

**EXHIBIT 1**

**IN THE UNITED STATES BANKRUPTCY COURT  
FOR THE DISTRICT OF DELAWARE**

In re:

DEB STORES HOLDING LLC, *et al.*,<sup>1</sup>

Debtors.

Chapter 11

Case No. 14-12676 (KG)

Jointly Administered

Related Docket No. 334

**ORDER EXTENDING CASH COLLATERAL PERIOD UNDER THE FINAL  
FINANCING ORDER AUTHORIZING BORROWING AND USE OF CASH  
COLLATERAL, GRANTING LIENS AND PROVIDING SUPER-PRIORITY  
ADMINISTRATIVE EXPENSE STATUS AND GRANTING ADEQUATE PROTECTION  
PURSUANT TO SECTIONS 363 AND 364 OF THE BANKRUPTCY CODE**

WHEREAS, on January 7, 2015, this Court entered that certain *Final Financing Order Authorizing Borrowing and the Use of Cash Collateral, Granting Liens and Providing Super-Priority Administrative Expense Status and Granting Adequate Protection Pursuant to Sections 363 and 364 of the Bankruptcy Code* [Docket No. 334] (the “Final Financing Order”);<sup>2</sup>

WHEREAS, pursuant to Paragraph 26(h) of the Final Financing Order, the Debtors' ability to use Cash Collateral terminates upon the earliest to occur of (X) May 2, 2015 and (Y) the occurrence of a Termination Event; and

WHEREAS, the Debtors and the Term Loan Agent, on behalf of itself and the other Term Loan Lenders, have agreed to extend the period during which the Debtors may use Cash

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<sup>1</sup> The Debtors, together with the last four digits of each Debtor's tax identification number, are: Deb Stores Holding LLC (4407), Deb Stores Holding II LLC (4755), Deb Shops SDP Inc. (4120), Deb Shops SDIH Inc. (4113), Deb Shops SD Inc. (8806), Deb Shops SDE LLC (4077), Deb Shops SDW LLC (4065), Deb Shops SDE-Commerce LLC (0926), and Deb Shops SDFMC LLC (8842). The location of the Debtors' headquarters and the service address for each of the Debtors is 9401 Blue Grass Road, Philadelphia, PA 19114.

<sup>2</sup> Capitalized terms used but not otherwise defined herein shall have the meanings ascribed to such terms in the Final Financing Order.

Collateral on the terms and conditions set forth herein.

**IT IS THEREFORE HEREBY ORDERED, ADJUDGED AND DECREED, that:**

1. The Cash Collateral period set forth in Paragraph 26(h)(X) of the Final Financing Order is extended from May 2, 2015 to July 4, 2015 (the "Extended Cash Collateral Period").

2. The Debtors are authorized to use Cash Collateral during the Extended Cash Collateral Period only for the purposes and in the amounts set forth in the budget attached hereto as Exhibit A, which budget shall constitute the "Approved Budget" for the Extended Cash Collateral Period.

3. All additional Proceeds realized by the Debtors during the Extended Cash Collateral Period from the Disposition of any DIP Collateral or any other assets of the Debtors' estates (including Avoidance Actions) shall be treated as set forth in the Final Financing Order.

4. For the avoidance of doubt (1) all amounts paid to, or otherwise received by, the Term Loan Agent, for the benefit of the Term Loan Lenders, for the period prior to the Extended Cash Collateral Period shall be indefeasibly retained by the Term Loan Agent and shall not be returned or otherwise made available to pay or satisfy any amounts under the Approved Budget or any previous budget(s) approved by the Court and (2) all amounts paid to, or otherwise received by, the Term Loan Agent, for the benefit of the Term Loan Lenders, at any time during the Extended Cash Collateral Period shall be indefeasibly retained by the Term Loan Agent and shall not be returned or otherwise made available to pay or satisfy any amounts under the Approved Budget or any previous budget(s) approved by the Court.

5. Except as expressly set forth herein, all of the terms, conditions, and provisions of the Final Financing Order are ratified and reaffirmed in all respects and shall remain in full force and effect.

6. This Court shall retain jurisdiction and power with respect to all matters arising from or related to the implementation or interpretation of this order.

