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

UNITED STATES BANKRUPTCY COURT
 SOUTHERN DISTRICT OF NEW YORK

- - - - -	- X	
	:	Chapter 11
In re:	:	
	:	Case No. 95 B 42777
BRADLEES STORES, INC., <u>et al.</u> ,	:	through 95 B 42784 (BRL)
	:	
Debtors.	:	(Jointly Administered)
- - - - -	- X	

THIRTEENTH APPLICATION OF THE MEMBERS OF THE OFFICIAL
 COMMITTEE OF UNSECURED CREDITORS FOR REIMBURSEMENT OF EXPENSES

TO: THE HONORABLE BURTON R. LIFLAND,
 UNITED STATES BANKRUPTCY JUDGE

The Application ("Application") of the members of the Official Committee of Unsecured Creditors ("Committee" or "Applicant(s)") of the above captioned Debtors for reimbursement of expenses, by Otterbourg, Steindler, Houston & Rosen, P.C., its counsel, respectfully represents and alleges:

1. On June 23, 1995 ("Petition Date"), the Debtors commenced their respective reorganization cases by filing voluntary petitions for relief under Chapter 11 of Title 11 of the United States Bankruptcy Code ("Bankruptcy Code"). The Debtors are continuing in possession of their respective property

and are operating and managing their businesses, as debtors-in-possession, pursuant to Sections 1107 and 1108 of the Bankruptcy Code.

2. The Court has jurisdiction over this matter pursuant to 28 U.S.C. Sections 157(a) and 1334(b) and the "Standing Order of Referral of Cases to Bankruptcy Judges" of the United States District Court for the Southern District of New York, dated July 10, 1984 (Ward, Acting C.J.).

3. The Debtors' Chapter 11 cases have been consolidated for procedural purposes only and are being jointly administered pursuant to an Order of this Court.

4. Bradlees Stores, Inc. is a discount retail merchandiser currently operating 103 discount retail department stores in the northeastern United States. The Debtors retail sales are expected to be approximately \$1.3 billion for the fiscal year ended February 1, 1999.

5. The Committee, appointed on July 6, 1995, consists of trade creditors, bondholders, a landlord and a labor union. The Committee retained Otterbourg, Steindler, Houston & Rosen, P.C. as counsel pursuant to an Order of this Court dated August 15, 1995.

6. The Committee has previously submitted twelve applications for reimbursement of expenses. In particular, the Committee submitted the following Applications for reimbursement of expenses:

Allowance Period	Amount of Application	Date of Award	Amount of Award
First Allowance Period (July 6, 1995-September 30, 1995)	\$11,658.34	November 22, 1995	\$11,658.34
Second Allowance Period (October 1, 1995-December 31, 1995)	\$ 5,519.54	February 15, 1996	\$ 5,519.54
Third Allowance Period (January 1, 1996-March 31, 1996)	\$ 4,796.82	May 28, 1996	\$ 4,796.82
Fourth Allowance Period (April 1, 1996-June 30, 1996)	\$ 6,510.54	August 26, 1996	\$ 6,510.54
Fifth Allowance Period (July 1, 1996-September 30, 1996)	\$ 3,564.83	November 27, 1996	\$ 3,564.83
Sixth Allowance Period (October 1, 1996-December 31, 1996)	\$ 5,170.01	February 21, 1997	\$ 5,170.01
Seventh Allowance Period (January 1, 1997 - April 30, 1997)	\$15,257.96	July 15, 1997	\$15,257.96
Eighth Allowance Period (May 1, 1997 - August 31, 1997)	\$27,885.31	November 24, 1997	\$27,885.31
Ninth Allowance Period (September 1, 1997 - December 31, 1997)	\$6,943.61	March 23, 1998	\$6,943.61
Tenth Allowance Period (January 1, 1998 - April 30, 1998)	\$19,823.23	July 22, 1998	\$17,946.56
Eleventh Allowance Period (May 1, 1998 - August 31, 1998)	\$8,500.88	November 18, 1998	\$8,500.88

Twelfth Allowance Period (September 1, 1998 - December 31, 1998)	\$5,903.16	Hearing held March 11, 1999 - order to be entered	\$5,903.16
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7. The instant Application covers expenses incurred by Handleman Company ("Applicant") from October 28, 1998 through October 29, 1998. Applicant attended a meeting of the Committee on October 29, 1998 and participated in a meeting with the Debtors. Applicant is located at a distance from New York where the meeting was held and accordingly incurred costs in attending this meeting.

8. Applicant hereby requests reimbursement of its actual out-of-pocket expenses incurred as member of the Committee, aggregating \$846.84. Annexed hereto as Exhibit "A" is an Affidavit from Applicant together with substantially all the documentation supporting the expenses incurred. Applicant submits that the out-of-pocket expenses incurred in connection with attendance at the previously described meetings was necessary and reasonable.

WHEREFORE, Applicant respectfully requests the entry of an Order awarding reimbursement for Applicant's actual and necessary expenses in the amount of \$846.84.

Dated: New York, New York
March 19, 1999

OTTERBOURG, STEINDLER, HOUSTON &
ROSEN, P.C., ATTORNEYS FOR THE
OFFICIAL COMMITTEE OF UNSECURED
CREDITORS

By: _____ / s /
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