procedure to the contrary, this Order shall take effect immediately upon entry.

Dated: Wilmington, Delaware
_____, 2012

Honorable Kevin J. Carey
UNITED STATES BANKRUPTCY JUDGE