Trinity Place Holdings Inc.
Form 10-Q
October 15, 2013

UNITED STATES

SECURITIES AND EXCHANGE COMMISSION

WASHINGTON, D.C. 20549

FORM 10-Q

(Mark One)

þ **QUARTERLY REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE**

SECURITIES EXCHANGE ACT OF 1934

for the quarterly period ended **August 31, 2013**

OR

¨ **TRANSITION REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE**

SECURITIES EXCHANGE ACT OF 1934

for the transition period from_____________ to _____________

Commission File Number 1-8546

TRINITY PLACE HOLDINGS INC.

(Exact Name of Registrant as Specified in Its Charter)

DELAWARE	**22-2465228**
(State or Other Jurisdiction of Incorporation or Organization)	(I.R.S. Employer Identification No.)

One Syms Way, Secaucus, New Jersey	**07094**
(Address of Principal Executive Offices)	(Zip Code)

Registrant's Telephone Number, Including Area Code: **(201) 902-9600**

Indicate by check mark whether the registrant: (1) has filed all reports required to be filed by Section 13 or 15(d) of the Securities Exchange Act of 1934 during the preceding 12 months (or for such shorter period that the registrant was required to file such reports), and (2) has been subject to such filing requirements for the past 90 days.

Yes þ No ¨

Indicate by check mark whether the registrant has submitted electronically and posted on its corporate Web site, if any, every Interactive Data File required to be submitted and posted pursuant to Rule 405 of Regulation S-T (Section 232.405 of this chapter) during the preceding 12 months (or for such shorter period that the registrant was required to submit and post such files).

Yes þ No ¨

Indicate by check mark whether the registrant is a large accelerated filer, an accelerated filer, a non-accelerated filer or a smaller reporting company. See the definitions of "large accelerated filer", "accelerated filer" and "smaller reporting company" in Rule 12b-2 of the Exchange Act. (Check One):

Large Accelerated Filer ¨ Accelerated Filer ¨ Non-Accelerated Filer ¨ Smaller Reporting Company þ

Indicate by check mark whether the registrant is a shell company (as defined in Rule 12b-2 of the Exchange Act).

Yes ¨ No þ

Indicate by check mark whether the registrant has filed all documents and reports required to be filed by Sections 12, 13 or 15(d) of the Securities Exchange Act of 1934 subsequent to the distribution of securities under a plan confirmed by a court.

Yes þ No ¨

At October 11, 2013, there were 19,999,998 shares outstanding of Common Stock of Trinity Place Holdings Inc., par value $0.01 per share.

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Exhibit 2.1	Purchase Agreement, dated July 16, 2013, between the Company and KRC Acquisition Corp. (incorporated by reference to Exhibit 2.01 to the Form 8-K filed by the Company on August 28, 2013)
Exhibit 31.1	Certification of Chief Executive Officer pursuant to Rule 13a-14(a) under the Securities Exchange Act of 1934, as adopted pursuant to section 302 of the Sarbanes-Oxley Act of 2002

Exhibit 31.2	Certification of Chief Financial Officer pursuant to Rule 13a-14(a) under the Securities Exchange Act of 1934, as adopted pursuant to section 302 of the Sarbanes-Oxley Act of 2002
Exhibit 32.1	Certification of Chief Executive Officer pursuant to Rule 13a-14(b) under the Securities Exchange Act of 1934 and 18 U.S.C. section 1350, as adopted Pursuant to section 906 of the Sarbanes-Oxley Act of 2002
Exhibit 32.2	Certification of Chief Financial Officer pursuant to Rule 13a-14(b) under the Securities Exchange Act of 1934 and 18 U.S.C. section 1350, as adopted Pursuant to section 906 of the Sarbanes-Oxley Act of 2002

PART 1 – FINANCIAL INFORMATION

Item 1. Financial Statements

TRINITY PLACE HOLDINGS INC.

CONSOLIDATED CONDENSED STATEMENT OF CHANGES IN NET ASSETS

FOR THE PERIOD MARCH 2, 2013 TO AUGUST 31, 2013 (LIQUIDATION BASIS) (UNAUDITED)

(in thousands)

Net Assets (liquidation basis) as of March 2, 2013 available to common shareholders	$24,799
Adjustment to fair value of assets and liabilities	955
Adjustment to accrued costs of liquidation	(2,371)
Subtotal	(1,416)
Net Assets (liquidation basis) as of June 1, 2013 available to common shareholders	23,383
Adjustment to fair value of assets and liabilities	4,469
Adjustment to accrued costs of liquidation	467
Subtotal	4,936
Net Assets (liquidation basis) as of August 31, 2013 available to common shareholders	$28,319

See Notes to Consolidated Condensed Financial Statements

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TRINITY PLACE HOLDINGS INC.

