

UNITED STATES OF AMERICA
Before the
SECURITIES AND EXCHANGE COMMISSION
November 7, 2007

ADMINISTRATIVE PROCEEDING
File No. 3-12887

In the Matter of

**Ames Department Stores, Inc.,
Bradlees, Inc.,
Caldor Corp.,
Homeplace of America, Inc., and
Stuarts Department Stores, Inc.,**

Respondents.

**ORDER INSTITUTING PROCEEDINGS
AND NOTICE OF HEARING PURSUANT
TO SECTION 12(j) OF THE SECURITIES
EXCHANGE ACT OF 1934**

I.

The Securities and Exchange Commission (“Commission”) deems it necessary and appropriate for the protection of investors that public administrative proceedings be, and hereby are, instituted pursuant to Section 12(j) of the Securities Exchange Act of 1934 (“Exchange Act”) against Ames Department Stores, Inc., Bradlees, Inc., Caldor Corp., Homeplace of America, Inc., and Stuarts Department Stores, Inc. (“Respondents”).

II.

After an investigation, the Division of Enforcement alleges that:

A. RESPONDENTS

1. Ames Department Stores, Inc. (“Ames”) (CIK No. 006071) is a forfeited Delaware corporation located in Rocky Hill, Connecticut with a class of equity securities registered with the Commission pursuant to Exchange Act Section 12(g). Ames is delinquent in its periodic filings with the Commission, having not filed any periodic reports since it filed a Form 10-Q for the period ended May 4, 2002, which reported a net loss of over \$43 million for the prior thirteen weeks. On August 20, 2001, Ames filed a Chapter 11 bankruptcy petition in the U.S. Bankruptcy Court for the Southern District of New York, and the case is still pending. As of November 5, 2007, the company’s common stock (symbol “AMESQ”) was quoted on the Pink Sheets, had six market makers, and was eligible for the piggyback exemption of Exchange Act Rule 15c2-11(f)(3).

2. Bradlees, Inc. (“Bradlees”) (CIK No. 887356) is a Massachusetts corporation located in Braintree, Massachusetts with a class of equity securities registered with the Commission pursuant to Exchange Act Section 12(g). Bradlees is delinquent in its periodic filings with the Commission, having not filed any periodic reports since it filed a Form 10-Q for the period ended October 28, 2000, which reported a net loss of over \$18 million for the prior thirteen weeks. On December 26, 2000, Bradlees and its subsidiaries filed a Chapter 11 bankruptcy petition in the U.S. Bankruptcy Court for the Southern District of New York, and the case is still pending. As of November 5, 2007, the company’s common stock (symbol “BLEEQ”) was quoted on the Pink Sheets, had six market makers, and was eligible for the piggyback exemption of Exchange Act Rule 15c2-11(f)(3).

3. Caldor Corp. (“Caldor”) (CIK No. 857954) is a dissolved Delaware corporation located in Norwalk, Connecticut with a class of equity securities registered with the Commission pursuant to Exchange Act Section 12(g). Caldor is delinquent in its periodic filings with the Commission, having not filed any periodic reports since it filed a Form 10-Q for the period ended October 31, 1998, which reported a net loss of over \$27 million for the prior thirteen weeks. On September 18, 1995, Caldor filed a Chapter 11 bankruptcy petition in the U.S. Bankruptcy Court for the Southern District of New York, and the case was dismissed on November 8, 2001. As of November 5, 2007, the company’s common stock (symbol “CLDRQ”) was quoted on the Pink Sheets, had five market makers, and was eligible for the piggyback exemption of Exchange Act Rule 15c2-11(f)(3).

4. Homeplace of America, Inc. (“Homeplace”) (CIK No. 1115841) is a void Delaware corporation located in Myrtle Beach, South Carolina with a class of equity securities registered with the Commission pursuant to Exchange Act Section 12(g). Homeplace is delinquent in its periodic filings with the Commission, having not filed any periodic reports since it filed a Form 10-Q for the period ended August 26, 2000, which reported a net loss of over \$1.9 million for the prior thirteen weeks. On January 1, 2001, Homeplace filed a Chapter 11 bankruptcy petition in the U.S. Bankruptcy Court for the District of Delaware, and the case was closed on October 30, 2007. The company’s common stock is not publicly quoted or traded.

