UNITED STATES BANKRUPTCY COURT
DISTRICT OF DELAWARE

In re USA DISCOUNTERS, LTD., *et al.*,[1] Debtors.	Chapter 11 Case No. 15-11755 (CSS) (Jointly Administered)

EIGHTH NOTICE OF AGREED REVISED CASH COLLATERAL BUDGET

PLEASE TAKE NOTICE that, in accordance with Paragraph 3(b) of that certain *Final Order (A) Authorizing Postpetition Use of Cash Collateral, (B) Granting Adequate Protection to the Secured Parties, (C) Modifying the Automatic Stay, and (D) Granting Related Relief* entered by the Court on September 17, 2015 [Docket No. 133] (the "Final Cash Collateral Order"), a revised cash collateral budget (the "Revised Budget") has been delivered, approved, and hence become the "Budget" (as defined in and for purposes of the Final Cash Collateral Order).

PLEASE TAKE FURTHER NOTICE that a copy of the Revised Budget is attached hereto as **Exhibit A** and is hereby filed with the Court as required by Paragraph 3(b) of the Final Cash Collateral Order.

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[1] The Debtors and the last four digits of their respective federal taxpayer identification numbers are as follows: USA Discounters, Ltd. (5123); USA Discounters Holding Company, Inc. (8192); and USA Discounters Credit, LLC (3128). The Debtors' address is 6353 Center Drive, Building 8, Suite 101, Norfolk, Virginia, 23502.

Dated: April 11, 2016

James E. O'Neil

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Exhibit A

[The Revised Budget]

USA Discounters, Ltd.
13 Week Cash Collateral Budget

For the 13 weeks ending July 2, 2016

Printed on April 6, 2016

USA Discounters, Ltd.
CASH COLLATERAL BUDGET - 13 WEEK
($000's in USD)

