

UNITED STATES BANKRUPTCY COURT  
DISTRICT OF NEW MEXICO

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U.S. BANKRUPTCY COURT  
ALBUQUERQUE N.M.

In re:

FURR'S SUPERMARKETS, INC.

Case No. 11-01-10779-SA

Debtor.

**SUPPLEMENT TO THE THIRD AND FINAL APPLICATION  
BY PEPPER HAMILTON LLP, FOR ALLOWANCE AND PAYMENT OF  
COMPENSATION FOR SERVICES RENDERED FOR THE PERIOD SEPTEMBER 27,  
2001 THROUGH DECEMBER 14, 2001, FOR FINAL ALLOWANCE OF FEES AND  
EXPENSES PREVIOUSLY PAID OR ALLOWED AS INTERIM FEES AND  
EXPENSES, FOR EXPENSES FROM DECEMBER 15, 2001 THROUGH JULY 15, 2002,  
AND FOR ALLOCATION OF FEES AND EXPENSES BETWEEN PRE-  
TERMINATION CARVE OUT AND POST-TERMINATION CARVE OUT**

Pepper Hamilton LLP ("Applicant" or "Pepper"), Counsel for the Unsecured Creditors' Committee (the "Committee"), submits this supplement (the "Supplement") to the third and final application (the "Third Fee Application") for an allowance and payment of compensation and reimbursement of expenses pursuant to Bankruptcy Code §330 and §503, for final allowance of fees and expenses previously paid as interim fees and expenses, for expenses from December 15, 2001 through July 15, 2002, and for allocation of fees and expenses between pre-termination carve out and post-termination carve out.

In support of this Supplement, Applicant states as follows:

Amount of Compensation Sought and Already Paid. Applicant filed its first interim fee application on August 15, 2001 (the "First Fee Application"), seeking allowance of compensation for the period February 14, 2001 through June 30, 2001 in the amount of \$642,763.51, consisting of \$596,288.00 for fees and \$46,475.51 for expenses. Applicant filed its second interim fee application on October 4, 2001 (the "Second Fee Application"), seeking allowance of compensation for the period July 1, 2001 through September 26, 2001, in the

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amount of \$110,284.77, consisting of \$98,506.00 for fees and \$11,778.77 for expenses. Applicant has been paid \$159,845.29 for February and March 2001 pursuant to the order retaining Applicant.

Pursuant to the July 11, 2002 order of the Court, Applicant was allowed a total of \$502,598.28 in fees and expenses on its First and Second Fee Applications, consisting of \$444,344.00 for fees and \$58,254.28 for expenses. Of that total amount, \$491,578.81 in fees and expenses were incurred on or before August 31, 2001 and is therefore payable from the Pre-Closing Carve-Out (as defined in the Chapter 7 Trustee's Motion to Adopt Proposed Carve-Out Procedure, Set Deadlines, and for Related Relief, hereinafter referred to as the "Trustee's Motion") which was filed with the Court on July 15, 2002. The balance of the allowed fees and expenses, in the amount of \$11,019.47, was incurred during a period beginning on September 1, 2001 through and including September 26, 2001, and is payable from the Post-Closing Carve-Out (as defined in the Trustee's Motion).

Applicant filed its Third Fee Application on January 2, 2002, seeking allowance of compensation for the period September 27, 2001 through December 14, 2001, in the amount of \$52,920.67, consisting of \$48,495.50 for fees and \$4,425.17 for expenses.

At the July 11, 2002 hearing, I. William Cohen, on behalf of Pepper, advised the Court and those parties present at the hearing that Pepper would voluntarily reduce and waive certain requests made in its Third Fee Application, and would incorporate those reductions in a supplement to the previously filed Third Fee Application. Those deductions are as follows:

- A \$1,732.50 reduction regarding specific time entries charged by Stuart E. Hertzberg and I. William Cohen.
- In addition and consistent with the Court's decision on May 14, 2002, Pepper further reduces its fees by eliminating all of P. Casey Coston's time amounting to \$9,443.00.

- Also consistent with the Court's ruling, Pepper further reduces the net amount of the third fee application by 20%, thereby resulting in an additional reduction of \$7,464.00.

