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Proposed Attorneys for Debtors and Debtors-in-Possession

**UNITED STATES BANKRUPTCY COURT
 SOUTHERN DISTRICT OF NEW YORK**

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	:	
In re:	:	Chapter 11
	:	
ONE PRICE CLOTHING STORES, INC., et al.,	:	Cases No. 04-40329 through 04-40331 (CB)
	:	
Debtors.	:	Jointly Administered
	:	
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FILED
 11:55 AM '04
 U.S. DISTRICT COURT
 SOUTHERN DISTRICT OF NEW YORK

**NOTICE OF COMMENCEMENT OF CHAPTER 11
 CASES AND FIRST DAY MOTIONS AND HEARING**

PLEASE TAKE NOTICE that on February 9, 2004, the above-captioned debtors and debtors-in-possession (collectively, the "Debtors"),¹ filed separate, voluntary petitions for relief in the United States Bankruptcy Court for the Southern District of New York (the "Court") under Chapter 11 of the United States Bankruptcy Code;

PLEASE TAKE FURTHER NOTICE that in connection with the commencement of their cases, the Debtors have filed the following affidavits, motions and applications (the "Motions"):

1. Case Conference Order;

¹ The Debtors are One Price Clothing Stores, Inc., One Price Clothing of Puerto Rico, Inc., and One Price Clothing, U.S. Virgin Islands, Inc.

2. Affidavit of Grant Gibson in Support of First Day Motions;
3. Affidavit of Grant Gibson Pursuant to Local Bankruptcy Rule 1007-2;
4. Motion Pursuant to Bankruptcy Rule 1015(b) for Joint Administration and Procedural Consolidation of Cases;
5. Motion Pursuant to Bankruptcy Rule 1007(c) to Extend Time to File Schedules of Assets and Liabilities, Statement of Financial Affairs, and Schedule of Executory Contracts and Unexpired Leases;
6. Motion Pursuant to Bankruptcy Code § 105(a) and Bankruptcy Rule 2002 for Authority to Limit Notice and to Establish Notice Procedures;
7. Motion for an Order Authorizing the Payment of Pre-Petition Wages and Salaries and the Payment and Honoring of Other Pre-Petition Employee Benefits;
8. Motion Pursuant to Bankruptcy Code § 105(a) for an Order Authorizing (i) Continuation of Severance Programs and (ii) Payment of Pre-Petition Severance Obligations;
9. Motion for Order Pursuant to Bankruptcy Code § 105 Authorizing Payment of Pre-Petition Customs Duties;
10. Motion Pursuant to Bankruptcy Code § 105(a) for Authority to Pay Pre-Petition Sales and Use Taxes;
11. Motion Pursuant to Bankruptcy Code § 105(a) for an Order Authorizing Debtors to Honor Customer Return and Credit Policies;
12. Motion Pursuant to Bankruptcy Code §105(a) for Order Authorizing Continued Use of Cash Management System, Existing Bank Accounts, Checks and Business Forms;
13. Motion for an Order Authorizing Debtors to Continue Ongoing “Going Out of Business” Sales;
14. *Ex Parte* Motion for an Order Shortening Time Pursuant to Fed. R. Bankr. P. 2002(a) and 9006(c) with Respect to a Hearing on the Motion of Debtors’ for an Order Authorizing (I) the Debtors to Conduct Going Out of Business Sales Pursuant to Sections 105 and 363 of the Bankruptcy Code, and (II) Entry into an Agency Agreement with a Liquidation Agent;
15. Motion Pursuant to Bankruptcy Code §§ 327(a) and 328(a) and Bankruptcy Rule 2014 for Authorization to Retain Morgan, Lewis & Bockius LLP as Attorneys for the Debtors;

16. Motion Pursuant to 28 U.S.C. § 156(c) and Local Bankruptcy Rule 5075-1 for an Order Authorizing the Retention and Employment of Bankruptcy Services, LLC as Notice and Claims Agent;
17. Motion Pursuant to Bankruptcy Code §§ 327(a) and 328(a) and Bankruptcy Rule 2014 for an Order Authorizing the Retention of Clear Thinking Group, Inc. as Financial Advisor; and
18. Motion for Interim and Final Orders (i) Authorizing Debtors to Obtain Post-Petition Financing Pursuant to Sections 105, 361, 362, 363, 364(c)(1), 364(c)(2), 364(c)(3), and 364(d)(1) of the Bankruptcy Code, (ii) Granting Adequate Protection to Pre-Petition Secured Lenders, and (iii) Scheduling Final Hearing Pursuant to Rule 4001(c) of the Federal Rules of Bankruptcy Procedure;

PLEASE TAKE FURTHER NOTICE that the Court, the Honorable Judge Cornelius Blackshear, One Bowling Green, New York, NY, Room 601, will consider certain of the Motions at 4:30 p.m. on February 9, 2004 and will consider the remaining Motions at 3:00 p.m., February 18, 2004;

PLEASE TAKE FURTHER NOTICE that any party that would like to obtain a copy of any of the Motions should contact Leonard Klingbaum, Esq. or Amanda Waller, Esq. at (212) 309-6000.

Dated: New York, New York
February 9, 2004

MORGAN, LEWIS & BOCKIUS LLP

By: /s/ Neil E. Herman
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