CONSOLIDATED CONDENSED STATEMENTS OF NET ASSETS

AS OF AUGUST 31, 2013 (UNAUDITED) AND MARCH 2, 2013 (LIQUIDATION BASIS)

(in thousands)

	August 31, 2013 (Unaudited)	March 2, 2013 (Note)
ASSETS		
Cash and cash equivalents	$ 36,657	$ 13,454
Receivables	205	342
Prepaid expenses and other assets	2,320	2,708
Real estate, including air rights	111,200	142,600
TOTAL ASSETS	$ 150,382	$ 159,104
LIABILITIES		
Accounts payable	$ 22,490	$ 21,814
Accrued expenses	22,540	25,611
Accrued liquidation costs	18,277	24,487
Other liabilities, primarily lease settlement costs	40,958	44,595
Obligation to former majority shareholder	17,792	17,792
Obligations to customers	6	6
TOTAL LIABILITIES	$ 122,063	$ 134,305
Net assets (liquidation basis) available to common shareholders	$ 28,319	$ 24,799

Note: The consolidated condensed statement of net assets at March 2, 2013 has been derived from the audited financial statements at that date but does not include all of the information and footnotes required by generally accepted accounting principles for complete financial statements.

See Notes to Consolidated Condensed Financial Statements

Notes to Consolidated Condensed Financial Statements (Unaudited)

Note 1 – The Company

As further described below, the predecessor to Trinity Place Holdings Inc. ("Trinity" or the "Company"), Syms Corp. ("Syms"), together with its subsidiaries, filed voluntary petitions for relief under Chapter 11 of Title 11 of the United States Bankruptcy Code ("Bankruptcy Code" or "Chapter 11") in the United States Bankruptcy Court for the District of Delaware (the "Court"). On August 30, 2012, the Court entered an order confirming the Modified Second Amended Joint Chapter 11 Plan of Reorganization of Syms Corp. and its Subsidiaries (the "Plan"). On September 14, 2012, the Plan became effective and Syms and its subsidiaries (collectively, the "Debtors") consummated their reorganization under Chapter 11 through a series of transactions contemplated by the Plan and emerged from bankruptcy. As part of those transactions, reorganized Syms merged with and into Trinity, with Trinity as the surviving corporation and successor issuer pursuant to Rule 12g-3 under the Securities Exchange Act of 1934 (the "Exchange Act").

Overview

Prior to filing for bankruptcy, Syms and its wholly-owned subsidiary, Filene's Basement, LLC ("Filene's,""Filene's, LLC" or "Filene's Basement"), collectively owned and operated a chain of 46 "off-price" retail stores under the "Syms" name (which were owned and operated by Syms) and "Filene's Basement" name (which were owned and operated by Filene's, LLC). The stores were located in the United States throughout the Northeastern and Middle Atlantic regions and in the Midwest, Southeast and Southwest. Each Syms and Filene's Basement store offered a broad range of first quality, in-season merchandise, bearing nationally recognized designer or brand-name labels for men, women and children at prices substantially lower than those generally found in department and specialty stores. On June 18, 2009, the Company's wholly-owned subsidiary, SYL, LLC, which became known as Filene's Basement, LLC, acquired certain real property leases, inventory, equipment and other assets of Filene's Basement Inc., then a Chapter 11 debtor-in-possession operating a retail clothing chain, pursuant to an auction conducted in accordance with section 363 of the Bankruptcy Code. As a result, Filene's, LLC thereafter operated 21 Filene's Basement stores then located in the Northeastern, Middle Atlantic, Midwest and Southeast regions until Filene's, LLC itself became a Chapter 11 debtor, along with Syms, and discontinued its retail operations on or about December 31, 2011. In addition, Syms owned and operated five co-branded Syms/Filene's Basement stores. Syms and Filene's, LLC operated in a single operating segment – the "off-price" retail stores segment.

General Information about Syms and Trinity

Syms was incorporated in New Jersey in 1983. Trinity was incorporated in Delaware immediately prior to the effective date of the Plan. Syms maintained its headquarters at One Syms Way, Secaucus, New Jersey 07094, and the telephone number was (201) 902-9600. Trinity is now using the same headquarters and telephone number.

