

UNITED STATES BANKRUPTCY COURT
DISTRICT OF NEW MEXICO

In re:

FURR'S SUPERMARKETS, INC.,
a Delaware corporation,

Case No. 7-01-10779
Chapter 7

Debtor.

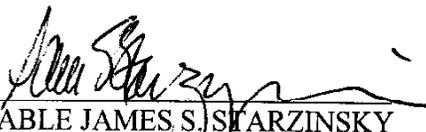
**ORDER GRANTING TRUSTEE AUTHORITY TO TAKE
RULE 2004 EXAMINATION OF PAUL LESLIE**

This matter came before the Court upon the chapter 7 trustee's ("Trustee's") Motion For Rule 2004 Examination of Representatives of Gardere & Wynne, L.L.P., including Paul Leslie, filed May 10, 2004 (the "Motion"). A hearing on the motion was held on June 14, 2004 at 9:30 a.m., after notice that was appropriate in the particular circumstances. Counsel appeared as noted on the record. The examination is within the scope of Rule 2004 of the Federal Rules of Bankruptcy Procedure, and good cause appearing to grant the requested relief,

IT IS HEREBY ORDERED:

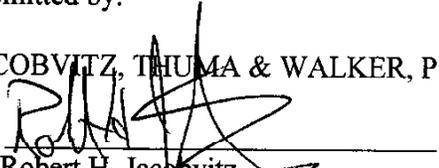
1. The Trustee hereby is authorized, pursuant to Rule 2004 of the Federal Rules of Bankruptcy Procedure, to examine Gardere & Wynne, L.L.P ("Gardere"), including Paul Leslie ("Leslie") of Gardere, and to compel production of documents at such examination, and in connection with the examination to have issued and serve a subpoena upon Gardere and Leslie, (i) requiring Gardere to designate person(s) having knowledge of the matters described on Exhibit A; (ii) requiring such persons designated by Gardere, and Leslie, to appear to be examined under oath; and (iii) requiring Leslie to bring with him to the Rule 2004 examination, or to produce in advance of the

examination, the documents, or copies thereof, that are in Gardere's possession, custody or control that are listed on the attached Exhibit B.


HONORABLE JAMES S. STARZINSKY
UNITED STATES BANKRUPTCY JUDGE

Submitted by:

JACOBVITZ, THUMA & WALKER, P.C.

By: 

Robert H. Jacobvitz
Stephanie L. Schaeffer
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Attorneys for the Trustee

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:

JUN 15 2004

Mary B. Anderson

EXHIBIT A

Please designate persons having the knowledge of reasonably available to Gardere of the following matters:

1. An Asset Purchase Agreement ("APA"), dated on or about August 26, 1993, between Furr's Supermarket, Inc. ("FSI") and Newsom's Food Center Inc., and the transactions contemplated by the APA.
 2. The closing under the APA, and a note in favor of FSI in the amount of \$924,414 guaranteed by Don Newsom and Mardon Investments, Inc.
 3. A \$500,000 life insurance policy (the "Policy") purchased on or about October 19, 1993 by Don Newsom or an entity related to him, issued by Transamerica.
 4. The pledge of the Policy, on or about October 25, 1993, to FSI.
 5. The transfer of the Policy to Don Newsom's sons.
 6. The attempted restructuring of the obligations under the Note in or around January 1995, that included an amended and rested note and a security agreement, and
 7. The litigation to collect under the Note commenced on or about August 18, 1995 in Dallas County, Texas.
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EXHIBIT B

Document Request.

1. Any and all documents or information relating to any claims by Furr's Supermarkets, Inc. ("FSI") against Don Newsom, Newsom's Food Center, Inc., MKN, Inc., Mardon Investments, and/or NFC, Inc. (the "Newsom Parties") arising anytime in 1993, including but not limited to claims arising from the sale of assets by Furr's Supermarkets, Inc. to Newsom's Food Center, Inc. in or around August 1993. Without limiting the forgoing, documents to be produced should include correspondence, papers filed in litigation, handwritten notes, and internal memoranda, whenever any such documents were created.

2. Any and all documents or information related to any transactions between Furr's Supermarkets, Inc. and any one or more of the Newsom Parties that occurred in 1993. Without limiting the forgoing, documents to be produced should include contracts, letters or memoranda of understanding, correspondence, handwritten notes, and internal memoranda, whenever any such documents were created.

3. To the extent not requested above, the Asset Purchase Agreement (the "APA"), dated August 26, 1993, between Furr's Supermarkets, Inc. and Newsom's Food Center Inc.; all documents relating to negotiation of the APA; all documents executed in connection with the APA or the consummation of the transactions contemplated by the APA; all documents constituting or relating to any collateral pledged to FSI at anytime to secure obligations arising in connection with the consummation of the transactions contemplated by the APA (the "Obligations"); all documents relating to any work out or restructuring of the Obligations; and all papers filed in any litigation concerning claims arising out of the APA or any notes or other agreements executed in connection therewith.

4. To the extent not requested above, any and all documents referring or otherwise relating in anyway to the purchase of any life insurance in or around October 1993 by any one or more of the Newsome Parties an/or the collateral assignment or other pledge of any such policies to FSI in or around October 25, 1993.

5. Any information regarding the current location, address or office or home telephone numbers of Allison Kelso Chandler, or the otherwise relates to how she may be contacted.