

UNITED STATES BANKRUPTCY COURT
FOR THE DISTRICT OF DELAWARE

In re DSI HOLDINGS, INC., et al

Case No. 11-11941
Reporting Period: 10/29/11

Federal Tax I.D.# 51-0649441

CORPORATE MONTHLY OPERATING REPORT

File with Court and submit copy to United States Trustee within 20 days after end of month and submit a copy of the report to any official committee appointed in the case.

REQUIRED DOCUMENTS	Form No.	Document Attached	Explanation Attached
Schedule of Cash Receipts and Disbursements	MOR-1	X	
Bank Reconciliation (or copies of debtor's bank reconciliations)	MOR-1 (CON'T)	X	
Copies of bank statements			
Cash disbursements journals			
Statement of Operations	MOR-2	X	
Balance Sheet	MOR-3	X	
Status of Post-petition Taxes	MOR-4	X	
Copies of IRS Form 6123 or payment receipt			
Copies of tax returns filed during reporting period			
Summary of Unpaid Post-petition Debts	MOR-4	X	
Listing of aged accounts payable			
Accounts Receivable Reconciliation and Aging	MOR-5	X	
Taxes Reconciliation and Aging	MOR-5		
Payments to Insiders and Professional	MOR-6	X	
Post Petition Status of Secured Notes, Leases Payable	MOR-6		
Debtor Questionnaire	MOR-7	X	

I declare under penalty of perjury (28 U.S.C. Section 1746) that this report and the attached documents are true and correct to the best of my knowledge and belief.

Signature of Debtor



Date

12/15/11

Signature of Authorized Individual*

Date

Barry Sisson

Printed Name of Authorized Individual

Assistant Treasurer

Title of Authorized Individual

*Authorized individual must be an officer, director or shareholder if debtor is a corporation; a partner if debtor is a partnership; a manager or member if debtor is a limited liability company.



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SCHEDULE OF DISBURSEMENTS**DSI Holdings and Subsidiaries****Case 11-11941****Reporting Period 10/2/11 - 10/29/11**

Entity	DSI Holdings, Inc.	Deb Shops, Inc.	D.B. Interest, Inc	D.B. Know, Inc.	Deb E-Commerce, Inc.	Deb Fashions of Florida, Inc.
Case number (11-	11941	11942	11944	11946	11949	11951
FEIN	51-0649441	23-1913593	23-2414614	51-0348233 (inactive)	23-2846948	59-2738789 (inactive)
total disbursements	1,660,038.61	-	-	-	-	-
LESS: TRANSFERS TO DEBTOR IN POSSESSION ACCOUNTS	-	-	-	-	-	-
PLUS: ESTATE DISBURSEMENTS MADE BY OUTSIDE SOURCES (i.e. from escrow accounts)	-	-	-	-	-	-
TOTAL DISBURSEMENTS FOR CALCULATING U.S. TRUSTEE QUARTERLY FEES	1,660,038.61	-	-	-	-	-

****The debtor's disbursements are reported**

on a consolidated basis.

SCHEDULE OF DISBURSEMENTS**DSI Holdings and Subsidiaries****Case 11-11941****Reporting Period 10/2/11 - 10/29/11**

Entity	Deb of Arkansas, Inc.	Deb of California, Inc.	Deb of Colorado, Inc.	Deb of Connecticut, Inc.	Deb of Delaware, Inc.	Deb of Illinois, Inc.
Case number (11-	11953	11956	11958	11960	11963	11965
FEIN	52-1439052	23-2546639	52-1439078	06-1158275	51-0290500	36-3414715
total disbursements	-	-	-	-	-	-
LESS: TRANSFERS TO DEBTOR IN POSSESSION ACCOUNTS	-	-	-	-	-	-
PLUS: ESTATE DISBURSEMENTS MADE BY OUTSIDE SOURCES (i.e. from escrow accounts)	-	-	-	-	-	-
TOTAL DISBURSEMENTS FOR CALCULATING U.S. TRUSTEE QUARTERLY FEES	-	-	-	-	-	-

****The debtor's disbursements are reported**

on a consolidated basis.