Week Ending	Notes	Week 1 Forecast 9-Apr-16	Week 2 Forecast 16-Apr-16	Week 3 Forecast 23-Apr-16	Week 4 Forecast 30-Apr-16	Week 5 Forecast 7-May-16	Week 6 Forecast 14-May-16	Week 7 Forecast 21-May-16	Week 8 Forecast 28-May-16	Week 9 Forecast 4-Jun-16	Week 10 Forecast 11-Jun-16	Week 11 Forecast 18-Jun-16	Week 12 Forecast 25-Jun-16	Week 13 Forecast 2-Jul-16	13-Week Total
Beginning Cash Balance		$ 4,098	$ 2,993	$ 2,331	$ 2,091	$ 2,985	$ 2,738	$ 2,427	$ 2,571	$ 2,555	$ 3,458	$ 2,112	$ 2,247	$ 2,225	$ 4,098
Receipts:	[1]														
AR Collections:															
Military		31	126	24	1,293	24	30	119	45	1,235	28	114	43	1,178	4,288
Civil Service		61	52	17	701	17	59	51	34	681	57	49	33	662	2,475
Civilian		114	126	51	277	51	109	121	96	265	104	115	92	253	1,773
Total AR Collections		206	304	92	2,272	92	197	290	175	2,181	189	278	168	2,093	8,536
Funds Returned / (Withheld) by Credit Card Processor		-	-	-	-	-	-	-	-	-	-	-	-	-	-
Est. Income Tax Refund		-	-	-	3	54	141	-	-	-	-			-	197
Legal/Recovery Receipts		66	68	23	23	117	64	66	45	114	63	64	44	100	859
Other Receipts		-	-	-	100	-	-	-	-	-	-	-	-	-	100
Total Projected Receipts		**272**	**372**	**115**	**2,398**	**262**	**402**	**356**	**220**	**2,295**	**252**	**342**	**212**	**2,193**	**9,692**
Operating Disbursements:	[2]														
Occupancy		-	-	-	(47)	-	-	-	-	(30)	-	-	-	(30)	(106)
Utilities		(12)	(17)	(6)	(6)	(4)	(2)	(7)	(12)	(4)	(2)	(7)	(12)	(4)	(94)
Payroll		(62)	(221)	(10)	(178)	(47)	(174)	(10)	(174)	(47)	(215)	(10)	(172)	(43)	(1,363)
Tax Remittances		(10)	-	(160)	(2)	-	-	(4)	-	-	-	-	-	-	(176)
Other Operating Disbursements		(164)	(87)	(32)	(84)	(55)	(44)	(48)	(32)	(54)	(43)	(48)	(31)	(52)	(775)
Customer Refunds		(20)	(10)	(10)	(10)	(15)	(10)	(10)	(10)	(15)	(10)	(10)	(10)	(15)	(155)
Total Operating Disbursements		(267)	(335)	(218)	(327)	(120)	(230)	(79)	(229)	(150)	(269)	(75)	(226)	(143)	(2,668)
Non-Operating Disbursements:	[3]														
Professional Fees		-	(540)	-	(310)	-	(476)	-	-	-	(345)	-	-	-	(1,671)
Carve-Out Reserve Account (Professional Fees)		-	-	-	(855)	-	-	-	-	(855)	-	-	-	(855)	(2,565)
Employee Termination Costs		-	-	-	-	-	-	-	-	-	-	-	-	-	-
Retention Payments		-	(97)	-	-	-	-	-	-	-	(519)	-	-	-	(616)
Interest and Fees		-	-	-	-	(381)	-	-	-	(381)	-	-	-	(381)	(1,142)
Other Admin. Exp.		(12)	(12)	(12)	(12)	(8)	(8)	(8)	(8)	(8)	(8)	(8)	(8)	(8)	(115)
Total Planned Disbursements		**(279)**	**(984)**	**(230)**	**(1,504)**	**(509)**	**(713)**	**(87)**	**(236)**	**(1,393)**	**(1,141)**	**(82)**	**(233)**	**(1,387)**	**(8,778)**
Lender Legal Fees		-	(50)	(125)	-	-	-	(125)	-	-	-	(125)	-	-	(425)
Net Cash Flow (Deficit)		**$ (7)**	**$ (662)**	**$ (240)**	**$ 894**	**$ (246)**	**$ (311)**	**$ 144**	**$ (16)**	**$ 902**	**$ (888)**	**$ 135**	**$ (21)**	**$ 807**	**$ 489**
(Debt Payments)	[4]	(1,098)	-	-	-	-	-	-	-	-	(458)	-	-	-	(1,556)
Ending Cash Balance		2,993	2,331	2,091	2,985	2,738	2,427	2,571	2,555	3,458	2,112	2,247	2,225	3,032	3,032
Beginning Debt Balance		41,867	40,768	40,768	40,768	40,768	40,768	40,768	40,768	40,768	40,768	40,311	40,311	40,311	41,867
(Debt Payments)		(1,098)	-	-	-	-	-	-	-	-	(458)	-	-	-	(1,556)
Ending Debt Balance		$ 40,768	$ 40,768	$ 40,768	$ 40,768	$ 40,768	$ 40,768	$ 40,768	$ 40,768	$ 40,768	$ 40,311	$ 40,311	$ 40,311	$ 40,311	40,311

($000's in USD)