In addition, Pepper will not seek payment for fees incurred after December 14, 2001 (*i.e.* subsequent to its Third Fee Application), an amount totaling \$80,823.00 as of July 24, 2002. Moreover, as indicated at the July 11, 2002 hearing, and pursuant to this Supplement, while Pepper is not seeking payment of its fees incurred subsequent to December 14, 2001, Pepper *is* seeking reimbursement of its expenses incurred during that time period in the amount of \$6,554.15. Those expenses were incurred as a result of Pepper preparing for and attending the hearings on the professionals' fee applications which were held on January 29-31 and February 20-21, 2002, as well as all expenses resulting from necessary follow-up and related tasks incident thereto. Additionally, Pepper incurred expenses for long distance telephone charges amounting to \$134.59 in connection with a final telephone meeting of the Creditors' Committee which was held on July 30, 2002. These expenses are itemized in the attached Exhibit "A".

Accordingly, pursuant to the reduction set forth in this Supplement to the Third Fee Application, Pepper is requesting a reduced amount totaling \$34,281.00 in which \$29,856.00 is requested in fees and \$4,425.17 in expenses for the period of September 27 through December 14, 2001.<sup>1</sup> In addition, Pepper is requesting a total of \$6,554.15 for expenses incurred from and after December 15, 2001. As such, these fees of \$34,281.00 and expenses in the amount of \$10,979.32, *if approved, would be payable from the Post-Closing Carve-Out.*

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<sup>1</sup> Some time entries from September 17, 2001 appear on the third and final fee application although the period caption says the period begins on September 27. This conflict in the dates is the result of the timing of Pepper Hamilton's accounting system procedures and filing of the September 2001 monthly bill.

Pepper also seeks allowance of 100% of any gross receipts or use tax that may be owing on the fees and expenses requested in the Third Fee Application. Based on the records that Pepper has kept of the work performed in New Mexico and the expenses incurred in New Mexico, Pepper estimates that, \$277.00 in New Mexico gross receipts taxes would be due, based upon fees of \$4,760.00 relating to work done in New Mexico.

Further, Pepper requests that all prior fee allowances and payments made to Pepper pursuant to interim requests for fees, as well as payments to be made pursuant to the Third Fee Application and Supplement, be deemed and allowed as final allowances. Finally, Applicant submits that none of the fees and expenses requested herein, if approved, should be excluded from the relevant Carve-Outs.

WHEREFORE, Applicant respectfully requests that it be awarded the sum of \$34,281.17, for services rendered as counsel to the Committee for the period from September 27, 2001 through December 14, 2001 consisting of fees in the amount of \$29,856.00 and reimbursement of expenses in the amount of \$4,425.17, plus expenses incurred since December 15, 2001 in the amount of \$6,554.17.

Applicant further requests that the court approve the interim payments previously made and authorize the Debtor to pay Applicant the unpaid balance of fees and expenses requested from the respective Carve-Out as set forth herein.

PEPPER HAMILTON LLP

BY: 

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Dated: August 8, 2002

The undersigned hereby certifies that a true and accurate copy of the foregoing was mailed to the following parties as indicated below this 8/17 day of August, 2002.

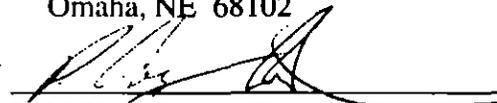
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# EXHIBIT A

Furr's Unsecured Creditors'  
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### Summary of Expenses

<u>Expenses</u>	<u>Value</u>
Meals	174.32
Duplicating & Reproductions	1,767.60
Messenger Service	22.07
Messenger Service - Overnight Courier	719.64
Postage	88.40
Corporate Supplies	254.27
Telecopy Charge	274.00
Telephone	1,012.27
Travel Expense	<u>2,241.58</u>
Total	6,554.15