SCHEDULE OF DISBURSEMENTS**DSI Holdings and Subsidiaries****Case 11-11941****Reporting Period 10/2/11 - 10/29/11**

Entity	Deb of Indiana, Inc.	Deb of Kansas, Inc.	Deb of Kentucky, Inc.	Deb of Maine, Inc.	Deb of Massachusetts, Inc.	Deb of Michigan, Inc
Case number (11-	11943	11945	11947	11948	11950	11952
FEIN	35-1663302	52-1438774	52-1439046	52-1439086	04-2901387	38-2645454
total disbursements	-	-	-	-	-	-
LESS: TRANSFERS TO DEBTOR IN POSSESSION ACCOUNTS	-	-	-	-	-	-
PLUS: ESTATE DISBURSEMENTS MADE BY OUTSIDE SOURCES (i.e. from escrow accounts)	-	-	-	-	-	-
TOTAL DISBURSEMENTS FOR CALCULATING U.S. TRUSTEE QUARTERLY FEES	-	-	-	-	-	-

****The debtor's disbursements are reported**

on a consolidated basis.

SCHEDULE OF DISBURSEMENTS**DSI Holdings and Subsidiaries****Case 11-11941****Reporting Period 10/2/11 - 10/29/11**

Entity	Deb of Montana, Inc.	Deb of Nebraska, Inc.	Deb of New Hampshire, Inc.	Deb of New Jersey, inc.	Deb of New Mexico, Inc.	Deb of New York, Inc.
Case number (11-	11954	11955	11957	11959	11961	11962
FEIN	54-2191019	93-0910655	02-0395651	27-0408875 (inactive)	23-2662538	22-2673898
total disbursements	-	-	-	-	-	-
LESS: TRANSFERS TO DEBTOR IN POSSESSION ACCOUNTS	-	-	-	-	-	-
PLUS: ESTATE DISBURSEMENTS MADE BY OUTSIDE SOURCES (i.e. from escrow accounts)	-	-	-	-	-	-
TOTAL DISBURSEMENTS FOR CALCULATING U.S. TRUSTEE QUARTERLY FEES	-	-	-	-	-	-

****The debtor's disbursements are reported**

on a consolidated basis.

SCHEDULE OF DISBURSEMENTS**DSI Holdings and Subsidiaries****Case 11-11941****Reporting Period 10/2/11 - 10/29/11**

Entity	Deb of North Dakota, Inc.	Deb of Oregon, Inc.	Deb of Pennsylvania, Inc.	Deb of Rhode Island, Inc.	Deb of South Carolina, Inc.
Case number (11-	11967	11969	11972	11974	11976
FEIN	23-2546640	23-2563731	51-0649441 (inactive)	05-0419362	23-2649451
total disbursements	-	-	-	-	-
LESS: TRANSFERS TO DEBTOR IN POSSESSION ACCOUNTS	-	-	-	-	-
PLUS: ESTATE DISBURSEMENTS MADE BY OUTSIDE SOURCES (i.e. from escrow accounts)	-	-	-	-	-
TOTAL DISBURSEMENTS FOR CALCULATING U.S. TRUSTEE QUARTERLY FEES	-	-	-	-	-

****The debtor's disbursements are reported**

on a consolidated basis.

SCHEDULE OF DISBURSEMENTS**DSI Holdings and Subsidiaries****Case 11-11941****Reporting Period 10/2/11 - 10/29/11**

Entity	Deb of South Dakota, Inc.	Deb of Tennessee, inc.	Deb of Texas, Inc.	Deb of Utah, Inc.	Deb of Vermont, Inc.	Deb of Virginia, Inc.
Case number (11-	11978	11980	11983	11985	11986	11988
FEIN	23-2517109	62-1261850	75-2081523	23-2691619	06-1625735	62-1262145
total disbursements	-	-	-	-	-	-
LESS: TRANSFERS TO DEBTOR IN POSSESSION ACCOUNTS	-	-	-	-	-	-
PLUS: ESTATE DISBURSEMENTS MADE BY OUTSIDE SOURCES (i.e. from escrow accounts)	-	-	-	-	-	-
TOTAL DISBURSEMENTS FOR CALCULATING U.S. TRUSTEE QUARTERLY FEES	-	-	-	-	-	-

****The debtor's disbursements are reported**

on a consolidated basis.

