

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 PURSUANT TO 28 U.S.C. § 156(C) AND FED.R.BANKR.P. 2002  
AUTHORIZING THE RETENTION AND EMPLOYMENT OF KURTZMAN CARSON  
CONSULTANTS, LLC AS NOTICE AND CLAIMS AGENT FOR DEBTOR**

Upon the application (the "Application")<sup>1</sup> (Docket No. 9) of the above-captioned debtor (the "Debtor") for an order for authority to retain and employ Kurtzman Carson Consultants, LLC ("KCC") as its notice and claims agent pursuant to 28 U.S.C. § 156(c) and Federal Rules of Bankruptcy Procedure Rule 2002; and upon the *Affidavits of James Grady* (the "Grady Affidavit") and *James M. Le* (the "Le Affidavit" and together with the Grady Affidavit, the "Affidavits") in support of the Application; and the Court being satisfied, based on the representations made in the Application and Affidavits, that KCC represents no interest adverse to Debtor's estate with respect to matters upon which it is to be engaged; and it appearing to the Court that due and adequate notice of the Application having been given; the relief requested in the Application is in the best interest of the estate and its creditors; after due deliberation thereon, it is hereby **ORDERED, ADJUDGED,** and **DECREED** as set forth below:

Pursuant to 28 U.S.C. § 156(c) and Federal Rules of Bankruptcy Procedure Rule 2002, Debtor is authorized to retain and employ KCC to perform the services requested in the Application, other than consulting services, pursuant to the terms of that certain Services Agreement between KCC and Debtor dated February 4, 2009 (the "KCC Agreement"). Should the Debtor seek consulting services from KCC, the Debtor shall first seek approval and authority from this Court;

---

<sup>1</sup> Capitalized terms shall have the meanings ascribed to them in the Application.

and it is further

**ORDERED** that KCC shall submit detailed invoices to Debtor for services rendered or to be rendered, with a copy to the Office of the Bankruptcy Administrator for the U.S. Bankruptcy Court for the Northern District of Alabama, Southern Division; and it is further

**ORDERED** that the fees and expenses of KCC incurred in the performance of the services described in the Application shall be treated as an administrative expense of Debtor's chapter 11 estate and be paid by Debtor in the ordinary course of business under the terms of the KCC Agreement; and it is further

**ORDERED** that the Indemnification Procedures (as defined in the Application) are approved; and it is further

**ORDERED** that the terms of the KCC Agreement are approved; and it is further

**ORDERED** that KCC will cause to be filed with the Court a certificate of service for mailings it performs in these cases within five (5) business days of service; and it is further

**ORDERED** that Debtor and KCC are authorized to take such actions as may be required to implement the relief granted by this Order.

Dated: February 13, 2009

/s/Benjamin Cohen  
BENJAMIN COHEN  
United States Bankruptcy Judge

This order prepared by:  
Burr & Forman  
205-251-3000

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

User: ccurry  
 Form ID: pdf000

Date Created: 2/13/2009  
 Total: 51

**Recipients of Notice of Electronic Filing:**

ba J Thomas Corbett jtom\_corbett@alnb.uscourts.gov  
 aty Charles L. Denaburg cdenaburg@najjar.com  
 aty David L Pollack pollack@ballardspahr.com  
 aty David T Cohen dcohen@warnerstevens.com  
 aty Derek F Meek dmeek@burr.com  
 aty Eric J. Breithaupt ejb@csattorneys.com  
 aty Eric T Ray eray@balch.com  
 aty Frederick Mott Garfield fmgarfield@sextonattorneys.com  
 aty Glen Marshall Connor ecf@wdklaw.com  
 aty James Lewayne Day jlday@memorylegal.com  
 aty Jayna Partain Lamar jlamar@maynardcooper.com  
 aty Joel Connally jconnally@sasserlawfirm.com  
 aty Josiah M. Daniel, III jdaniel@velaw.com  
 aty Katherine D. Grissel kgrissel@velaw.com  
 aty Kimberly B Glass kbg@hsy.com  
 aty Marc P Solomon msolomon@burr.com  
 aty Michael D. Warner klabrada@warnerstevens.com  
 aty R. Scott Williams rsw@hsy.com  
 aty Richard Patrick Carmody richard.carmody@arlaw.com  
 aty Rita H Dixon ritadixon@mindspring.com  
 aty Robert H Adams rha@hsy.com  
 aty Robert L Shields, III rls@bhamlawfirm.com  
 aty Rufus Dorsey, IV rtd@phrd.com  
 aty Stephen B Porterfield sporterfield@sirete.com