Chapter 11 Cases

Syms and its subsidiaries filed voluntary petitions for reorganization relief under Chapter 11 in Court on November 2, 2011 (the "Petition Date") and were operating as debtors-in-possession through September 14, 2012, at which time the Plan became effective and reorganized Syms merged with and into Trinity. Shortly after the filing of the Chapter 11 cases the Debtors sold virtually all their inventory and much of their furniture, fixtures and equipment during a closing process at each of their stores. The sales concluded across their various locations in the last days of December 2011. On or about December 31, 2011, the Debtors had ceased retail operations at all of their stores and vacated all their leased retail store and distribution center locations.

As of the Petition Date, the Debtors were lessees under thirty-five commercial real estate leases. On December 16, 2011, the Court entered an order that approved the Debtors' proposed procedures for the marketing and disposition of their leases.

The Lease marketing process resulted in the sale of the Debtors' interest in, or consensual termination of, certain of the Debtors' leases. The Debtors rejected several other leases effective as of December 31, 2011. Under the Bankruptcy Code, when a debtor rejects a real estate lease, the rejection is considered a breach that gives rise to a claim for breach by the landlord against the debtor. However, the Bankruptcy Code imposes certain caps on the maximum amount of breach claims that a landlord may assert.

Chapter 11 Plan

The Plan, which was co-proposed by the Debtors and the Official Committee of Syms' Equity Security Holders, was filed with the Court on May 24, 2012. The Plan was subsequently amended, concluding on July 27, 2012 with the support of the Official Committee of Unsecured Creditors. On August 30, 2012, the Court entered an order confirming the Plan, and the Plan became effective on September 14, 2012.

Upon the effective date of the Plan and pursuant to its terms, Syms and its subsidiaries were reorganized and, subject to the obligations under the Plan, discharged of all claims. To effect the reorganization, Syms was reincorporated in Delaware by way of a merger with and into Trinity. As a result of the merger, each share of Syms was converted into one share of Trinity. Under the Plan, Trinity will attempt to monetize its real estate assets over time in a manner intended to maximize their value for the benefit of creditors and shareholders, as further described below. Under the Plan, Syms creditors holding allowed claims are entitled to payment of those claims in full. The Plan also provides for Filene's, LLC creditors to receive recoveries from the monetization of certain of Trinity's assets. Filene's, LLC short-term creditors are entitled to payment in full on their allowed claims and Filene's, LLC long-term creditors with allowed claims are entitled to a recovery of 75% on their claims.

The Company is in the process of reconciling, objecting to and resolving various claims associated with the discharge of liabilities pursuant to the Plan. Immediately following emergence from Chapter 11, the Company paid approximately $9.7 million in allowed administrative claims and paid approximately $16.5 million more through March 2, 2013 and $0.4 million more through August 31, 2013. As of August 31, 2013, the Company had in reserve approximately $5.2 million for other administrative claims.

A total of 3,096 proofs of claims and one motion for payment of professional fees for substantial contribution were filed in the Chapter 11 cases that asserted claims in the aggregate amount of approximately $316.6 million. When combined with the schedules of liabilities that were filed in the Chapter 11 cases, the aggregate "as filed" claims totaled approximately $320.2 million, exclusive of the amounts due to the former Majority Shareholder as defined below under the Plan. In the experience of the Company's advisors, however, claims filed by creditors typically vastly exceed the amounts reflected on a company's books and records and the amounts that are eventually allowed and actually paid.

On September 27 and 30, 2013, the Company made payments to the holders of presently Allowed Claims (as defined in the Plan) to the holders of Syms and Filene's Class 3 (Convenience Claims) and the Syms Unsecured Creditors in Syms Class 4 General Unsecured Claims (all as defined in the Plan), together with other payments required under the Plan, in an aggregate amount of approximately $30.2 million. The Company expects to pay additional Syms and Filene's convenience class claims and Syms general unsecured claims out of Net Proceeds (as defined in the Plan) as they become Allowed Claims. As a result of the Company making these claims payments to all Allowed Claims, the Board of Directors of the Company continues to direct the sale process of the Company's remaining unsold "near-term properties" (as defined in the Plan) and control of the sale process does not revert to the director designated by the holder of the Series A Preferred Stock.