SCHEDULE OF DISBURSEMENTS**DSI Holdings and Subsidiaries****Case 11-11941****Reporting Period 10/2/11 - 10/29/11**

Entity	Deb of Washington, Inc.	Deb of West Virginia, inc.	Deb of Wisconsin, Inc.	Deb of Wyoming, Inc.	Deb Shops, Inc.	Deb Shops of Alabama, Inc.
Case number (11-	11991	11964	11966	11968	11970	11971
FEIN	23--2546641	31-1160463	39-1540481	91-2150863	23-1395111	52-1438513 (inactive)
total disbursements	-	-	-	-	-	-
LESS: TRANSFERS TO DEBTOR IN POSSESSION ACCOUNTS	-	-	-	-	-	-
PLUS: ESTATE DISBURSEMENTS MADE BY OUTSIDE SOURCES (i.e. from escrow accounts)	-	-	-	-	-	-
TOTAL DISBURSEMENTS FOR CALCULATING U.S. TRUSTEE QUARTERLY FEES	-	-	-	-	-	-

****The debtor's disbursements are reported**

on a consolidated basis.

SCHEDULE OF DISBURSEMENTS**DSI Holdings and Subsidiaries****Case 11-11941****Reporting Period 10/2/11 - 10/29/11**

Entity	Deb Shops of Arizona, Inc.	Deb Shops of Georgia, Inc.	Deb Shops of Idaho, Inc.	Deb Shops of Iowa, Inc.	Deb Shops of Louisiana, Inc.
Case number (11-	11973	11975	11977	11979	11981
FEIN	23-3011656	52-1438762	23-2654575	52-1438561	72-1221040
total disbursements	-	-	-	-	-
LESS: TRANSFERS TO DEBTOR IN POSSESSION ACCOUNTS	-	-	-	-	-
PLUS: ESTATE DISBURSEMENTS MADE BY OUTSIDE SOURCES (i.e. from escrow accounts)	-	-	-	-	-
TOTAL DISBURSEMENTS FOR CALCULATING U.S. TRUSTEE QUARTERLY FEES	-	-	-	-	-

****The debtor's disbursements are reported**

on a consolidated basis.

DSI HOLDINGS INC., et al
 Debtor
 Case No: 11-11941
 MOR-2 Statement of Operations
 10/29/2011

REVENUES	10/29/2011	CUMULATIVE FILING TO DATE
Gross Revenues	\$0	\$72,742,270
Less: Returns and Allowances		
Net Revenue	\$0	\$72,742,270
COST OF GOODS SOLD		
Beginning Inventory	\$0	\$30,489,572
Add: Purchases	\$0	\$46,840,721
Add: Cost of Labor		\$0
Add: Other Costs (<i>attach schedule</i>)	\$0	\$455,347
Less: Ending Inventory*	\$0	\$0
Cost of Goods Sold	\$0	\$41,527,856
Gross Profit	\$0	\$31,214,414
OPERATING EXPENSES		
Advertising	\$0	\$538,221
Auto and Truck Expense	\$0	\$87,136
Bad Debts	\$0	\$0
Contributions	\$0	\$0
Employee Benefits Programs	\$0	\$0
Officer/Insider Compensation*	\$0	\$1,337,055
Insurance	\$0	\$810,285
Management Fees/Bonuses	\$0	\$200,001
Office Expense	\$0	\$25,267
Pension & Profit-Sharing Plans	\$0	\$0
Repairs and Maintenance	\$0	\$568,732
Rent and Lease Expense	\$0	\$8,710,603
Salaries/Commissions/Fees	\$0	\$12,026,365
Supplies		\$0
Taxes - Payroll	\$0	\$1,281,733
Taxes - Real Estate	\$0	\$695,509
Taxes - Other	\$0	\$94,463
Travel and Entertainment	\$0	\$200,618
Utilities	\$0	\$1,641,011
Other (<i>attach schedule</i>)	\$0	\$3,034,244
Total Operating Expenses Before Depreciation		
Depreciation	\$0	\$31,251,242
Depreciation/Depletion/Amortization	\$0	\$1,966,149
Net Profit (Loss) Before Reorganization Items	\$0	(\$2,002,976)
OTHER INCOME AND EXPENSES		
Other Income (<i>attach schedule</i>)	\$0	\$121,507
Interest Expense	\$0	\$57,140
Other Expense (<i>attach schedule</i>)	\$0	\$7,335,185
Net Profit (Loss) Before Reorganization Items	\$0	(\$9,273,795)
REORGANIZATION ITEMS		
Professional Fees	\$0	\$4,968,553
U.S. Trustee Quarterly Fees	\$0	\$18,200
Interest Earned on Accumulated Cash from Chapter 11 (see continuation sheet)		
	\$0	\$0
Gain (Loss) from Sale of Equipment*	\$0	\$0
Other Reorganization Expenses (<i>attach schedule</i>)	\$0	\$0
Total Reorganization Expenses	\$0	\$4,986,753
Income Taxes	\$0	\$0
Net Profit (Loss)	\$0	(\$14,260,548)