5. Stuarts Department Stores, Inc. (“Stuarts”) (CIK No. 0744795) is a void Delaware corporation located in Franklin, Massachusetts with a class of equity securities registered with the Commission pursuant to Exchange Act Section 12(g). Stuarts is delinquent in its periodic filings with the Commission, having not filed any periodic reports since it filed a Form 10-Q for the period ended October 28, 1995, which reported a net loss of over \$17 million for the prior thirty-nine weeks. On May 16, 1995, Stuarts filed a Chapter 11 bankruptcy petition in the U.S. Bankruptcy Court for the District of Massachusetts, which was converted to Chapter 7, and the case was closed on July 26, 2006. As of November 5, 2007, the company’s common stock (symbol “SRTDQ”) was quoted on the Pink Sheets, had two market makers, and was eligible for the piggyback exemption of Exchange Act Rule 15c2-11(f)(3).

B. DELINQUENT PERIODIC FILINGS

6. As discussed in more detail above, all of the Respondents are delinquent in their periodic filings with the Commission (*see* Chart of Delinquent Filings, attached hereto as Appendix 1), have repeatedly failed to meet their obligations to file timely periodic reports, and failed to heed delinquency letters sent to them by the Division of Corporation Finance requesting compliance with their periodic filing obligations or, through their failure to maintain a valid address on file with the Commission as required by Commission rules, did not receive such letters.

7. Exchange Act Section 13(a) and the rules promulgated thereunder require issuers of securities registered pursuant to Exchange Act Section 12 to file with the Commission current and accurate information in periodic reports, even if the registration is voluntary under Section 12(g). Specifically, Rule 13a-1 requires issuers to file annual reports (Forms 10-K or 10-KSB), and Rule 13a-13 requires issuers to file quarterly reports (Forms 10-Q or 10-QSB).

8. As a result of the foregoing, Respondents failed to comply with Exchange Act Section 13(a) and Rules 13a-1 and 13a-13 thereunder.

III.

In view of the allegations made by the Division of Enforcement, the Commission deems it necessary and appropriate for the protection of investors that public administrative proceedings be instituted to determine:

A. Whether the allegations contained in Section II are true and, in connection therewith, to afford the Respondents an opportunity to establish any defenses to such allegations; and,

B. Whether it is necessary and appropriate for the protection of investors to suspend for a period not exceeding twelve months, or revoke the registration of each class of securities of the Respondents identified in Section II registered pursuant to Section 12 of the Exchange Act.

IV.

IT IS HEREBY ORDERED that a public hearing for the purpose of taking evidence on the questions set forth in Section III hereof shall be convened at a time and place to be fixed, and before an Administrative Law Judge to be designated by further order as provided by Rule 110 of the Commission's Rules of Practice [17 C.F.R. § 201.110].

IT IS HEREBY FURTHER ORDERED that Respondents shall file an Answer to the allegations contained in this Order within ten (10) days after service of this Order, as provided by Rule 220(b) of the Commission's Rules of Practice [17 C.F.R. § 201.220(b)].

If Respondents fail to file the directed Answers, or fail to appear at a hearing after being duly notified, the Respondents may be deemed in default and the proceedings may be determined against it upon consideration of this Order, the allegations of which may be deemed to be true as provided by Rules 155(a), 220(f), 221(f), and 310 of the Commission's Rules of Practice [17 C.F.R. §§ 201.155(a), 201.220(f), 201.221(f), and 201.310].

This Order shall be served forthwith upon Respondents personally or by certified or Express Mail, or by other means permitted by the Commission's Rules of Practice.

IT IS FURTHER ORDERED that the Administrative Law Judge shall issue an initial decision no later than 120 days from the date of service of this Order, pursuant to Rule 360(a)(2) of the Commission's Rules of Practice [17 C.F.R. § 201.360(a)(2)].

In the absence of an appropriate waiver, no officer or employee of the Commission engaged in the performance of investigative or prosecuting functions in this or any factually related proceeding will be permitted to participate or advise in the decision of this matter, except as witness or counsel in proceedings held pursuant to notice. Since this proceeding is not "rule making" within the meaning of Section 551 of the Administrative Procedure Act, it is not deemed subject to the provisions of Section 553 delaying the effective date of any final Commission action.

By the Commission.

