

**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
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**INTERIM ORDER AUTHORIZING AND APPROVING RETENTION AND
EMPLOYMENT OF THE SPECIAL SITUATIONS GROUP OF
NATCITY INVESTMENTS, INC. AS INVESTMENT BANKER
TO DEBTOR AND DEBTOR IN POSSESSION**

Upon the Application dated February 5, 2009 (the "Application") (Docket No. 13) of the above-captioned debtor and debtor-in-possession ("Debtor"), for an order authorizing Debtor to retain and employ the Special Situations Group of NatCity Investments, Inc. ("NatCity/SSG") as investment banker for Debtor in the above-captioned cases pursuant to §§ 327(a), 328(a) and 1107 of Title 11 of the United States Code, 11 U.S.C. §§ 101 *et seq.* (the "Bankruptcy Code") and Rule 2014 of the Federal Rules of Bankruptcy Procedure (the "Bankruptcy Rules"), and upon *the Declaration of J. Scott Victor* submitted in support of the Application (the "*Victor Declaration*"); and the Court being satisfied that the reasons that (a) NatCity/SSG has extensive and diverse experience, knowledge and reputation in investment banking services for distressed companies both in and out of chapter 11 bankruptcy proceedings throughout the United States, as well as an understanding of the issues involved in these cases, including such issues relating performing financial reviews and negotiations, and evaluating proposed financial packages and transactions involving corporate restructuring; (b) NatCity/SSG is professionally qualified and licensed for such employment; (c) Debtor believes that NatCity/SSG possesses the requisite resources and is well qualified to provide the services that will be required; (d) NatCity/SSG does not hold or represent an interest adverse to the bankruptcy estate, except as otherwise set forth in the *Victor Declaration*; and (e) NatCity/SSG is a "disinterested person" as that term is defined in § 101(14) of the

Bankruptcy Code, except as otherwise set forth in the *Victor Declaration*; due and sufficient notice of the Application having been given; upon the hearing on the Application held on February 5, 2009; and after due deliberation and sufficient cause appearing therefore; it is hereby

ORDERED that the Application is APPROVED on an interim basis; and it is further

ORDERED that Debtor are authorized to retain and employ NatCity/SSG to serve as investment banker to Debtor pursuant to §§ 327(a), 328(a) and 1107 of the Bankruptcy Code; and it is further

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

ORDERED that NatCity/SSG is authorized to utilize the Initial Fee for payment of any post-petition fees and expenses incurred by NatCity/SSG however, all fees and expenses shall be subject to final approval of this Court; and it is further

ORDERED, subject to final approval of this Court, Debtor is permitted to make monthly payments to NatCity/SSG equal to 100% of the amount of fees charged in connection with the services provided to Debtor without further order of the Court; and it is further

ORDERED, that the Application shall be set for final hearing on March 4, 2009, at 10:00 a.m. in Courtroom 4 of the Robert S. Vance Federal Building, 1800 Fifth Avenue North, Birmingham, Alabama 35203.

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
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