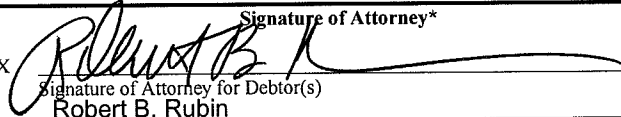
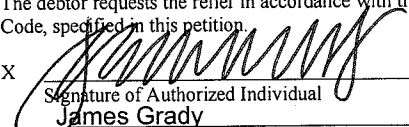


B 1 (Official Form 1) (1/08)

<b>United States Bankruptcy Court</b> Northern District of Alabama					<b>Voluntary Petition</b>					
Name of Debtor (if individual, enter Last, First, Middle): <b>Bruno's Supermarkets, LLC</b>					Name of Joint Debtor (Spouse) (Last, First, Middle):					
All Other Names used by the Debtor in the last 8 years (include married, maiden, and trade names): <b>Bruno's; Food World; FoodMax</b>					All Other Names used by the Joint Debtor in the last 8 years (include married, maiden, and trade names):					
Last four digits of Soc. Sec. or Individual-Taxpayer I.D. (ITIN) No./Complete EIN (if more than one, state all): <b>63-1236762</b>					Last four digits of Soc. Sec. or Individual-Taxpayer I.D. (ITIN) No./Complete EIN (if more than one, state all):					
Street Address of Debtor (No. and Street, City, and State): <b>1800 International Park Drive, Suite 500 Birmingham, AL</b> <div style="text-align: right;">ZIP CODE <b>35243</b></div>					Street Address of Joint Debtor (No. and Street, City, and State): <div style="text-align: right;">ZIP CODE</div>					
County of Residence or of the Principal Place of Business: <b>Jefferson</b>					County of Residence or of the Principal Place of Business:					
Mailing Address of Debtor (if different from street address): <div style="text-align: right;">ZIP CODE</div>					Mailing Address of Joint Debtor (if different from street address): <div style="text-align: right;">ZIP CODE</div>					
Location of Principal Assets of Business Debtor (if different from street address above): <div style="text-align: right;">ZIP CODE</div>										
<b>Type of Debtor</b> (Form of Organization) (Check one box.)  <input type="checkbox"/> Individual (includes Joint Debtors) <i>See Exhibit D on page 2 of this form.</i> <input checked="" type="checkbox"/> Corporation (includes LLC and LLP) <input type="checkbox"/> Partnership <input type="checkbox"/> Other (If debtor is not one of the above entities, check this box and state type of entity below.)		<b>Nature of Business</b> (Check one box.)  <input type="checkbox"/> Health Care Business <input type="checkbox"/> Single Asset Real Estate as defined in 11 U.S.C. § 101(51B) <input type="checkbox"/> Railroad <input type="checkbox"/> Stockbroker <input type="checkbox"/> Commodity Broker <input type="checkbox"/> Clearing Bank <input checked="" type="checkbox"/> Other <b>Grocery Stores</b>  <b>Tax-Exempt Entity</b> (Check box, if applicable.)  <input type="checkbox"/> Debtor is a tax-exempt organization under Title 26 of the United States Code (the Internal Revenue Code).		<b>Chapter of Bankruptcy Code Under Which the Petition is Filed</b> (Check one box.)  <input type="checkbox"/> Chapter 7 <input type="checkbox"/> Chapter 9 <input checked="" type="checkbox"/> Chapter 11 <input type="checkbox"/> Chapter 12 <input type="checkbox"/> Chapter 13  <input type="checkbox"/> Chapter 15 Petition for Recognition of a Foreign Main Proceeding <input type="checkbox"/> Chapter 15 Petition for Recognition of a Foreign Nonmain Proceeding			<b>Nature of Debts</b> (Check one box.)  <input type="checkbox"/> Debts are primarily consumer debts, defined in 11 U.S.C. § 101(8) as "incurred by an individual primarily for a personal, family, or household purpose." <input checked="" type="checkbox"/> Debts are primarily business debts.			
<b>Filing Fee</b> (Check one box.)  <input checked="" type="checkbox"/> Full Filing Fee attached.  <input type="checkbox"/> Filing Fee to be paid in installments (applicable to individuals only). Must attach signed application for the court's consideration certifying that the debtor is unable to pay fee except in installments. Rule 1006(b). See Official Form 3A.  <input type="checkbox"/> Filing Fee waiver requested (applicable to chapter 7 individuals only). Must attach signed application for the court's consideration. See Official Form 3B.					<b>Chapter 11 Debtors</b>  <b>Check one box:</b> <input type="checkbox"/> Debtor is a small business debtor as defined in 11 U.S.C. § 101(51D). <input checked="" type="checkbox"/> Debtor is not a small business debtor as defined in 11 U.S.C. § 101(51D).  <b>Check if:</b> <input type="checkbox"/> Debtor's aggregate noncontingent liquidated debts (excluding debts owed to insiders or affiliates) are less than \$2,190,000.  <b>Check all applicable boxes:</b> <input type="checkbox"/> A plan is being filed with this petition. <input type="checkbox"/> Acceptances of the plan were solicited prepetition from one or more classes of creditors, in accordance with 11 U.S.C. § 1126(b).					
<b>Statistical/Administrative Information</b> <input checked="" type="checkbox"/> Debtor estimates that funds will be available for distribution to unsecured creditors. <input type="checkbox"/> Debtor estimates that, after any exempt property is excluded and administrative expenses paid, there will be no funds available for distribution to unsecured creditors.										<b>THIS SPACE IS FOR COURT USE ONLY</b>
<b>Estimated Number of Creditors</b> <input type="checkbox"/> 1-49 <input type="checkbox"/> 50-99 <input type="checkbox"/> 100-199 <input type="checkbox"/> 200-999 <input type="checkbox"/> 1,000-5,000 <input checked="" type="checkbox"/> 5,001-10,000 <input type="checkbox"/> 10,001-25,000 <input type="checkbox"/> 25,001-50,000 <input type="checkbox"/> 50,001-100,000 <input type="checkbox"/> Over 100,000										
<b>Estimated Assets</b> <input type="checkbox"/> \$0 to \$50,000 <input type="checkbox"/> \$50,001 to \$100,000 <input type="checkbox"/> \$100,001 to \$500,000 <input type="checkbox"/> \$500,001 to \$1 million <input type="checkbox"/> \$1,000,001 to \$10 million <input type="checkbox"/> \$10,000,001 to \$50 million <input type="checkbox"/> \$50,000,001 to \$100 million <input checked="" type="checkbox"/> \$100,000,001 to \$500 million <input type="checkbox"/> \$500,000,001 to \$1 billion <input type="checkbox"/> More than \$1 billion										
<b>Estimated Liabilities</b> <input type="checkbox"/> \$0 to \$50,000 <input type="checkbox"/> \$50,001 to \$100,000 <input type="checkbox"/> \$100,001 to \$500,000 <input type="checkbox"/> \$500,001 to \$1 million <input type="checkbox"/> \$1,000,001 to \$10 million <input type="checkbox"/> \$10,000,001 to \$50 million <input type="checkbox"/> \$50,000,001 to \$100 million <input checked="" type="checkbox"/> \$100,000,001 to \$500 million <input type="checkbox"/> \$500,000,001 to \$1 billion <input type="checkbox"/> More than \$1 billion										

