

Hearing Date: April 22, 1999
Time: 10:00 A.M.

UNITED STATES BANKRUPTCY COURT
SOUTHERN DISTRICT OF NEW YORK

In re:

BRADLEES STORES, INC., et al.,

Debtors.

*
* Chapter 11
* Case Nos. 95 B 42777
* through 95 B 42784 (BRL)
*
*
* (Jointly Administered)
*

FINAL FEE APPLICATION OF GOODWIN, PROCTER & HOAR LLP
FOR FEES AND EXPENSES FOR THE PERIOD
BEGINNING JANUARY 1, 1999 AND ENDING FEBRUARY 2, 1999,
FOR FINAL ALLOWANCE OF ALL FEES AND REIMBURSEMENT OF EXPENSES
INCURRED DURING PENDENCY OF CHAPTER 11 CASES,
AND FOR PAYMENT OF FEES HELD BACK BY THE COURT

Goodwin, Procter & Hoar LLP (“GP&H”), as special corporate counsel for Bradlees Stores, Inc., New Horizons of Yonkers, Inc., Bradlees, Inc., Bradlees Administrative Co., Inc., Dostra Realty Co., Inc., Maximedia Services, Inc., New Horizons of Bruckner, Inc., and New Horizons of Westbury, Inc., debtors and debtors-in-possession herein (collectively, the “Debtors”), hereby applies to the Court pursuant to 11 U.S.C. §§ 330 and 331 of the Bankruptcy Code (the “Bankruptcy Code”), Bankruptcy Rule 2016(a), the Guidelines for Fees and Disbursements for Professionals in Southern District of New York Bankruptcy Cases (“Local Guidelines”) and the Guidelines issued by the Executive Office for the United States Trustee For Reviewing Applications for Compensation and Reimbursement of Expenses (“United States Trustees’ Guidelines”), for allowance and payment of compensation for professional services and

reimbursement of necessary expenses for the time period beginning January 1, 1999 through February 2, 1999 (the “Application Period”) (the “Final Fee Application”). In support of the Final Fee Application, GP&H respectfully represents as follows:

1. GP&H submits this Final Fee Application for allowance and payment of professional compensation in the total amount of \$202,177.00 and reimbursement of expenses in the total amount of \$8,573.88 for the Application Period, as further described below. In support of this Final Fee Application and as described below, GP&H submits the following exhibits:

- Exhibit A: Certification of Steven J. Comen in Connection with the Final Fee Application of Goodwin, Procter & Hoar.
- Exhibit B: Summaries and chronological details of time for which GP&H seeks allowance and payment.
- Exhibit C: Professional biographies of the attorneys rendering services in this case.
- Exhibit D: Summary Sheet pursuant to the United States Trustees’ Guidelines Section III A.
- Exhibit E: Summaries and details of disbursements for which GP&H seeks allowance and payment.

2. GP&H also submits this Final Fee Application for final allowance of all fees and reimbursement of all expenses incurred during the pendency of the Chapter 11 cases, beginning with the First Interim Application for Fees and Expenses through the Final Fee Application for the period between January 1, 1999 and February 2, 1999 (the “effective date”). Total fees incurred during this period are in the amount of \$1,998,635.00. Total expenses incurred during this period are in the amount of \$136,913.01. In support of this Final Fee Application, and as described below, GP&H submits the following exhibit:

- Exhibit F: Summary of all fees and expenses incurred during the pendency of the Chapter 11 cases.

3. Finally, GP&H submits this Final Fee Application for allowance and payment of all fees incurred but held back by the Court during the pendency of the litigation, beginning with the First Interim Application for Fees and Expenses through the Final Fee Application for the period between January 1, 1999 and February 2, 1999 (the “effective date”). Total fees held back during this period are in the amount of \$89,709.30. In support of this Final Fee Application, and as described below, GP&H submits the following exhibit:

Exhibit G: Summary of all fees incurred but held back by the Court during the pendency of the Chapter 11 cases.

BACKGROUND

4. On or about June 23, 1995 (the “Petition Date”), the Debtors filed voluntary petitions for reorganization under chapter 11 of the Bankruptcy Code. The Debtors continue to operate and manage their business and property as debtors-in-possession pursuant to sections 1107 and 1108 of the Bankruptcy Code.

5. By order of the Court dated June 23, 1995, GP&H was retained by the Debtors to serve as special corporate counsel for the 45 days following the Petition Date. On or about August 7, 1995, a final order was entered by this Court authorizing the Debtors to retain GP&H as special corporate counsel in the Debtors’ bankruptcy proceedings throughout the remainder of the bankruptcy proceedings.

6. With respect to the United States Trustees’ Guidelines Section II (B), GP&H hereby incorporates by reference the statement contained in Dewey Ballantine’s Tenth Interim fee application regarding the status of the Debtors’ bankruptcy proceeding.

7. This is GP&H’s Final Fee Application for compensation for professional services and reimbursement of necessary expenses from the estate. GP&H filed its First Interim Fee

Application on October 20, 1995. The First Interim Fee Application requested allowance and payment of professional compensation in the total amount of \$184,630.50 and reimbursement of expenses in the total amount of \$10,970.34. On or about November 20, 1995, this Court held a hearing on the First Interim Fee Application. Pursuant to an order entered by this Court dated November 22, 1995, Order Allowing Interim Compensation and Reimbursement of Expenses and Disbursements, this Court allowed GP&H professional compensation in the total amount of \$183,901.00 and reimbursement of expenses in the total amount of \$10,970.34. GP&H was reimbursed in full for its expenses and of the allowed amount of professional fees, GP&H was paid \$137,925.75. The remaining \$45,975.25 of fees which were allowed by this Court were held back pending further order of this Court.

8. GP&H filed its Second Interim Fee Application on January 20, 1996. The Second Interim Fee Application requested allowance and payment of professional compensation in the total amount of \$137,984 and reimbursement of expenses in the total amount of \$11,105.35. On or about February 15, 1996, this Court held a hearing on the Second Interim Fee Application. Pursuant to an order entered by this Court dated February 15, 1996, Order Allowing Interim Compensation and Reimbursement of Expenses and Disbursements, this Court allowed GP&H professional compensation in the total amount of \$137,984 and reimbursement of expenses in the total amount of \$11,105.35. GP&H was reimbursed in full for its expenses and of the allowed amount of professional fees, GP&H was paid \$124,185.60. The remaining \$13,798.40 of fees which were allowed by this Court were held back pending further order of this Court.

9. GP&H filed its Third Interim Fee Application on April 22, 1996. The Third Interim Fee Application requested allowance and payment of professional compensation in the total amount of \$149,123.50 and reimbursement of expenses in the total amount of \$7,598.21.

On or about June 25, 1996, this Court held a hearing on the Third Interim Fee Application. Pursuant to an order entered by this Court dated July 2, 1996, Order Allowing Interim Compensation and Reimbursement of Expenses and Disbursements, this Court allowed GP&H professional compensation in the total amount of \$149,123.50 and reimbursement of expenses in the total amount of \$7,598.21. GP&H was reimbursed in full for its expenses and of the allowed amount of professional fees, GP&H was paid \$134,211.15. The remaining \$14,912.35 of fees which were allowed by this Court were held back pending further order of this Court.

10. GP&H filed its Fourth Interim Fee Application on July 19, 1996. The Fourth Interim Fee Application requested allowance and payment of professional compensation in the total amount of \$150,233.00 and reimbursement of expenses in the total amount of \$5,398.59. On or about November 21, 1996, this Court held a hearing on the Fourth Interim Fee Application. Pursuant to an order entered by this Court dated July 2, 1996, Order Allowing Interim Compensation and Reimbursement of Expenses and Disbursements, this Court allowed GP&H professional compensation in the total amount of \$150,233.00 and reimbursement of expenses in the total amount of \$5,398.59. GP&H was reimbursed in full for its expenses and of the allowed amount of professional fees, GP&H was paid \$135,209.70. The remaining \$15,023.30 of fees which were allowed by this Court were held back pending further order of this Court.

11. GP&H filed its Fifth Interim Fee Application on October 18, 1996. The Fifth Interim Fee Application requested allowance and payment of professional compensation in the total amount of \$113,094.50 and reimbursement of expenses in the total amount of \$9,658.80. On or about November 21, 1996, this Court held a hearing on the Fifth Interim Fee Application. Pursuant to an order entered by this Court dated November 27, 1996, Order Allowing Interim Compensation and Reimbursement of Expenses and Disbursements, this Court allowed GP&H

professional compensation in the total amount of \$113,094.50 and reimbursement of expenses in the total amount of \$9,658.80.

12. GP&H filed its Sixth Interim Fee Application on January 21, 1997. The Sixth Interim Fee Application requested allowance and payment of professional compensation in the total amount of \$77,646.50 and reimbursement of expenses in the total amount of \$3,020.32. On or about February 18, 1997, this Court held a hearing on the Sixth Interim Fee Application. Pursuant to an order entered by this Court, Order Allowing Interim Compensation and Reimbursement of Expenses and Disbursements, this Court allowed GP&H professional compensation in the total amount of \$77,646.50 and reimbursement of expenses in the total amount of \$3,020.32. GP&H was reimbursed in full for its expenses and of the allowed amount of professional fees.

13. GP&H filed its Seventh Interim Fee Application on May 29, 1997. The Seventh Interim Fee Application requested allowance and payment of professional compensation in the total amount of \$175,060.50 and reimbursement of expenses in the total amount of \$40,064.25. On or about July 9, 1997, this Court held a hearing on the Seventh Interim Fee Application. Pursuant to an order entered by this Court, Order Allowing Interim Compensation and Reimbursement of Expenses and Disbursements, this Court allowed GP&H professional compensation in the total amount of \$175,060.50 and reimbursement of expenses in the total amount of \$40,064.25. GP&H was reimbursed in full for its expenses and of the allowed amount of professional fees.

14. GP&H filed its Eighth Interim Fee Application on September 29, 1997. The Eighth Interim Fee Application requested allowance and payment of professional compensation in the total amount of \$108,207.00 and reimbursement of expenses in the total amount of \$4,708.11.

On or about November 13, 1997, this Court held a hearing on the Eighth Interim Fee Application. Pursuant to an order entered by this Court, Order Allowing Interim Compensation and Reimbursement of Expenses and Disbursements, this Court allowed GP&H professional compensation in the total amount of \$108,207.00 and reimbursement of expenses in the total amount of \$4,708.11. GP&H was reimbursed in full for its expenses and of the allowed amount of professional fees.

15. GP&H filed its Ninth Interim Fee Application on January 29, 1998. The Ninth Interim Fee Application requested allowance and payment of professional compensation in the total amount of \$95,710.50 and reimbursement of expenses in the total amount of \$5,757.13. On or about March 12, 1998, this Court held a hearing on the Ninth Interim Fee Application. Pursuant to an order entered by this Court, Order Allowing Interim Compensation and Reimbursement of Expenses and Disbursements, this Court allowed GP&H professional compensation in the total amount of \$95,710.50 and reimbursement of expenses in the total amount of \$5,757.13. GP&H was reimbursed in full for its expenses and of the allowed amount of professional fees.

16. GP&H filed its Tenth Interim Fee Application on May 29, 1998. The Tenth Interim Fee Application requested allowance and payment of professional compensation in the total amount of \$92,892.00 and reimbursement of expenses in the total amount of \$3,321.11. On or about July 9, 1998, this Court held a hearing on the Tenth Interim Fee Application. Pursuant to an order entered by this Court, Order Allowing Interim Compensation and Reimbursement of Expenses and Disbursements, this Court allowed GP&H professional compensation in the total amount of \$92,892.00 and reimbursement of expenses in the total amount of \$3,321.11. GP&H was reimbursed in full for its expenses and of the allowed amount of professional fees.

