

Hearing Date: April 22, 1999
Hearing Time: 10:00 a.m.

UNITED STATES BANKRUPTCY COURT
SOUTHERN DISTRICT OF NEW YORK

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

ORDER
FIXING AND ALLOWING CLAIM OF THE
UNOFFICIAL COMMITTEE OF TRADE CLAIM HOLDERS
FOR ALLOWANCE AND PAYMENT OF COMPENSATION AND
REIMBURSEMENT OF EXPENSES UNDER BANKRUPTCY CODE § 503(B)

Upon (1) the Application of the Unofficial Committee of Trade Claim Holders (the “Unofficial Committee”) for Allowance and Payment of Compensation and Reimbursement of Expenses under Bankruptcy Code § 503(b) dated March 19, 1999 (the “Application”); (2) the objections to the Application (together, the “Objections”) of the Office of the United States Trustee for the Southern District of New York (“United States Trustee”), and of the above-captioned debtors (the “Debtors”); and (3) the reply of the Unofficial Committee to the Objections (the “Reply”); and proper notice of the April 22, 1999 hearing (the “Fee Hearing”) to consider the Application having been given to all parties entitled to receive notice of the Fee Hearing; and upon the record of the Fee Hearing held on April 22, 1999 (the

“Record”), which is expressly incorporated and made part of this Order; and upon the Debtors’ having no objection to the Unofficial Committee’s claim against Bradlees Stores being fixed and allowed under Bankruptcy Code § 503(b)(3) and (b)(4) in the amount of \$425,000; and due deliberation and sufficient cause existing therefor;

NOW THEREFORE, it is hereby

ORDERED, that the Unofficial Committee’s claim against Bradlees Stores for compensation and reimbursement of expenses for services rendered in these cases shall be and hereby is fixed and allowed on a full and final basis under Bankruptcy Code § 503(b)(3) and (b)(4) in the amount of \$425,000; and it is further

ORDERED, that the Debtors are hereby authorized and directed to pay Milbank Tweed Hadley & McCloy LLP, as counsel for the Unofficial Committee, \$425,000 within twenty business days of the entry of this Order.

Dated: New York, NY
May 27, 1999

/s/ Burton R. Lifland

))))))))))))))))))))))))))))))
UNITED STATES BANKRUPTCY JUDGE