In re DSI HOLDINGS INC., et al
Debtor

Case No. 11-11941
Reporting Period: 10/29/2011

STATEMENT OF OPERATIONS (Income Statement)
Other Cost of Goods Sold Detail

	Month	Cumulative Filing To Date
Monthly Freight Out Costs	-	1,462,862
Monthly Freight In Costs	-	63,567
Monthly Discounts	-	(1,052,393)
Purchase Price Variance	-	(18,689)
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		455,347

STATEMENT OF OPERATIONS (Income Statement)
Other Operating Expenses Detail

	Month	Cumulative Filing To Date
MISC STORE EXP	-	194,477
LOSS PREVENTION	-	44,270
TELEPHONE	-	207,817
REFUSE	-	194,544
EXTERMINATOR	-	9,253
STORE SUPPLIES	-	363,722
BUYERS TRAVEL & EXPENSE	-	1,134
BUYING OFFICE	-	-
SUPERVISORS EXPENSE	-	41,985
DECORATORS EXPENSES	-	503
MISC EXP DC	-	209,773
VENDOR CHARGEBACKS	-	(28,689)
POSTAGE	-	49,600
BOXES, BAGS & HARDWARE	-	(94,106)
STOCK OPTION EXPENSE	-	69,000
TELEPHONE	-	71,811
ACCOUNTING FEES	-	157,183
LEGAL FEES	-	11,434
DATA PROC-SUPPLY EXP	-	242,698
CONTRIBUTIONS	-	-
MISC EXPENSE	-	29,738
DUES	-	28,095
SUBSCRIPTION	-	1,293
CORP TAXES & EXP	-	169,247
BANK CARD CHARGES	-	1,059,460
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	-	3,034,244

In re DSI HOLDINGS INC., et al
Debtor

Case No. 11-11941
Reporting Period: 10/29/2011

STATEMENT OF OPERATIONS (Income Statement)
Other Income Detail

	Month	Cumulative Filing To Date
INTEREST INCOME	-	391
OTHER INCOME	-	121,116
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	-	121,507

STATEMENT OF OPERATIONS (Income Statement)
Other Expense Detail

	Month	Cumulative Filing To Date
AMORT OF DEBT ISSUANCE COSTS	-	212,178
COMMITTMENT FEES	-	18,368
LEASEHOLD INTEREST AMORTIZATION	-	81,812
FIXED ASSET RETIREMENTS	-	67,731,432
STOLEN FUNDS	-	10,716
OTHER EXPENSE	-	(60,719,321)
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	-	7,335,185

Fixed asset retirements and other expense include gains and losses on sale relating to assets and assumption of liabilities in accordance with the terms of the asset purchase agreement approved by the court on September 13, 2011