17. GP&H filed its Eleventh Interim Fee Application on September 29, 1998. The Eleventh Interim Fee Application requested allowance and payment of professional compensation in the total amount of \$103,309.50 and reimbursement of expenses in the total amount of \$9,420.80. On or about November 10, 1998, this Court held a hearing on the Eleventh Interim Fee Application. Pursuant to an order entered by this Court, Order Allowing Interim Compensation and Reimbursement of Expenses and Disbursements, this Court allowed GP&H professional compensation in the total amount of \$103,309.50 and reimbursement of expenses in the total amount of \$9,420.80. GP&H was reimbursed in full for its expenses and of the allowed amount of professional fees.

18. GP&H filed its Twelfth Interim Fee Application on January 29, 1999. The Twelfth Interim Fee Application requested allowance and payment of professional compensation in the total amount of \$408,566.50 and reimbursement of expenses in the total amount of \$17,316.12. On or about March 11, 1999, this Court held a hearing on the Twelfth Interim Fee Application. Pursuant to an order entered by this Court, Order Allowing Interim Compensation and Reimbursement of Expenses and Disbursements, this Court allowed GP&H professional compensation in the total amount of \$408,556.50 and reimbursement of expenses in the total amount of \$17,316.12. GP&H was reimbursed in full for its expenses and of the allowed amount of professional fees.

19. Attached hereto as Exhibit A is the Certification of Steven J. Comen in Connection with the Final Fee Application of Goodwin, Procter & Hoar LLP, as required by the Local Guidelines.

**PROFESSIONAL COMPENSATION AND
EXPENSES SOUGHT BY THIS FINAL FEE APPLICATION**

20. During the Application Period, GP&H's personnel expended 745.8 hours in representing the Debtors as special corporate counsel. GP&H has categorized its services to the Debtors as follows: (i) Business Operations, (ii) Case Administration, (iii) Litigation, (iv) Employee Benefit Matters, (v) Labor and (vi) Real Estate. A description of the services provided by GP&H, including the name, hourly billing rate, and total hours and fees charges for each of the GP&H professionals who performed services for the Debtors during the Application Period are summarized in Exhibit B attached hereto.

21. GP&H's attached detailed time records (Exhibit B) include: (i) the date each service was rendered; (ii) the total time devoted by the person to the services on that date, (iii) a detailed description of each service rendered, (iv) the amount of time spent on the services, and (v) the identification of the particular person who rendered the service.

22. All services rendered by GP&H personnel for which compensation is sought were performed in connection with the representation of the Debtors as special corporate counsel in this chapter 11 case. Professional biographies of the attorneys rendering services in this case are attached hereto as Exhibit C.

23. In addition, pursuant to the United States Trustees' Guidelines Section III A, attached as Exhibit D is a summary sheet that provides the following information: (i) total compensation and expenses requested, (ii) name and applicable billing rate for each person who billed time during the Application Period, and date of bar admission for each attorney, (iii) total hours billed and total amount of billing for each person who billed time during the Application Period, and (iv) computation of blended hourly rate for persons who billed time during the Application Period, excluding paraprofessional time.

24. A summary of all disbursements sought through this Final Fee Application, divided by category and amount, is set forth in Exhibit E.

25. The rates GP&H charges for the services of its attorneys and paraprofessionals are the same rates at which it charges its non-bankruptcy clients for similar matters for GP&H's fiscal year beginning October 1, 1996. All of the expenses sought through this Final Fee Application are reflected on the books and records of GP&H, maintained in the usual and customary course of its business, and were necessary in the course of GP&H's representation of the Debtors as special corporate counsel.

SUMMARY OF SERVICES RENDERED

26. GP&H sets forth below, in narrative fashion, a general outline and summary of the services performed by GP&H during the Application Period. These services are detailed in Exhibit B attached hereto.

27. Business Operations: Total hours: 692.3

Prior to the bankruptcy filing, GP&H represented the Debtors in general corporate matters. Based on this prior relationship, GP&H has continued to provide the Debtors, during the period covered by this Final Fee Application, with general corporate advice and has continued to provide general advice regarding contract construction and interpretation, compliance with an investigation by the City of Boston Inspector of Weights and Measures, and a United States Environmental Protection Agency investigation.

GP&H's services included the review of securities disclosure documents, advice regarding general corporate governance and corporate maintenance issues, S-1 Registration Statement and Offering as called for by the Plan and such other advice as required by the Debtors' ongoing business activities.

28. Case Administration: Total hours: 5.0

GP&H has complied with administrative procedures and orders governing professional compensation, including preparation of monthly fee statements, quarterly budgets and preparation of its twelfth interim fee application.

29. Litigation: Total hours: 33.7

GP&H has also continued its representation of the Debtors in connection with pending litigation which the Debtors have initiated in connection with a lease of retail shopping space in Framingham, Massachusetts and GP&H has represented the Debtor in connection with the Sempike Realty dispute.

30. Employee Benefit Matters: Total hours: 2.3

GP&H provided various services to the Debtors concerning on-going employee benefit matters, including advice regarding compliance with regulations and plan administration matters.

31. Labor: Total hours: 12.5

GP&H has been actively involved in representing, advising and assisting the Debtors in connection with pending employment discrimination, wage hour, immigration and other employment matters.

32. Real Estate: Total hours: 0.0

As special corporate counsel, GP&H did not render any advice to the Debtors with respect to their real estate matters.

33. The skills necessary to represent the Debtors as special corporate counsel have properly included those of experienced business and commercial litigators, as well as corporate, real estate and ERISA practitioners. GP&H attorneys possess the requisite skills and experience required to perform these services, as set out in the attorney biographies attached as Exhibit D.

34. GP&H had an ongoing professional relationship with the Debtors prior to the commencement of this case. The Debtors elected to continue to retain GP&H as their special corporate counsel. The hourly rates charged by GP&H are the rates usually charged by other major Boston law firms.

35. GP&H believes that the amount sought by this Final Fee Application is commensurate with fee awards in cases of this size and nature, and is appropriate for the services rendered.

NECESSARY EXPENSES

36. Section 330(b) of the Bankruptcy Code allows the Court to reimburse GP&H for the “actual, necessary expenses” it incurs in this case. 11 U.S.C. §330(b). In the course of its representation of the Debtors during the Application Period, GP&H has incurred \$8,573.88 of expenses. A summary and detailed list of those expenses is attached as Exhibit E.

37. GP&H has had to advance all of the expenses sought herein before seeking reimbursement. GP&H includes in this Final Fee Application only those items of expense that it normally charges its clients, in addition to its normal fees, which are not otherwise absorbed in GP&H overhead. GP&H seeks reimbursement of expenses consistent with those permitted by the Guidelines.

CONCLUSION

38. GP&H respectfully submits that the amounts requested in this Final Fee Application are actual and necessary fees and expenses incurred in the Debtors’ Chapter 11 cases. Accordingly, GP&H requests that the Court grant this Final Fee Application in all respects.

WHEREFORE, for all of the foregoing reasons, pursuant to sections 330 and 331 of the Bankruptcy Code, GP&H respectfully requests that this Court enter an order (i) awarding GP&H

an allowance of interim compensation in the amount of \$202,177.00 and reimbursement of out-of-pocket expenses in the amount of \$8,573.88 for the Application Period, (ii) awarding GP&H a final allowance of all fees and reimbursement of all all expenses incurred during the pendency of the Chapter 11 cases in the total amount of \$1,998,635 in fees and \$136,913.01 in expenses, (iii) awarding GP&H an allowance and payment of all fees incurred but held back by the Court during the pendency of the Chapter 11 cases in the total amount of \$89,709.30, and (iv) granting such other and further relief as the Court may deem just and appropriate.

Dated: Boston, Massachusetts
March 15, 1999

Respectfully submitted,

GOODWIN, PROCTER & HOAR LLP

By: /s/ Steven J. Comen

Steven J. Comen, Esq.
Exchange Place
Boston, MA 02109-2881
(617) 570-1000

Special Corporate Counsel for Bradlees
Stores, Inc., et al., Debtors and Debtors-in-
Possession

Hearing Date: April 22, 1999
Time: 10:00 A.M.

UNITED STATES BANKRUPTCY COURT
SOUTHERN DISTRICT OF NEW YORK

In re:	*	Chapter 11
	*	Case Nos. 95 B 42777
BRADLEES STORES, INC., <u>et al.</u> ,	*	through 95 B 42784 (BRL)
	*	
Debtors.	*	
	*	(Jointly Administered)

**EXHIBITS A THROUGH E TO FINAL FEE APPLICATION OF
GOODWIN, PROCTER & HOAR LLP
FOR FEES AND EXPENSES FOR THE PERIOD
BEGINNING JANUARY 1, 1999 AND ENDING FEBRUARY 2, 1999,
FOR FINAL ALLOWANCE OF ALL FEES AND REIMBURSEMENT OF EXPENSES
INCURRED DURING PENDENCY OF CHAPTER 11 CASES,
AND FOR PAYMENT OF FEES HELD BACK BY THE COURT**

GOODWIN, PROCTER & HOAR LLP
Steven J. Comen, Esq.
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Special Corporate Counsel for Bradlees
Stores, Inc., et al., Debtors and Debtors-in-
Possession

Dated: Boston, Massachusetts
March 15, 1999

UNITED STATES BANKRUPTCY COURT
SOUTHERN DISTRICT OF NEW YORK

In re:	*	Chapter 11
	*	Case Nos. 95 B 42777
BRADLEES STORES, INC., <u>et al.</u> ,	*	through 95 B 42784 (BRL)
	*	
Debtors.	*	
	*	(Jointly Administered)

CERTIFICATION OF STEVEN J. COMEN IN CONNECTION
WITH THE FINAL FEE APPLICATION OF
GOODWIN, PROCTER & HOAR LLP

The undersigned, STEVEN J. COMEN, hereby certifies:

1. I am a member of the firm of Goodwin, Procter & Hoar LLP (“GP&H” or the “Firm”), I have been designated by the Firm to be responsible for assuring compliance with the Guidelines for Fees and Disbursements for Professionals in Southern District of New York Bankruptcy Cases (“Local Guidelines”) and the Guidelines issued by the Executive Office for the United States Trustee For Reviewing Applications for Compensation and Reimbursement of Expenses (“United States Trustees’ Guidelines”) (collectively the “Guidelines”) in the above-captioned case. I submit this certification pursuant to Part B of the Local Guidelines and Part II, E of the United States Trustees’ Guidelines, in support of the application of GP&H for interim award of compensation and reimbursement of expenses (the “Final Fee Application”) in its representation of the above referenced Debtors (“Debtors”) as special corporate counsel.

2. I have read the foregoing Final Fee Application. To the best of my knowledge, information and belief formed after reasonable inquiry, the Final Fee Application complies with

the Guidelines, including the mandatory provisions thereof, and the fees and disbursements sought fall within the limits of the Guidelines. Moreover, as noted in the Final Fee Application, the fees and disbursements sought are billed at rates and in accordance with practices customarily employed by GP&H and generally accepted by the firm's clients.

3. As noted above, the Final Fee Application seeks reimbursement of expenses only to the extent permitted by the Guidelines.

4. Prior to the end of each month, GP&H provided the Debtors, the chairman of the Creditors Committee, and Brian Masumoto, Assistant United States Trustee, with a statement of fees and disbursements accrued for the prior month.

5. I am aware that the Local Guidelines require that the Debtors and the chairman of the Creditors Committee receive a copy of the Interim Fee Application at least 10 days before the filing of the Fee Application. However, by Order dated August 16, 1995, this Court approved Debtors' Motion for Entry of an Order Establishing Notice and Administrative Procedures in Debtors' Chapter 11 Cases, which, among other things, proposed eliminating the above requirement in this case.

I certify under the penalties of perjury under the laws of the United States and the Commonwealth of Massachusetts that the foregoing is true and correct.