<b>Voluntary Petition</b> <i>(This page must be completed and filed in every case.)</i>		Name of Debtor(s): <b>Bruno's Supermarkets, LLC</b>	
<b>All Prior Bankruptcy Cases Filed Within Last 8 Years</b> (If more than two, attach additional sheet.)			
Location Where Filed:	Case Number:	Date Filed:	
Location Where Filed:	Case Number:	Date Filed:	
<b>Pending Bankruptcy Case Filed by any Spouse, Partner, or Affiliate of this Debtor</b> (If more than one, attach additional sheet.)			
Name of Debtor:	Case Number:	Date Filed:	
District: <b>Northern District of Alabama</b>	Relationship:	Judge:	
<p style="text-align: center;"><b>Exhibit A</b></p> <p>(To be completed if debtor is required to file periodic reports (e.g., forms 10K and 10Q) with the Securities and Exchange Commission pursuant to Section 13 or 15(d) of the Securities Exchange Act of 1934 and is requesting relief under chapter 11.)</p> <p><input type="checkbox"/> Exhibit A is attached and made a part of this petition.</p>		<p style="text-align: center;"><b>Exhibit B</b></p> <p>(To be completed if debtor is an individual whose debts are primarily consumer debts.)</p> <p>I, the attorney for the petitioner named in the foregoing petition, declare that I have informed the petitioner that [he or she] may proceed under chapter 7, 11, 12, or 13 of title 11, United States Code, and have explained the relief available under each such chapter. I further certify that I have delivered to the debtor the notice required by 11 U.S.C. § 342(b).</p> <p>X _____ Signature of Attorney for Debtor(s) (Date)</p>	
<b>Exhibit C</b>			
Does the debtor own or have possession of any property that poses or is alleged to pose a threat of imminent and identifiable harm to public health or safety?			
<input type="checkbox"/> Yes, and Exhibit C is attached and made a part of this petition. <input checked="" type="checkbox"/> No.			
<b>Exhibit D</b>			
(To be completed by every individual debtor. If a joint petition is filed, each spouse must complete and attach a separate Exhibit D.)			
<input type="checkbox"/> Exhibit D completed and signed by the debtor is attached and made a part of this petition.			
If this is a joint petition:			
<input type="checkbox"/> Exhibit D also completed and signed by the joint debtor is attached and made a part of this petition.			
<b>Information Regarding the Debtor - Venue</b> (Check any applicable box.)			
<input checked="" type="checkbox"/> Debtor has been domiciled or has had a residence, principal place of business, or principal assets in this District for 180 days immediately preceding the date of this petition or for a longer part of such 180 days than in any other District.			
<input type="checkbox"/> There is a bankruptcy case concerning debtor's affiliate, general partner, or partnership pending in this District.			
<input type="checkbox"/> Debtor is a debtor in a foreign proceeding and has its principal place of business or principal assets in the United States in this District, or has no principal place of business or assets in the United States but is a defendant in an action or proceeding [in a federal or state court] in this District, or the interests of the parties will be served in regard to the relief sought in this District.			
<b>Certification by a Debtor Who Resides as a Tenant of Residential Property</b> (Check all applicable boxes.)			
<input type="checkbox"/> Landlord has a judgment against the debtor for possession of debtor's residence. (If box checked, complete the following.)			
_____			
(Name of landlord that obtained judgment)			
_____			
(Address of landlord)			
<input type="checkbox"/> Debtor claims that under applicable nonbankruptcy law, there are circumstances under which the debtor would be permitted to cure the entire monetary default that gave rise to the judgment for possession, after the judgment for possession was entered, and			
<input type="checkbox"/> Debtor has included with this petition the deposit with the court of any rent that would become due during the 30-day period after the filing of the petition.			
<input type="checkbox"/> Debtor certifies that he/she has served the Landlord with this certification. (11 U.S.C. § 362(l)).			

