

FILED

at _____ o'clock ____ M

UNITED STATES BANKRUPTCY COURT
DISTRICT OF NEW MEXICO

OCT 02 2002

United States Bankruptcy Court
Albuquerque, New Mexico

In re

FURR'S SUPERMARKETS, INC.,

Case No. 7-01-10779-SA

Chapter 7

Debtor.

**Order Approving
Stipulation Regarding Final Fee Application
of Skadden, Arps, Slate, Meagher & Flom LLP**

Skadden, Arps, Slate, Meagher & Flom LLP (Skadden, Arps) and the United States Trustee (the "UST") have requested that this Court approve the attached Stipulation relating to the allowance of Skadden, Arps' fees and expenses.

The Court FINDS:

(a) the Debtor commenced this case on February 8, 2001;

(b) Skadden, Arps has filed the various Fee Applications and supporting material, and the UST has filed certain objections to the applications, all as described in the Stipulation;

(c) Skadden, Arps and the UST have agreed to settle their disputes with respect to the Applications and have further agreed that Skadden, Arps' fees and expenses should be allowed in the amounts set forth in the Stipulation and this Order;

(d) on August 27, 2002, Skadden, Arps filed with this Court, and served on those parties entitled to notice thereof, notice of the Stipulation, which notice recited that any party objecting to the Stipulation should file and serve its objection no later than September 18, 2002;

(e) no party has filed an objection or request for hearing with respect to the Stipulation;

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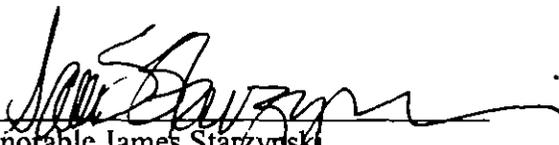
(f) the Stipulation and the agreement reflected therein are reasonable and appropriate. The services were actually performed and were necessary for the conduct of this case and the realization of value by the estate. The amount proposed to be allowed is reasonable based on the time spent (which was fully itemized in the Applications) and on the rates charged (which were approved at the time of the approval of the employment of Skadden, Arps). The services were performed within a reasonable amount of time, considering the complexity and difficulty of this case; and

(g) good cause therefore exists for approving the Stipulation.

In view of the foregoing, the Court ORDERS:

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1. The Stipulation is approved.
 2. The fees of Skadden, Arps, Slate, Meagher & Flom LLP for services performed in the chapter 11 case are allowed in the amount of \$1,207,006.70.
 3. Reimbursement of charges and disbursements of Skadden, Arps, Slate, Meagher & Flom LLP incurred in the chapter 11 case is allowed in the amount of \$132,993.30.
 4. Payment of any amounts allowed under this Order shall await further orders of this Court regarding payment of professional fees or other administrative expenses.

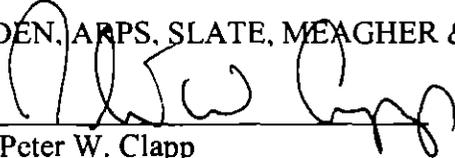
Dated: September __, 2002.


Honorable James Starzynski
United States Bankruptcy Judge

Submitted by:

SKADDEN, ARPS, SLATE, MEAGHER & FLOM LLP

By:


Peter W. Clapp
300 South Grand Avenue, Ste. 3400
Los Angeles, CA 90071
(213) 687-5000
(213) 687-5900 (fax)

APPROVED:

JOEL PELOFSKY
United States Trustee

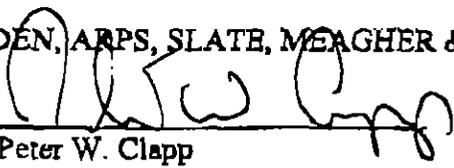
By:

Ronald E. Andazola
Assistant U.S. Trustee
P.O. Box 608
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Submitted by:

SKADDEN, ARPS, SLATE, MEAGHER & FLOM LLP

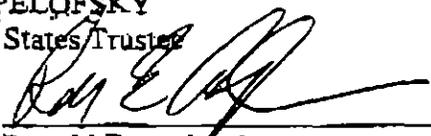
By:


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APPROVED:

JOEL PELQFSKY
United States Trustee

By:


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Assistant U.S. Trustee
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I hereby certify that I mailed
a true copy of the above to listed
counsel and parties on the above
stamped date.

Jill Peterson