Dated: Boston, Massachusetts
March 15, 1999

/s/ Steven J. Comen _____
Steven J. Comen

DETAILED TIME ENTRIES

- I. Business Operations
 - 1. Business Operations
- II. Case Administration
- III. Employee Benefit Matters
- IV. Litigation
 - 1. Homart Litigation and Senpikie Litigation
- V. Labor Matters
 - 1. General Labor Matters
 - 2. UFCW Negotiations

**BUSINESS OPERATIONS
(All BUSINESS OPERATIONS)**

<u>Matter Summary by Name</u>	<u>Hours</u>	<u>Rate</u>	<u>Total</u>
Buccella W.	56.5	\$370.00	\$20,905.00
Carr, S.	0.4	475.00	190.00
Comen, S.	6.6	400.00	2,640.00
Santucci, E.	0.7	400.00	280.00
Sucoff, A.	0.5	350.00	175.00
Tse, M.	0.5	425.00	212.50
Zemlin, R.	167.9	410.00	68,839.00
Adams, S.	157.1	205.00	32,205.50
Balakrishna, R.	0.1	205.00	20.50
Jones, E.	3.3	325.00	1,072.50
McDonald, J.	65.4	155.00	10,137.00
Murphy, C.A.	1.2	235.00	282.00
Stern, W.	0.3	205.00	61.50
Venezia, C.	69.3	175.00	12,127.50
Weiss, L.	121.1	255.00	30,880.50
Bowen, K	3.8	90.00	342.00
Callahan, A.	24.1	135.00	3,253.50
Graham, C	0.2	90.00	18.00
Mohns, E	1.7	90.00	153.00
Parker, M	4.0	90.00	360.00
Poburko, M.	0.4	150.00	60.00
Davis, L	7.2	110.00	792.00
Total	692.3		\$185,007.00

The department worked on one separate matter as detailed in the time entries for each matter attached hereto. The one matter was:

1. Business Operations (076353)

1. Business Operations

<u>Matter Summary by Name</u>	<u>Hours</u>	<u>Rate</u>	<u>Total</u>
Buccella W.	56.5	\$370.00	\$20,905.00
Carr, S.	0.4	475.00	190.00
Comen, S.	6.6	400.00	2,640.00
Santucci, E.	0.7	400.00	280.00
Sucoff, A.	0.5	350.00	175.00
Tse, M.	0.5	425.00	212.50
Zemlin, R.	167.9	410.00	68,839.00
Adams, S.	157.1	205.00	32,205.50
Balakrishna, R.	0.1	205.00	20.50
Jones, E.	3.3	325.00	1,072.50
McDonald, J.	65.4	155.00	10,137.00
Murphy, C.A.	1.2	235.00	282.00
Stern, W.	0.3	205.00	61.50
Venezia, C.	69.3	175.00	12,127.50
Weiss, L.	121.1	255.00	30,880.50
Bowen, K	3.8	90.00	342.00
Callahan, A.	24.1	135.00	3,253.50
Graham, C	0.2	90.00	18.00
Mohns, E	1.7	90.00	153.00
Parker, M	4.0	90.00	360.00
Poburko, M.	0.4	150.00	60.00
Davis, L	7.2	110.00	792.00
Total	692.3		\$185,007.00

<u>Date</u>	<u>Name</u>	<u>Hours</u>	<u>Description</u>
01/03/99	Weiss, L.	0.8	Review comments on registration rights agreement.
01/04/99	Zemlin, R.	0.3	Telephone call regarding status.
01/04/99	Weiss, L.	1.4	Telephone conference with Ms. Callahan regarding status of intercompany mergers; telephone conference with Mr. Levitsky regarding Registration Rights Agreement; review voice mail message from Mr. Zemlin regarding emergence from bankruptcy; conference with Mr. Adams regarding Mr. Levitsky and Registration Rights Agreement; review comments to Registration Rights Agreement.
01/04/99	Callahan, A.	0.6	Follow up relating to pending closing.
01/04/99	McDonald, J.	2.0	Proof edgar exhibits.

<u>Date</u>	<u>Name</u>	<u>Hours</u>	<u>Description</u>
01/05/99	Jones, E.	0.2	Case administration; telephone conference with Ms. Gold.
01/05/99	Zemlin, R.	2.2	Advice to Mr. Weiss and Mr. Adams; reviewed comments to Indenture.
01/05/99	Weiss, L.	3.3	Conference with Mr. Schmitt regarding emergence issues and timetable; conference call with Mr. Buccella regarding same; telephone conference with Mr. Zemlin; conference with Mr. Adams and Mr. McDonald regarding closing checklist; review directors resumes; conference with Ms. Venezia regarding same; conference with Mr. McDonald; telephone conference with Mr. Schmitt regarding conference call; review comments to Registration Rights Agreement; telephone conference with Mr. Levitsky and Ms. Siegel regarding Registration Rights Agreement.
01/05/99	Callahan, A.	1.7	Ongoing attention to closing matters including revisions to related documents and summary sheet and preparation of letter to Ms. Cohen Gold.
01/05/99	McDonald, J.	1.9	Prepare closing agenda.
01/06/99	Zemlin, R.	1.9	Attention to indenture issues; telephone calls regarding same.
01/06/99	Weiss, L.	6.0	Telephone conference with Ms. Siegal and Mr. Levitsky regarding Registration Rights Agreement; revise same; research regarding effect of Bankruptcy Code Section 1145 on securities transferred by deemed underwriter to third parties; further telephone conference with Ms. Siegal regarding Registration Rights Agreement; conference with Mr. Buccella regarding Articles and Bylaws; telephone conference with Mr. Levitsky regarding Registration Rights Agreement; conference with Messrs. Buccella and McDonald regarding CAP Notes; conference with Ms. Venezia regarding Directors' biographies and NASDAQ listing; conference with Mr. Schmitt regarding stock trading; conference with Mr. Gund regarding Indenture; leave voice mail message for Mr. Zemlin regarding same; further telephone call with Mr. Levitsky; conference with Mr. Johnson regarding NASDAQ trading; revise Registration Rights Agreement.

<u>Date</u>	<u>Name</u>	<u>Hours</u>	<u>Description</u>
01/06/99	Buccella W.	0.5	Conference with Mr. Adams; review materials regarding CAP Note issue and conference with Mr. McDonald; review creditor comments on By-laws.
01/06/99	McDonald, J.	1.4	Call with Dan Loskove at Dewey Ballantine regarding CAP notes; research into CAP note language.
01/06/99	Venezia, C.	1.6	Revise Stock Option Plan Agreement and Management Emergence Bonus Plan Agreement; review biographies of new directors and draft biographies for Form S-1.
01/07/99	Carr, S.	0.4	Telephone conference with Mr. Buccella regarding antitakeover by-laws.
01/07/99	Adams, S.	2.0	Review Credit Agreement; telephone conference regarding Emergence.
01/07/99	Zemlin, R.	3.4	Conference call with all regarding status; conference call regarding indenture issues; advice regarding charter and by-law issues; telephone call with Mr. Buccella.
01/07/99	Weiss, L.	6.0	Conference with Mr. Johnson regarding NASDAQ pink sheets; telephone conference with Mr. Levitsky regarding common stock underlying the Note; prepare for conference call; conference call regarding emergence from bankruptcy and Vornado lease issues; conference with Bradlees and Dewey Ballantine regarding indenture comments from Bank Group; review Dewey Ballantine list of closing items for emergence; telephone conference with Ms. Venezia regarding Form 4 filings; further telephone conference with Mr. Levitsky; revise Registration Rights Agreement; draft letter regarding same; telephone conference with Ms. Siegal regarding warrant registration; conference with Mr. Buccella regarding Articles and Bylaws; attention to distribution of revised draft of Registration Rights Agreement.
01/07/99	Buccella W.	3.7	Participated in conference call with members of the working group; conference with Mr. Carr regarding by-law provisions; review corporate statute; telephone conference with Ms. Siegel regarding By-law provisions; conference with Mr. Weiss; conference with Mr. Carr; conference with Mr. Zemlin.
01/07/99	McDonald, J.	1.0	Conference call.

<u>Date</u>	<u>Name</u>	<u>Hours</u>	<u>Description</u>
01/07/99	Murphy, C.A.	0.3	Speak with client regarding proof of claims.
01/07/99	Venezia, C.	4.0	Participate in conference call with Bradlees working group regarding emergence issues; telephone call with Mr. Wasiuta of Nasdaq regarding listing application; draft and revise biographies of new directors; telephone call with Mr. Roth regarding completion of director and officer questionnaire; research on issues regarding Form 3 and Form 4.
01/08/99	Adams, S.	5.4	Revise S-1 at Donnelley; telephone conference with Mr. Welker.
01/08/99	Zemlin, R.	1.2	Telephone calls regarding open issues; attention to S-1.
01/08/99	Weiss, L.	0.7	Telephone conference with Mr. Buccella regarding bylaws; telephone conference with Mr. Adams regarding S-1; telephone conference with Mr. Zemlin regarding indenture.
01/11/99	Adams, S.	5.6	Prepare legal opinion for credit agreement; revise S-1 for Mr. Welker.
01/11/99	Zemlin, R.	6.4	Attention to S-1 revisions; attention to credit agreement opinion; telephone call with Mr. Comen; telephone call with Mr. Hirschfeild; telephone call with Mr. H. McDonald; telephone call with Mr. S. Schick; conference call with Mr. Schmitt; telephone call with Ms. Cohen Gold; attention to registration rights agreement.
01/11/99	Weiss, L.	0.9	Review note from Mr. Buccella regarding Articles; conference with Mr. Adams regarding Board votes and S-1 revisions.
01/11/99	Comen, S.	0.8	Telephone conference with Mr. Zemlin; telephone conference with Mr. Schmitt; office conference with Mr. Zemlin.
01/11/99	McDonald, J.	1.7	Call with Ms. Cohen-Gold regarding articles; edgarize exhibits to S-1 Registration Statement.

<u>Date</u>	<u>Name</u>	<u>Hours</u>	<u>Description</u>
01/11/99	Venezia, C.	2.5	Prepare blank Form 3 and Form 4 for Ms. Cohen Gold; telephone call with Mr. Schmitt regarding new directors and comments to Option Plan Agreement and Bonus Plan Agreement; revise Option Plan Agreement and Bonus Plan Agreement; draft new director biographies.
01/12/99	Adams, S.	4.5	Meet Mr. Zemlin regarding Credit Agreement; draft opinion; draft clerk's certificate and officer's certificates.
01/12/99	Zemlin, R.	3.9	Telephone call with Ms. Cohen Gold, Mr. DeFelice, Mr. Schick; conferences with Mr. Adams regarding S-1; status, etc.; attention to legal opinion issues; attention to option and bonus award agreements; attention to Credit Agreement and Security Agreement.
01/12/99	Weiss, L.	3.0	Review revised Articles with Mr. Buccella's comments; telephone conference with Mr. Schmitt regarding same; review letter from IBJ Schroeder regarding indenture; further telephone conference with Mr. Schmitt regarding revisions to timetable for emergence, meeting with creditors and setting up new subsidiary; telephone conference with Mr. Gund regarding claims reconciliation.
01/12/99	Comen, S.	0.3	Office conference with Mr. MacDonald.
01/12/99	Callahan, A.	1.7	Follow up regarding pending closing matters.
01/12/99	McDonald, J.	2.2	Audit update letter; add new directors to Articles of Incorporation.
01/12/99	Murphy, C.A.	0.9	Draft proof of claim and letter to clerk and fax to client.
01/12/99	Venezia, C.	1.9	Telephone conference with Mr. Wasiuta at Nasdaq regarding listing application; review Form S-1 disclosure on new directors and revise biographies.
01/13/99	Adams, S.	0.7	Prepare subsidiary corporation; telephone conferences with Messrs. Schmitt and Weiss.
01/13/99	Zemlin, R.	2.8	Preparation for meeting tomorrow; attention to drafts; telephone calls to all.

