

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

In re:) **Chapter 11 Proceeding**
)
Bruno's Supermarkets, LLC) **Case No. BK 09-00634-BGC-11**
)
Debtor(s).)

CHAPTER 11 OPERATING ORDER

This Order affects your legal rights. You may object to it. If you choose to object, you must do so in writing within seven days of the date this Order was signed. All objections must be filed with the Bankruptcy Clerk's Office. All requirements in the Order not objected to will become effective on the eighth day following the date this Order was signed. If any such written objections are filed, the Clerk will set the hearing and send out notice.

On the effective day of this Order, the Debtor is **ORDERED** to comply with the following:

A. MEETING WITH THE BANKRUPTCY ADMINISTRATOR

The Debtor and the Debtor's attorney shall meet with the Bankruptcy Administrator:

Date: March 3, 2009
Time: 11:00 am
Location:
Office of the Bankruptcy Administrator
Northern District of Alabama, Southern Division
1800 5th Avenue North, Suite 132
Birmingham, Alabama 35203

B. PROOF OF NEW BANK ACCOUNTS

When the Debtor opens a new account, it must file with the Bankruptcy Clerk's Office no later than the date set out in paragraph A:

1. The first check from the new account;
2. a copy of a signature card for every account in use after the date of filing the bankruptcy petition bearing the words "Chapter 11 Debtor-in-Possession - Bankruptcy Case No. ___,"; and
3. a reconciled bank statement for every account in use before the filing of the bankruptcy petition.

C. BANK COLLATERALIZATION

The Federal Deposit Insurance Corporation (FDIC) insures its depositors (here Debtors-in-Possession) for \$250,000. This maximum amount is applied to each depositor by each insured institution. It does not apply to each account. Therefore, insurance is not increased merely by dividing funds among different accounts in the same institution.

If the Debtor-in-Possession has one or more accounts in any single institution where the total amount on deposit exceeds \$250,000, the Debtor-in-Possession must either open another account in a separate bank or require from the institution holding these funds a deposit of securities with the Federal Reserve Bank of Nashville, equal to the difference in the amount on deposit and \$250,000. This should be done by the Debtor immediately. Form BA-40(11), attached to this Order, should be used to complete this process. After the depository completes the form, it must be filed in duplicate with the Bankruptcy Clerk's Office.

D. BANK STATEMENTS

The Debtor-in-Possession must file with the Bankruptcy Clerk's Office a copy of all monthly bank statements. The statements must be filed along with the Chapter 11 operating reports described in Paragraph "M" on a monthly basis and must be the statements for the month covered by the monthly operating reports. If the Debtor does not receive its statements from its bank by the 15th of the month so that the Debtor is able to file them with the operating reports, the operating reports must be filed by the 15th and the bank statements must be filed by the last working day of that month.

E. TAX AND PAYROLL ACCOUNTS

1. Within three workdays after each regular payroll period, the Debtor is required to pay to the Internal Revenue Service withheld or collected taxes in the form of a Federal Tax Deposit. All tax deposits must be confirmed by attaching Form 6123, Verification of Fiduciary's Federal Tax Deposit, to each monthly operating report.
2. Within three workdays after each regular quarterly period, the Debtor is required to pay to the Internal Revenue Service the federal unemployment tax in the form of a Federal Tax Deposit.
3. If the Debtor is an individual required to make quarterly tax estimate payments, those payments should be made when due as well as all other applicable taxes.
4. All other taxes should be paid when due.

F. INSURANCE

1. The Debtor shall insure all of its properties for loss caused by fire, theft, liability, collision and casualty, and, if required, workmen's compensation.
2. By the date set out in paragraph A, the Debtor shall file with the Bankruptcy Clerk's Office copies of all of its insurance policies or certificates or a list of all of its insurance policies. If a list is filed, each policy should be described to include:
 - a. policy number;
 - b. name of the insured;

- c. a general description of the property insured;
 - d. the beneficiary;
 - e. name and address of the insuring agent;
 - f. amount of coverage;
 - g. type of insurance;
 - h. date of expiration;
 - I. amount of premium;
 - j. insurance carrier;
 - k. premium due date.
3. If a notice of cancellation or of non-renewal is given on any of the Debtor’s insurance policies, or the Debtor chooses not to renew any policy, the Debtor must notify the Bankruptcy Administrator in writing no later than three days after receipt of the notice or after deciding not to renew.

G. INVENTORY

If the Debtor has not filed a detailed list of property on Schedule B to its petition, the Debtor must file a list of all property with the Bankruptcy Clerk’s Office no later than the date in Paragraph A.

H. COPIES TO THE BANKRUPTCY ADMINISTRATOR

The Debtor shall provide the Bankruptcy Administrator with copies of motions to employ professionals, applications for compensation and expenses, and all plans and disclosure statements.