B 1 (Official Form) 1 (1/08)		Page 3
<b>Voluntary Petition</b> <i>(This page must be completed and filed in every case.)</i>		Name of Debtor(s): <b>Bruno's Supermarkets, LLC</b>
<b>Signatures</b>		
<p style="text-align: center;"><b>Signature(s) of Debtor(s) (Individual/Joint)</b></p> <p>I declare under penalty of perjury that the information provided in this petition is true and correct.                  [If petitioner is an individual whose debts are primarily consumer debts and has chosen to file under chapter 7] I am aware that I may proceed under chapter 7, 11, 12 or 13 of title 11, United States Code, understand the relief available under each such chapter, and choose to proceed under chapter 7.                  [If no attorney represents me and no bankruptcy petition preparer signs the petition] I have obtained and read the notice required by 11 U.S.C. § 342(b).</p> <p>I request relief in accordance with the chapter of title 11, United States Code, specified in this petition.</p> <p>X _____                  Signature of Debtor</p> <p>X _____                  Signature of Joint Debtor</p> <p>_____                  Telephone Number (if not represented by attorney)</p> <p>_____                  Date</p>	<p style="text-align: center;"><b>Signature of a Foreign Representative</b></p> <p>I declare under penalty of perjury that the information provided in this petition is true and correct, that I am the foreign representative of a debtor in a foreign proceeding, and that I am authorized to file this petition.</p> <p>(Check only <b>one</b> box.)</p> <p><input type="checkbox"/> I request relief in accordance with chapter 15 of title 11, United States Code. Certified copies of the documents required by 11 U.S.C. § 1515 are attached.</p> <p><input type="checkbox"/> Pursuant to 11 U.S.C. § 1511, I request relief in accordance with the chapter of title 11 specified in this petition. A certified copy of the order granting recognition of the foreign main proceeding is attached.</p> <p>X _____                  (Signature of Foreign Representative)</p> <p>_____                  (Printed Name of Foreign Representative)</p> <p>_____                  Date</p>	
<p style="text-align: center;"><b>Signature of Attorney*</b></p> <p>X                   Signature of Attorney for Debtor(s)  <b>Robert B. Rubin</b>                  Printed Name of Attorney for Debtor(s)  <b>Burr &amp; Forman LLP</b>                  Firm Name  <b>420 North 20th Street, Suite 3400</b>                  Address <b>Birmingham, AL 35203</b></p> <p>_____                  Telephone Number  <b>(205) 251-3000</b>  <b>2/5/09</b>                  Date</p> <p><small>*In a case in which § 707(b)(4)(D) applies, this signature also constitutes a certification that the attorney has no knowledge after an inquiry that the information in the schedules is incorrect.</small></p>	<p style="text-align: center;"><b>Signature of Non-Attorney Bankruptcy Petition Preparer</b></p> <p>I declare under penalty of perjury that: (1) I am a bankruptcy petition preparer as defined in 11 U.S.C. § 110; (2) I prepared this document for compensation and have provided the debtor with a copy of this document and the notices and information required under 11 U.S.C. §§ 110(b), 110(h), and 342(b); and, (3) if rules or guidelines have been promulgated pursuant to 11 U.S.C. § 110(h) setting a maximum fee for services chargeable by bankruptcy petition preparers, I have given the debtor notice of the maximum amount before preparing any document for filing for a debtor or accepting any fee from the debtor, as required in that section. Official Form 19 is attached.</p> <p>_____                  Printed Name and title, if any, of Bankruptcy Petition Preparer</p> <p>_____                  Social-Security number (If the bankruptcy petition preparer is not an individual, state the Social-Security number of the officer, principal, responsible person or partner of the bankruptcy petition preparer.) (Required by 11 U.S.C. § 110.)</p> <p>_____                  Address</p> <p>X _____                  Date</p> <p>Signature of bankruptcy petition preparer or officer, principal, responsible person, or partner whose Social-Security number is provided above.</p> <p>Names and Social-Security numbers of all other individuals who prepared or assisted in preparing this document unless the bankruptcy petition preparer is not an individual.</p> <p>If more than one person prepared this document, attach additional sheets conforming to the appropriate official form for each person.</p> <p><i>A bankruptcy petition preparer's failure to comply with the provisions of title 11 and the Federal Rules of Bankruptcy Procedure may result in fines or imprisonment or both. 11 U.S.C. § 110; 18 U.S.C. § 156.</i></p>	
<p style="text-align: center;"><b>Signature of Debtor (Corporation/Partnership)</b></p> <p>I declare under penalty of perjury that the information provided in this petition is true and correct, and that I have been authorized to file this petition on behalf of the debtor.</p> <p>The debtor requests the relief in accordance with the chapter of title 11, United States Code, specified in this petition.</p> <p>X                   Signature of Authorized Individual  <b>James Grady</b>                  Printed Name of Authorized Individual  <b>Chief Restructuring Officer</b>                  Title of Authorized Individual  <b>2/5/09</b>                  Date</p>		