As of October 8, 2013, based on the reconciliation work to date, the Company believes that the estimated aggregate allowed amount of creditor claims, together with the net amount due to the former Majority Shareholder, is between $72 million and $92 million, inclusive of amounts already paid. In addition, because Filene's, LLC long-term allowed claims are only entitled to a 75% recovery, the estimated aggregate amount of distributions to creditors and the former Majority Shareholder under the Plan is between $64 million and $83 million, inclusive of amounts already paid. The differences between the "as filed" amounts and these estimates primarily reflect duplicative claims (including identical claims filed against more than one debtor entity or in more than one priority class), amounts in the “as filed” claims that exceed the amounts for those claims shown on the Company’s books and records, and asserted claims for which the Company does not believe it has any liability.

The process of reconciling claims is different from the process of actually resolving claims. Accordingly, the above estimates are based primarily on the Company’s preliminary work in identifying and reconciling the amounts of asserted claims to the Company’s books and records, and not on the negotiation or settlement of specific claims. Because of the large number of claims filed and the ongoing reconciliation and settlement processes, the ultimate amount of allowed claims and the ultimate amount of distributions under the Plan could be materially different from the Company’s current estimates.

If the Filene’s general unsecured claims (as described in the Plan) that become Allowed Claims are not paid in full under the Plan by October 1, 2014, with the full amount per the Plan subject to change, then, subject to the extension of that date to April 1, 2015 under certain circumstances, the director designated by the holder of the Series A Preferred Stock will be entitled to direct the sale process for any “near term properties” or “medium term properties” (each as defined in the Plan) that then remain unsold, pursuant to a commercially reasonable process consistent with maximizing the value of those properties.

Rights Offering and Redemption

In connection with proposal of the Plan, Syms entered into an Equity Commitment Agreement (the “ECA”) among (i) Syms, (ii) Marcy Syms, (iii) the Laura Merns Living Trust, (iv) the Marcy Syms Revocable Living Trust, as amended (the “Marcy Syms Trust” and, together with Marcy Syms and the Laura Merns Living Trust, the “Majority Shareholder”) and (v) certain specified members of the Official Committee of Syms Equity Security Holders and their affiliates (the “Backstop Parties”). The ECA provided that, pursuant to and upon the effective date of the Plan, the former Majority Shareholder would sell all of its shares of Syms common stock to Syms at a price of $2.49 per share. Accordingly, on September 14, 2012, immediately following the effectiveness of the Plan, the former Majority Shareholder sold all of its 7,857,794 shares of common stock to Syms. Payment for the shares will be made to the former Majority Shareholder in accordance with the Plan as the Company’s real estate assets are monetized. The net amount due to the former Majority Shareholder was $17.8 million and was included as a liability on the Company’s Consolidated Condensed Statements of Net Assets as of August 31, 2013 and March 2, 2013. On October 1, 2013, the Company met its Plan obligation to pay the former Majority Shareholder $10.7 million of that amount and has a remaining liability of $7.1 million due to the former Majority Shareholder.

Under the terms of the Plan, the Company is restricted from paying any distributions, dividends or redemptions on its common stock until after the former Majority Shareholder payments are made in full. The Certificate of Incorporation of the Company provides for a share of Series B Preferred Stock owned by the former Majority Shareholder and entitling the former Majority Shareholder to control a majority of the Board of Directors if the former Majority Shareholder payments are not made by October 16, 2016, provided that and conditional upon the general unsecured claim satisfaction having occurred.

In connection with the ECA and pursuant to the Plan, Syms offered to sell to existing shareholders other than the former Majority Shareholder, who qualified as "accredited investors" within the meaning of Regulation D under the Exchange Act, the right to purchase 10,040,160 new shares of the Company's common stock at a price equal to $2.49 per share, or approximately $25 million in the aggregate (the "Rights Offering"). Pursuant to the ECA, the Backstop Parties agreed to purchase each of their pro rata shares of the new shares made available in the Rights Offering, as well as new shares that were not subscribed for by other shareholders in the Rights Offering. Accordingly, on September 14, 2012, immediately following the effectiveness of the Plan, the Company sold the 10,040,160 shares of common stock pursuant to the Rights Offering.

The foregoing descriptions of certain transactions contemplated by the Plan are summaries only and do not purport to be complete and are qualified, in all respects, by the actual provisions of the Plan and related documents.