<u>Date</u>	<u>Name</u>	<u>Hours</u>	<u>Description</u>
01/13/99	Weiss, L.	5.3	Review voice mail message from Mr. Gund; telephone conference with Mr. Gund; conference with Mr. Zemlin; telephone conference with Mr. Hirshfield regarding new BSI subsidiary; telephone conference with Mr. Gund regarding S-1 stockholders table; telephone conference with Mr. Buccella regarding Articles and By-laws; telephone conference with Mr. Hartley at Skadden regarding Articles and By-laws; conference with Messrs. Zemlin and Adams; prepare for meeting at Dewey Ballantine; review comments to Registration Rights Agreement and By-laws; further conference with Mr. Zemlin regarding meeting; review voice mail message from Mr. Schick regarding Articles and By-laws; telephone conference with Mr. Adams regarding same.
01/13/99	McDonald, J.	0.4	Work on Articles of Incorporation.
01/13/99	Venezia, C.	0.0	Review and revise agreements.
01/13/99	Venezia, C.	0.1	Revise option plan agreement.
01/13/99	Parker, M	3.1	Prepare Certificate of Organization and Bylaws for Delaware Corporation.
01/14/99	Adams, S.	2.7	Review 1993 Credit Agreement & draft payoff letter; review Plan of Reorganization terms; review Security Agreement Opinions.
01/14/99	Zemlin, R.	13.4	Meeting with all regarding documents; marking up indenture to reflect comments.
01/14/99	Weiss, L.	14.6	Travel to Bradlees for meeting with Dewey Ballantine and creditors all day; leave voice mail message for Mr. Adams regarding S-1 amendment.
01/14/99	Buccella W.	0.3	Telephone conference with Mr. Weiss and telephone conference with Dewey Ballantine associate regarding documents.
01/14/99	McDonald, J.	0.5	Work on Articles of Incorporation; distribute Articles to Dewey Ballantine.
01/14/99	Venezia, C.	0.0	Review of description of plans in book; edits to agreement.

<u>Date</u>	<u>Name</u>	<u>Hours</u>	<u>Description</u>
01/14/99	Venezia, C.	1.1	Review of disclosure in Form S-1 regarding benefit plans, officers and directors; revise benefit plans and agreements.
01/15/99	Adams, S.	0.8	Meet Ms. Venezia regarding To Do; telephone conferences with Ms. Cohen Gold and Mr. Welker.
01/15/99	Zemlin, R.	1.4	Advice to Ms. Michelle Rudda regarding indenture provisions; telephone call with all.
01/15/99	Weiss, L.	2.2	Check voice mail messages regarding strategy meeting; review comments to warrant and revise memo for Mr. Levitsky regarding Gabriel holdings; telephone conference with Mr. Adams; conference with Mr. Buccella regarding conference call and issues related to emergence.
01/15/99	Buccella W.	0.4	Conference with Mr. Weiss.
01/15/99	Callahan, A.	0.7	Ongoing attention to closing matters.
01/19/99	Adams, S.	4.6	Review Security Documents; revise S-1 for Mr. Welker comments regarding Auditor's; telephone conferences with Ms. Callahan regarding opinion backup.
01/19/99	Zemlin, R.	3.3	Telephone call with Mr. Gabriels' counsel regarding nominating committee; telephone calls with Mr. Weiss, Mr. Schmitt, Mr. Comen, Mr. Buccella, Mr. Adams, Mr. McKelvey coordinating work, etc..
01/19/99	Weiss, L.	2.3	Review voice mail message from Mr. Adams regarding timetable for emergence; conference with Mr. Adams regarding same and comments to Form S-1; conference with Mr. Zemlin regarding warrants, by-laws and indenture; reviewed voice mail message from Mr. McKelvey regarding Bankers Trust; conference with Mr. Zemlin regarding same; review voice mail message from Mr. Weller; conference with Mr. Adams regarding same.
01/19/99	Comen, S.	0.5	Office conference with Mr. Zemlin.
01/19/99	Buccella W.	0.2	Conference with Mr. Zemlin.
01/19/99	Callahan, A.	0.4	Attention to good standing questions and questions regarding charter documents.

<u>Date</u>	<u>Name</u>	<u>Hours</u>	<u>Description</u>
01/20/99	Jones, E.	0.2	Telephone conference with Mr. Zemlin and Mr. Adams on opinion.
01/20/99	Adams, S.	9.3	Review doing business for opinion; revise opinion; review indenture disclosure; distribute payoff letter.
01/20/99	Zemlin, R.	4.8	Work on legal opinion; conference with Mr. Adams regarding same; reviewing revisions to Indenture; conference with Mr. Evan Jones regarding opinion; telephone call with Mr. Schmitt; attention to S-1.
01/20/99	Tse, M.	0.3	Review stock option and bonus agreements.
01/20/99	Weiss, L.	1.0	Conference with Mr. Zemlin regarding warrant; conference with Ms. Hines regarding conference call; review revised agenda for bankruptcy emergence.
01/20/99	Comen, S.	1.6	Attend Board meeting by telephone; telephone conference with Mr. Schmitt.
01/20/99	Buccella W.	0.1	Conference with Mr. Adams.
01/20/99	Venezia, C.	0.2	Review Form S-1 information.
01/20/99	Davis, L.	6.3	Research and write memorandum regarding Massachusetts Fiduciary Duty for directors.
01/21/99	Jones, E.	0.5	Review opinion draft.
01/21/99	Adams, S.	10.3	Meet Ms. Barr regarding opinion; revise opinion; draft distribution.
01/21/99	Zemlin, R.	6.7	Telephone call with Mr. Schick, Mr. Rutta, Mr. Weiss, Mr. Schmitt and Mr. Adams; reviewing Indenture; attention to warrant and registration rights issues; attention to pleading; team meeting; attention to S-1.
01/21/99	Stern, W.	0.3	Conversation with Mr. Adams regarding whether making loans constitutes doing business in Massachusetts.

<u>Date</u>	<u>Name</u>	<u>Hours</u>	<u>Description</u>
01/21/99	Weiss, L.	5.2	Conference with Mr. Zemlin; telephone conference with Mr. Schick regarding warrant; review warrant comments from Kleinberg, Kaplan; conference with Messrs. Zemlin, Buccella, Adams and Ms. Venezia; telephone conference with Mr. Schick regarding warrants.
01/21/99	Comen, S.	0.3	Correspondence to Mr. Moses.
01/21/99	Buccella W.	1.0	Conference with Members of the GPH working group regarding outstanding matters.
01/21/99	Callahan, A.	0.3	Ongoing attention to closing matters.
01/21/99	Venezia, C.	2.6	Revise benefit plan agreements; meet with internal working group to discuss progress on emergence issues; draft final response to Nasdaq comment letters.
01/21/99	Bowen, K	1.1	Phone Mr. Adams to discuss assignment; conduct research regarding the filing requirements and regulations pursuant to UCC financing statements.
01/22/99	Jones, E.	0.5	Telephone conference with Mr. Adams on opinion draft.
01/22/99	Adams, S.	4.3	Telephone conference with group regarding emergence; telephone conference with Mr. Jones; revise payoff letter.
01/22/99	Zemlin, R.	9.2	Conference call; work on S-1, charter and bylaws, registration rights agreement and legal opinion.
01/22/99	Weiss, L.	5.3	Review revised registration statement; conference with Mr. Adams regarding same; attention to articles and by-laws; conference with Messrs. Zemlin, Buccella, Adams and Ms. Venezia regarding emergence from bankruptcy, articles, by-laws and registration rights agreement; revise articles and by-laws; revise registration rights agreement, articles and by-laws; conference with Mr. Zemlin regarding same.
01/22/99	Comen, S.	0.7	Telephone conference with Mr. Zemlin; office conference with Mr. Zemlin.
01/22/99	Buccella W.	2.0	Participated in conference call with members of the working group.

<u>Date</u>	<u>Name</u>	<u>Hours</u>	<u>Description</u>
01/22/99	Callahan, A.	2.2	Attention to CT invoices matters including telephone call with Ms. Cajole and letter to Ms. Cohen Gold; ongoing follow up regarding pending closing matters including discussions with Mr. Adams and Ms. Cohen Gold.
01/22/99	McDonald, J.	0.2	Edgarize exhibits.
01/22/99	Venezia, C.	3.1	Participate in conference call with Bradlees working group regarding emergence issues; final changes to benefit plan agreements and draft memorandum to Ms. Cohen Gold; conference with Mr. Wasiuta at Nasdaq regarding final approval.
01/22/99	Davis, L	0.9	Edit memorandum.
01/22/99	Graham, C	0.2	Order certificate.
01/24/99	Zemlin, R.	6.4	Preparation for emergence.
01/25/99	Adams, S.	5.6	Revise Acceleration Request; revise opinion; telephone conferences regarding Payoff Letter; revise T-1 & 8-A; revise S-1 for Directors.
01/25/99	Zemlin, R.	6.8	Attention to all documents; numerous telephone calls to all.
01/25/99	Tse, M.	0.2	Telephone conference with Mr. Zemlin regarding union pension fund investment in Company.
01/25/99	Weiss, L.	2.9	Review voice mail message from Mr. Schick; telephone conference with Mr. Schick regarding comments; review revised Plan; conference with Mr. Adams regarding T-1 and 8-A; telephone conference with Mr. Levitsky regarding Articles and By-laws; telephone conference with Ms. Siegal regarding Registration Rights Agreement; conference with Mr. Zemlin regarding Registration Rights Agreement; review voice mail message from Mr. Buccella; telephone conference with Mr. Adams regarding pre-closing, Articles, By-laws and filing of T-1 for Notes; further telephone conference with Mr. Buccella.
01/25/99	Callahan, A.	0.3	Attention to records and good standing matters including telephone call with Mr. Adams and faxes with CT Corporation.

<u>Date</u>	<u>Name</u>	<u>Hours</u>	<u>Description</u>
01/25/99	McDonald, J.	9.9	Prepare and proof exhibits to the S-1; call Ms. Cohen Gold at Bradlees; prepare Public Company Registration Memorandum to Bradlees.
01/25/99	Venezia, C.	2.1	Review Form 8-A for filing; draft and review final response to Nasdaq comment letters; draft request for temporary exception to Nasdaq rules regarding audit committee.
01/25/99	Bowen, K	0.2	Phone Mr. Adams to discuss assignment.
01/26/99	Adams, S.	11.1	Telephone conferences with Ms Callahan regarding opinion; revise merger of Dostra; telephone conferences regarding board resolution; telephone conferences regarding Payoff letter; revise S-1; revise officer's certificates.
01/26/99	Zemlin, R.	12.4	Attention to documents; meeting at Dewey.
01/26/99	Weiss, L.	12.0	Review Articles and By-laws disclosure in Registration Statement; telephone conference with Mr. Zemlin regarding travel to New York; telephone conference with Ms. Venezia regarding de-registration of old Bradlees common stock; telephone conference with Mr. Adams regarding registration of warrants; travel to meeting at Dewey Ballantine in New York; review voice mail message from Mr. Hartley at Skadden Arps regarding By-laws; telephone conference with Mr. Adams regarding By-laws and registration of warrants.
01/26/99	Buccella W.	7.0	Travel to NY for pre-closing negotiations at Dewey Ballantine.
01/26/99	Callahan, A.	3.3	Attention to closing matters including discussions with Mr. Adams regarding certified charter documents, telephone calls with CT Corporation, additional document orders with GPH and CT Corporation staff and related revisions to summary list; telephone call with Ms. Cohen Gold regarding document orders.
01/26/99	McDonald, J.	13.6	Edgarize and proof exhibits; edgarize and proof the S-1, Form 8-A, Form T-1 and exhibits at the printers.
01/26/99	Venezia, C.	1.6	Telephone call with Nasdaq and Paul McKelvey regarding emergence and listing issues; review officer's certificates and review documents for closing.

