

**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-BGC
)	
Debtor.)	

**ORDER PURSUANT TO 11 U.S.C. §§ 105 AND 363 AUTHORIZING CONTINUED
USE OF DEBTOR'S EXISTING CASH MANAGEMENT SYSTEM
AND MAINTENANCE OF DEBTOR'S EXISTING BANK ACCOUNTS**

This matter came to be heard upon the motion (the "Motion") (Docket No. 8) of Bruno's Supermarkets, LLC ("Bruno's" or "Debtor"), as debtor and debtor-in-possession, for authorization pursuant to §§ 105(a) and 363 of Title 11 of the United States Code, 11 U.S.C. §§ 101 *et seq.* (the "Bankruptcy Code") to continue use of Debtor's existing cash management system and to maintain Debtor's existing bank accounts. 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; notice of this Motion having 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 lender; (3) counsel for Debtor's proposed post-petition lender; (4) the holders of Debtor's equity interests; (5) 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 or further notice need be provided; the Court having determined that the relief sought in the Motion is in the best

interests of 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 therefore, it is hereby

ORDERED that the Motion is **GRANTED** as herein provided; and it is further

ORDERED that Debtor is authorized to continue its customary cash management procedures in the ordinary course, provided, however, that Debtor shall maintain records of all transactions within its cash management system so that all transfers and transactions will be documented in its books and records to the same extent such information was maintained by Debtor prior to the commencement of its chapter 11 case (the "Petition Date"); and it is further

ORDERED that Debtor is authorized to (1) designate, maintain, and continue to use any and all of its existing bank accounts in the names and with the account numbers existing immediately prior to the Petition Date, (2) deposit funds in and withdraw available and collected funds from such accounts by all usual means, including, without limitation, cash, checks, wire transfers, Automated Clearing House transfers ("ACH Transfers"), and other debits, and (3) treat its pre-petition bank accounts for all purposes as debtor-in-possession accounts; and it is further

ORDERED that the banks and financial institutions at which Debtor's bank accounts are maintained (collectively, the "Banks") are authorized to continue to service and administer the applicable bank accounts as accounts of Debtor as a debtor-in-possession without interruption and in the usual and ordinary course, and to receive, process and honor and pay any and all checks, drafts, wires, or ACH Transfers drawn on the bank accounts after the Petition Date. Debtor shall reimburse the Banks for any claim arising prior to or after the Petition Date in connection with customer checks deposited with the Banks which have been dishonored or

returned for insufficient funds in the applicable customer account; provided, however, that, in addition to the requirements thereof, any checks, drafts, wires, or ACH Transfers drawn or issued by Debtor before the Petition Date shall be timely honored by any such Bank to the extent of collected and available funds in Debtor's accounts with such Bank and to the extent necessary to comply with any order(s) of this Court authorizing payment of certain pre-petition claims, unless such Bank is instructed by Debtor, in writing and on a timely basis, to stop payment on or otherwise dishonor such check, draft, wire, or ACH Transfer; and it is further

ORDERED that, notwithstanding anything to the contrary in any other order issued by this Court, the Banks (1) are authorized to accept and honor all representations from Debtor as to which checks, drafts, wires, or ACH Transfers should be honored or dishonored consistent with any order(s) of this Court, whether the checks, drafts, wires, or ACH Transfers are dated prior to, on, or subsequent to the Petition Date, and whether or not the Bank believes the payment is or is not authorized by any order(s) of the Court, (2) have no duty to inquire as to whether such payments are authorized by any order(s) of this Court, (3) have no liability to any party on account of following Debtor's instructions in accordance with this Order and (4) have no liability to Debtor or any other person for any errors or omissions made in good faith in honoring or failing to honor any check or other payment item; and it is further

ORDERED that nothing contained herein shall prevent Debtor from opening any additional bank accounts, or closing any existing bank account(s) as they may deem necessary and appropriate, and the Banks are authorized to honor Debtor's requests to open or close, as the case may be, such bank accounts or additional bank accounts; provided, however, that any new account shall be with a bank that is insured with the Federal Deposit Insurance Corporation or

the Federal Savings and Loan Insurance Corporation and that is organized under the laws of the United States or any State therein; and it is further

ORDERED that, within two days after opening or closing an account, Debtor shall give the Bankruptcy Administrator notice of such opening or closing and a copy of the signature card; and it is further