General Business Plan

As of September 14, 2012, Trinity owned 16 commercial real estate properties and a residential condominium. Trinity's business plan includes the monetization of 15 of those properties and the condominium, and the sale or development of 28-42 Trinity Place in Lower Manhattan (which is generally referred to herein as the "Trinity Place Property"). As of August 31, 2013, the Company had sold its properties in Houston, Texas, Fairfield, Connecticut, Southfield, Michigan, Marietta, Georgia, Ft. Lauderdale, Florida, Elmsford, New York (after having previously leased it), as well as the condominium in Secaucus, New Jersey. In addition, the Company's property in Miami, Florida was sold shortly before the effective date of the Plan. During September 2013, subsequent to the period ending August 31, 2013, the Company sold its property in Cherry Hill, New Jersey. The Company expects to continue evaluating the best way in which to monetize its remaining assets for the benefit of stockholders and creditors.

Trinity also plans to explore the licensing of its intellectual property, including its rights to the *Filene's Basement* trademark, the *Stanley Blacker* and *Maine Bay* brands, and the intellectual property associated with the *Running of the Brides* event and *An Educated Consumer is Our Best Customer* slogan.

The Company is undertaking a review of various strategic and developmental alternatives related to the Trinity Place Property. To date no specific course of action has been determined. The Company has retained an expert in New York real estate to assist in its evaluation of the alternatives for the Trinity Place Property, and it intends to retain additional advisors, including architects familiar with New York City zoning and codes and attorneys, to assist it in its review of cost estimates and monetization strategies. In light of the ongoing review, there remains a range of estimated values that may be realized for the Trinity Place Property under various sale or development alternatives.

Operating Reserves

Under the Plan, the Company's corporate budget is composed of certain operating reserves to fund working capital and the Company's operations. For the two year period from September 14, 2012 through September 13, 2014, the amounts to be funded and used in these reserves were set as follows: (i) a corporate overhead reserve of $5.0 million in the aggregate, (ii) a $3,829,088 pension fund reserve (of which $2.0 million shall fund the minimum annual payments due under the Syms pension plan and $1,829,088 shall fund the minimum quarterly payments due to Local 1102 for the allowed amount of the claims for pension withdrawal liability), (iii) a carry cost/repair/tenant improvement reserve of $9.0 million in the aggregate, and (iv) a reserve for carry costs of the Trinity Place Property of $3.0 million in the aggregate. After September 14, 2014, additional amounts are to be funded to those four reserves plus a discretionary reserve and an emergency fund reserve of $500,000 each.

Under the Plan, the reserves are to be funded from the proceeds realized by the Company from the sale of assets, settlements or any other sources in the first year following the conclusion of the Chapter 11 cases. Absent the consent of the holder of the Series A Preferred Stock, the aggregate cap for any reserve may not be increased and the amounts in each reserve may not be used to fund any expenses designated to be paid from another reserve, except that, (i) by a majority vote of the Board of Directors, amounts in the corporate overhead reserve may be reallocated to the carry cost/repair/tenant improvement reserve and (ii) by a majority vote of the Board of Directors, and with the consent of the "Independent Director" (as described in the Plan), amounts in the corporate overhead reserve may be reallocated to the Trinity Place Property carry reserve.

Sold Properties

Certain information about the properties of the Company that have been sold as of October 1, 2013, including the net proceeds generated by the sold properties, net of brokerage commissions and sale costs, are set forth below.

Property Location	Type of Property	Building Size (square feet)	Net Proceeds ($ in millions)	Date of Sale
Miami, FL	Short term property	53,000	$ 4.1	September, 2012
Houston, TX	Short term property	42,000	$ 3.6	November, 2012
Fairfield, CT	Short term property	43,000	$ 5.5	December, 2012
Secaucus, NJ (Condo)	Short term property	2,000	$ 0.3	January, 2013
Southfield, MI	Short term property	60,000	$ 2.5	April, 2013
Marietta, GA	Short term property	77,000	$ 2.9	July, 2013
Ft. Lauderdale, FL	Short term property	55,000	$ 1.9	August, 2013
Elmsford, NY	Medium term property	59,000	$ 22.0	August, 2013
Cherry Hill, NJ	Short term property	150,000	$ 4.5	September, 2013
Total		541,000	$ 47.3	

Marketing

Trinity has chosen to engage commercial real estate brokers to coordinate the marketing and other aspects of the process of selling certain of its properties. While terms vary, these brokers are typically due a commission payable only upon closing of the sale of the subject property based on the sale price. With respect to certain other properties, brokers have also been engaged to seek tenants with commissions based on the rents called for under an executed lease. Currently, the Company has retained or is in various stages of retaining brokerage agreements for the sale or lease of its remaining properties with the exception of the Trinity Place property. Engaging brokers familiar with and experienced in the markets in which the properties are located often provides important expertise on local market conditions, potential buyers and pricing variables.