<u>Date</u>	<u>Name</u>	<u>Hours</u>	<u>Description</u>
01/27/99	Adams, S.	15.8	Travel to New York, revise and file S-1.
01/27/99	Zemlin, R.	14.6	Meetings in New York City; attention to S-1.
01/27/99	Weiss, L.	14.5	Conference at Dewey Ballantine in New York; attend bankruptcy hearing; negotiation of Indenture, Registration Rights Agreement and revisions to S-1.
01/27/99	Buccella W.	8.0	Attend various meetings in Bankruptcy Court and at the offices of Dewey Ballantine in connection with the closing.
01/27/99	McDonald, J.	11.2	Prepare and file 8-A; prepare Form T-1; prepare S-1 for filing; prepare memorandum to Bradlees regarding disclosure requirements.
01/27/99	Venezia, C.	15.1	Travel to New York offices of of Dewey Ballantine and meet with Bradlees working group to finalize emergence documents; revise, proof and edit pre-effective amendment number 2 of the Bradless, Inc. Form S-1 and rile with Securities and Exchange Commission.
01/27/99	Parker, M	0.9	Obtain Good Standing Certificates legal existance and order long legal certificate at Secretary of State's Office per request of Ms. Callahan.
01/28/99	Jones, E.	0.3	Telephone conference with Ms. Gold on new lease transaction.
01/28/99	Adams, S.	14.0	Revise opinions, prepare closing documents, negotiations with creditors, distribute revised documents.
01/28/99	Zemlin, R.	17.1	Emergence meetings.
01/28/99	Santucci, E.	0.7	Conference with Messrs. Buccella and Weiss regarding settlement rules and SEC issues in relation to exit from bankruptcy.
01/28/99	Weiss, L.	17.0	Attention to emergence at Dewey Ballantine in New York; attention to NASDAQ, transfer agent and DTC listing issues; negotiation of Indenture and warrant; revise Registration Rights Agreement.

<u>Date</u>	<u>Name</u>	<u>Hours</u>	<u>Description</u>
01/28/99	Comen, S.	0.6	Telephone conferences with Mr. Schick.
01/28/99	Buccella W.	7.7	Attend meetings at Dewey Ballentine offices in connection with the closing.
01/28/99	Callahan, A.	4.9	Attention to closing documents including discussions with Mr. McDonald and telephone call with Mr. Adams.
01/28/99	McDonald, J.	12.0	Proof and file Form T-1 at the Printer; prepare disclosure memorandum to Bradlees.
01/28/99	Venezia, C.	15.7	Work with Boston Equiserve and Depository Trust Company to ensure Bradlees Inc. will be depository eligible before effectiveness; prepare for emergence of Bradlees, Inc. and effectiveness with the Securities and Exchange Commission; meet with Bradlees working group and creditors to negotiate settlement of final issues.
01/28/99	Mohns, E	1.2	Preclear Articles of Merger for Bradlees, Inc., Articles of Merger for Bradlees Stores, Inc., Restated Articles for Bradlees, Inc. and Restated Articles for Bradlees Stores, Inc.; confirm filing fees for each filing; obtain long form Certificate of Legal Existence for Bradlees, Inc. and Bradlees Stores, Inc..
01/29/99	Jones, E.	1.6	Telephone conference with Mr. Adams on usury opinion; telephone conference with Ms. Venezia and Mr. Zemlin; telephone conference with Mr. Zemlin and Mr. Buccella on opinion on rights in deposit accounts; research; conference with Mr. Sibble and Mr. Loughnane.
01/29/99	Adams, S.	10.8	Revise opinions, prepare closing.
01/29/99	Zemlin, R.	9.2	Emergence meetings.

<u>Date</u>	<u>Name</u>	<u>Hours</u>	<u>Description</u>
01/29/99	Weiss, L.	7.3	Review voicemail from Ms. Callahan regarding mergers; draft cover letter to Mr. Lynn regarding articles of organization; conference with Ms. Callahan regarding merger certificate; revise registration rights agreement; review memorandum from Mr. Levistky regarding same; telephone conference with Ms. Venezia regarding by-laws; revise by-laws and distribute same; telephone conference with Mr. Zemlin regarding registration rights agreement; telephone conference with Mr. Levistsky regarding same; conference with Ms. Venezia and Mr. Adams; telephone conference with Mr. Adams.
01/29/99	Comen, S.	1.0	Conference in New York at Dewey Ballantine.
01/29/99	Buccella W.	10.4	Participate in pre-closing negotiations at Dewey Ballentine.
01/29/99	Callahan, A.	6.4	Ongoing attention to closing documents.
01/29/99	Poburko, M.	0.4	Retrieval and transmission to New York City Massachusetts Usury Statute - ch. 271, s.49.
01/29/99	McDonald, J.	3.1	Prepare memorandum regarding disclosure requirements; call Ms. Perkins at Boston EquiServe; prepare letter to Ms. Perkins.
01/29/99	Venezia, C.	10.5	Meet with Bradlees working group and creditors at Dewey Ballantine to discuss final emergence issues, revise closing documents and communicate with Nasdaq and the Company's transfer agent regarding effectiveness.
01/30/99	Adams, S.	10.4	Revise opinions, prepare closing documents, negotiations with creditors, distribute revised documents.
01/30/99	Zemlin, R.	3.4	Work on drafts; revisions.
01/30/99	Weiss, L.	0.6	Review voicemail from Mr. Levitsky regarding registration rights agreement.
01/31/99	Adams, S.	10.7	Meet Mr. Schick regarding closing.

<u>Date</u>	<u>Name</u>	<u>Hours</u>	<u>Description</u>
01/31/99	Zemlin, R.	4.3	Attention to indenture revisions, opinion issues; post-closing title insurance issues, etc.; conference call with all.
01/31/99	Weiss, L.	1.4	Review fax form from Mr. Klienberg regarding warrants; telephone conference with Mr. Adams regarding registration rights agreement; telephone conference with Mr. Schmitt regarding same.
02/01/99	Adams, S.	17.0	Revise opinions, prepare closing documents, negotiations with creditors, distribute revised documents.
02/01/99	Zemlin, R.	21.0	Emergence meetings.
02/01/99	Sucoff, A.	0.5	Telephone conference with Mr. Bucella regarding the need for title policies and supervision of Dewey Ballentine.
02/01/99	Weiss, L.	2.8	Review voicemail from Ms. Venezia regarding NASDAQ and Form 3's; conference with Ms. Venezia regarding same; telephone conference with Mr. Adams regarding registration rights agreement; telephone conference with Ms. Venezia; conference with Ms. Callahan regarding filing of intercompany merger certificates and restated articles; attention to intercompany merger and article filings.
02/01/99	Comen, S.	0.5	Two telephone conferences with Mr. Buccella.
02/01/99	Buccella W.	14.0	Participate in various meetings at Latham & Watkins in connection with the closing of the emergence from bankruptcy and public offering; travel to and from NY.
02/01/99	Callahan, A.	0.8	Ongoing attention to pending closing filings.
02/01/99	Balakrishna, R.	0.1	Assisting Mr Zemlin with UCC perfection language in Massachusetts.
02/01/99	McDonald, J.	0.7	Prepare Articles of Incorporation for filing.
02/01/99	Venezia, C.	3.2	Attend to closing issues; telephone call with Nasdaq listing agent and market operations.
02/01/99	Bowen, K	0.2	Meet with Ms. Callahan to discuss running assignment.

<u>Date</u>	<u>Name</u>	<u>Hours</u>	<u>Description</u>
02/02/99	Adams, S.	11.5	Return to Boston, attention to closing, telephone conferences with SEC and Secretary of State, coordinate mergers.
02/02/99	Zemlin, R.	11.8	Emergence meetings.
02/02/99	Weiss, L.	4.6	Conference with Mr. Bowen regarding filing of Articles of Organization; telephone conference with Mr. Adams regarding revisions to consent of directors for BSI; revise same; further conference with Mr. Adams; attention to filing of merger certificate; telephone conference with Mr. Tierney at Massachusetts Secretary of State's office regarding intercompany merger and amended Articles; telephone conference with Mr. Adams regarding same; telephone conference with Mr. Schick regarding S-1; telephone call with Mr. Plautt regarding intercompany mergers; telephone call with Mr. Bowen regarding filings.
02/02/99	Comen, S.	0.3	Telephone conference with Mr. Bunta.
02/02/99	Buccella W.	1.2	Attention to various closing matters; conference with Mr. Weiss.
02/02/99	Callahan, A.	0.8	Discussion with Mr. Weiss regarding anticipated filing date; ongoing attention to Massachusetts and Delaware filing matters.
02/02/99	McDonald, J.	3.6	Mark up exhibits for Post Effective Amendment Number 1 to reflect changes.
02/02/99	Venezia, C.	4.0	Telephone calls with Nasdaq listing analyst and market operations representative regarding listing of Bradlees, Inc. common stock on February 3, 1999; draft memorandum to Nasdaq regarding declaration of effectiveness of the Registration Statement on Form S-1 by the Securities and Exchange Commission; telephone call with Ms. Cohen Gold at Bradlees regarding Forms 3 and 4 and director and officer questionnaire; revise Forms 3, 4 and 5 and director and officer questionnaire and send to Bradlees, Inc..
02/02/99	Bowen, K	2.3	Meet with Mr. Weiss to discuss assignment; prepare documents to be filed at Secretary of State's Office; pick up check; resolve problems with filing; meet with Ms. Callahan to discuss assignment; distribute receipts.

<u>Date</u>	<u>Name</u>	<u>Hours</u>	<u>Description</u>
02/02/99	Mohns, E	0.5	Conferences with Ms. Callahan regarding pre-clearance and filing of merger documents; prepare memo detailing pre-clearance instructions.

Total Hours		692.3	Total Fees	\$185,007.00
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**CASE ADMINISTRATION
(All CASE ADMINISTRATION)**

<u>Matter Summary by Name</u>	<u>Hours</u>	<u>Rate</u>	<u>Total</u>
Comen, S.	5.0	\$400.00	\$2,000.00
Total	5.0		\$2,000.00

The department worked on one separate matter as detailed in the time entries for each matter attached hereto. The one matter was:

1. Case Administration (076354)

1. Case Administration

<u>Matter Summary by Name</u>	<u>Hours</u>	<u>Rate</u>	<u>Total</u>
Comen, S.	5.0	\$400.00	\$2,000.00
Total	<u>5.0</u>		<u>\$2,000.00</u>

<u>Date</u>	<u>Name</u>	<u>Hours</u>	<u>Description</u>
01/28/99	Comen, S.	1.0	Preparation of November Statement of Fees and related correspondence; preparation of December Statement of Fees and related correspondence.
01/29/99	Comen, S.	4.0	Prepare Twelfth Interim Fees and Expenses and related correspondence.
Total Hours		<u>5.0</u>	Total Fees \$2,000.00

**EMPLOYEE BENEFIT MATTERS
(All EMPLOYEE BENEFIT MATTERS)**

<u>Matter Summary by Name</u>	<u>Hours</u>	<u>Rate</u>	<u>Total</u>
Cleary, J.	0.2	\$450.00	\$90.00
Tse, M.	2.0	425.00	850.00
Hanlon, D.	0.1	300.00	30.00
Total	2.3		\$970.00

The department worked on one separate matter as detailed in the time entries for each matter attached hereto. The one matter was:

1. Employee Benefit Matters (070615)

1. Employee Benefit Matters

<u>Matter Summary by Name</u>	<u>Hours</u>	<u>Rate</u>	<u>Total</u>
Cleary, J.	0.2	\$450.00	\$90.00
Tse, M.	2.0	425.00	850.00
Hanlon, D.	0.1	300.00	30.00
Total	<hr/> 2.3		<hr/> \$970.00

<u>Date</u>	<u>Name</u>	<u>Hours</u>	<u>Description</u>
01/07/99	Tse, M.	0.2	Telephone conference with Ms. Ehrstein regarding application of compensation cap to 401(k) plan.
01/19/99	Hanlon, D.	0.1	Telephone message to Ms. Panos.
01/20/99	Tse, M.	1.5	Prepare minutes of Pension Committee meeting.
01/21/99	Tse, M.	0.3	Finalize minutes of Pension Committee.
01/25/99	Cleary, J.	0.2	Telephone call with Mr. Zemlin regarding ERISA issues raised by potential union transactions.