Nancy M. Morris
Secretary

Attachment

Appendix 1
Chart of Delinquent Filings by
Ames Department Stores, Inc., et al.

<u>Company Name</u>	<u>Form Type</u>	<u>Period Ended</u>	<u>Due Date</u>	<u>Date Rec'd</u>	<u>Months Delinquent (rounded up)</u>
Ames Department Stores, Inc.					
	10-Q	08/03/02	09/17/02	Not filed	62
	10-Q	11/02/02	12/17/02	Not filed	59
	10-K	02/01/03	05/02/03	Not filed	54
	10-Q	05/03/03	06/17/03	Not filed	53
	10-Q	08/02/03	09/16/03	Not filed	50
	10-Q	11/01/03	12/16/03	Not filed	47
	10-K	01/31/04	04/30/04	Not filed	43
	10-Q	05/01/04	06/15/04	Not filed	41
	10-Q	07/31/04	09/14/04	Not filed	38
	10-Q	10/30/04	12/14/04	Not filed	35
	10-K	01/29/05	04/29/05	Not filed	31
	10-Q	04/30/05	06/14/05	Not filed	29
	10-Q	07/30/05	09/13/05	Not filed	26
	10-Q	10/29/05	12/13/05	Not filed	23
	10-K	01/28/06	04/28/06	Not filed	19
	10-Q	04/29/06	06/13/06	Not filed	17
	10-Q	07/29/06	09/12/06	Not filed	14
	10-Q	10/28/06	12/12/06	Not filed	11
	10-K	01/27/07	04/27/07	Not filed	7
	10-Q	04/28/07	06/12/07	Not filed	5
	10-Q	07/28/07	09/11/07	Not filed	2
Total Filings Delinquent	21				
Bradlees, Inc.					
	10-K	02/03/01	03/20/01	Not filed	80
	10-Q	05/05/01	06/19/01	Not filed	77
	10-Q	08/04/01	09/18/01	Not filed	74
	10-Q	11/03/01	12/18/01	Not filed	71
	10-K	02/02/02	03/19/02	Not filed	68
	10-Q	05/04/02	06/18/02	Not filed	65
	10-Q	08/03/02	09/17/02	Not filed	62
	10-Q	11/02/02	12/17/02	Not filed	59
	10-K	02/01/03	05/02/03	Not filed	54
	10-Q	05/03/03	06/17/03	Not filed	53

<u>Company Name</u>	<u>Form Type</u>	<u>Period Ended</u>	<u>Due Date</u>	<u>Date Rec'd</u>	<u>Months Delinquent (rounded up)</u>
<i>Bradlees, Inc.</i>					
	<i>10-Q</i>	08/02/03	09/16/03	Not filed	50
	<i>10-Q</i>	11/01/03	12/16/03	Not filed	47
	<i>10-K</i>	01/31/04	04/30/04	Not filed	43
	<i>10-Q</i>	05/01/04	06/15/04	Not filed	41
	<i>10-Q</i>	07/31/04	09/14/04	Not filed	38
	<i>10-Q</i>	10/30/04	12/14/04	Not filed	35
	<i>10-K</i>	01/29/05	04/29/05	Not filed	31
	<i>10-Q</i>	04/30/05	06/14/05	Not filed	29
	<i>10-Q</i>	07/30/05	09/13/05	Not filed	26
	<i>10-Q</i>	10/29/05	12/13/05	Not filed	23
	<i>10-K</i>	01/28/06	04/28/06	Not filed	19
	<i>10-Q</i>	04/29/06	06/13/06	Not filed	17
	<i>10-Q</i>	07/29/06	09/12/06	Not filed	14
	<i>10-Q</i>	10/28/06	12/12/06	Not filed	11
	<i>10-K</i>	01/27/07	04/27/07	Not filed	7
	<i>10-Q</i>	04/28/07	06/12/07	Not filed	5
	<i>10-Q</i>	07/28/07	09/11/07	Not filed	2
Total Filings Delinquent		27			
<i>Caldor Corp.</i>					
	<i>10-K</i>	01/30/99	04/30/99	Not filed	103
	<i>10-Q</i>	05/01/99	06/15/99	Not filed	101
	<i>10-Q</i>	07/31/99	09/14/99	Not filed	98
	<i>10-Q</i>	10/30/99	12/14/99	Not filed	95
	<i>10-K</i>	01/29/00	04/28/00	Not filed	91
	<i>10-Q</i>	04/29/00	06/13/00	Not filed	89
	<i>10-Q</i>	07/29/00	09/12/00	Not filed	86
	<i>10-Q</i>	10/28/00	12/12/00	Not filed	83
	<i>10-K</i>	02/03/01	05/04/01	Not filed	78
	<i>10-Q</i>	05/05/01	06/19/01	Not filed	77
	<i>10-Q</i>	08/04/01	09/18/01	Not filed	74
	<i>10-Q</i>	11/03/01	12/18/01	Not filed	71
	<i>10-K</i>	02/02/02	05/03/02	Not filed	66
	<i>10-Q</i>	05/04/02	06/18/02	Not filed	65
	<i>10-Q</i>	08/03/02	09/17/02	Not filed	62
	<i>10-Q</i>	11/02/02	12/17/02	Not filed	59
	<i>10-K</i>	02/01/03	05/02/03	Not filed	54
	<i>10-Q</i>	05/03/03	06/17/03	Not filed	53
	<i>10-Q</i>	08/02/03	09/16/03	Not filed	50

