

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

UNITED STATES BANKRUPTCY COURT  
SOUTHERN DISTRICT OF NEW YORK

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

ORDER REGARDING AMENDED APPLICATION OF STATE STREET  
BANK AND TRUST COMPANY, AS INDENTURE TRUSTEE,  
FOR ALLOWANCE OF COMPENSATION FOR SERVICES RENDERED  
AND FOR REIMBURSEMENT OF EXPENSES AND DISBURSEMENTS  
(INCLUDING PROFESSIONAL COSTS AND EXPENSES OF ITS  
COUNSEL, PALMER & DODGE LLP) PURSUANT TO 11 U.S.C. § 503(B)

Upon (i) the Order Denying without Prejudice Application of State Street Bank and Trust Company ("State Street"), as Indenture Trustee, for Allowance of Compensation for Services Rendered and for Reimbursement of Expenses and Disbursements, dated May 12, 1999; (ii) the Amended Application of State Street Bank and Trust Company, as Indenture Trustee, for Allowance of Compensation for Services Rendered and for Reimbursement of Expenses and Disbursements (Including Professional Costs and Expenses of Its Counsel, Palmer & Dodge LLP ("P&D")) Pursuant to 11 U.S.C. § 503(b), dated June 3, 1999 (the "Amended Application"), seeking fees and expenses in the aggregate

amount of \$438,924.75, (iii) the objection of Bradlees Stores, Inc. and its affiliates (collectively, "Bradlees") to the Amended Application, dated July 16, 1999 (the "Objection"), and (iv) the Response of State Street to the Objection, dated July 20, 1999; and proper notice of the hearing (the "Fee Hearing") to consider the Amended Application having been given to all parties entitled to receive notice of the Fee Hearing; and the Court having carefully reviewed the Amended Application; and upon the record of the Fee Hearing held on July 22, 1999; and after due deliberation and sufficient cause existing therefor; it is hereby

ORDERED, that pursuant to 11 U.S.C. § 503(b) and Sections 12.06 and 12.07 of the Second Amended Joint Plan of Reorganization of Bradlees Stores, Inc. and Affiliates under Chapter 11 of the Bankruptcy Code, dated January 26, 1999, State Street shall be allowed fees and expenses in the aggregate amount of \$300,000; and it is further

ORDERED, that Bradlees is hereby authorized and directed to pay State Street the amount of \$300,000 within 10 days after the entry of this Order.

Dated: New York, New York  
**August 4, 1999**

**/s/ Burton R. Lifland**

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UNITED STATES BANKRUPTCY JUDGE