

**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 11 U.S.C. §§ 105(A), 363(B) AND (C), AND 507(A)(7)  
AUTHORIZING DEBTOR TO CONTINUE AND HONOR CERTAIN PRE-PETITION  
CUSTOMER PROGRAMS**

This matter came to be heard upon the motion (the "Motion") (Docket No. 3) of Bruno's Supermarkets, LLC ("Bruno's") as debtor and debtor in possession (the "Debtor"), for authorization to honor or pay certain pre-petition Customer Programs, as defined in the Motion, pursuant to title 11 of the United States Code, 11 U.S.C. §§ 101 *et seq.* (the "Bankruptcy Code"); upon consideration of the *Affidavit of James Grady in Support of Chapter 11 Petitions 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; (2) counsel to Regions Bank, the Debtor's pre-petition lender; (3) counsel for the Debtor's proposed post-petition lender; (4) the holders of the Debtor's equity interests; (5) the Debtor's twenty (20) largest unsecured creditors; and (6) the District Director of the Internal Revenue Service for the Northern District of Alabama; and it appearing that no other notice or further notice need be provided; the Court having determined that the relief sought in the Motion is in the best interests of the 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 therefor, it is hereby

**ORDERED** that the Motion is granted on an interim basis until such time as the Court conducts a final hearing on this matter (the "Final Hearing"); and it is further;

**ORDERED** that, pursuant to §§105(a) and 363(b) and (c) of the Bankruptcy Code, Debtor is authorized, but not obligated, to continue its Customer Programs in the ordinary course of its business in the same manner and on the same basis as Debtor implemented and maintained prior to the commencement of this chapter 11 case; and it is further;

**ORDERED** that Debtor is authorized, but not required, to continue to honor all pre-petition obligations under the Customer Programs that it deems are necessary and in the best interests of its estates, creditors, and interest holders, in the same manner as such obligations were honored before the commencement of Debtor's chapter 11 case; and it is further

**ORDERED** that, as clarified in open court on February 6, 2009, the Customer Program described in the Motion as the "Wire Transfer Program" includes Western Union money orders; and it is further

**ORDERED** that, subject to the availability of funds, Debtor's banks and financial institutions (collectively, the "Banks") are authorized to process, honor, and pay any and all checks or electronic transfers issued in connection with the Customer Programs; and it is further

**ORDERED** that the Banks which process, honor, and pay any and all checks or electronic transfers on account of the Customer Programs may rely on the representations of Debtor as to which checks or electronic transfers are issued and authorized to be paid in accordance with this Order without any duty of further inquiry and without liability for following the Debtor' instructions; and it is further

**ORDERED** that nothing in the Motion shall be deemed a request for authority to assume, and nothing in this Order shall be deemed an authorization to assume, any executory contract under 11 U.S.C. § 365; and it is further

**ORDERED** that, except as provided herein, notwithstanding the relief granted herein or any actions taken hereunder, nothing contained in this Order shall create any rights in favor of, or enhance the status of any claim held by, any of the Debtor's customers or any other third party.

Dated: February 6, 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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