<u>Company Name</u>	<u>Form Type</u>	<u>Period Ended</u>	<u>Due Date</u>	<u>Date Rec'd</u>	<u>Months Delinquent (rounded up)</u>
<i>Caldor Corp.</i>					
	<i>10-Q</i>	11/01/03	12/16/03	Not filed	47
	<i>10-K</i>	01/31/04	04/30/04	Not filed	43
	<i>10-Q</i>	05/01/04	06/15/04	Not filed	41
	<i>10-Q</i>	07/31/04	09/14/04	Not filed	38
	<i>10-Q</i>	10/30/04	12/14/04	Not filed	35
	<i>10-K</i>	01/29/05	04/29/05	Not filed	31
	<i>10-Q</i>	04/30/05	06/14/05	Not filed	29
	<i>10-Q</i>	07/30/05	09/13/05	Not filed	26
	<i>10-Q</i>	10/29/05	12/13/05	Not filed	23
	<i>10-K</i>	01/28/06	04/28/06	Not filed	19
	<i>10-Q</i>	04/29/06	06/13/06	Not filed	17
	<i>10-Q</i>	07/29/06	09/12/06	Not filed	14
	<i>10-Q</i>	10/28/06	12/12/06	Not filed	11
	<i>10-K</i>	01/27/07	04/27/07	Not filed	7
	<i>10-Q</i>	04/28/07	06/12/07	Not filed	5
	<i>10-Q</i>	07/28/07	09/11/07	Not filed	2

Total Filings Delinquent 35

***Homeplace of
America, Inc.***

	<i>10-Q</i>	11/25/00	01/09/01	Not filed	82
	<i>10-K</i>	02/24/01	05/25/01	Not filed	78
	<i>10-Q</i>	05/26/01	07/10/01	Not filed	76
	<i>10-Q</i>	08/25/01	10/09/01	Not filed	73
	<i>10-Q</i>	11/24/01	01/08/02	Not filed	70
	<i>10-K</i>	02/23/02	05/24/02	Not filed	66
	<i>10-Q</i>	05/25/02	07/09/02	Not filed	64
	<i>10-Q</i>	08/24/02	10/08/02	Not filed	61
	<i>10-Q</i>	11/23/02	01/07/03	Not filed	58
	<i>10-K</i>	02/22/03	05/23/03	Not filed	54
	<i>10-Q</i>	05/24/03	07/08/03	Not filed	52
	<i>10-Q</i>	08/23/03	10/07/03	Not filed	49
	<i>10-Q</i>	11/22/03	01/06/04	Not filed	46
	<i>10-K</i>	02/28/04	05/28/04	Not filed	42
	<i>10-Q</i>	05/29/04	07/13/04	Not filed	40
	<i>10-Q</i>	08/28/04	11/26/04	Not filed	36
	<i>10-Q</i>	11/27/04	01/11/05	Not filed	34
	<i>10-K</i>	02/26/05	05/27/05	Not filed	30
	<i>10-Q</i>	05/28/05	07/12/05	Not filed	28