Total Hours	<hr/> 2.3	Total Fees	\$970.00
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**LABOR MATTERS
(All LABOR MATTERS)**

<u>Matter Summary by Name</u>	<u>Hours</u>	<u>Rate</u>	<u>Total</u>
Smith, B. J.	12.5	\$325.00	\$4,062.50
Total	12.5		\$4,062.50

The department worked on two separate matters as detailed in the time entries for each matter attached hereto. The two matters were:

1. Labor Matters (070746)
2. UFCW Negotiations (103017)

1. Labor Matters

<u>Matter Summary by Name</u>	<u>Hours</u>	<u>Rate</u>	<u>Total</u>
Smith, B. J.	3.4	\$325.00	\$1,105.00
Total	<u>3.4</u>		<u>\$1,105.00</u>

<u>Date</u>	<u>Name</u>	<u>Hours</u>	<u>Description</u>
01/27/99	Smith, B. J.	3.4	Conference with Ms. Panos regarding status of Local 1445 store security and inclusion in bargaining unit; review unilateral setting of wage rate; review treatment of non-union employee on long-term disability for approximately five years and issues regarding termination; review status of severance pay plan; review status of identified executions and pending terminations.

Total Hours	<u>3.4</u>	Total Fees	\$1,105.00
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2. UFCW Negotiations

<u>Matter Summary by Name</u>	<u>Hours</u>	<u>Rate</u>	<u>Total</u>
Smith, B. J.	9.1	\$325.00	\$2,957.50
Total	9.1		\$2,957.50

<u>Date</u>	<u>Name</u>	<u>Hours</u>	<u>Description</u>
01/25/99	Smith, B. J.	2.6	Review and revise contract (L. 1262); review bargaining notes and memorandum of agreement.
01/27/99	Smith, B. J.	2.4	Review and revise contract (L. 919); fax revised pages to Ms. Panos.
01/28/99	Smith, B. J.	1.4	Continue review and revise form of contract for execution regarding L. 1262; fax pages to Ms. Panos; review negotiation notes and proposals regarding terms of agreement.
02/01/99	Smith, B. J.	2.7	Telephone conference with Ms. Panos regarding editing of terms regarding medical benefits in contract; review notes regarding negotiation of benefits issues and coordinate regarding terms of memorandum of agreement and letters of understanding (L. 1262); telephone conference with Ms. Panos regarding filing of form 5500 regarding severance plan and status of severance plan as non-ERISA plan; review status of Local 701 negotiations; review potential hiring of former Caldor employees and setting of initial rates of pay.

Total Hours	9.1	Total Fees	\$2,957.50
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**LITIGATION
(All LITIGATION)**

<u>Matter Summary by Name</u>	<u>Hours</u>	<u>Rate</u>	<u>Total</u>
Comen, S.	11.4	\$400.00	\$4,560.00
Loughnane, J. G.	12.5	340.00	4,250.00
Tu-Sekine, A.	0.7	175.00	122.50
Collins, E.	4.0	140.00	560.00
Poburko, M.	0.3	150.00	45.00
Regan, E.	4.8	125.00	600.00
Total	33.7		\$10,137.50

The department worked on one separate matter as detailed in the time entries for each matter attached hereto. The one matter was:

Homart Litigation
Senpike Litigation

Homart and Senpike Litigation

<u>Matter Summary by Name</u>	<u>Hours</u>	<u>Rate</u>	<u>Total</u>
Comen, S.	11.4	\$400.00	\$4,560.00
Loughnane, J. G.	12.5	340.00	4,250.00
Tu-Sekine, A.	0.7	175.00	122.50
Collins, E.	4.0	140.00	560.00
Poburko, M.	0.3	150.00	45.00
Regan, E.	4.8	125.00	600.00
Total	33.7		\$10,137.50

<u>Date</u>	<u>Name</u>	<u>Hours</u>	<u>Description</u>
01/04/99	Comen, S.	3.9	Research and preparation for hearing on Senpike motions; telephone conference with Mr. Newman; telephone conference with Mr. Hirschfield.
01/05/99	Comen, S.	6.5	travel to and prepare for court hearing on Senpike motions and objections.
01/07/99	Comen, S.	0.3	Telephone conference with Judge Lifland's clerk; telephone conference with Mr. Hirschfield regarding Senpike.
01/07/99	Regan, E.	2.0	Document and file organization.
01/08/99	Comen, S.	0.7	Research and study court's decision on Senpike; memo to Mr. Loughnane.
01/08/99	Regan, E.	2.0	Telephone conference with Ms. Fernands; research in files and document retrieval.
01/11/99	Loughnane, J. G.	0.5	Review Judge Lifland 1/6/99 order denying motion for relief from stay; conference with Messrs. Comen, Hirschfield and Kay regarding obtaining claims.
01/12/99	Loughnane, J. G.	0.8	Research on final/interlocutory order issue; conference with Mr. Comen.
01/14/99	Loughnane, J. G.	0.4	Work on motion to dismiss appeal.
01/15/99	Regan, E.	0.5	Telephone calls to Mr. DiFelice and research files.

<u>Date</u>	<u>Name</u>	<u>Hours</u>	<u>Description</u>
01/15/99	Tu-Sekine, A.	0.3	Review court opinion on Senpike Mall case.
01/19/99	Loughnane, J. G.	0.7	Revise motion to dismiss appeal; conference with Mr. Collins regarding research on procedural points; conference with Mr. Comen.
01/19/99	Collins, E.	0.4	Conference with Mr. Loughnane regarding Senpike claims, appeal from order denying motion for relief from stay (.4).
01/20/99	Loughnane, J. G.	0.1	Review Senpike designation of records.
01/21/99	Loughnane, J. G.	0.8	Conference with Mr. Comen regarding Senpike appeal status; draft designation of additional items for record; review Senpike proofs of claim.
01/22/99	Loughnane, J. G.	2.4	Work on statement of Designated items; conference with Mr. Hirshfield, Mr. Kay, Mr. Harrison DeFelice of Company regarding Senpike claims status, and objection issues.
01/25/99	Loughnane, J. G.	2.5	Work on memorandum summarizing/analyzing setoff/recoupment and options/strategies; finalize appellate designation and forward to Mr. M. Hirshfield.
01/25/99	Regan, E.	0.3	Telephone calls to and from Mr. DiFelice and Ms. Fernands regarding rental payment records.
01/26/99	Loughnane, J. G.	2.8	Further work analyzing Senpike claims, arguments and work on memorandum regarding same; litigation strategy.
01/26/99	Poburko, M.	0.3	Online research of New York case law.
01/27/99	Loughnane, J. G.	1.5	Finalize memorandum summarizing Senpike claims, setoff/recoupment arguments and procedural options.
01/27/99	Tu-Sekine, A.	0.1	Preparation of by-law documentation for filing.
01/27/99	Collins, E.	2.3	Research regarding appeal of interlocutory order (1.8); draft memorandum to Mr. Loughnane (.3); conferences with Mr. Loughnane regarding same (.2).
01/28/99	Tu-Sekine, A.	0.3	Review motion to appeal.

<u>Date</u>	<u>Name</u>	<u>Hours</u>	<u>Description</u>
01/28/99	Collins, E.	1.3	Further research regarding motion to dismiss appeal of interlocutory order (1.2); conference with Mr. Loughnane regarding same (.1).

Total Hours	33.7	Total Fees	\$10,137.50
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PARTNERS

William V. Buccella is a partner in the Corporate Department. Mr. Buccella was admitted to bar, 1968, New York; 1994, Massachusetts. Mr. Buccella graduated from Canisius College (B.S., 1964) and Cornell University Law School (J.D., 1968).

Stephen W. Carr is a partner in the Corporate Department. Mr. Carr was admitted to bar, 1968, Massachusetts. Mr. Carr is an honors graduate from Amherst College (B.A., 1965) and Harvard Law School (J.D., 1968).

John J. Cleary is a partner in the ERISA Department. Mr. Cleary was admitted to bar, 1974, Massachusetts. Mr. Cleary graduated from MIT (B.S., 1968), Yale University (Masters 1970), and Harvard Law School (J.D., 1974).

Steven J. Comen is a partner in the Litigation Department. Mr. Comen was admitted to bar, 1966, Massachusetts. Mr. Comen graduated from Brown University (B.A., 1963) and the University of Michigan (J.D., 1966).

John G. Loughnane is a partner in the Corporate Department. Mr. Loughnane was admitted to bar, 1990, Massachusetts, 1991, Rhode Island. Mr. Loughnane graduated from Holy Cross (A.B., 1987) and George Washington University Law Center (J.D., 1990).

Ettore A. Santucci is a partner in the Corporate Department. Mr. Santucci was admitted to bar, 1985, Massachusetts, 1986, New York. Mr. Santucci graduated from Manhattanville College (B.A., 1981), University of Bologna, Italy, School of Law (J.D., 1983) and Boston College Law School (J.D., 1985).

Bradford J. Smith is a partner in the Labor Department. Mr. Smith was admitted to bar, 1987, Massachusetts. Mr. Smith is a graduate of the University of Pennsylvania (B.A., 1980) and Boston University (J.D., 1987). Mr. Smith is a member of the American and Boston Bar Associations.

Andrew C. Sucoff is a partner in the Real Estate Department. Mr. Sucoff was admitted to bar, 1989, Massachusetts. Mr. Sucoff is a graduate of Hobard College (B.A., 1986) and Boston University (J.D., 1989).

Marian A. Tse is a partner in the Employee Benefits Department. Ms. Tse was admitted to bar, 1979, Massachusetts; 1980 U.S. District Court, District of Massachusetts. Ms. Tse is a graduate of Vassar College (B.A., *cum laude*, 1976) and Columbia Law School (J.D., 1979).

Raymond C. Zemlin is a partner in the Corporate Department. Mr. Zemlin was admitted to bar, 1980, Massachusetts. Mr. Zemlin graduated *summa cum laude* from Dartmouth College in 1977 and *magna cum laude* from Cornell Law School in 1980.

ASSOCIATES

Stephen T. Adams is an associate in the Corporate Department. Mr. Adams was admitted to bar, 1996, Massachusetts. Mr. Adams is a graduate of the University of Connecticut (B.S., 1987), University of North Dakota (M.S., 1993) and University of Virginia Law School (J.D., 1996).

Rajeev Balakrishna is an associate in the Corporate Department. Mr. Balakrishna was admitted to bar, 1996, Massachusetts. Mr. Balakrishna is a graduate of Stanford University (B.A., 1991), Georgetown University School of Foreign Service (M.S., 1996), and Georgetown University Law Center (J.D., 1996).

Donna M. Hanlon-Stoehr is an associate in the ERISA Department. Ms. Hanlon-Stoehr was admitted to bar, 1987, Rhode Island, 1988, Massachusetts. Ms. Hanlon-Stoehr graduated from Boston University (B.A., 1982) and Boston College Law School (J.D., 1982).

Evan Jones is an associate in the Corporate Department. Mr. Jones was admitted to bar, 1968, Massachusetts, 1973, United States Court of Appeals. Mr. Jones graduated from Harvard University (B.A., 1961) and the University of Wisconsin Law School (J.D., 1968).

James McDonald is an associate in the Corporate Department. Mr. McDonald was admitted to bar 1998, Massachusetts. Mr. McDonald is a graduate of Cornell University (B.S., 1993), Boston University Graduate School of Management (M.B.A., 1998) and Boston University Law School (J.D., 1998).

Colleen A. Murphy is an associate in the Corporate Department. Ms. Murphy was admitted to bar, 1995, Massachusetts and 1996, New York. Ms. Murphy is a graduate of Boston University (B.A., 1988), and Boston University (J.D., 1995).

William E. Stern is an associate in the Corporate Department. Mr. Stern was admitted to bar, 1996, Massachusetts. Mr. Stern is a graduate of Hamilton College (B.A., 1993) and George Washington University Law Center (J.D., 1996).

Anthony Tu-Sekine is an associate in the Corporate Department. Mr. Tu-Sekine was admitted to bar, 1997, Massachusetts. Mr. Tu-Sekine graduated from California State University (1993) and Harvard University (J.D., 1997).