I. INSPECTION OF PROPERTY AND RECORDS

The Debtor shall permit the Bankruptcy Administrator reasonable inspection of its premises, properties, and books and records.

J. FINANCIAL REPORTS

The Debtor shall file the operating reports that are attached to this Order as well as all internally and externally generated financial statements according to this schedule:

	<u>DEBTOR</u>	<u>FILE FORMS</u>	<u>PERIOD</u>
1.	Individuals not in Business	Individual BA-01 Individual BA-02	Monthly Monthly
2.	Individuals in Business (Sole Proprietorship)	Individual BA-01 Individual BA-02 Business BA-01 Business BA-02 [with attachments 2(A) - 2(D)] Business BA-03 [with attachment 3(A)] Business BA-04	Monthly Monthly Monthly Monthly Monthly Monthly

Partnerships,	Business BA-01	Monthly
Corporations	Business BA-02	Monthly
and Joint	[w/attachments	
Ventures	2(A) - 2(D)]	
	Business BA-03	Monthly
	[w/attachment 3(A)]	
	Business BA-04	Monthly

The Bankruptcy Administrator may adjust, as he deems necessary, the content of these forms and which forms should be filed by this debtor.

AN ORIGINAL AND A COPY (the copy will be forwarded by the Clerk to the Bankruptcy Administrator's Office) of the required operating reports should be filed with the **CLERK'S OFFICE** (**not the Bankruptcy Administrator's Office**) as set out below:

U.S. Bankruptcy Court
Bankruptcy Clerk
Robert S. Vance Federal Building
1800 Fifth Avenue North
Birmingham, Alabama 35203

K. DEBTOR COUNSELING

The U.S. Small Business Administration sponsors or coordinates centers throughout the State of Alabama which offer free financial counseling. If the Bankruptcy Administrator determines that the Debtor qualifies for and would benefit from such counseling, he may require the Debtor to meet with a representative of one of these centers and may require the Debtor to report to the Clerk of the Court that there was a meeting.

L. 120 DAY REPORT

On or before 120 days after the commencement of this case, the Debtor-in-Possession shall file a plan and disclosure statement. If the Debtor does not file these documents within 120 days, it shall file on or before the 120th day a report to the Court explaining why a plan and disclosure statement have not been filed and shall describe what preparations are being undertaken to file those documents and shall specify a date when the plan and disclosure statement will be filed.

M. POST CONFIRMATION REPORTS

If a plan of reorganization is confirmed, the Debtor can discontinue filing operating reports BA 1-5 in most cases, however, the Debtor shall complete and file a post confirmation report with the Bankruptcy Clerk's Office, in duplicate, on the 15th day of every month following confirmation. That report shall be filed on Form No. BA-06 as attached to this Order.

N. MISCELLANEOUS PROVISIONS

1. References in this Order to “Bankruptcy Administrator” include persons the Bankruptcy Administrator may designate.
2. All documents to be filed with or served on the Bankruptcy Administrator shall be delivered to the Bankruptcy Administrator divisional office where the case is pending.
3. All documents to be filed with or served on the Bankruptcy Clerk shall be delivered to the divisional office of the Clerk where the case is pending.
4. All references to gender in this Order shall be construed as neutral. If the Debtor is not an individual, a responsible party shall be designated.
5. The Debtor shall provide the Chairperson of any committee appointed by the Court in this case copies of all documents required to be filed with or served on the Bankruptcy Administrator or the Bankruptcy Clerk.

This Order does not relieve the Debtor of any requirements of the Bankruptcy Code or Bankruptcy Rules.

DONE AND ORDERED the 11th day of February, 2009.

/s/Benjamin Cohen
BENJAMIN COHEN
United States Bankruptcy Judge

This order prepared by
the Bankruptcy Administrator’s Office
205-714-3830

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

User: ccurry
Form ID: pdf000

Date Created: 2/11/2009
Total: 36

Recipients of Notice of Electronic Filing:

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TOTAL: 19

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	
cr	City of Montgomery	Legal Office	103 North Perry Street	Montgomery, AL 36104
intp	Rochester-Mobile, LLC	c/o Robert H. Adams	1400 Park Place Tower	2001 Park Place
		North	Birmingham, Al 35203	
intp	UFCW Local 1657	2013 1st Avenue N., Ste. 300	Birmingham, AL 35203	
aty	C. Edward Dobbs	Parker, Hudson, Rainer &Dobbs, LLP	1500 Marquis Two Tower	285 Peachtree
		Center Avenue, N.E.	Atlanta, GA 30303	
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aty	Von G. Memory	Memory &Day	Post Office Box 4054	Montgomery, AL 36103-4054
smg	Valrey Early	BA Birmingham	1800 5th Avenue North	Birmingham, AL 35203

TOTAL: 17