

FILED

at _____ o'clock ____ M

IN THE UNITED STATES BANKRUPTCY COURT JUL 10 2001
FOR THE DISTRICT OF NEW MEXICO
ALBUQUERQUE DIVISION

United States Bankruptcy Court
Albuquerque, New Mexico

IN RE: §
§
FURR'S SUPERMARKETS, INC. § CASE NO. 11 01-10779 SA
§ (CHAPTER 11)
DEBTOR §

**LEASING ASSOCIATES, INC. MOTION TO COMPEL
DEBTOR TO DECIDE WHETHER TO ASSUME
OR REJECT EQUIPMENT LEASES**

TO THE HONORABLE UNITED STATES BANKRUPTCY JUDGE:

COMES NOW, LEASING ASSOCIATES, INC. ("Leasing Associates"), a vehicle lessor and party in interest in the above entitled and numbered cause and hereby moves this Court, pursuant to 11 U.S.C. § 365(d)(2), for an order requiring the Debtor, FURR'S SUPERMARKETS, INC. ("Furr's") to determine within a specified period of time to assume or reject its equipment leases and in support thereof would respectfully show the Court as follows:

1. On August 15, 1991, the Debtor entered into a Master Vehicle Lease Agreement No. 50-29729-01 with Leasing Associates. A true and correct copy of the Lease Agreement is attached hereto as Exhibit "A".

2. Pursuant to the Lease agreement, Furr's leased fifty-eight (58) vehicles from Leasing Associates. Each vehicle is described on a separate Lease Supplement. True and correct copies of the Lease Supplements are attached hereto as Exhibit "B".

3. Furr's has returned ten of these vehicles to Leasing Associates. A list of the returned vehicles is attached hereto as Exhibit "C".

4. Furr's remains in possession of the remaining forty-eight (48) vehicles.

5. The total monthly rental for all forty-eight vehicles is \$29,808.90.

6. Furr's filed a petition under Chapter 11 of the Bankruptcy Code on February 8, 2001.

7. To date, Furr's has not decided whether to assume or reject these leases.

**MOTION TO COMPEL DEBTOR TO DECIDE WHETHER
TO ASSUME OR REJECT EQUIPMENT LEASES**

8. 11 U.S.C. § 365(d)(2) states that a debtor need not decide whether to assume or reject a lease of personal property until confirmation of its plan. However, it also provides that upon request of a party in interest, the Court may order the debtor to make this decision within a specified time period.

9. Leasing Associates hereby requests the Court order Furr's to decide to assume or reject its leases within a 30 day period.

10. The basis for this request is that Leasing Associates will be damaged if it must await confirmation as the Debtor is currently seeking authority to sell some or all of its assets and has not included Leasing Associates leases as agreement to be assumed or assigned, nor has Debtor rejected the leases.

11. Moreover, Furr's is continuing to use the vehicles which are declining in value.

WHEREFORE, Leasing Associates respectfully prays that the Court enter an order requiring Furr's to decide whether to assume or reject the leases within 30 days and grant such other and further relief as is just and proper.

Respectfully submitted,

WEYCER, KAPLAN, PULASKI & ZUBER, P.C.

By: 

EDWARD L. ROTHBERG
State Bar No. 17313990
Eleven Greenway Plaza, Suite 1400
Houston, Texas 77046
Telephone: (713) 961-9045
Facsimile: (713) 961-5341

ATTORNEYS FOR LEASING ASSOCIATES, INC.

AFFIDAVIT OF CONFERENCE

The undersigned acknowledges that Melissa Haselden of this office has contacted Robert H. Jacobvitz, counsel for the Movant, to discuss settlement. To date, settlement has been not reached. Accordingly, at this time, a hearing is necessary.


EDWARD L. ROTHBERG

CERTIFICATE OF SERVICE

I, EDWARD L. ROTHBERG, certify that a true and correct copy of the Motion to Compel Debtor to Decide Whether to Assume or Reject Equipment Leases and the Notice of Motion were forwarded to the following parties on this the 9th day of July, 2001.