Christine Venezia is an associate in the Corporate Department. Ms. Venezia was admitted to bar, 1997, Massachusetts. Ms. Venezia is a graduate of Boston College (B.A., 1992) and Boston College Law School (J.D., 1997).

Lawrence T. Weiss is an associate in the Corporate Department. Mr. Weiss was admitted to bar, 1994, Massachusetts. Mr. Weiss is a graduate of Tulane University (B.A., 1991) and Boston University Law School (J.D., 1994).

UNITED STATES BANKRUPTCY COURT
SOUTHERN DISTRICT OF NEW YORK

	*	
In re:	*	Chapter 11
	*	Case Nos. 95 B 42777
BRADLEES STORES, INC., <u>et al.</u> ,	*	through 95 B 42784 (BRL)
	*	
Debtors.	*	
	*	(Jointly Administered)

FINAL FEE APPLICATION

<u>Applicant:</u>	GP&H
<u>Role:</u>	Special corporate counsel

First Interim

Fees Requested	\$184,630.50
Fees Allowed	\$183,901.00
Fees Held Back	\$45,975.25
Expenses Requested	\$10,970.34
Expenses Previously Allowed	\$10,970.34

Second Interim

Fees Requested	\$137,984.00
Fees Allowed	\$137,984.00
Fees Held Back	\$13,798.40
Expenses Requested	\$11,105.35
Expenses Allowed	\$11,105.35

Third Interim

Fees Requested	\$149,123.50
Fees Allowed	\$149,123.50
Fees Held Back	\$14,912.35
Expenses Requested	\$7,598.21
Expenses Allowed	\$7,598.21

Fourth Interim

Fees Requested	\$150,233.00
Fees Allowed	\$150,233.00
Fees Held Back	\$15,023.30
Expenses Requested	\$5,398.59
Expenses Allowed	\$5,398.59

Fifth Interim

Fees Requested	\$113,094.50
Fees Allowed	\$113,094.50
Expenses Requested	\$9,658.80
Expenses Allowed	\$9,658.80

Sixth Interim

Fees Requested and Allowed	\$77,646.50
Expenses Requested and Allowed	\$3,020.32

Seventh Interim

Fees Requested and Allowed	\$175,060.50
Expenses Requested and Allowed	\$40,064.25

Eighth Interim

Fees Requested and Allowed	\$108,207.00
Expenses Requested and Allowed	\$4,708.11

Retainer Paid: \$175,000.00

Ninth Interim

Fees Requested and Allowed	\$95,710.50
Expenses Requested and Allowed	\$5,757.13

Tenth Interim

Fees Requested and Allowed	\$92,892.00
Expenses Requested and Allowed	\$3,321.11

Eleventh Interim

Fees Requested and Allowed	\$103,309.50
Expenses Requested and Allowed	\$9,420.80

Twelfth Interim

Fees Requested and Allowed	\$408,566.50
Expenses Requested and Allowed	\$17,316.12

Final Fee Application

Fees Requested:	\$202,177.00
Expenses Requested:	\$8,573.88

* Please note that the total amount of fees requested in Goodwin, Procter & Hoar LLP's monthly fee statement (January 1 through February 2, 1999) was \$201,977.00. The increase of \$200.00 is due to attorney time which was not included in compiling the fee statements. The time consists of the following: S. Comen .5.

* Please note that the total amount of expenses requested in Goodwin, Procter & Hoar LLP's monthly fee statement (January 1 through February 2, 1999) was \$8,355.68. The increase of \$218.20 is due to the delay in posting certain expenses which were not posted at the time of compiling the fee statements. The expenses consist of the following: Telephone \$25.80; Messenger \$131.55; Lexis Research \$80.85; and Good Standing Certificate -\$20.00.

(All Matters Combined)

		<u>Hours</u>	<u>Rate</u>	<u>Total</u>
PARTNERS				
Buccella W.	Corporate	56.5	\$370.00	\$20,905.00
Carr, S.	Corporate	0.4	475.00	190.00
Cleary, J.	ERISA	0.2	450.00	90.00
Comen, S.	Trial & Litigation	23.0	400.00	9,200.00
Loughnane, J. G.	Corporate	12.5	340.00	4,250.00
Santucci, E.	Corporate	0.7	400.00	280.00
Smith, B. J.	Labor	12.5	325.00	4,062.50
Sucoff, A.	Real Estate	0.5	350.00	175.00
Tse, M.	ERISA	2.5	425.00	1,062.50
Zemlin, R.	Corporate	167.9	410.00	68,839.00
Subtotal for Partners		276.7		\$109,054.00
ASSOCIATES				
Adams, S.	Corporate	157.1	205.00	32,205.50
Balakrishna, R.	Corporate	0.1	205.00	20.50
Hanlon, D.	ERISA	0.1	300.00	30.00
Jones, E.	Corporate	3.3	325.00	1,072.50
McDonald, J.	Corporate	65.4	155.00	10,137.00
Murphy, C.A.	Corporate	1.2	235.00	282.00
Stern, W.	Corporate	0.3	205.00	61.50
Tu-Sekine, A.	Corporate	0.7	175.00	122.50
Venezia, C.	Corporate	69.3	175.00	12,127.50
Weiss, L.	Corporate	121.1	255.00	30,880.50
Subtotal for Associates		418.6		\$86,939.50
LEGAL ASSISTANTS				
Bowen, K	Corporate	3.8	90.00	342.00
Callahan, A.	Corporate	24.1	135.00	3,253.50
Collins, E.	Corporate	4.0	140.00	560.00

Graham, C	Corporate	0.2	90.00	18.00
Mohns, E	Corporate	1.7	90.00	153.00
Parker, M	Corporate	4.0	90.00	360.00
Poburko, M.	General	0.7	150.00	105.00
Regan, E.	Trial & Litigation	4.8	125.00	600.00
Subtotal for Legal Assistants		43.3		\$5,391.50
LAW CLERKS				
Davis, L	Real Estate	7.2	110.00	792.00
Subtotal for Law Clerks		7.2		\$792.00
Total		745.8		\$202,177.00

**SUMMARY OF
DISBURSEMENTS FOR SERVICES**

A. Photocopying: \$885.90

The total photocopy charge reflects GP&H's standard per page charge to its clients of \$.15 per page.

B. Messenger Services: \$193.45
Overnight Mail/Federal Express: \$28.95
Postage: \$9.25

Time constraints often required that materials be sent by Federal Express or overnight mail. Charges associated with Federal Express and other frequently used services are incurred at special discount rates negotiated by GP&H with the carriers. GP&H messengers were necessary on limited occasions to hand deliver materials to certain parties in interest.

C. Fax Charges: \$3,707.00

Fax charges are at GP&H's standard charge to its clients of \$1.00 per page for each outgoing fax, except that GP&H has not charged for outgoing local faxes. There is no charge for incoming faxes. GP&H does not charge its clients for the cost of the call when it sends the facsimile. GP&H's fax cost is designed to meet the firm's actual cost for maintaining and operating its facsimile machines and sending each facsimile.

D. Long Distance Telephone: \$282.03

The total amount reflects the actual cost as billed to GP&H for long distance calls made in connection with these proceedings. Local calls are not included even though billed to GP&H on a per call basis.

E.	<u>Travel/Taxi:</u>	\$1,221.40
	<u>New York Shuttle:</u>	\$423.00
	GP&H incurred expenses for travel to and from the Debtors' corporate headquarters in Braintree, Massachusetts and to the Bankruptcy Court in New York. Car travel is charged at the IRS rate of \$.30 per mile plus actual cost of parking and tolls.	
F.	<u>Good Standing Certificate:</u>	\$178.50
	<u>Filing Fees:</u>	\$1,500.00
	<u>Search Fees:</u>	\$30.55
	<u>Outside Printing:</u>	\$33.00
	<u>Lexis Research:</u>	\$80.85
	As is self-evident these disbursements were all made in connection with the Stock Registration	
	TOTAL	<u>\$8,573.88</u>

* Please note that the total amount of expenses requested in Goodwin, Procter & Hoar LLP's monthly fee statement (January 1 through February 2, 1999) was \$8,355.68. The increase of \$218.20 is due to the delay in posting certain expenses which were not posted at the time of compiling the fee statements. The expenses consist of the following: Telephone \$25.80; Messenger \$131.55; Lexis Research \$80.85; and Good Standing Certificate -\$20.00.

DISBURSEMENT ACTIVITY REPORT
BRADLEES, INC.

<u>Date</u>	<u>Description</u>	<u>Amount</u>	<u>Totals</u>
01/04/99	Total Duplicating Charge	2.40	
01/04/99	Total Duplicating Charge	0.60	
01/04/99	Total Duplicating Charge	0.15	
01/04/99	Total Duplicating Charge	0.90	
01/05/99	Total Duplicating Charge	2.25	
01/05/99	Total Duplicating Charge	104.85	
01/06/99	Total Duplicating Charge	14.40	
01/08/99	Total Duplicating Charge	5.10	
01/08/99	Total Duplicating Charge	15.00	
01/11/99	Total Duplicating Charge	1.20	
01/11/99	Total Duplicating Charge	15.00	
01/12/99	Total Duplicating Charge	5.55	
01/12/99	Total Duplicating Charge	24.15	
01/13/99	Total Duplicating Charge	3.75	
01/14/99	Total Duplicating Charge	7.50	
01/15/99	Total Duplicating Charge	0.45	
01/20/99	Total Duplicating Charge	37.50	
01/20/99	Total Duplicating Charge	1.20	
01/20/99	Total Duplicating Charge	1.80	
01/21/99	Total Duplicating Charge	0.90	
01/21/99	Total Duplicating Charge	2.70	
01/21/99	Total Duplicating Charge	1.65	
01/21/99	Total Duplicating Charge	11.70	
01/21/99	Total Duplicating Charge	2.70	
01/22/99	Total Duplicating Charge	120.00	
01/22/99	Total Duplicating Charge	25.80	
01/22/99	Total Duplicating Charge	0.60	
01/23/99	Total Duplicating Charge	8.10	
01/25/99	Total Duplicating Charge	53.70	
01/25/99	Total Duplicating Charge	46.05	
01/25/99	Total Duplicating Charge	10.20	
01/25/99	Total Duplicating Charge	0.30	
01/26/99	Total Duplicating Charge	42.00	
01/26/99	Total Duplicating Charge	2.55	
01/26/99	Total Duplicating Charge	2.85	
01/27/99	Total Duplicating Charge	1.50	
01/27/99	Total Duplicating Charge	12.60	
01/27/99	Total Duplicating Charge	7.05	
01/28/99	Total Duplicating Charge	193.95	
01/28/99	Total Duplicating Charge	23.25	
01/28/99	Total Duplicating Charge	2.40	
01/29/99	Total Duplicating Charge	17.85	
01/29/99	Total Duplicating Charge	0.15	
01/29/99	Total Duplicating Charge	0.45	
01/29/99	Total Duplicating Charge	26.40	
02/02/99	Total Duplicating Charge	4.95	
02/02/99	Total Duplicating Charge	16.20	
02/02/99	Total Duplicating Charge	3.60	

