

Hilco Streambank

Offering Memorandum:

In re Filene's Basement, LLC, et al.

*Sale of FILENE'S BASEMENT and
SYMS Intellectual Property*



April 2012

Bid Deadline: May 1, 2012, 4:00 p.m. (EST)

Auction Date: May 3, 2012, 10:00 a.m. (EST)

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Hilco Streambank has been retained by Syms Corp. and Filene's Basement, LLC (the "Debtors") as their exclusive agent to sell the Debtors' intellectual property assets (the "IP Assets"). The IP Assets will be sold in a Bankruptcy Court approved sale process.

BACKGROUND

The Debtors operated two retail chains, *Syms* and *Filene's Basement*. Syms Corp. acquired the Filene's Basement locations and intellectual property through a bankruptcy sale in 2009. Since the acquisition, Syms and Filene's Basement have mainly operated as separate store locations as well as 5 co-branded locations.

Filene's Basement, founded in 1908, is the oldest "off-price" retail chain in the United States. As of the date of its bankruptcy filing, it operated 21 Filene's Basement Stores throughout the Northeast, Middle Atlantic and Southeast regions of the United States. The Filene's Basement stores offer a broad range of first quality, in-season merchandise bearing nationally recognized designer brand name labels for men, women and children.



RUNNING OF THE BRIDES[®] Filene's Basement is also famous for its annual Running of the Brides event which attracts bridal parties from around the world who literally run through a Filene's Basement store and grab onto designer wedding gowns and dresses to be purchased at the store. The event is well-known around the world and regularly generates significant press and talk show coverage.



Syms, founded in 1958, is a famous "off-price" retailer of designer brand clothing for men, women and children at prices substantially lower than those generally found in department and specialty stores. Syms has been well known for over 50 years as a destination retailer for men's tailored clothing, women's dresses, suits, separates and accessories, and children's apparel. As of the date of the bankruptcy filing, Syms operated 25 retail locations throughout the Northeast, Mid-Atlantic, Midwest, Southwest, and Southeast regions of the United States. Syms' tagline "AN EDUCATED CONSUMER IS OUR BEST CUSTOMER[®]" is one of the best known and longest lasting taglines in retail. Syms also utilized various house brands. Some of the more recent recognized brands include Stanley Blacker and Maine Bay.



In its last fiscal year ended February 2011, the Debtors' combined retail operations generated net sales of approximately \$445 Million.

IP ASSETS AVAILABLE

Trademarks: The IP Assets include rights to more than 40 registered US Trademarks. Additionally certain of the marks are registered in numerous foreign jurisdictions. The following is a brief description of the available marks:

Syms Marks: The registered U.S. Trademark for **SYMS** and certain house brands including **Stanley Blacker, Maine Bay** and more, and related tag lines such as **“An Educated Consumer is our Best Customer.”**

Filene’s Basement Marks*: A perpetual royalty-free license for the use of **Filene’s Basement and related marks in the United States** and numerous foreign jurisdictions, and related tag lines such as **“Where Bargains Were Born,” “The Basement”** and many more.

Running of the Brides: The registered U.S. Trademark for the use of **Running of the Brides.**

Offers for all of the marks or individual packages of the Syms, Filene’s Basement and/or Running of the Brides marks will be considered.

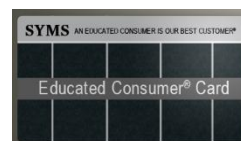
*Any transaction, including assignment of the Filene’s Basement license agreement is subject to Bankruptcy Court approval. Macy’s Inc., the current licensor of the Filene’s Basement trademark, has reserved its rights regarding assignability of the license and ownership of the intellectual property.

Domain Names:

Syms and Filene’s Basement maintained separate websites for each of its retail brands. The assets include more than 70 domain names including www.syms.com, www.filenesbasement.com, www.stanleyblacker.com, www.educatedconsumer.com and more.

Customer Data:

The Debtors maintained separate databases of more than 2 million **SYMS** and **Filene’s Basement** customers and also maintained contact with its customers through Facebook and Twitter. The customers were members of the companies’ popular loyalty programs – **The Syms Educated Consumer Card** and the **Filene’s Basement Fan Club**.



The lists include names, addresses and approximately 1 million e-mail addresses. Any transfer of the customer data is subject to bankruptcy court approval and compliance with existing privacy policies.



SALE PROCESS

Due Diligence: An electronic data room has been set up with detailed information regarding the Debtors and the intellectual property offering. Access will be provided upon execution of the Debtors' standard Non-Disclosure Agreement.

Bidding Procedures & Auction: The IP Assets will be sold through a Bankruptcy Court approved sale process. Assets will be transferred subject to a Bankruptcy Court order granting the buyer free and clear title to the purchased assets. On April 9, 2012 the Bankruptcy Court approved Bidding Procedures, which provide the following timeline:

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Auction Date: May 3, 2012, 10:00 a.m. (EST)

Stalking Horse Bids: The Debtors are authorized to enter into a stalking horse arrangement with interested parties for all or portions of the assets. Typical protections will be offered including a 3% break-up fee and expense reimbursements of up to \$25,000.

CONTACT INFORMATION

Interested parties should contact Hilco Streambank as follows:

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About Hilco Streambank

Hilco Streambank is an advisory firm, specializing in the valuation, marketing, and sales of intangible assets for businesses at all stages. Hilco Streambank identifies and extracts value for clients through the application of experience, diligence and creativity. The firm's recent experience includes the sale of the DiVX patent portfolio, as well as Borders, Robb & Stucky Furniture, Berkline/BenchCraft, Tavern on the Green, Circuit City and other notable trademarks and brand names. Additionally, Hilco Streambank provides intangible asset valuation services to stakeholders in a variety of contexts including reporting, lending, and dispute resolution. Hilco Streambank is headquartered in Needham, MA and has offices in New York, NY.