

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

IN RE:)
BRUNO'S SUPERMARKETS, LLC.) Chapter 11
) Case No. 09-00634
Debtor.)

ORDER ON THE EMERGENCY MOTION FOR THE DEBTOR (1) TO UTILIZE
CASH COLLATERAL ON A LIMITED BASIS PURSUANT TO SECTION 363 AND
(2) TO PAY CERTAIN PREPETITION LIABILITIES SUBJECT TO A HEARING ON
RELEVANT FIRST DAY PLEADINGS

Upon consideration of the Emergency Motion of the Debtor (1) to Utilize Cash Collateral on a Limited Basis Pursuant to Section 363 and (2) to Pay Certain Prepetition Liabilities Subject to a Hearing on Relevant First Day Pleadings (the "Motion") filed on February 5, 2009, by Bruno's Supermarkets, LLC ("Bruno's" or the "Debtor"), as debtor and debtor in possession; and upon an emergency hearing held on the Motion on February 5, 2009; and after due deliberation and sufficient cause appearing therefore; it is hereby

ORDERED that the Motion is GRANTED and APPROVED subject to the terms hereof; and it is further

ORDERED that the Debtor is hereby authorized to use Cash Collateral of the prepetition lender, Regions Bank (the "Lender") on a limited basis for the payment of the Estimated Disbursements listed on the Cash Flow Forecast attached to the Motion as Exhibit B (the "Cash Flow Forecast"), subject to availability of funds collected in the Debtor's accounts through February 6, 2009 (the "Available Cash Collateral"); and it is further

ORDERED that the Lender shall be authorized to transfer, at Debtor's direction, up to Five Hundred Ninety Five Thousand (\$595,000.00) of the Available Cash Collateral into the Payroll Account #5990014138 to pay, to the extent of availability, the outstanding payroll checks referenced on Exhibit B; and it is further

ORDERED that the Lender shall be granted a replacement lien in the Debtor's postpetition assets equal in priority to the Lender's prepetition liens, up to the amount of Cash Collateral used by the Debtor pursuant to this Order; and it is further

ORDERED that the Debtor shall be required to provide to the Lender and the United States Bankruptcy Administrator for the Northern District of Alabama, Southern Division, an accounting of any and all Cash Collateral used pursuant to the terms of this Order as reasonably requested; and it is further

ORDERED that the Lender is authorized to honor checks presented for the payment of the Estimated Disbursements identified as "AP Checks (Other)," up to the lesser of collected balances in the Debtor's account or \$80,000; and it is further

ORDERED that the Lender may honor requests for wire transfers from the Master Disbursement Account # 92366317 in an amount equal to the lesser of collected balances in the account or \$1,490,000 for Cash-in-Advance purchases from vendors, but only to the extent of collected balances in the account on February 5 and February 6, 2009; and it is further

ORDERED that the Lender should have no liability for errors or omissions made in its good faith efforts to honor the Debtor's checks pursuant to this Order.

DATED this the 5th day of February 2009.


UNITED STATES BANKRUPTCY JUDGE

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

User: ldivers
Form ID: pdf000

Date Created: 2/5/2009
Total: 14

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TOTAL: 7

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TOTAL: 7