Competition

The markets in which the Company’s properties are located are inherently competitive. While there may be a limited number of prospective buyers or tenants in any given market, there may be a number of available properties with characteristics more or less attractive than the Company’s property. In some of the markets, we expect that there may be few buyer or tenant prospects for the Company’s property and the ability to successfully sell or lease the property is uncertain.

Competitive factors with respect to the Company's Trinity Place Property may have a particularly material effect on the Company as it is likely the Company's most valuable asset. The projected supply, demand and pricing for residential rental or condominium apartments and for commercial space will have a meaningful impact on investors' appetite for this property. There are numerous development projects in the surrounding area of Lower Manhattan that will compete against this property to attract owners and renters of space. Timing of delivery of future inventory of commercial and residential space in the area is uncertain and will be an important consideration for potential investors and buyers. In particular, the future demand for residential condominium units in Lower Manhattan is highly uncertain and will be a critical variable in the marketing of the property.

NOTE 2 – Basis of Presentation

Liquidation Basis of Accounting

The liquidation basis of accounting is appropriate when the liquidation of a company appears imminent and the net realizable value of its assets is reasonably determinable. Under this basis of accounting, assets and liabilities are stated at their net realizable value and estimated costs over the anticipated period of liquidation are accrued to the extent reasonably determinable.

Significant estimates and judgment are required to determine the accrued costs of liquidation. The company's accrued costs expected to be incurred in liquidation and recorded payments made related to the accrued liquidation costs are as follows (in thousands):

Estimated Costs of Liquidation	March 2, 2013	Adjustments to Reserves	Payments	August 31, 2013
Real estate related carrying costs	$ 15,653	$ (210)	$ (5,866)	$ 9,577
Professional fees	5,046	826	(1,222)	4,650
Payroll related costs	3,428	1,240	(775)	3,893
Other	360	48	(251)	157
	$ 24,487	$ 1,904	$ (8,114)	$ 18,277

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The Company reviewed all operating expenses and contractual commitments such as payroll and related expenses, lease termination costs, property carrying costs and professional fees to determine the estimated costs to be incurred during the liquidation period. The liquidation period, which was initially anticipated to conclude in August 2012, was amended in the fourth quarter of 2012 to conclude in July 2015 based on the current belief of the Company that substantially all of its real estate properties are likely to be monetized prior to the end of 2014, with a short period thereafter to conclude the liquidation.

Adjustments to decrease the reserve for real estate carrying costs of approximately $0.2 million were recorded during the twenty-six weeks ended August 31, 2013. The adjustments were mainly the result of decreased selling expenses through the liquidation period contemplated under the Plan.

Adjustments to increase the reserve for professional fees of approximately $0.8 million were recorded during the twenty-six weeks ended August 31, 2013. The majority of the increase reflects the evaluation of professional fees through the liquidation period contemplated under the Plan.

Adjustments to increase the reserve for payroll related costs are due to increased payroll related to the new CEO agreement.

Adjustments to Fair Value of Assets and Liabilities

The following table summarizes adjustments to the fair value of assets and liabilities under the liquidation basis of accounting during the twenty-six week period ended August 31, 2013 (in thousands):

Adjustments of Assets and Liabilities to Net Realizable Value	March 3, 2013 through August 31, 2013
Adjust real estate to estimated net realizable value	$ (750)
Adjust estimated lease settlement costs to net realizable value	3,635
Adjust other claims to net realizable value	2,539
	$ 5,424

During the twenty-six weeks ended August 31, 2013, the Company reduced the value of one property by $0.8 million down to its selling price.

During the twenty-six weeks ended August 31, 2013, there were approximately $3.6 million of adjustments to estimated lease settlement claims payout and $2.5 million of adjustments of other claims payouts as the Company continues its reconciliation of claims.

Note 3 – New Accounting Pronouncements

There are no proposed or recently issued accounting standards that are expected to have a material impact on the Company.

Note 4 – Financial Position

The Company believes that cash provided from the monetization of its real estate and intellectual property assets should provide sufficient liquidity to fund day-to-day costs. However, if the Company is unable to monetize its assets in a reasonable period of time, as outlined in the Plan, or if the Company receives substantially less from sales of remaining assets than anticipated, the Company's ability to settle its obligations in full would be in doubt, and alternative financing could be required. Also, the Plan imposes strict budgets on the operations of the Company's business, and not all proceeds from asset sales can be used to fund operations. See Note 11 for information regarding the Company's recent sale of stock to a new investor.