**UNANIMOUS WRITTEN CONSENT OF THE BOARD OF DIRECTORS  
OF BRUNO'S SUPERMARKETS, LLC  
IN LIEU OF A SPECIAL MEETING  
February 5, 2009**

The undersigned, constituting the sole Director of Bruno's Supermarkets, LLC, a Delaware limited liability company (the "*Company*"), consent to the following actions taken without a meeting and in accordance with the Company's operating agreement.

WHEREAS, as authorized by the Member of the Company, and after considered review of the financial condition of the Company, the Board of Directors has made the informed determination that it will be in the best interests of the Company, its equity security holders and its creditors, to take whatever steps as may be necessary to reorganize the Company, including without limitation, authorizing, but not directing, an Authorized Officer (as defined below) to file a voluntary petition (the "*Voluntary Petition*") for relief under Chapter 11 of Title 11 of the United States Code, 11 U.S.C. § 101, et seq. (the "*Bankruptcy Code*"), to operate the Company's business as a debtor-in-possession, to reorganize the Company in accordance with Chapter 11 of the Bankruptcy Code, and/or to pursue one or more sales of the Company's business and assets to one or more buyers pursuant to the Bankruptcy Code;

NOW, THEREFORE, BE IT RESOLVED, that the Board of Directors of the Company finds determines and concludes that it will be in the best interests of the Company, its equity security holders and its creditors, to take whatever steps as may be necessary to reorganize the Company, including without limitation, authorizing but not directing an Authorized Officer (as defined below) to file in the name of and on behalf of the Company a Voluntary Petition for relief under Chapter 11 of the Bankruptcy Code, operating the Company's business as a debtor-in-possession, reorganizing the Company in accordance with Chapter 11 of the Bankruptcy Code, and/or pursuing one or more sales of the Company's business and assets to one or more buyers pursuant to the Bankruptcy Code.

RESOLVED FURTHER, that the Board of Directors of the Company hereby finds, determines and concludes that it may be necessary to act in a prompt manner to reorganize the Company.