<u>Company Name</u>	<u>Form Type</u>	<u>Period Ended</u>	<u>Due Date</u>	<u>Date Rec'd</u>	<u>Months Delinquent (rounded up)</u>
Homeplace of America, Inc.					
	10-Q	08/27/05	10/11/05	Not filed	25
	10-Q	11/26/05	01/10/06	Not filed	22
	10-K	02/25/06	05/26/06	Not filed	18
	10-Q	05/27/06	07/11/06	Not filed	16
	10-Q	08/26/06	10/10/06	Not filed	13
	10-Q	11/25/06	01/09/07	Not filed	10
	10-K	02/24/07	05/25/07	Not filed	6
	10-Q	05/26/07	07/10/07	Not filed	4
	10-Q	08/25/07	10/09/07	Not filed	1
Total Filings Delinquent		28			
Stuarts Department Stores, Inc.					
	10-K	01/27/96	04/26/96	Not filed	139
	10-Q	04/27/96	06/11/96	Not filed	137
	10-Q	07/27/96	09/10/96	Not filed	134
	10-Q	10/26/96	12/10/96	Not filed	131
	10-K	02/01/97	05/02/97	Not filed	126
	10-Q	05/03/97	06/17/97	Not filed	125
	10-Q	08/02/97	09/16/97	Not filed	122
	10-Q	11/01/97	12/16/97	Not filed	119
	10-K	01/31/98	05/01/98	Not filed	114
	10-Q	05/02/98	06/16/98	Not filed	113
	10-Q	08/01/98	09/15/98	Not filed	110
	10-Q	10/31/98	12/15/98	Not filed	107
	10-K	01/30/99	04/30/99	Not filed	103
	10-Q	05/01/99	06/15/99	Not filed	101
	10-Q	07/31/99	09/14/99	Not filed	98
	10-Q	10/30/99	12/14/99	Not filed	95
	10-K	01/29/00	04/28/00	Not filed	91
	10-Q	04/29/00	06/13/00	Not filed	89
	10-Q	07/29/00	09/12/00	Not filed	86
	10-Q	10/28/00	12/12/00	Not filed	83
	10-K	02/03/01	05/04/01	Not filed	78
	10-Q	05/05/01	06/19/01	Not filed	77
	10-Q	08/04/01	09/18/01	Not filed	74
	10-Q	11/03/01	12/18/01	Not filed	71

<u>Company Name</u>	<u>Form Type</u>	<u>Period Ended</u>	<u>Due Date</u>	<u>Date Rec'd</u>	<u>Months Delinquent (rounded up)</u>
Stuarts Department Stores, Inc.	<i>10-K</i>	02/02/02	05/03/02	Not filed	66
	<i>10-Q</i>	05/04/02	06/18/02	Not filed	65
	<i>10-Q</i>	08/03/02	09/17/02	Not filed	62
	<i>10-Q</i>	11/02/02	12/17/02	Not filed	59
	<i>10-K</i>	02/01/03	05/02/03	Not filed	54
	<i>10-Q</i>	05/03/03	06/17/03	Not filed	53
	<i>10-Q</i>	08/02/03	09/16/03	Not filed	50
	<i>10-Q</i>	11/01/03	12/16/03	Not filed	47
	<i>10-K</i>	01/31/04	04/30/04	Not filed	43
	<i>10-Q</i>	05/01/04	06/15/04	Not filed	41
	<i>10-Q</i>	07/31/04	09/14/04	Not filed	38
	<i>10-Q</i>	10/30/04	12/14/04	Not filed	35
	<i>10-K</i>	01/29/05	04/29/05	Not filed	31
	<i>10-Q</i>	04/30/05	06/14/05	Not filed	29
	<i>10-Q</i>	07/30/05	09/13/05	Not filed	26
	<i>10-Q</i>	10/29/05	12/13/05	Not filed	23
	<i>10-K</i>	01/28/06	04/28/06	Not filed	19
	<i>10-Q</i>	04/29/06	06/13/06	Not filed	17
	<i>10-Q</i>	07/29/06	09/12/06	Not filed	14
	<i>10-Q</i>	10/28/06	12/12/06	Not filed	11
<i>10-K</i>	01/27/07	04/27/07	Not filed	7	
<i>10-Q</i>	04/28/07	06/12/07	Not filed	5	
<i>10-Q</i>	07/28/07	09/11/07	Not filed	2	
Total Filings Delinquent	47				