Dated: \_\_\_\_\_, 2015  
Wilmington, Delaware

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THE HONORABLE KEVIN GROSS  
UNITED STATES BANKRUPTCY JUDGE

## **EXHIBIT A**

## DEB SHOP WEEKLY CASH FLOW

	PROJECTION										DIP/CC TOTALS	DEBTOR Thereafter	CASE Totals
	5/9	5/16	5/23	5/30	6/6	6/13	6/20	6/27	7/4	7/11			
<b>Cash Receipts:</b>													
Cash Customer Remittances		0.0							75.0	75.0	3,018.2	317.6	3,335.8
Transaction Proceeds	2,943.2										29,344.9		29,344.9
Agency Agreement Funding - Occupancy	27,694.9	300.0		1,050.0		100.0			200.0	1,650.0	15,643.8		15,643.8
Agency Agreement Funding - Payroll & taxes	15,643.8									0.0	2,951.2		2,951.2
Agency Agreement Funding - Sales taxes	2,951.2									0.0	0.0		0.0
Agency Augment Merchandise	0.0									0.0	1,026.4		1,026.4
Estimated Avoidance Action Recoveries	1,026.4									0.0	0.0	3,000.0	3,000.0
FF&E	1,035.3									0.0	1,035.3		1,035.3
Proceeds for Sale of Other Collateral (IP, eComm)	3,339.5									0.0	3,339.5		3,339.5
Insurance refunds	0.0									111.0	111.0		111.0
	54,634.4	300.0	0.0	1,050.0	0.0	100.0	111.0	0.0	275.0	1,836.0	56,470.4	3,317.6	59,788.0
<b>Cash Disbursements:</b>													
Merchandise Purchases	(809.4)										(809.4)		(809.4)
Payroll, Total Company & HC	(3,447.8)										(3,447.8)		(3,447.8)
Payroll Tax, total Company	(1,035.4)										(1,000.4)		(1,000.4)
Sales Tax, Total Company	(2,060.9)										(2,060.9)		(2,060.9)
Other	(2,706.4)										(2,996.4)		(2,996.4)
Freight & Trucks	(737.8)										(757.8)		(757.8)
Administrative Stub Rent Claims	(3,056.2)										(3,056.2)		(3,056.2)
Administrative 503(b)(9) Claims	0.0										0.0	(2,500.0)	(2,500.0)
Rent and occupancy	(4,049.3)										(4,114.8)		(4,114.8)
Utility Deposit	(89.3)										(89.3)		282.7
Professional Fees / Escrow funding	(2,854.3)										(3,239.3)		(3,239.3)
Transaction Success Fee	(1,012.6)										(1,012.6)		(1,012.6)
PNC Interest	(20.7)										(20.7)		(20.7)
PNC Rev Unused Fees & LC Fees	(49.0)										(49.0)		(49.0)
Agency Store Expenses - Occupancy	(13,365.7)										(13,510.7)		(13,510.7)
Agency Store Expenses - Payroll & taxes	(1,834.1)										(1,834.1)		(1,834.1)
Agency Store Expenses - Sales taxes	0.0										0.0		0.0
Cash Disbursements	(37,128.9)	(132.5)	(105.0)	(79.5)	(67.5)	(122.5)	(65.5)	(65.5)	(100.0)	(970.5)	(38,099.4)	(2,128.0)	(40,227.4)
<b>Net Cash Flow</b>	<b>17,505.5</b>	<b>167.5</b>	<b>(105.0)</b>	<b>970.5</b>	<b>(67.5)</b>	<b>(22.5)</b>	<b>45.5</b>	<b>(65.5)</b>	<b>175.0</b>	<b>865.5</b>	<b>18,371.0</b>	<b>1,189.6</b>	<b>19,560.6</b>
<b>CASH ON HAND (excluding Agent Net Sales lag)</b>													
Beginning balance	7,636.5										7,636.5	178.4	7,814.9
Plus: Net Cash Receipts	36,616.6	157.4	324.9	219.9	113.4	45.9	23.4	68.9	3.4	389.9	38,452.6	3,317.6	41,770.2
Distribution to Term Loan Lenders	(6,734.4)	0.0	0.0	1,050.0	0.0	100.0	111.0	0.0	275.0	1,836.0	(7,811.4)	(450.0)	(8,261.4)
Less: Cash Disbursements	(37,128.9)	(232.5)	(132.5)	(105.0)	(79.5)	(122.5)	(65.5)	(65.5)	(100.0)	(970.5)	(38,099.4)	(2,128.0)	(40,227.4)
Ending Balance	389.9	157.4	324.9	219.9	113.4	45.9	23.4	68.9	3.4	178.4	178.4	917.9	917.9
PNC Cash Collateral	392.6	392.6	392.6	392.6	392.6	392.6	392.6	392.6	317.6			317.6	
Utility Adequate Assurance	282.7	282.7	282.7	282.7	282.7	282.7	282.7	282.7	282.7			282.7	
Utility Adequate Assurance @ PSJ	89.3	89.3	89.3	89.3	89.3	89.3	89.3	89.3	89.3			89.3	
Professional Fee Client Trust	1,841.4	1,891.4	1,941.4	1,991.4	2,041.4	2,091.4	2,141.4	2,191.4	2,241.4	2,341.4		2,341.4	
Sales Tax Account	133.0	133.0	83.0	83.0	33.0	33.0	0.0	0.0	0.0	0.0			

DEB SHOPS - DIP  
Professional Fees

	As of May 2, 2015				PROJECTION										DIP/CC TOTALS	
	Budget	Retainer	Payments	NET	5/9	5/16	5/23	5/30	6/6	6/13	6/20	6/27	7/4	5/3-7/4		
PSZI	1,400.0	(150.0)		1,250.0	12.5	12.5	12.5	12.5	12.5	12.5	12.5	12.5	12.5	100.0	1,350.0	
UCC (all) (a)	575.0		(148.4)	426.6										0.0	426.6	
WindDown	300.0			300.0										0.0	300.0	
Board Counsel	75.0	(25.0)		50.0										0.0	50.0	
US Trustee				0.0									10.0	10.0	10.0	
Client Trust	2,350.0	(175.0)	(148.4)	2,026.6	12.5	12.5	12.5	12.5	12.5	12.5	12.5	12.5	10.0	110.0	2,136.6	
TL counsel				0.0	55.0					35.0			35.0	125.0	125.0	
RAS		(75.0)		(75.0)	15.0	15.0	15.0	15.0	15.0	15.0	15.0	15.0	30.0	150.0	75.0	
Total Disbursements	2,350.0	(250.0)	(148.4)	1,951.6	82.5	27.5	27.5	27.5	27.5	62.5	27.5	27.5	75.0	385.0	2,336.6	

(a) Zolfo Cooper (December/January)