(1) **Receipts**	- AR Collections reflect the wind-down of the existing portfolio. - The Company's credit card processor imposed a $1.0M reserve. This analysis assumes that the reserve is unchanged throughout the 13-week period.
(2) **Operating Disbursements**	- Occupancy, payroll, tax remittance, and customer refunds are assumed to be disbursed in their ordinary course. - Utilities are paid in accordance with standard utility provider terms; a utility deposit has been established pursuant to the utility motion.
(3) **Non-Operating Disbursements**	- Professional fees only include those associated with the restructuring and litigation efforts, with most subject to a 20% holdback. Budgeted professional fees for the Creditors' Committee advisors are funded into the Carve-Out Reserve Account at the end of each applicable month in accordance with Paragraph 8(e) of the Final Cash Collateral Order. In addition, budgeted professional fees for (i) Restructuring Counsel and Delaware Counsel (effective January 2016); and (ii) Restructuring Advisors (effective April 2016) are funded into the Carve-Out Reserve Account at the end of each applicable month. Other professional fees are included in G&A. - Employee termination costs and retention payments are projected to be paid in accordance to planned termination dates or employment agreement expiration dates. - Interest is calculated based on the default rate of 10.94% of the average debt balance, plus a monthly contractual agent fee, paid in arrears the first business day of each month. - Lender legal fees are for secured lenders' counsel.
(4) **Debt Payments**	- Week ending cash balances in excess of $3.0M will be remitted to the prepetition agent in the subsequent week
(5) **Employee Liabilities**	- "Employee Liabilities as of April 3, 2016" sets forth such aggregate liabilities as accrued since the Third Amendment (vacation amounts will continue to accrue), inclusive of additional retention and severance amounts resulting from the extension of certain employee terms from 12/31/15 to 03/31/16 ("First Extended Term") and the additional retention and severance amounts resulting from the extension of certain employee terms from 3/31/16 to 06/30/16 ("Second Extended Term"). In addition, retention and severance amounts resulting from the extension of certain employee terms from 6/1/16 and 6/30/16 to 9/30/16 or 12/1/16 ("Further Extended Terms") is also included in the "Employee Liabilities as of April 3, 2016". While the budget makes assumptions as to the termination dates of employees, if employees are terminated earlier or later than assumed, amounts not projected during the applicable period may become due and payable for severance, retention payments, and associated obligations, which amounts may exceed the amounts assumed to be paid during the period covered by the projections. The accompanying schedule is intended to set forth, pursuant to this budget, the aggregate liabilities that must be paid upon termination and therefore are included in the Carve-Out.

USA Discounters, Ltd.
CASH COLLATERAL BUDGET - PROFESSIONAL FEES (ACCRUAL AND CASH BASIS)
($000's in USD)

	Aug/Sep-15[1]	Oct-15	Nov-15	Dec-15	Jan-16	Feb-16	Mar-16	Apr-16	May-16	Jun-16	Jul-16	Total
Professional Fees - Accrual Basis												
Restructuring Counsel	$ (373)	$ (300)	$ (300)	$ (300)	$ (300)	$ (300)	$ (300)	$ (300)	$ (300)	$ (300)	$ (300)	$ (3,373)
Restructuring Advisors	(385)	(312)	(312)	(312)	(312)	(312)	(312)	(250)	(250)	(250)	(250)	(3,257)
KCC	(102)	(180)	(66)	(62)	(127)	(64)	(17)	(35)	(93)	(25)	(25)	(796)
UCC (Counsel/FA)	(265)	(265)	(265)	(265)	(265)	(265)	(265)	(265)	(265)	(265)	(265)	(2,915)
Troutman Sanders LLP	(98)	(80)	(80)	(80)	(80)	(110)	(200)	(200)	(150)	(120)	(120)	(1,318)
Delaware Counsel	(51)	(40)	(40)	(40)	(40)	(40)	(40)	(40)	(40)	(40)	(40)	(451)
Holland & Hart LLP	(63)	(40)	(40)	(40)	(40)	(40)	(40)	(40)	(40)	(40)	(40)	(463)
Goodwin Procter	-	-	-	-	-	(17)	(75)	(125)	(125)	(125)	(125)	(592)
DiConza	(18)	(8)	-	-	-	-	-	-	-	-	-	(26)
UST Fees	(7)	-	-	(13)	-	-	(13)	-	-	(13)	-	(46)
Corporate Counsel	-	-	(40)	(40)	-	-	-	-	-	-	-	(80)
Total	**$ (1,362)**	**$ (1,225)**	**$ (1,143)**	**$ (1,152)**	**$ (1,164)**	**$ (1,148)**	**$ (1,262)**	**$ (1,255)**	**$ (1,263)**	**$ (1,178)**	**$ (1,165)**	**$ (13,317)**
Secured Creditors (Counsel/FA)	(141)	(125)	(125)	(125)	(125)	(125)	(125)	(125)	(125)	(125)	(125)	(1,391)
Total Professional Fees	**$ (1,503)**	**$ (1,350)**	**$ (1,268)**	**$ (1,277)**	**$ (1,289)**	**$ (1,273)**	**$ (1,387)**	**$ (1,380)**	**$ (1,388)**	**$ (1,303)**	**$ (1,290)**	**$ (14,708)**

(1) Represents professional fees accrued between 8/25/15 - 9/30/15.

