UNITED STATES BANKRUPTCY COURT

DISTRICT OF NEW MEXICO

In re:

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

Debtor.

Case No. 11-01-10779 SA
Chapter 11

AMENDED ORDER APPROVING MOTION TO SELL MISCELLANEOUS REAL AND PERSONAL PROPERTY FREE AND CLEAR OF LIENS AND INTERESTS

This matter came before the Court on the Debtor in Possession Furr's Supermarkets, Inc.'s (the "Debtor's") Motion To Sell Miscellaneous Real and Personal Property Free and Clear of Liens and Interests, filed October 10, 2001 and docketed as #1183 (the "Motion") and the Court, being duly advised in the premises and noting that the only objector to the Motion has consented to entry of this Order, HEREBY FINDS

A. The Debtor owns most of the personal property in Store #860, located in Farmington, New Mexico, such as shelves, refrigeration units, bakery equipment and fixtures, deli equipment, meat department equipment, etc. (together, the "Store 860 Equipment"). The Store 860 Equipment does not include any personal property that is leased to the Debtor by third parties.

B. Mr. Ted Pennington has offered to purchase the Store 860 Equipment for $20,000 in cash.

C. The Debtor would like to conduct an auction sale of its personal property located at its closed grocery store no. 903 in Clovis, New Mexico ("Store 903"). The Debtor owns most of the personal property in Store #903, such as shelves, refrigeration units, bakery equipment and fixtures, deli equipment, meat department equipment, etc. (together, the "Store 903 Equipment"). The Store 903 Equipment does not include any personal property that is leased to the Debtor by third parties.

D. The Debtor has asked Walter Parker to conduct the auction. Mr. Parker has agreed to conduct the auction on the same terms and conditions as the prior

auctions he has already conducted for the Debtor, namely, payment of a 20% commission and reimbursement of certain out-of-pocket expenses.

E. The Debtor has agreed to pay the landlord for Store 903 the sum of $5,500 as consideration for being able to conduct the auction of the Store 903 Equipment on-site.

F. The Debtor owns most of the personal property in Store #967, located in Midland, Texas, such as shelves, refrigeration units, bakery equipment and fixtures, deli equipment, meat department equipment, etc. (together, the "Store 967 Equipment"). The Store 967 Equipment does not include any personal property that is leased to the Debtor by third parties.

G. Dr. Dan Elstein, the landlord, has offered to purchase the Store 967 Equipment for $20,000 in cash.

H. The Debtor owns most of the personal property in Store #989, located in Andrews, Texas, such as shelves, refrigeration units, bakery equipment and fixtures, deli equipment, meat department equipment, etc. (together, the "Store 989 Equipment"). The Store 989 Equipment does not include any personal property that is leased to the Debtor by third parties.

I. Dennis Porter, Inc. has offered to purchase the Store 989 Equipment for $30,000 in cash.

J. The Debtor owns certain unimproved real property in Winker County, Texas, described as 5.53 acres out of the S/2 of the SW/4, Section 27, Block B-3, PSL Survey, with a street address of East Avenue and Hwy. 302, Kermit, Texas.

K. The Debtor has received an offer from Jimmy R. Bliss to purchase the property for $25,000, "as is, where is," subject only to the representation and warranty that the Debtor owns the property.

L. The Debtor also asks that the Court approve the payment by the Debtor, from the sales proceeds, of a 6% sales commission to Jack D. Michel, Michel

Real Estate, 107 E. Winkler, Kermit Texas 79745. Mr. Michel was the listing broker for the sale.

It is hereby ORDERED:

1. The Debtor has the authority to sell the Store 860 Equipment to Mr. Ted Pennington for $20,000 in cash.

2. The Debtor has the authority to conduct an auction sale of the Store 903 Equipment. The Debtor may use Walter Parker to conduct the auction, and may pay Mr. Parker a 20% commission, and reimbursement of certain out-of-pocket expenses. The Debtor may pay the landlord for Store 903 the sum of $5,500 as consideration for being able to conduct the auction of the Store 903 Equipment on-site.

3. The Debtor has the authority to sell the Store 967 Equipment to Dr. Dan Elstein for $20,000 in cash.

4. The Debtor has the authority to sell the Store 989 Equipment to Dennis Porter, Inc. for $30,000 in cash.

5. The Debtor has the authority to sell the unimproved real property in Winker County, Texas, described as 5.53 acres out of the S/2 of the SW/4, Section 27, Block B-3, PSL Survey, with a street address of East Avenue and Hwy. 302, Kermit, Texas, to Jimmy R. Bliss for $25,000. The Debtor may pay a 6% sales commission to Jack D. Michel, Michel Real Estate, 107 E. Winkler, Kermit Texas 79745, provided, however that Michel Real Estate must file an employment application. Any real property taxes on the property will be paid at closing from the sale proceeds.

6. All property will be sold "as is, where is" subject only to the representation that the Debtor owns the property.

7. All property will be sold free and clear of any liens and encumbrances of any kind or nature whatsoever, with all of such liens and encumbrances to attach to the proceeds of the sale to the same extent, priority, and validity as on the property.

8. All proceeds will be subject to all existing financing orders.

9. This Order shall be effective immediately upon entry. No automatic stay under Fed. R. Civ. P. 62(a) or Bankruptcy Rule 6004(g) applies to this Order.

10. This Order amends and supercedes the Court's Order entered October 25, 2001 and docketed as # 1244.

THE HONORABLE JAMES S. STARZYNSKI
UNITED STATES BANKRUPTCY JUDGE

Submitted by:

JACOBVITZ, THUMA & WALKER
a Professional Corporation

By: _____
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Approved:

BRENDA MOODY WHINERY
United States Trustee

By: approved 11/7/01
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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:

NOV 27 2001

Mary B. Anderson