**Detail of Expenses**

<u>Date</u>	<u>Code</u>	<u>Description</u>	<u>Units</u>	<u>Cost</u>	<u>Value</u>
12/19/01	DUP	DUP - Cohen I. William - 12/19/2001	432	0.20	86.40
12/19/01	TCY	Cohen 12/5/01 Fax	1	1.00	1.00
12/19/01	TEL	Telephone - 12/19/2001	1	7.38	7.38
12/19/01	TEL	Telephone - 12/19/2001	1	1.38	1.38
12/19/01	TEL	Telephone - 12/19/2001	1	0.92	0.92
12/20/01	DUP	DUP - Koehn Kathleen G. - 12/20/2001	18	0.20	3.60
12/20/01	TCY	Hertzberg 12/7/01 Fax	8	1.00	8.00
12/28/01	MES4	SS FED EXP 092801	1	12.01	12.01
12/28/01	TEL	Telephone - 12/28/2001	3	1.38	4.15
12/28/01	TEL	Telephone - 12/28/2001	1	0.92	0.92
12/31/01	DUP	DUP - Hertzberg Stuart E. - 12/31/2001	148	0.20	29.60
12/31/01	DUP	DUP - Koehn Kathleen G. - 12/31/2001	12	0.20	2.40
12/31/01	DUP	DUP - Koehn Kathleen G. - 12/31/2001	72	0.20	14.40
12/31/01	DUP	DUP - Hertzberg Stuart E. - 12/31/2001	757	0.20	151.40
12/31/01	DUP	DUP - Hertzberg Stuart E. - 12/31/2001	677	0.20	135.40
12/31/01	MES4	FED EXP 120601	1	11.78	11.78
01/03/02	DUP	DUP - Coston P. Casey - 01/03/2002	211	0.20	42.20
01/03/02	TEL	Telephone - 01/03/2002	1	2.31	2.31
01/07/02	DUP	Duplicating : 0	8	0.20	1.60
01/07/02	DUP	DUP - Coston P. Casey - 01/07/2002	6	0.20	1.20
01/07/02	TEL	W. COHEN 11/28 CONFERENCE CALL Telephone - CONFERENCE PLUS INC.	1	328.42	328.42
01/07/02	TEL	Telephone	2	0.92	1.84
01/07/02	TEL	Telephone	4	3.92	15.68

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<u>Date</u>	<u>Code</u>	<u>Description</u>	<u>Units</u>	<u>Cost</u>	<u>Value</u>
01/07/02	TEL	Telephone	2	1.15	2.30
01/08/02	DUP	DUP - Coston P. Casey - 01/08/2002	416	0.20	83.20
01/08/02	POS	Michling 12/31/01 Postage	1	27.65	27.65
01/08/02	POS	Michling 12/31/01 Postage	1	3.95	3.95
01/08/02	POS	Michling 12/31/01 Postage	1	48.62	48.62
01/09/02	TEL	Telephone	1	15.69	15.69
01/10/02	TEL	Telephone - 01/10/2002	1	1.38	1.38
01/11/02	DUP	DUP - Koehn Kathleen G. - 01/11/2002	4	0.20	0.80
01/11/02	DUP	DUP - Cohen I. William - 01/11/2002	972	0.20	194.40
01/11/02	DUP	DUP - Snyder Steven - 01/11/2002	8	0.20	1.60
01/11/02	MES4	SS FED EXP 123101	1	30.15	30.15
01/11/02	MES4	PCC FED EXP 010202	1	24.76	24.76
01/11/02	MES4	PCC FED EXP 010302	1	24.76	24.76
01/11/02	TCY	Michling 12/28/01 Facsimile	6	1.00	6.00
01/14/02	DUP	Duplicating	3	0.20	0.60
01/14/02	DUP	Duplicating	1,077	0.20	215.40
01/14/02	DUP	Duplicating : 3	21	0.20	4.20
01/14/02	DUP	Duplicating	153	0.20	30.60
01/14/02	DUP	Duplicating	9	0.20	1.80
01/14/02	DUP	Duplicating	185	0.20	37.00
01/14/02	DUP	Duplicating	15	0.20	3.00
01/14/02	DUP	Duplicating	127	0.20	25.40
01/14/02	TCY	Coston 1/7/02 Facsimile	2	1.00	2.00
01/14/02	TCY	Cohen 10/31/01 Facsimile	14	1.00	14.00
01/14/02	TEL	Telephone	2	2.08	4.15