	Aug/Sep-15	Oct-15	Nov-15	Dec-15	Jan-16	Feb-16	Mar-16	Apr-16	May-16	Jun-16	Jul-16	Total
Professional Fees - Approximate Cash Basis [2]												
Restructuring Advisors	$ -	$ (360)	$ (319)	$ (277)	$ (291)	$ (307)	$ (281)	$ (312)	$ -	$ -	$ -	$ (2,147)
Secured Creditors (Counsel/FA)	(30)	(27)	(58)	(92)	-	(48)	(53)	(175)	(125)	(125)	(125)	(858)
Carve-Out Reserve Account (Professional Fees)	-	(530)	-	(530)	(444)	(605)	(605)	(855)	(855)	(855)	(855)	(6,134)
All Others	-	(229)	(192)	(419)	(68)	(238)	(147)	(538)	(476)	(345)	(266)	(2,918)
Total	$ (30)	$ (1,146)	$ (569)	$ (1,319)	$ (803)	$ (1,198)	$ (1,086)	$ (1,880)	$ (1,456)	$ (1,325)	$ (1,246)	$ (12,057)

(2) A holdback of 20% of fees is applied to all estate professionals. No holdback is applied as to restructuring advisors and counsel/FA for the secured creditors. Requests to approve and allow the payment of holdbacks occurs in three month intervals, through the filing of the Interim Fee Application Request, no later than the 20th day following the end of the interim fee period, with an objection period of 21 days. The first interim fee period was through October 31, 2015, and the second was through the three-month period which ended January 31, 2016. The third period will be through the three-month period ending April 30, 2016. The fourth period will be through the three-month period ending July 31, 2016, or such earlier time as may be determined.

Pre-Filing Commitments

	Current Headcount	Retention Estimate	Severance (1) Estimate	Total Estimate
Corporate	12	$ 209,393	$ 54,155	$ 263,548
Collections / Legal	63	326,781	196,741	523,522
Total Employee Liabilities as of April 3, 2016	**75**	**$ 536,174**	**$ 250,896**	**$ 787,070**
Total Employee Liabilities as of August 24, 2015	**162**	**$ 914,221**	**$ 488,799**	**$ 1,403,020**
Variance	*87*	*$ 378,047*	*$ 237,903*	*$ 615,950*

Post-Filing Commitments

	Current Headcount	First/Second (2) Extended Term Retention	First/Second (3) Extended Term Severance	Further (4) Extended Term Retention	Further (5) Extended Term Severance	Vacation (6) Estimate	Total Estimate
Corporate	12	$ -	$ -	$ 38,414	$ 14,563	$ 29,458	$ 82,435
Collections / Legal	63	191,432	13,495	207,546	15,374	37,525	465,372
Total Employee Liabilities as of April 3, 2016	**75**	**$ 191,432**	**$ 13,495**	**$ 245,960**	**$ 29,937**	**$ 66,983**	**$ 547,807**

(1) One week of pay for each full year of employment. Severance will not be paid until the time of final termination.

(2) Additional post-petition retention amounts as outlined in the three-month employee extension plan through March 31, 2016 ("First Extended Term") and through June 30, 2016 ("Second Extended Term").

(3) Additional incremental post-petition severance amounts related to the three-month employee extension plan through March 31, 2016 ("First Extended Term") and through June 30, 2016 ("Second Extended Term"). These amounts are related to those employees who will earn an extra week of severance because their respective hire date falls between January 1, 2016 and June 30, 2016.

(4) Additional post-petition retention amounts as outlined in the three-month and six-month employee extension plan through September 30, 2016 and December 1, 2016 ("Further Extended Terms").

(5) Additional incremental post-petition severance amounts related to the three-month and six-month employee extension plan through September 30, 2016 and December 1, 2016 ("Further Extended Terms"). These amounts are related to those employees who will earn an extra week of severance because their respective hire date falls between June 1, 2016 and December 1, 2016.

(6) Accrued since August 24, 2015. Vacation will continue to accrue and be paid at final termination or taken in accordance with company policy.