RESOLVED FURTHER, that the Board of Directors of the Company hereby finds, determines and conclude that it is desirable to authorize the Chief Restructuring Officer or such other officer(s) of the Company as the Board of Directors may designate (collectively, the "*Authorized Officers*"), to file the Voluntary Petition on behalf of and in the name of the Company, and to take whatever steps as are necessary to reorganize the Company.

RESOLVED FURTHER, by Board of Directors of the Company that each of the Authorized Officers is hereby authorized and empowered, but not directed, to execute the Voluntary Petition on behalf of and in the name of the Company and to take such other actions at such time as they deem necessary, appropriate or desirable to cause the filing of the Voluntary Petition for and on behalf of the Company, including depositing the executed Voluntary Petition and such other necessary documents and papers in custody of the firm of Burr & Forman LLP ("*Burr & Forman*"), to be held in trust until such time as the Board of Directors of the Company instructs Burr & Forman either orally or in writing, to file the Voluntary Petition and such other necessary documents and papers.

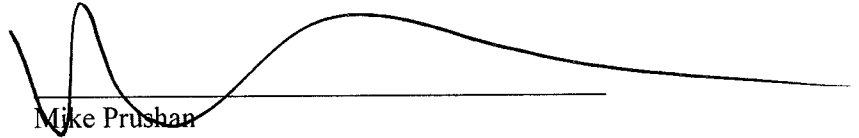
RESOLVED FURTHER, by the Board of Directors of the Company that each of the Authorized Officers is hereby authorized and empowered, but not directed, to execute, verify and file such papers as may be necessary, appropriate or desirable under Chapter 11 of the Bankruptcy Code, and to take any and all actions necessary or proper therein to retain and compensate Burr & Forman as legal counsel for the

filing of the Voluntary Petition, and to arrange for the retention and compensation of such other professionals as may be necessary.

RESOLVED FURTHER, by the Board of Directors of the Company that each of the Authorized Officers is hereby authorized and empowered, but not directed, to take such other actions and to deliver and file on behalf of the Company such other documents, agreements or certificates as may be necessary, appropriate or desirable in order to consummate the actions described in or contemplated by the foregoing resolutions.

This the 5 day of February, 2009.

**DIRECTOR:**



Mike Prushan

TOP 40 UNSECURED CREDITORS

Vendor	Total
1 C&S	3,600,000.00
2 BiLo	3,486,849.00
3 STATE OF ALABAMA	2,834,068.97
4 VERTIS INC	1,157,978.37
5 Cardinal Health	1,104,337.09
6 SOUTHERN COMPANY	1,070,299.32
7 BUFFALO ROCK/BIRMINGHAM	1,047,906.35
8 COCA COLA BOTTLING	881,128.50
9 PALLADEO	681,788.73
10 BIRMINGHAM TOBACCO	282,332.26
11 CITY OF MOBILE	547,864.52
12 ANDERSON NEWS CO	539,356.84
13 FLOWERS BAKING/OPELIKA	516,295.82
14 EARTHGRAINS BAKING CO	496,304.25
15 TRAVIS A. HULSEY, DIRECTOR	488,500.66
16 Ala Tax	485,474.23
17 NABISCO BISCUIT CO	424,446.20
18 BARBER DAIRIES	413,316.08
19 COCA COLA BOTTLING CO	342,712.90
20 KEHE FOOD DIST INC	274,286.47
21 TUSCALOOSA COUNTY	306,637.99
22 CITY OF HOOVER	276,063.13
23 JOSHEN PAPER & PACKAGING OF	226,386.79
24 STATE OF FLORIDA	235,409.76
25 KELLOGG SNACKS	183,248.76
26 CITY OF MONTGOMERY	189,010.81
27 MOBILE COUNTY	187,357.81
28 MCKEE BAKING COMPANY	181,634.42
29 FIRST NATIONAL TECHNOLOGY	173,582.84
30 CITY OF BIRMINGHAM	177,237.58
31 ATLANTA FOODS INTERNATIONAL	164,064.83
32 BALDWIN COUNTY	165,443.63
33 KRAFT PIZZA COMPANY	155,569.92
34 JEFFERSON CO TAX COLLECTOR	163,874.90
35 CITY OF TUSCALOOSA	161,285.36
36 DAIRY FRESH MOBILE	149,664.89
37 MAYFIELD DAIRY FARMS	142,958.16
38 J.T. SMALLWOOD	142,568.83
39 SUNRISE FLOOR SYSTEMS LLC	141,107.51
40 PEPPERIDGE FARM INC	136,266.69
	24,334,621.15