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01/14/02	TEL	Telephone	1	2.31	2.31
01/15/02	MES4	CC FED EXP 010702	1	24.51	24.51
01/17/02	DUP	DUP - Michling Allen - 01/17/2002	135	0.20	27.00
01/17/02	DUP	DUP - Michling Allen - 01/17/2002	24	0.20	4.80
01/17/02	DUP	DUP - Coston P. Casey - 01/17/2002	2	0.20	0.40
01/17/02	DUP	DUP - Michling Allen - 01/17/2002	10	0.20	2.00
01/18/02	TEL	Telephone - 01/18/2002	1	1.38	1.38
01/21/02	MES	COOK Messenger Service - DETROIT PETTY CASH	1	10.55	10.55
01/21/02	MES	COOK Messenger Service - DETROIT PETTY CASH	1	11.52	11.52
01/21/02	TEL	Telephone	4	5.08	20.30
01/22/02	DUP	DUP - Michling Allen - 01/22/2002	4	0.20	0.80
01/22/02	DUP	DUP - Snyder Steven - 01/22/2002	255	0.20	51.00
01/22/02	DUP	DUP - Michling Allen - 01/22/2002	6	0.20	1.20
01/23/02	TEL	Telephone	1	6.00	6.00
01/23/02	TEL	Telephone	4	1.38	5.53
01/24/02	DUP	DUP - Michling Allen - 01/24/2002	72	0.20	14.40
01/24/02	DUP	DUP - Michling Allen - 01/24/2002	65	0.20	13.00
01/24/02	DUP	DUP - Michling Allen - 01/24/2002	18	0.20	3.60
01/24/02	TEL	Telephone	2	2.31	4.61
01/25/02	DUP	DUP - Michling Allen - 01/25/2002	24	0.20	4.80
01/25/02	DUP	DUP - Snyder Steven - 01/25/2002	264	0.20	52.80
01/25/02	DUP	DUP - Coston P. Casey - 01/25/2002	18	0.20	3.60
01/25/02	DUP	DUP - Coston P. Casey - 01/25/2002	7	0.20	1.40
01/25/02	TEL	Telephone - 01/25/2002	2	4.16	8.31

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<u>Date</u>	<u>Code</u>	<u>Description</u>	<u>Units</u>	<u>Cost</u>	<u>Value</u>
01/25/02	TEL	Telephone - 01/25/2002	1	0.92	0.92
01/26/02	DUP	DUP - Coston P. Casey - 01/26/2002	10	0.20	2.00
01/26/02	DUP	DUP - Coston P. Casey - 01/26/2002	40	0.20	8.00
01/26/02	TEL	Telephone - 01/26/2002	1	16.61	16.61
01/26/02	TEL	Telephone - 01/26/2002	2	3.00	6.00
01/28/02	DUP	DUP - Scott Susanne - 01/28/2002	585	0.20	117.00
01/28/02	TCY	Michling 1/22/02 Facsimile	7	1.00	7.00
01/28/02	TEL	Telephone	2	5.08	10.15
01/29/02	POS	1/24/02 Postage	1	2.64	2.64
01/30/02	SUP	EXHIBIT CLEAR TABS Corporate Supplies - DETROIT CHECKING PEPPER.	1	254.27	254.27
01/30/02	TEL	Telephone	1	5.08	5.08
01/31/02	TCY	Cohen 1/25/02 Facsimile	106	1.00	106.00
02/02/02	TEL	Telephone - 02/02/2002	2	3.69	7.38
02/04/02	TEL	Telephone	2	1.39	2.77
02/05/02	TEL	Telephone	2	5.54	11.07
02/07/02	TEL	Telephone	1	0.92	0.92
02/08/02	TEL	Telephone - 02/08/2002	1	0.92	0.92
02/09/02	TEL	Telephone - 02/09/2002	2	1.38	2.76
02/13/02	DUP	DUP - Koehn Kathleen G. - 02/13/2002	5	0.20	1.00
02/13/02	DUP	DUP - Koehn Kathleen G. - 02/13/2002	1,682	0.20	336.40
02/13/02	DUP	DUP - Koehn Kathleen G. - 02/13/2002	30	0.20	6.00
02/13/02	DUP	DUP - Koehn Kathleen G. - 02/13/2002	10	0.20	2.00
02/13/02	TEL	Telephone	1	0.92	0.92
02/13/02	TEL	Telephone	3	1.07	3.22