Whether there will be any excess cash proceeds generated by the monetization of the Company's assets is subject to a number of material risks and uncertainties. If there are any excess cash proceeds, they will be used by the Company in the manner determined by the Board of Directors. It is the current intention of the Board of Directors to distribute any such excess to shareholders, but there can be no assurance that there will be any excess cash proceeds, or that if there are, that they will be distributed to shareholders.

Note 5 – Other Assets

Other assets include trademark license intangibles, with a balance of $0.9 million as of August 31, 2013 and March 2, 2013. Other assets also included security deposits with a balance of $1.4 million and $1.8 million as of August 31, 2013 and March 2, 2013, respectively.

Note 6 – Pension Plan

Syms sponsored a defined benefit pension plan for certain eligible employees not covered under a collective bargaining agreement. The pension plan was frozen effective December 31, 2006. As of August 31, 2013 and March 2, 2013, the Company had a recorded liability of $5.5 million within accrued expenses which represents the estimated cost to the Company of terminating the plan in a standard termination, which would require the Company to make additional contributions to the plan so that the assets of the plan are sufficient to satisfy all benefit liabilities.

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The Company had contemplated other courses of action, including a distress termination, whereby the PBGC would take over the plan. On February 27, 2012, Syms notified the PBGC and other affected parties of its consideration to terminate the plan in a distress termination. However, the estimated total cost associated with a distress termination was approximately $15 million. As a result of the cost savings associated with the standard termination approach, Syms elected not to terminate the plan in a distress termination and formally notified the PBGC of this decision. Although the Company has accrued the liability associated with a standard termination, it has not taken any steps to commence such a termination and has made no commitment to do so by a certain date.

Certain employees covered by collective bargaining agreements participate in multiemployer pension plans. Syms ceased to have an obligation to contribute to these plans in 2012, thereby triggering a complete withdrawal from the plans within the meaning of section 4203 of the Employee Retirement Income Security Act of 1974. Consequently, the Company is subject to the payment of a withdrawal liability to these pension funds. The Company had a recorded liability of $5.7 million and $6.1 million which is reflected in accrued expenses as of August 31, 2013 and March 2, 2013, respectively.

In accordance with minimum funding requirements, the Company paid approximately $0.8 million to the Syms sponsored plan and approximately $1.2 million to the multiemployer plans from September 17, 2012 through August 31, 2013.

Note 7 – Contingencies

General Litigation

The Company is a party to routine litigation incidental to its former business. Some of the actions to which the Company is a party are covered by insurance and are being defended or reimbursed by the Company’s insurance carriers.

Bankruptcy Case

As discussed in Note 1, Syms and its subsidiaries filed voluntary petitions for relief under Chapter 11 on November 2, 2011. On September 14, 2012, a plan of reorganization became effective and Syms and its subsidiaries emerged from bankruptcy, with reorganized Syms merging with and into Trinity.

Note 8 – Income Taxes

Since under liquidation basis accounting all future estimated taxes are accrued as of the reporting date net of the benefit expected to be derived from available NOLs, it is not appropriate to record a separate deferred tax asset on the same NOLs. Accordingly, a valuation allowance of approximately $83.7 million was recorded as of the fiscal year ended March 2, 2013. A reduction in the valuation allowance of approximately $1.3 million was recorded during the twenty-six week period ended August 31, 2013.

Note 9 – Related Party Transactions

Under the terms of the Plan, the Company is restricted from paying any distributions, dividends or redemptions until after the former Majority Shareholder payments are made in full. The Certificate of Incorporation of Trinity provides for a preferred series share, held by the former Majority Shareholder and which is pledged as security and held in escrow, entitling the Majority Shareholder to control a majority of the Board of Directors if the former Majority Shareholder payments are not made by October 16, 2016, provided that and conditioned upon the general unsecured claim satisfaction having occurred.