Robert H. Jacobvitz
500 Marquette NW, Suite 650
Albuquerque, NM 87102
Tel 505-766-9272
Fax 505-766-9287
Attorney for Debtor

Furr's Supermarkets, Inc.
c/o Chief Financial Officer
4411 The 25 Way NE, Suite 100
Albuquerque, NM 87109

Ronald Ancazola
Assistant U.S. Trustee
Office of the United States Trustee
P.O. Box 608
Albuquerque, NM 87103-608



EDWARD L. ROTHBERG



LEASING ASSOCIATES/ALLSTATE VEHICLE LEASE AGREEMENT

This Vehicle Lease Agreement is between the undersigned corporation, (the Lessor) and the undersigned Lessee (the Lessee):

1. **LEASE.** Lessor hereby leases to Lessee and Lessee hereby leases from Lessor the vehicle(s) as described in each Lease Supplement hereto now or hereafter executed by Lessee with reference to this Agreement and each Lease Supplement is incorporated herein and made a part hereof for all purposes. From time to time and without impairing this Agreement, Lease Supplements may be added to or deleted from this Agreement.

2. **LEASE TERM.** Each vehicle shall be leased for the term specified in the applicable Lease Supplement. The lease term shall commence upon the date of Delivery Date of such vehicle is delivered to Lessee or its employees or agents or within 48 hours after notice to the Lessee that the vehicle is available for delivery to the Lessee. Delivery Date set forth in the Lease Supplement shall be conclusive as to the date upon which the lease term shall commence. So long as no event of default has occurred under this Agreement and upon 30 days notice to Lessor, but not earlier than twelve (12) months after the respective Delivery Date, the Lessee may return such vehicle to Lessor and thereupon terminate this lease upon a Final Adjustment of Rents to be made pursuant to Section 4 hereof.

3. **RENT PAYMENTS.** For each month during the applicable lease term or until there occurs a Final Adjustment of Rents as provided in Section 4, Lessee agrees to pay Lessor the applicable Monthly Rent set forth in or calculated in accordance with the Lease Supplement applicable to such vehicle including Lease Supplements for additional services provided Lessor. The Monthly Rent may from time to time be adjusted based on the increase or decrease in services provided by Lessor under the Lease Supplement. The monthly rental shall be payable in advance on or before the 1st day of each calendar month, without deduction, abatement or offset of any kind. Lessor shall render to Lessee a monthly statement showing the aggregate rent payable with respect to the vehicles leased hereunder and Lessee shall pay to Lessor at its offices in Harris County, Texas (or such other place as Lessor may designate in writing) the full amount set forth therein. Lessor shall apply the amount received on the obligations of Lessee to Lessor or its affiliates in any order Lessor may designate. If a lease term does not commence on the 1st day of the calendar month, the monthly rental for the 1st and final fractional months shall be prorated on the basis of a 30-day month. If a monthly rental is not paid when due, Lessee shall pay a late charge equal to One and one half percent (1½%) of the delinquent payment per month or fractional month to the extent permitted by law.

Should a Lease Supplement provide for the calculation of the Monthly Rental based upon a Rent Adjustment Factor, the Rent Adjustment Factor shall increase or decrease as provided for in the Lease Supplement, effective as of the date of each change, as the financing charge to Lessor by its financing source increases or decreases, the adjusted Rent Adjustment Factor shall be used to establish the Monthly Rent for each vehicle delivered to Lessee during the period such adjusted Rent Adjustment Factor is applicable.

