

**UNITED STATES BANKRUPTCY COURT
DISTRICT OF NEW MEXICO**

In re:

FURR' S SUPERMARKETS, INC.

**Case No. 7-01-10779 SA
Chapter 7**

Debtor.

ORDER

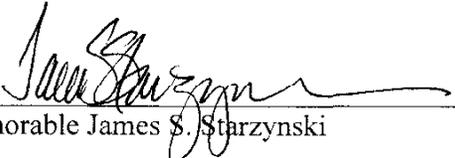
THIS MATTER coming on for hearing on the Pepper Hamilton, L.L.P. Allocation Statement and Excluded Fee Statements Entered Pursuant to Order Adopting Carve-Out Procedures, and the Objections filed thereto by Heller Financial, Inc. for itself, Bank of America, N.A. and Fleet Capital Corporation and on behalf of Metropolitan Life Insurance Company. The parties agreed to compromise and settle the claims of Pepper Hamilton, L.L.P. to the Carve-Outs. A motion to approve such compromise and settlement having been filed on November 25, 2002, notice thereof having been given on November 27, 2002 as directed by order of the Court, and no objections to such motion having been filed within the objection deadline specified in the notice, which expired December 10, 2002;

IT IS HEREBY ORDERED:

1. The unpaid portion of the claim of Pepper Hamilton, L.L.P. for inclusion in the Pre-Closing Carve-Out shall be and hereby is found to be \$350,739.22, increased from the \$332,093.52 claimed.

2. The unpaid claim of Pepper Hamilton, L.L.P. for inclusion in the Post-Closing Carve-Out shall be and hereby is found to be \$22,186.30, reduced from the \$58,685.94 claimed.

3. No further amount shall be included in any Carve-Out for Post-Conversion services.



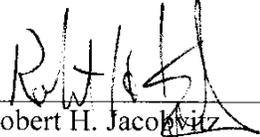
Honorable James S. Starzynski

APPROVED:

MODRALL, SPERLING, ROEHL, HARRIS
& SISK, P.A.

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PEPPER HAMILTON, L.L.P.

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I hereby certify that a true and correct copy
of the foregoing was either electronically
transmitted, faxed, delivered or mailed to
the listed counsel and parties on:

DEC 18 2002

Mary B. Anderson