In addition, as part of the Plan, the former Majority Shareholder agreed to repay the Company $1.6 million for all premiums paid by the Company on her behalf after the adoption of the Sarbanes-Oxley Act of 2002, as well as $0.2 million for the net present value of pre-Sarbanes-Oxley premiums, for a total of $1.8 million. At August 31, 2013, the value of these premiums was recorded as an offset against the payment due under the Plan to the former Majority Shareholder (i.e., Marcy Syms and her related trusts) on account of the redemption of the former Majority Shareholder's shares of Syms common stock. As of August 31, 2013 and March 2, 2013, the Company has recorded a liability of $17.8 million due to the former Majority Shareholder. On October 1, 2013 the Company met its Plan obligation to pay the former Majority Shareholder $10.7 million and has a remaining liability of $7.1 million due to the Majority Shareholder.

Ms. Syms, the Company and Filene's, LLC also entered into an agreement in connection with the Plan whereby all rights to the commercial use of the "Syms" name and to any images of Ms. Syms and her family members were assigned to Ms. Syms. The impact of this provision of the Plan has been reflected in the estimated net realizable value of the trademarks within other assets as of August 31, 2013 and March 2, 2013.

Note 10–Disposition of Assets and Other Transactions

During April 2013, the Company sold its Southfield, MI property, including the building of 60,000 square feet, on an "as-is" basis. The net proceeds from the sale were approximately $2.5 million.

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During July 2013, the Company sold its Marietta, GA property, including the building of 77,000 square feet, on an "as-is" basis. The net proceeds from the sale were approximately $2.9 million.

During August 2013, the Company sold its Ft. Lauderdale, FL property, including the building of 55,000 square feet, on an "as-is" basis. The net proceeds from the sale were approximately $1.9 million.

During August 2013, the Company sold its Elmsford, NY property, including the building of 59,000 square feet, on an "as-is" basis. The net proceeds from the sale were approximately $22.0 million.

Note 11–Subsequent Events

CEO Separation Agreement

On August 30, 2013, the Company and Mark D. Ettenger mutually agreed to end his service as Chairman of the Board and principal executive officer, and he relinquished all of his officer titles and duties. He also resigned from the Board effective September 25, 2013.

In connection with this separation, the Company and Mr. Ettenger entered into a separation agreement, dated as of September 5, 2013, pursuant to which (i) he agreed to provide transition services until September 25, 2013 at the reasonable request of the Company; (ii) the Company paid him $1.0 million in full satisfaction of any amounts that may be due or that may have become due to him (with the holder of the Company's Series A Preferred Stock approving an increase in the Company's overhead reserve to make this payment); and (iii) the Company and Mr. Ettenger exchanged mutual general releases of any and all claims. The $1.0 million due to Mr. Ettenger has been reflected as a liability within the August 31, 2013 statement of net assets.

Sale of Property

During September 2013, the Company sold its Cherry Hill, NJ property, for net proceeds of approximately $4.5 million. The value recorded in the financial statements as of August 31, 2013 and March 2, 2013 approximated the amount realized from this transaction.

Payment of Claims

On September 27 and 30, 2013, the Company made payments of the then presently Allowed Claims (as defined in the Plan) to the holders of Syms and Filene's Class 3 (Convenience Claims) and the Syms Unsecured Creditors in Syms Class 4 General Unsecured Claims (all as defined in the Plan), together with other payments required under the Plan (including the $10.7 million payment to the former Majority Shareholder), in an aggregate amount of approximately $30.2 million.

New CEO Engagement Agreement

On October 1, 2013, the Company entered into an employment agreement with Matthew Messinger (the "Employment Agreement") to serve as President and Chief Executive Officer ("CEO") of the Company effective immediately.

Stock Purchase Agreement

On October 1, 2013, the Company entered into a stock purchase agreement (the "Purchase Agreement") with Third Avenue Trust, on behalf of Third Avenue Real Estate Value Fund ("Third Avenue") pursuant to which the Company sold to Third Avenue 3,369,444 shares of the Company's common stock for $13,477,776, or $4.00 per share. Upon the effectiveness of an amended and restated Certificate of Incorporation that has been approved by a majority of the Company's stockholders, one share of Special Stock, par value $.01 ("Special Stock"), will be issued and sold to Third Avenue for the par value of such share payable in cash. The share of Special Stock will enable Third Avenue or its affiliated designee to elect one member of the Board of Directors. The sale of shares of the common stock and the share of Special Stock were made in private placement transactions exempt from registration pursuant to Section 4(a)(2) of the Securities Act of 1933, as amended.

The Purchase Agreement contains customary representations, warranties and covenants of the Company and Third Avenue, and the Company has agreed to indemnify Third Avenue, subject to certain limitations, in the event of a breach of the Company's representations or