

UNITED STATES BANKRUPTCY COURT
DISTRICT OF NEW MEXICO

NOV 20 2002 10:32 AM
CLERK OF COURT
ALBUQUERQUE, NM

In re:

FURR'S SUPERMARKETS, INC.,

Case No. 7-01-10779 SA
Chapter 7

Debtor.

MOTION TO APPROVE CARVE-OUT AMOUNTS

Yvette J. Gonzales, Chapter 7 Trustee (the "Trustee"), moves the Court to grant the following relief:

1. To approve the amounts set forth on Exhibit A as the amounts that each professional listed will be allowed within each carve-out, other than those amounts followed by a single asterisk (all subject to final Court approval of the fees following the filing of a fee application, if such fees have not already been so approved). If an amount listed on Exhibit A is \$0, then the professional would not participate in the carve-out listed. If an amount listed on Exhibit A is followed by a single asterisk, then the claim of the professional as to the amount within the carve-out in question has been disputed, and will be determined by the Court after opportunity by the professional for a hearing. A final hearing on such disputes has been set for Friday, November 22, 2002 at 9:00 a.m.

2. As to the Pre-Closing Carve-Out, each professional would receive their Net Pro Rata Share of the amount set forth on Exhibit A within the Pre-Closing Carve-Out (or as determined by the Court for those amounts in dispute), determined by the following formula that the Court already has approved (which formula is Formula #1 in Attachment 1 to the

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(6) If the total Net Pro Rata Shares of all Professionals exceeds the Pre-Closing Carve-Out Amount because the Net Pro Rata Share of one or more Professionals is a negative number, then the Net Pro Rata Shares shall be adjusted, pro rata, so that the aggregate amount of the Net Pro Rata Shares equals the Pre-Closing Carve-Out Amount (the "Adjusted Pro Rata Share").

3. As to those Professionals who have been paid in full for fees within the Pre-Closing Carve-Out, their fees and payments will be excluded from the calculation under Formula #1 for purposes of determining the Net Pro Rata Shares of the Professionals.

4. That if all approved Pre-Closing Carve-Out amounts have not been determined by December 1, 2002, that the Trustee requests that she:

(a) Be authorized to make interim disbursements of carve out funds with respect to Pre-Closing Carve-Out amounts that have been approved, with a holdback that will cover in full the amounts to be paid with respect to Pre-Closing Carve-Out amounts that have not been approved if such amounts are ultimately approved in full;

(b) Be authorized to make interim disbursements of carve out funds with respect to Pre-Closing Carve-Out amounts that are approved after December 1, 2002; and

(c) Be authorized to make final disbursements of carve out funds after all Pre-Closing Carve-Out amounts have been approved.

5. The Trustee requests that she be authorized to make final disbursements of carve out funds with respect to Post-Closing Carve-Out amounts that have been approved, and to make final disbursements of carve out funds after all Pre-Closing Carve-Out amounts have been approved.

CARVE-OUT AMOUNTS

	Pre-Closing 2/8/01 - 8/31/01	Post-Closing 9/1/01 - 12/18/01	Post-Conversion 12-19-01 to present
Akin, Gump, Strauss, Hauer & Feld	0.00	0.00	0.00
Arthur Anderson	0.00	0.00	0.00
Chanin & Associates	323,977.26	0.00	0.00
Committee (expense reimbursement)	0.00	0.00	0.00
Davis & Pierce, PC	184,667.29 *		
payment	-117,383.21		
unpaid balance	67,284.08 *	32,811.86 *	13,239.27 *
Deloitte & Touche	536,045.99 *	21,417.33 *	0.00
Gardere, Wynne & Sewell, LLP	0.00	0.00	0.00
Hurley, Toevs, Styles, Hamblin & Panter, P.C.	0.00	0.00	0.00
Jacobvitz, Thuma & Walker P.C.	402,852.21		
payment	-286,208.21		
credit	-38,192.34		
unpaid balance	78,451.66 **	37,786.21	0.00
Kraehbiel, Bannerman & Williams	0.00	0.00	0.00
Linda Aikin	0.00	0.00	0.00
Meyners & Co.	0.00	19,174.01	0.00
Morneau Sobeco	0.00	0.00	0.00
Mounce, Green, Myers, Safi & Galatzan	0.00	5,943.87	0.00
Pepper Hamilton LLP	491,578.81 *		
payment	-159,485.29		
unpaid balance	332,093.52 *	52,131.79 *	6,554.15 *
PJ Solomon Co.	150,000.00	0.00	0.00
PriceWaterhouse Coopers	393,409.44	0.00	0.00
Sage Accounting	0.00	13,224.01	0.00
Skadden, Arps, Slate, Meagher & Flom LLP	1,287,225.97	52,764.03	0.00
Sitrick & Co.	0.00	0.00	0.00
Towers Perrin	0.00	0.00	0.00
		235,253.11	19,793.42

*Disputed

**JTW Carve-out Amount

Notes: Pepper Hamilton Pre-Closing Carve-Out amount is at least \$491,578.81, less amounts paid.

Carve-Out amounts shown as 0.00 include professionals who either had no charges for the period in question, who were paid in full for such period, or made no claim to be paid from a carve-out for such period.

EXHIBIT

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