

**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**

**INTERIM ORDER AUTHORIZING RETENTION AND EMPLOYMENT OF BURR &  
FORMAN LLP AS COUNSEL FOR DEBTOR AND DEBTOR IN POSSESSION**

Upon consideration of the Application<sup>1</sup> (the "Application") (Docket No. 17) filed February 5, 2009 by Bruno's Supermarkets, LLC ("Bruno's" or "Debtor"), as debtor and debtor-in-possession for the issuance and entry of an order, pursuant to §§ 327(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"), authorizing and approving the retention and employment of Burr & Forman LLP ("Burr & Forman") as counsel for Debtor; and upon the *Affidavit of Robert B. Rubin*, a partner of Burr & Forman, which is annexed to the Application as Exhibit "A" (the "*Rubin Affidavit*"); and it appearing that the attorneys of Burr & Forman who will be actively engaged in this case have been admitted to this Court; and the Court being satisfied that, as set forth in the *Rubin Affidavit*, (a) Debtor has consulted with Burr & Forman prior to the Petition Date with respect to, *inter alia*, advice regarding a host of issues related to Debtor's restructuring efforts and the preparation for the commencement and prosecution of this chapter 11 case; (b) Burr & Forman and the attorneys that have been assigned to this chapter 11 case have considerable experience in chapter 11 reorganization cases and the fields of debtors' and creditors' rights generally; (c) Burr & Forman does not hold or represent any interest adverse to Debtor or to its bankruptcy estate; and (e) Burr & Forman is a "disinterested person" as that term is defined in §

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<sup>1</sup> Unless otherwise defined herein, all capitalized terms shall have the meanings ascribed to them in the Application.

101(14) of the Bankruptcy Code, as modified by § 1107(b) of the Bankruptcy Code; and the Court having determined that the retention and employment of Burr & Forman is necessary and is in the best interests of Debtor and its estate; and 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; (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 given; and no adverse interest being represented; and upon hearing held on the Application on February 6, 2009; and after due deliberation and sufficient cause appearing therefore; it is hereby

**ORDERED** that the Application is granted and approved on an interim basis; and it is further

**ORDERED** that, in accordance with §§ 327(a), 329 and 1107 of the Bankruptcy Code and Bankruptcy Rule 2014, Debtor is authorized and empowered to retain and employ Burr & Forman as attorneys to represent it in this chapter 11 case, and to perform any other legal services requested by Debtor, effective as of the Petition Date, February 5, 2009; and it is further

**ORDERED** that the compensation of Burr & Forman for services performed are at the regular hourly rates set forth herein, subject to the approval of this Court. Debtor requests that they be permitted to make monthly payments to Burr & Forman equal to 100% of the amount of fees charged and 100% of expenses billed by Burr & Forman in its representation of Debtor without further order of the Court. All fees and expenses shall be subject to final approval of this Court; and it is further

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

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

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