DSI HOLDINGS, INC. & SUBSIDIARIES
DEBTOR
Case No. 11-11941
MOR-3
BALANCE SHEET

	BOOK VALUE AT END OF CURRENT REPORTING MONTH	BOOK VALUE AT END OF PRIOR REPORTING MONTH	BOOK VALUE ON PETITION DATE OR SCHEDULE
	October 29, 2011 (Unaudited)	October 1, 2011 (Unaudited)	July 2, 2011 (Unaudited)
ASSETS			
CURRENT ASSETS			
Cash and cash equivalents	\$ -	\$ -	\$ 8,305,700
Merchandise inventories	- -	- -	30,489,572
Prepaid expenses and other	- -	- -	11,232,552
Prepaid and refundable income taxes	- -	- -	140,594
Total current assets	<u>- -</u>	<u>- -</u>	<u>50,168,418</u>
PROPERTY, PLANT AND EQUIPMENT			
Leasehold improvements	- -	- -	38,715,297
Furniture and equipment	- -	- -	17,633,800
Less accumulated depreciation and amortization	- -	- -	56,349,097
Net property, plant and equipment	<u>- -</u>	<u>- -</u>	<u>28,685,379</u>
OTHER ASSETS			
Debt acquisition costs, net	4,906,475	4,906,475	5,118,653
Tradename and trademark	- -	- -	29,948,000
Leasehold interests, net	- -	- -	909,463
Total other assets	<u>4,906,475</u>	<u>4,906,475</u>	<u>35,976,116</u>
Total assets	<u><u>\$ 4,906,475</u></u>	<u><u>\$ 4,906,475</u></u>	<u><u>\$ 113,808,252</u></u>
LIABILITIES AND STOCKHOLDERS' DEFICIT			
Liabilities not subject to compromise (Post-petition)			
Debtor in possession financing	\$ - -	\$ - -	\$ - -
Trade accounts payable	- -	- -	2,759,140
Accrued expenses and other	- -	- -	1,886,363
Accrued interest and fees	- -	- -	1,042
Total post petition liabilities	<u>- -</u>	<u>- -</u>	<u>4,646,546</u>
Liabilities subject to compromise (Pre-petition)			
Secured debt	121,520,006	121,520,006	196,520,006
Priority debt*	968,352	968,352	6,482,079
Unsecured debt	<u>50,046,872</u>	<u>50,046,872</u>	<u>61,110,555</u>
Total pre-petition liabilities	<u>172,535,230</u>	<u>172,535,230</u>	<u>264,112,640</u>
Total liabilities	172,535,230	172,535,230	268,759,186
Stockholders' Deficit			
Common Stock, par value \$.01 a share:			
Authorized - 1,150,000 shares			
Issued and outstanding- 100,000 shares	1,000	1,000	1,000
Additional paid in capital	135,687,879	135,687,879	135,618,879
Accumulated comprehensive loss	- -	- -	- -
Accumulated deficit	<u>(303,317,634)</u>	<u>(303,317,634)</u>	<u>(290,570,813)</u>
Total stockholders' deficit	<u>(167,628,755)</u>	<u>(167,628,755)</u>	<u>(154,950,934)</u>
Total liabilities and stockholders' deficit	<u><u>\$ 4,906,475</u></u>	<u><u>\$ 4,906,475</u></u>	<u><u>\$ 113,808,252</u></u>

DSI Holdings and Subsidiaries**Case 11-11941****MOR 4****STATUS OF POSTPETITION TAXES****Reporting Period 10/2/11 - 10/29/11**

Payroll withholding taxes	Beginning Tax Liability	Amount Withheld or Accrued	Amount Paid	Date Paid	Check No. or EFT	Ending Tax Liability
Withholding	-	-	-			-
						-
end of month accrual	-					-
Total Payroll related Taxes	-	-	-			-
State and Local Sales Taxes						
Sales and Use taxes	-	-	-			-
** See attached for detail breakout						
Total State and Local Sales Tax	-	-	-			-
Total Taxes						
	-	-	-			-

****Postpetition taxes payable by the debtor were assumed in accordance with the asset purchase agreement entered and approved by the court on September 13, 2011.**

DSI Holdings and Subsidiaries**Case 11-11941****MOR-4****SUMMARY OF UNPAID POST PETITION DEBTS****Reporting Period 10/2/11 - 10/29/11**

	Number of Days Past Due				
	Current	0-30	31-60	61 and over	Total
Trade accounts Payable	-				-
Accrued Purchases	-				-
Wages Payable	-				-
Taxes Payable	-				-
Rent/Leases-Building	-				-
Rent/Leases-Equipment					-
Secured Debt/Adequate Protection Payments					-
Professional Fees					-
Amounts Due to Insiders*					-
Other:	-				-
Other:					-
Total Debts	-	-	-	-	-