TOTAL: 24

**Recipients submitted to the BNC (Bankruptcy Noticing Center):**

db Bruno's Supermarkets, LLC 1800 International Park Drive Suite 500 Birmingham, AL 35243  
 consult Kurtzman Carson Consultants LLC Attn: James Le 2335 Alaska Ave. El Segundo, CA 90245  
 cr Regions Bank c/o Jayna Partain Lamar Maynard Cooper & Gale, PC 1901 Sixth Ave. N., Ste.  
 2400 Birmingham, AL 35202  
 sp Najjar Denaburg P.C. 2125 Morris Avenue Birmingham, AL 35203  
 cr ALABAMA POWER COMPANY C/O ERIC RAY P O BOX 306 BIRMINGHAM, AL 35201  
 aty Josiah M Daniel Vinson & Elkins LLP 2001 Ross Avenue Suite 3700 Dallas, TX 75201-2975  
 aty Katherine D Grissel Vinson & Elkins LLP 2001 Ross Avenue Suite 3700 Dallas, TX 75201-7763  
 cr BTC Wholesale Distribution, Inc. c/o Stephen B. Porterfield 2311 Highland Avenue Suite  
 500 Birmingham AL, 35205 UNITED STATES  
 cr C & S Wholesale Grocers, Inc. 7 Corporate Drive Keene, NH 03431  
 cr City of Montgomery Legal Office 103 North Perry Street Montgomery, AL 36104  
 intp Rochester-Mobile, LLC c/o Robert H. Adams 1400 Park Place Tower 2001 Park Place  
 North Birmingham, AL 35203  
 intp UFCW Local 1657 2013 1st Avenue N., Ste. 300 Birmingham, AL 35203  
 cr Goldring Gulf Distributing Company, Inc. 100 Colonial Bank Blvd. Suite B201 P.O. Box  
 242127 Montgomery, AL 36124-2127  
 cr Allstate Beverage Company, Inc. 100 Colonial Bank Blvd. Suite B201 P.O. Box  
 242127 Montgomery, AL 36124-2127  
 cr Gulf Distributing Company of Mobile, LLC 100 Colonial Bank Blvd. Suite B201 P.O. Box  
 242127 Montgomery, AL 36124-2127  
 cr Alabama Wholesale Beer Association 100 Colonial Bank Blvd. Suite B201 P.O. Box  
 22127 Montgomery, AL 36124-2127  
 aty Robert L Shields, III The Shields Law Firm 418 Lorna Square Birmingham, AL 35216  
 aty Scott A Zuber Day Pitney LLP 200 Campus Drive Florham Park, NJ 07962-1945  
 intp Cardinal Health 301, Inc. c/o Scott A. Zuber Pitney Hardin LLP P.O. Box Morristown, NJ  
 07962-1945  
 intp IBM Corporation Attn: Beverly Shideler Two Lincoln Center Oakbrook Terrace, IL 60181  
 intp Sam Loughlin Loan Star Fund V Hudson Advisors 2711 N Haskell Ave #1800 Dallas, TX 75204  
 aty C. Edward Dobbs Parker, Hudson, Rainer & Dobbs, LLP 1500 Marquis Two Tower 285 Peachtree  
 Center Avenue, N.E. Atlanta, GA 30303  
 aty Lawrence H. Meuers Meuers Law Firm 5395 Park Central Court Naples, FL 34109  
 aty Richard S. Cobb Landis Rath & Cobb LLP P O Box 2087 Wilmington, DE 19899  
 aty Scott A. Zuber Day Pitney LLP 200 Campus Dr Florham Park, NJ 07962-1945  
 aty Von G. Memory Memory & Day Post Office Box 4054 Montgomery, AL 36103-4054  
 smg Valrey Early BA Birmingham 1800 5th Avenue North Birmingham, AL 35203

TOTAL: 27