\$885.90

01/06/99	Toll Calls	1.09
01/06/99	Toll Calls	0.73
01/06/99	Toll Calls	14.70
01/06/99	Toll Calls	0.73
01/07/99	Toll Calls	0.73
01/07/99	Toll Calls	4.00
01/11/99	Toll Calls	0.73
01/12/99	Toll Calls	116.10
01/13/99	Toll Calls	2.91
01/13/99	Toll Calls	0.36
01/14/99	Toll Calls	9.06
01/15/99	Toll Calls	2.54
01/19/99	Toll Calls	0.73
01/20/99	Toll Calls	0.73
01/21/99	Toll Calls	1.82
01/21/99	Toll Calls	0.36
01/21/99	Toll Calls	1.09
01/22/99	Toll Calls	9.23
01/22/99	Toll Calls	7.81
01/22/99	Toll Calls	1.09
01/22/99	Toll Calls	2.54
01/22/99	Toll Calls	7.81
01/22/99	Toll Calls	9.23
01/25/99	Toll Calls	0.36
01/25/99	Toll Calls	0.36
01/25/99	Toll Calls	0.73
01/25/99	Toll Calls	0.36
01/25/99	Toll Calls	1.45
01/26/99	Toll Calls	0.73
01/26/99	Toll Calls	0.73
01/26/99	Toll Calls	0.73
01/26/99	Toll Calls	3.64
01/26/99	Toll Calls	0.73
01/26/99	Toll Calls	0.73
01/27/99	Toll Calls	1.45
01/27/99	Toll Calls	1.09
01/27/99	Toll Calls	1.45
01/27/99	Toll Calls	0.73
01/27/99	Toll Calls	1.09
01/27/99	Toll Calls	2.91
01/27/99	Toll Calls	0.73
01/27/99	Toll Calls	1.09
01/27/99	Toll Calls	0.36
01/27/99	Toll Calls	1.09
01/27/99	Toll Calls	0.73
01/27/99	Toll Calls	0.73
01/27/99	Toll Calls	1.09
01/27/99	Toll Calls	1.45
01/27/99	Toll Calls	0.73
01/28/99	Toll Calls	2.54
01/28/99	Toll Calls	1.45
01/28/99	Toll Calls	0.73
01/28/99	Toll Calls	0.73
01/28/99	Toll Calls	0.36

01/28/99	Toll Calls	0.36
01/29/99	Toll Calls	25.21
01/29/99	Toll Calls	1.82
01/29/99	Toll Calls	2.54
01/29/99	Toll Calls	0.36
01/29/99	Toll Calls	0.73
01/29/99	Toll Calls	0.73
01/29/99	Toll Calls	1.09
01/29/99	Toll Calls	1.09
01/29/99	Toll Calls	1.45
01/29/99	Toll Calls	0.73
01/29/99	Toll Calls	0.73
01/29/99	Toll Calls	4.00
01/29/99	Toll Calls	0.36
01/29/99	Toll Calls	1.45
01/29/99	Toll Calls	1.09
02/02/99	Toll Calls	1.09
02/02/99	Toll Calls	1.09
02/02/99	Toll Calls	1.09
02/02/99	Toll Calls	0.73
02/02/99	Toll Calls	2.18
02/02/99	Toll Calls	0.73
02/02/99	Toll Calls	0.73
02/02/99	Toll Calls	0.36
02/02/99	Toll Calls	0.36

\$282.03

01/04/99	Fax Transmissions	3.00
01/06/99	Fax Transmissions	18.00
01/07/99	Fax Transmissions	4.00
01/11/99	Fax Transmissions	6.00
01/12/99	Fax Transmissions	4.00
01/12/99	Fax Transmissions	4.00
01/12/99	Fax Transmissions	73.00
01/14/99	Fax Transmissions	27.00
01/19/99	Fax Transmissions	5.00
01/20/99	Fax Transmissions	25.00
01/21/99	Fax Transmissions	30.00
01/22/99	Fax Transmissions	1,189.00
01/22/99	Fax Transmissions	16.00
01/22/99	Fax Transmissions	3.00
01/22/99	Fax Transmissions	4.00
01/25/99	Fax Transmissions	117.00
01/25/99	Fax Transmissions	4.00
01/26/99	Fax Transmissions	20.00
01/26/99	Fax Transmissions	18.00
01/26/99	Fax Transmissions	16.00
01/27/99	Fax Transmissions	39.00
01/27/99	Fax Transmissions	5.00
01/27/99	Fax Transmissions	12.00
01/28/99	Fax Transmissions	13.00
01/28/99	Fax Transmissions	126.00
01/28/99	Fax Transmissions	10.00
01/28/99	Fax Transmissions	3.00
01/28/99	Fax Transmissions	8.00
01/28/99	Fax Transmissions	254.00

01/28/99	Fax Transmissions	20.00	
01/29/99	Fax Transmissions	8.00	
01/29/99	Fax Transmissions	3.00	
01/29/99	Fax Transmissions	14.00	
01/29/99	Fax Transmissions	3.00	
01/29/99	Fax Transmissions	13.00	
01/29/99	Fax Transmissions	691.00	
02/01/99	Fax Transmissions	14.00	
02/01/99	Fax Transmissions	11.00	
02/01/99	Fax Transmissions	9.00	
02/01/99	Fax Transmissions	3.00	
02/02/99	Fax Transmissions	9.00	
02/02/99	Fax Transmissions	5.00	
02/02/99	Fax Transmissions	206.00	
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			\$3,065.00
01/05/99	Postage	0.55	
01/22/99	Postage	1.54	
01/29/99	Postage	7.16	
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			\$9.25
01/01/99	Express Delivery	9.50	
01/22/99	Express Delivery	19.45	
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			\$28.95
01/11/99	Messenger Service	7.50	
01/11/99	Messenger Service	7.50	
01/25/99	Messenger Service	7.50	
01/27/99	Messenger Service	7.50	
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			\$30.00
01/07/99	Desktop Fax	0.00	
01/07/99	Desktop Fax	18.00	
01/07/99	Desktop Fax	18.00	
01/28/99	Desktop Fax	2.00	
01/29/99	Desktop Fax	3.00	
01/29/99	Desktop Fax	2.00	
01/31/99	Desktop Fax	21.00	
01/31/99	Desktop Fax	21.00	
01/31/99	Desktop Fax	21.00	
01/31/99	Desktop Fax	21.00	
01/31/99	Desktop Fax	21.00	
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01/31/99	Desktop Fax	21.00	
01/31/99	Desktop Fax	21.00	
01/31/99	Desktop Fax	21.00	
02/01/99	Desktop Fax	20.00	
02/01/99	Desktop Fax	19.00	
02/01/99	Desktop Fax	20.00	
02/01/99	Desktop Fax	20.00	
02/01/99	Desktop Fax	20.00	

02/01/99	Desktop Fax	20.00	
02/01/99	Desktop Fax	20.00	
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02/01/99	Desktop Fax	19.00	
02/01/99	Desktop Fax	20.00	
02/01/99	Desktop Fax	20.00	
02/01/99	Desktop Fax	20.00	
02/02/99	Desktop Fax	3.00	
02/02/99	Desktop Fax	13.00	
02/02/99	Desktop Fax	12.00	
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			\$642.00
01/07/99	Cab	59.50	
01/12/99	Cab	64.00	
02/02/99	Cab	90.00	
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			\$213.50
01/02/99	Messenger Services	4.95	
01/09/99	Messenger Services	14.95	
01/18/99	Messenger Services	5.00	
01/25/99	Messenger Services	7.00	
01/28/99	Messenger Services	17.95	
01/31/99	Messenger Services	10.50	
01/31/99	Messenger Services	5.00	
01/31/99	Messenger Services	7.00	
01/31/99	Messenger Services	27.25	
01/31/99	Messenger Services	5.00	
02/01/99	Messenger Services	17.95	
02/01/99	Messenger Services	17.95	
02/01/99	Messenger Services	22.95	
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			\$163.45
01/07/99	Travel	229.00	
02/02/99	Travel	778.90	
			<hr/>
			\$1,007.90
01/29/99	Filing Fees	400.00	
01/29/99	Filing Fees	400.00	
01/29/99	Filing Fees	250.00	
01/29/99	Filing Fees	200.00	
01/29/99	Filing Fees	250.00	
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			\$1,500.00
01/01/99	Search Fees	30.55	
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			\$30.55
01/12/99	Outside Printing	33.00	
			<hr/>
			\$33.00
01/11/99	Good Standing Certificate	98.50	
01/27/99	Good Standing Certificate	100.00	
02/01/99	Good Standing Certificate	-20.00	

01/31/99	Legal Research Lexis	80.85	<u>\$178.50</u>
			<u>\$80.85</u>
02/01/99	New York Shuttle	141.00	
02/01/99	New York Shuttle	141.00	
02/01/99	New York Shuttle	141.00	
			<u>\$423.00</u>
Total Disbursements			<u>\$8,573.88</u>

UNITED STATES BANKRUPTCY COURT
SOUTHERN DISTRICT OF NEW YORK

In re:	*	Chapter 11
	*	Case Nos. 95 B 42777
BRADLEES STORES, INC., <u>et al.</u> ,	*	through 95 B 42784 (BRL)
	*	
Debtors.	*	
	*	(Jointly Administered)

FINAL FEE APPLICATION

<u>Applicant:</u>	GP&H
<u>Role:</u>	Special corporate counsel

First Interim

Fees Requested	\$184,630.50
Fees Allowed	\$183,901.00
Fees Held Back	\$45,975.25
Expenses Requested	\$10,970.34
Expenses Previously Allowed	\$10,970.34

Second Interim

Fees Requested	\$137,984.00
Fees Allowed	\$137,984.00
Fees Held Back	\$13,798.40
Expenses Requested	\$11,105.35
Expenses Allowed	\$11,105.35

Third Interim

Fees Requested	\$149,123.50
Fees Allowed	\$149,123.50
Fees Held Back	\$14,912.35
Expenses Requested	\$7,598.21
Expenses Allowed	\$7,598.21

Fourth Interim

Fees Requested	\$150,233.00
Fees Allowed	\$150,233.00
Fees Held Back	\$15,023.30
Expenses Requested	\$5,398.59
Expenses Allowed	\$5,398.59

Fifth Interim

Fees Requested	\$113,094.50
Fees Allowed	\$113,094.50
Expenses Requested	\$9,658.80
Expenses Allowed	\$9,658.80

Sixth Interim

Fees Requested and Allowed	\$77,646.50
Expenses Requested and Allowed	\$3,020.32

Seventh Interim

Fees Requested and Allowed	\$175,060.50
Expenses Requested and Allowed	\$40,064.25

Eighth Interim

Fees Requested and Allowed	\$108,207.00
Expenses Requested and Allowed	\$4,708.11

Retainer Paid: \$175,000.00

Ninth Interim

Fees Requested and Allowed	\$95,710.50
Expenses Requested and Allowed	\$5,757.13

Tenth Interim

Fees Requested and Allowed	\$92,892.00
Expenses Requested and Allowed	\$3,321.11

Eleventh Interim

Fees Requested and Allowed	\$103,309.50
Expenses Requested and Allowed	\$9,420.80

Twelfth Interim

Fees Requested and Allowed	\$408,566.50
Expenses Requested and Allowed	\$17,316.12

Final Fee Application

Fees Requested: \$202,177.00

Expenses Requested: \$8,573.88

TOTAL FEES INCURRED: \$1,998,635.00

TOTAL EXPENSES INCURRED: \$136,913.01

UNITED STATES BANKRUPTCY COURT
SOUTHERN DISTRICT OF NEW YORK

In re:	*	Chapter 11
	*	Case Nos. 95 B 42777
BRADLEES STORES, INC., <u>et al.</u> ,	*	through 95 B 42784 (BRL)
	*	
Debtors.	*	
	*	(Jointly Administered)

FINAL FEE APPLICATION

<u>Applicant:</u>	GP&H
<u>Role:</u>	Special corporate counsel

First Interim		
Fees Requested	\$184,630.50	
Fees Allowed	\$183,901.00	
Fees Held Back		\$45,975.25
Expenses Requested	\$10,970.34	
Expenses Previously Allowed	\$10,970.34	
Second Interim		
Fees Requested	\$137,984.00	
Fees Allowed	\$137,984.00	
Fees Held Back		\$13,798.40
Expenses Requested	\$11,105.35	
Expenses Allowed	\$11,105.35	
Third Interim		
Fees Requested	\$149,123.50	
Fees Allowed	\$149,123.50	
Fees Held Back		\$14,912.35
Expenses Requested	\$7,598.21	
Expenses Allowed	\$7,598.21	

Fourth Interim

Fees Requested	\$150,233.00	
Fees Allowed	\$150,233.00	
Fees Held Back		<u>\$15,023.30</u>
Expenses Requested	\$5,398.59	
Expenses Allowed	\$5,398.59	

Total Fees Held Back: \$89,709.30

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