

UNITED STATES BANKRUPTCY COURT
DISTRICT OF NEW MEXICO

In re:

FURR'S SUPERMARKETS, INC.,
Debtor.

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

ORDER APPROVING SETTLEMENT OF ADVERSARY PROCEEDING 02-1252-S
(Topco Associates, Inc. and Topco Associates, LLC)

THIS MATTER came before the Court on the Chapter 7 Trustee's Motion to Approve Settlement of Adversary Proceeding 02-1252-S (Topco Associates, Inc. and Topco Associates, LLC). The Court being sufficiently advised, hereby FINDS:

1. The Chapter 7 Trustee's Motion to Approve Settlement of Adversary Proceeding 02-1252-S (the "Motion") was filed on December 23, 2003.

2. Notice of the filing of the Motion was mailed by first class United States mail, postage prepaid, on December 23, 2003, to all persons listed on the limited matrix as set forth in the original Notice filed herein, and was sufficient and proper in the circumstances. The deadline to file an objection expired on January 15, 2004, which includes three days for service by mail. No objections to the Motion were filed.

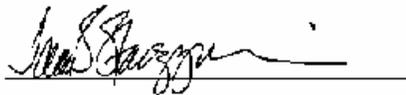
3. The Settlement, as set forth in parties' Settlement Agreement, including the limitations relating to disclosure of the terms and conditions of the Settlement Agreement, is fair and reasonable, of benefit to the estate and should be

approved.

4. Within ten (10) days of entry by the Court of this Order, and upon this Order becoming a Final Order, as defined in the parties' Settlement Agreement, the Defendant will pay the Trustee upon the terms set forth in the Motion and the Settlement Agreement. Upon payment, the Adversary Proceeding will be dismissed with prejudice.

5. The Court has core jurisdiction over Adversary Proceeding 02-1252-S and this Motion pursuant to 28 U.S.C. §§1334 and 157(b).

IT IS THEREFORE ORDERED that the Chapter 7 Trustee's Motion to Approve Settlement of Adversary Proceeding 02-1252-S is granted, that the settlement of Adversary Proceeding 02-1252-S is approved as set forth in the Motion and the Settlement Agreement and that the Trustee is authorized to take such action as she deems necessary to close and otherwise implement the Settlement Agreement.

A handwritten signature in black ink, appearing to read "James S. Starzynski", is written over a horizontal line.

THE HONORABLE JAMES S. STARZYNSKI
UNITED STATES BANKRUPTCY JUDGE

Submitted by:

DAVIS & PIERCE, P.C.
/s/ submitted by email 01/22/04
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Approved:

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and

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Additional Parties Entitled to Notice:

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I hereby certify that on January 23, 2004, a true and correct copy of the foregoing was either electronically transmitted, faxed, delivered, or mailed to the listed counsel and parties.

Mary Z. Anderson