

**IN THE UNITED STATES BANKRUPTCY COURT
FOR THE NORTHERN DISTRICT OF ALABAMA
SOUTHERN DIVISION**

IN RE:
BRUNO'S SUPERMARKETS, LLC,

Debtor.

Chapter 11
Case No. 09-00634-BGC

**ORDER AUTHORIZING RETENTION OF PROFESSIONALS
UTILIZED BY DEBTOR IN ORDINARY COURSE OF BUSINESS**

This matter came to be heard upon the motion (the "Motion") (Docket No. 5) of Bruno's Supermarkets, LLC ("Bruno's" or "Debtor") for authorization to retain professionals used in the ordinary course of its business pursuant to §§ 105(a) and 327 of Title 11 of the United States Code, 11 U.S.C. §§ 101 *et seq.* (the "Bankruptcy Code"), and upon consideration of the *Affidavit of James Grady in Support of Chapter 11 Petition and First Day Motions*; the Court having jurisdiction to consider the Motion and the relief requested therein in accordance with 28 U.S.C. §§ 157 and 1334; due notice of this Motion has been provided to (1) the Office of the Bankruptcy Administrator for the United States Bankruptcy Court for the Northern District of Alabama, Southern Division (the "Bankruptcy Administrator"); (2) counsel to Regions Bank, Debtor's pre-petition and post-petition lender; (3) the holders of Debtor's equity interests; (4) Debtor's twenty (20) largest unsecured creditors; and (5) the District Director of the Internal Revenue Service for the Northern District of Alabama; and it appearing that no other or further notice need be provided; the Court having determined that the relief sought in the Motion is in the best interests of Debtor, its creditors, and all parties in interest; upon the Motion and all of the proceedings before this Court; and after due deliberation and sufficient cause appearing therefore, it is hereby

ORDERED that the Motion is **GRANTED**; and it is further

ORDERED that pursuant to §§ 105 and 327 of the Bankruptcy Code, Debtor be, and hereby is, authorized and empowered to employ and retain the Ordinary Course Professionals listed on the attached Exhibit "A"; and it is further

ORDERED that subject to the limitation set forth below, Debtor is authorized to pay, without formal application to the Court by any Ordinary Course Professional, the full billed amounts of the interim fees and disbursements of each Ordinary Course Professional upon submission to Debtor of an invoice setting forth in reasonable detail the nature of the services rendered after the Petition Date and calculated in accordance with such Ordinary Course Professional's standard billing practices (without prejudice to Debtor's right to dispute any such invoices), except that any contingency fee arrangement must be approved by this Court; *provided, however*, that no compensation paid to an Ordinary Course Professional shall be final until the retention of such Ordinary Course Professional is authorized as a final matter pursuant to the provisions below; and it is further

ORDERED that approximately every one-hundred and twenty (120) days, Debtor shall file a statement with the Court (the "Statement") and serve such Statement upon the Bankruptcy Administrator, counsel for Debtor's pre-petition and post-petition lender, and the twenty (20) largest unsecured creditors or the Committee. The Statement shall include the following information for each Ordinary Course Professional: (a) the name of the Ordinary Course Professional; (b) the aggregate amounts paid as compensation for services rendered and reimbursement of expenses incurred by the Ordinary Course Professional during the one hundred and twenty (120) days; and (c) a general description of the services rendered by the Ordinary Course Professional; and it is further

ORDERED that within five (5) days after entry of this Order, Debtor shall serve this Order upon each Ordinary Course Professional. Not later than thirty (30) days after entry of this Order, each Ordinary Course Professional who is an attorney ("Attorney Professional") shall file with the Court an Affidavit of Attorney Professional and serve same upon (1) the Bankruptcy Administrator; (2) counsel to Regions Bank, Debtor's pre-petition lender; (3) counsel for Debtor's proposed post-petition lender; and (4) any official committee appointed in these cases, a verified statement pursuant to Federal Rules of Bankruptcy Procedure Rule 2014, substantially in the form of the statement attached to the Motion as Exhibit "B," including an explanation of pre-petition services rendered, if any, and post-petition services to be provided to Debtor; and it is further

ORDERED that the parties noticed shall have twenty (20) days after the receipt of such statement, or such other time as may be agreed to by the relevant Attorney Professional or ordered by the Court (the "Objection Deadline"), to object to the retention of the relevant Attorney Professional(s). Objections, if any, shall be served upon the Attorney Professional, the Bankruptcy Administrator, counsel to Debtor's pre-petition lender, counsel to Debtor's proposed post-petition lender, counsel for any official committee appointed in this case, and the counsel to Debtor, on or before the Objection Deadline. The matter shall be scheduled for hearing before the Court at the next regularly-scheduled hearing that is at least five (5) days after the filing of the Objection or other date otherwise agreeable to the Attorney Professional, Debtor, and objecting party. If any such Objection is resolved prior to the matter being scheduled for a hearing before this Court, the dissenter shall file a withdrawal of the corresponding Objection. If no objection is submitted on or before the Objection Deadline, then without further order of the Court the employment, retention and compensation of the Attorney Professional shall be deemed approved; and it is further

ORDERED that Debtor is authorized, without need for further hearing or order of the Court, to employ and retain Ordinary Course Professionals not presently listed in Exhibit "A" ("Additional Ordinary Course Professionals") by filing with the Court a supplement to Exhibit "A" (the "Supplement"). The Supplement shall list the name and estimated monthly fee of the Additional Ordinary Course Professional, along with a brief description of the services to be rendered and shall otherwise comply with the terms of this Order. For purposes of complying with the Statement requirement above, the sixty (60) day requirement for the Additional Ordinary Course Professionals who are attorneys shall run from the filing of the Statement with the Court, but all other requirements shall remain the same; and it is further

ORDERED that if this Court later determines that one of the Ordinary Course Professionals should be required to be employed pursuant to 11 U.S.C. § 327, Debtor shall be required to file an application to employ that professional pursuant to 11 U.S.C. § 327.

Dated: February 13, 2009

/s/Benjamin Cohen
BENJAMIN COHEN
United States Bankruptcy Judge

EXHIBIT "A"

Ordinary Course Professionals

COMPANY NAME	TYPE
Grant Thornton	Audit
FMS Payroll Plus	Payroll
Lawson Software	Accounting program/service
Jackson Lewis	Legal
Ogletree, Deakins, Nash, Smoak, & Stewart, PC	Legal
Hunton & Williams, LLP	Legal
Bradley Arant Rose & White	Legal
Womble Carlyle Sandridge Rice	Legal
SmithMoore LeatherWood	Legal
Baker Donelson	Legal
Gaines, Wolter & Kinney, P.C.	Legal
Alford, Clausen & McDonald, LLC	Legal
Carr Allison	Legal
Bozeman, Jenkins & Matthews	Legal

District/Off: 1126-2
 Case: 09-00634-BGC11

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TOTAL: 24

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