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<u>Date</u>	<u>Code</u>	<u>Description</u>	<u>Units</u>	<u>Cost</u>	<u>Value</u>
02/13/02	TEL	Telephone	2	0.92	1.84
02/14/02	TEL	Telephone	1	0.92	0.92
02/15/02	MES4	SS FED EXP 012502	1	35.39	35.39
02/15/02	MES4	SS FED EXP 012802	1	42.58	42.58
02/15/02	MES4	PCC FED EXP 012402	1	128.28	128.28
02/15/02	TCY	COSTON 2/1	19	1.00	19.00
02/15/02	TEL	Telephone	1	0.92	0.92
02/17/02	TEL	Telephone	1	2.26	2.26
02/18/02	DUP	DUP - Kayes Dennis S. - 02/18/2002	1	0.20	0.20
02/19/02	POS	Scott 2/13/02 Postage	1	5.20	5.20
02/20/02	TEL	Telephone	5	8.24	41.18
02/22/02	TEL	Telephone - 02/22/2002	1	1.38	1.38
02/25/02	POS	Coston 2/20/02 Postage	1	0.34	0.34
02/27/02	MES4	SS FED EXP 021302	1	177.37	177.37
02/28/02	TCY	Coston 2/21/02 Facsimile	2	1.00	2.00
02/28/02	TCY	Coston 2/21/02 Facsimile	2	1.00	2.00
03/01/02	TEL	Telephone	1	0.92	0.92
03/02/02	TEL	Telephone - 03/02/2002	1	0.92	0.92
03/04/02	TEL	Telephone	1	1.38	1.38
03/04/02	TEL	Telephone	2	1.15	2.30
03/05/02	TEL	Telephone	1	1.38	1.38
03/06/02	TEL	Telephone	1	0.92	0.92
03/06/02	TEL	Telephone	3	1.07	3.22
03/11/02	DUP	DUP - Dreher Diane - 03/11/2002	19	0.20	3.80
03/12/02	TCY	Coston 3/4/02 Facsimile	2	1.00	2.00

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<u>Date</u>	<u>Code</u>	<u>Description</u>	<u>Units</u>	<u>Cost</u>	<u>Value</u>
03/15/02	TCY	COSTON 3/4 FURR'S	27	1.00	27.00
03/15/02	TCY	COSTON 3/7	5	1.00	5.00
03/15/02	TCY	COHEN 3/6	25	1.00	25.00
03/15/02	TCY	COSTON 3/6	1	1.00	1.00
03/18/02	TEL	W. COHEN 1/10 CONFERENCE CALL Telephone - CONFERENCE PLUS INC.	1	220.61	220.61
03/19/02	TEL	Telephone	1	0.92	0.92
03/20/02	DUP	DUP - Dreher Diane - 03/20/2002	27	0.20	5.40
03/20/02	TEL	Telephone	1	1.38	1.38
03/21/02	DUP	DUP - Scott Susanne - 03/21/2002	26	0.20	5.20
03/21/02	TCY	COSTON 3/14	6	1.00	6.00
03/21/02	TEL	Telephone	2	14.77	29.53
03/25/02	MES4	SS FED EXP 021302	1	1.35	1.35
03/25/02	MES4	SS FED EXP 011102	1	24.51	24.51
03/25/02	MES4	SS FED EXP 011102	1	25.81	25.81
03/25/02	MES4	SS FED EXP 011102	1	24.51	24.51
03/25/02	MES4	SS FED EXP 011102	1	21.20	21.20
03/25/02	MES4	SS FED EXP 011102	1	24.51	24.51
03/25/02	MES4	SS FED EXP 011102	1	22.48	22.48
03/25/02	MES4	SS FED EXP 011102	1	22.48	22.48
03/25/02	MES4	SS FED EXP 011102	1	24.51	24.51
03/28/02	TCY	Coston 3/19/02 Facsimile	2	1.00	2.00
03/28/02	TCY	Coston 3/20/02 Facsimile	1	1.00	1.00
04/04/02	CON	Meals - I WILLIAM COHEN - ATTEND FEE HEARINGS IN ALBUQUERQUE 1/29-31/02	1	144.65	144.65