ORDERED that any and all accounts opened by Debtor on or after the Petition Date at any Bank shall, for all purposes under this Order, similarly be subject to the rights and obligations of this Order; and it is further

ORDERED that Debtor and the Banks are hereby authorized to continue to perform pursuant to the terms of any pre-petition agreements that may exist between them and that relate to any depository account or cash management system, except and to the extent otherwise expressly directed by the terms of this Order, and Debtor is authorized to pay the Banks any fees, expenses or other amounts due in connection with such agreements arising prior to or after the Petition Date. Except to the extent modified by the terms of this Order, the parties to such agreements shall continue to enjoy the rights and remedies afforded them under such agreements, including the right of any Bank to offset balances in any depository account to pay any pre-petition or post-petition liability, fee, expense or other charge arising out of or related to Debtor's depository account or cash management system with such Bank; and it is further

ORDERED that Regions Bank is directed to allow Debtor to access Debtor's bank accounts maintained at Regions Bank and transfer collected and available funds from those bank accounts into other bank accounts maintained at Regions Bank; and it is further

ORDERED that operation of the cash management system shall not affect any liens on the cash held in the cash management system, all of which are expressly preserved.

Dated this the 9th day of February, 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: 2/9/2009
 Total: 36

Recipients of Notice of Electronic Filing:

ba J Thomas Corbett jtom_corbett@alnb.uscourts.gov
 aty Derek F Meek dmeek@burr.com
 aty Eric J. Breithaupt ejb@csattorneys.com
 aty Eric T Ray eray@balch.com
 aty Marc P Solomon msolomon@burr.com
 aty Richard Patrick Carmody richard.carmody@arlaw.com
 aty Rita H Dixon ritadixon@mindspring.com
 aty Rufus Dorsey, IV rtd@phrd.com
 aty Stephen B Porterfield sporterfield@sirote.com

TOTAL: 9

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
 aty Richard S Cobb Landis Rath &Cobb LLP 919 Market Street Suite 1800 P O Box 2087 Wilmington, DE 19899
 aty C. Edward Dobbs Parker, Hudson, Rainer &Dobbs, LLP 1500 Marquis Two Tower 285 Peachtree Center Avenue, N.E. Atlanta, GA 30303
 aty Josiah M. Daniel, III Vinson &Elkins LLP 2001 Ross Ave #3700 Dallas, TX 75201-2975
 aty Katherine D. Grissel Vinson &Elkins LLP 2001 Ross Ave #3700 Dallas, TX 75201-2975
 aty Richard S. Cobb Landis Rath &Cobb LLP P O Box 2087 Wilmington, DE 19899
 smg Valrey Early BA Birmingham 1800 5th Avenue North Birmingham, AL 35203
 5739631 Birmingham District Tax Office P O Box 13156 Birmingham AL 35202-3156
 5739632 City of Birmingham Alabama Revenue Division P O Box 10566 Birmingham AL 35296-0001
 5739634 City of Birmingham Alabama Revenue Division P O Box 830638
 5739633 City of Birmingham Alabama Special Assessments Section Room G - 100 City Hall Birmingham AL 35203-2297
 5742336 Erica M. Ryland for Ad Hoc Committee Of Lenders Jones Day 222 East 41st Street New York, NY 10017
 5739635 General Counsel Dept of Industrial Relations Montgomery AL 36102
 5739636 Jefferson County Dept of Revenue Jefferson County Courthouse Birmingham AL 35203
 5741759 Josiah M. Daniel, III for BI-LO LLC Vinson &Elkins LLP 2001 Ross Avenue Suite 3700 Dallas, TX 75201-2975
 5741760 Katherine D. Grissel for BI-LO LLC Vinson &Elkins LLP 2001 Ross Avenue Suite 3700 Dallas, TX 75201-2975
 5742335 Paul D. Leake for Ad Hoc Committee Of Lenders Jones Day 222 East 41st Street New York, NY 10017
 5739637 State of Alabama Dept. of Revenue P O Box 320001 Montgomery AL 36132-0001
 5739638 U.S. Securities and Exchange Commission Branch of Reorganization 3475 Lenox Road NE Ste 1000 Atlanta GA 30326

TOTAL: 27