****Postpetition liabilities of the debtor were assumed in accordance with the asset purchase agreement
entered and approved by the court on September 13, 2011.**

DSI Holdings and Subsidiaries**Case 11-11941****MOR-5****ACCOUNTS RECEIVABLE RECONCILIATION AND AGING****Reporting Period 10/2/11 - 10/29/11**

Accounts Receivable Reconciliation	Amount
Total Accounts Receivable at the beginning of the reporting period	-
Plus: Credit card sales during the period (net of fees)	-
Less: Credit card sales collected during the period	-
Total Accounts Receivable at the end of the reporting period	-

Accounts Receivable Aging	0-30 Days	31-60 Days	61-90 Days	91 + Days	Total
0 - 30 days old	-				
31 - 60 days old					
61 - 90 days old					
91 + days old					
Total Accounts Receivable	-	-	-	-	-
Less: Bad Debts (Amount considered uncollectible)					
Net Accounts Receivable	-				

****The debtor's accounts receivable were acquired in accordance with the asset purchase agreement entered and approved by the court on September 13, 2011.**

PROFESSIONALS					
NAME	DATE OF COURT ORDER(S) AUTHORIZING PAYMENT	AMOUNT APPROVED	AMOUNT PAID	TOTAL PAID TO DATE	TOTAL INCURRED & UNPAID*
Weil, Gotshal & Manges	9/27/2011 & 10/21/2011	635,248	-	-	981,051
Otterbourg, Steindler, Houston & Rosen, P.C.	9/22/2011 & 10/6/2011	194,194	60,039	156,789	97,880
Richards, Layton & Finger, P.A.	9/27/2011	87,333	-	-	161,293
Pepper Hamilton LLP	9/13/2011 & 10/17/11	29,163	-	12,369	24,250
WTAS LLC	10/4/2011 & 10/25/11	235,073	-	-	421,829
Mesirow Financial Consulting LLC	9/22/2011 & 10/18/11	66,880	-	53,512	90,096
Rothschild, Inc.	Pending (see below)		1,600,000	1,600,000	461,193
TOTAL PAYMENTS TO PROFESSIONALS		1,247,891	1,660,039	1,822,670	2,237,592

*INCLUDE ALL FEES INCURRED, BOTH APPROVED AND UNAPPROVED

As noted in their first interim application for compensation, filed on December 14, 2011 (docket #567), Rothschild has previously received payment in the amount of \$1.6 million on account of their completion fee. A hearing on this application is scheduled for February 16, 2012 at 3:00PM.

DEBTOR QUESTIONNAIRE

Must be completed each month. If the answer to any of the questions is "Yes", provide a detailed explanation of each item. Attach additional sheets if necessary		Yes	No
1	Have any assets been sold or transferred outside the normal course of business this reporting period?		X
2	Have any funds been disbursed from any account other than a debtor in possession account this reporting period?		X
3	Is the Debtor delinquent in the timely filing of any post-petition tax returns?		X
4	Are workers compensation, general liability or other necessary insurance coverages expired or cancelled, or has the debtor received notice of expiration or cancellation of such policies?		X
5	Is the Debtor delinquent in paying any insurance premium payment?		X
6	Have any payments been made on pre-petition liabilities this reporting period?		X
7	Are any post petition receivables (accounts, notes or loans) due from related parties?		X
8	Are any post petition payroll taxes past due?		X
9	Are any post petition State or Federal income taxes past due?		X
10	Are any post petition real estate taxes past due?		X
11	Are any other post petition taxes past due?		X
12	Have any pre-petition taxes been paid during this reporting period?		X
13	Are any amounts owed to post petition creditors delinquent?		X
14	Are any wage payments past due?		X
15	Have any post petition loans been received by the Debtor from any party?		X
15	Is the Debtor delinquent in paying any U.S. Trustee fees?		X
17	Is the Debtor delinquent with any court ordered payments to attorneys or other professionals?		X
18	Have the owners or shareholders received any compensation outside of the normal course of business?		X