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<u>Date</u>	<u>Code</u>	<u>Description</u>	<u>Units</u>	<u>Cost</u>	<u>Value</u>
04/04/02	CON	Meals - I WILLIAM COHEN - CONTESTED FEE HEARINGS IN ALBUQUERQUE 2/20-21/02	1	29.67	29.67
04/04/02	TRV	Travel Expense - I WILLIAM COHEN ATTEND FEE HEARINGS IN ALBUQUERQUE 1/29-31/02	1	1,233.97	1,233.97
04/04/02	TRV	Travel Expense - I WILLIAM COHEN - CONTESTED FEE HEARINGS IN ALBUQUERQUE 2/20-21/02	1	1,007.61	1,007.61
04/09/02	MES4	SS FED EXP 032102	1	16.69	16.69
04/09/02	TEL	Telephone	1	0.46	0.46
04/10/02	TEL	Telephone	1	0.46	0.46
04/11/02	TEL	Telephone	1	0.46	0.46
04/15/02	TEL	Telephone	2	0.46	0.92
04/18/02	TEL	Telephone	6	0.65	3.88
04/19/02	TEL	Telephone - 04/19/2002	1	0.46	0.46
04/24/02	DUP	Duplicating : 0	4	0.20	0.80
04/24/02	TEL	Telephone	1	4.34	4.34
04/30/02	TEL	Telephone	5	1.10	5.48
05/06/02	DUP	DUP - Gaabo Stacie A. - 05/06/2002	36	0.20	7.20
05/06/02	DUP	DUP - Gaabo Stacie A. - 05/06/2002	40	0.20	8.00
05/07/02	TEL	Telephone - 05/07/2002	1	2.05	2.05
05/10/02	TEL	Telephone - 05/10/2002	1	2.28	2.28
05/13/02	TEL	Telephone	1	2.28	2.28
05/14/02	TEL	Telephone - 05/14/2002	1	0.68	0.68
05/15/02	TEL	Telephone	1	4.79	4.79
05/16/02	TEL	Telephone	5	1.23	6.17

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<u>Date</u>	<u>Code</u>	<u>Description</u>	<u>Units</u>	<u>Cost</u>	<u>Value</u>
05/16/02	TEL	Telephone	1	0.91	0.91
05/17/02	TEL	Telephone	5	1.00	5.01
05/21/02	TCY	Coston 5/7/02 Facsimile	1	1.00	1.00
05/22/02	TCY	Pallett 5/15/02 Facsimile	4	1.00	4.00
05/23/02	DUP	Duplicating : 0	2	0.20	0.40
05/24/02	TEL	Telephone - 05/24/2002	1	0.91	0.91
05/24/02	TEL	Telephone - 05/24/2002	1	0.46	0.46
05/28/02	TEL	Telephone - 05/28/2002	1	0.68	0.68
06/04/02	DUP	DUP - Koehn Kathleen G. - 06/04/2002	12	0.20	2.40
06/04/02	TEL	Telephone - 06/04/2002	1	0.46	0.46
06/11/02	TEL	Telephone - 06/11/2002	1	0.68	0.68
06/13/02	TCY	Scott 6/4/02 Facsimile	32	1.00	32.00
06/24/02	TEL	Telephone	1	10.04	10.04
06/28/02	TEL	Telephone	1	1.14	1.14
07/01/02	DUP	DUP - Scott Susanne - 07/01/2002	7	0.20	1.40
07/08/02	TEL	Telephone	1	0.91	0.91
07/12/02	TCY	Coston 7/8/02 Facsimile	1	1.00	1.00
07/13/02	TEL	Telephone - 07/13/2002	1	0.68	0.68
07/15/02	DUP	DUP - Dreher Diane - 07/15/2002	25	0.20	5.00
07/15/02	TEL	Telephone	3	0.46	1.38
07/16/02	DUP	DUP - Gaabo Stacie A. - 07/16/2002	12	0.20	2.40
07/18/02	DUP	Duplicating : 0	15	0.20	3.00
07/18/02	TEL	Telephone - 07/18/2002	1	0.91	0.91
07/19/02	TEL	Telephone - 07/19/2002	1	0.46	0.46
07/22/02	DUP	Duplicating : 0	15	0.20	3.00

Furr's Unsecured Creditors'  
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<u>Date</u>	<u>Code</u>	<u>Description</u>	<u>Units</u>	<u>Cost</u>	<u>Value</u>
07/22/02	TEL	Telephone - 07/22/2002	1	1.60	1.60
07/26/02	TEL	Telephone - 07/26/2002	1	0.54	0.54
07/29/02	TEL	Telephone	1	0.54	0.54
08/07/02	TEL	W. COHEN 7/30 CONFERENCE CALL Telephone - CONFERENCE PLUS INC.	1	134.59	134.59
		Total			<hr/> 6.554.15