4. **FINAL ADJUSTMENT OF RENTS.** The factors to determine the Monthly Rent hereunder are based upon the anticipated use by and maintenance and care of the vehicles by the Lessee during the anticipated term of the lease. At the end of the lease term for each vehicle (whether as permitted under Section 2 or Section 11 hereof) the aggregate Monthly Rent payable with respect to such vehicle shall be adjusted (the Final Adjustment of Rents) as follows:

- Upon the re-delivery of a vehicle, Lessor shall determine the wholesale value of such vehicle by either (i) making a bona fide cash sale of such vehicle to a wholesale dealer or (ii) obtaining three wholesale appraisals from wholesale dealers selected by Lessor. For the purposes of this Section 4, the wholesale value of such vehicle shall be either the sales proceeds less all expenses of such sale, including a reasonable fee payable to Lessor or amount of the highest appraisal.
- If such return is after the Earliest Termination Date specified in the Termination Section of the applicable Lease Supplement and the wholesale value of the vehicle as determined pursuant to Section 4 (a) above is less than the amount specified at section B of such Termination Section less the sum of the Monthly Adjustment Factors specified in section C of such Termination Section for the months and portions of months the vehicle shall have been leased after such Earliest Termination Date to the date the vehicle is returned, the rentals to be paid by Lessee shall be increased to the extent of such difference and Lessee shall pay additional rental on the vehicle in an amount equal to such difference. If such wholesale value exceeds such amount, Lessor shall return to Lessee an amount equal to such excess.
- If such return is prior to the Earliest Termination Date specified in the Termination Section of the applicable Lease Supplement and the wholesale value of the vehicle as determined under Section 4 (a) above is less than the amount specified in Section D of such Termination Section plus the sum of the Monthly Adjustment Factors specified at section E of such Termination Section for the months and portions of months remaining from the date the vehicle is returned to such Earliest Termination Date, the rentals to be paid by Lessee shall be increased to the extent of such difference and Lessee shall pay additional rental on the vehicle in an amount equal to such difference. If such wholesale value exceeds such amount, Lessor shall return to Lessee an amount equal to such excess.
- All payments required by a Final Adjustment of Rents shall be due as soon as the amount payable is determined by Lessor.
- Nothing in this Section 4 shall be construed to permit the term of this Agreement to be less than twelve (12) months except in the event of the loss, theft, destruction or damage beyond repair of any vehicle as provided in Section 11 hereof.

5. **ADDITIONAL RENTS.** Should Lessee fail to pay, when due, any cost, expense, tax, fee, fine, penalty or other charges imposed upon the Lessee hereunder, Lessor may pay such item and Lessee agrees to reimburse Lessor upon demand, as Additional Rent, the full amount of all costs, expenses, taxes, fees or other charges paid by Lessor which, under the terms of this lease, constitute an obligation of Lessee.

6. **TAXES AND LICENSING.** Lessee agrees to pay all costs, expenses and fees with respect to the titling, licensing and registering of each vehicle, as may from time to time be incurred. Lessee agrees to pay all sales, use, personal property, license fees, fines and penalties levied by any governmental agency and ad valorem tax, all taxes or assessments on the rental, payable hereunder (excluding Lessor's income tax) to all other governmental assessments or charges, whatever and by whomsoever payable with respect to a vehicle, its use, misuse, possession, rental, delivery or operation.

7. **REPAIR AND MAINTENANCE.** Lessor shall not be obligated to make any repairs, replacements, additions or to perform any maintenance with respect to any vehicle. Lessee shall maintain service and repair each vehicle and each and every part thereof in good condition and repair and free of damage or defects and in safe operating condition and shall pay all costs incurred in connection with the storage, use and operation of the vehicle prior to the re-delivery thereof. Lessee agrees to cause each vehicle to be serviced, maintained, repaired by a skilled craftsman, and to repair or replace any part of such vehicle with new parts in compliance with the manufacturer's specifications and to take all action necessary to keep each warranty with respect to such vehicle in full force during the maximum warranty period. Should Lessee return the vehicle in less than the condition required hereunder, Lessee shall pay to Lessor as additional rentals all costs and expenses incurred by Lessor in connection with the repair, restoration and maintenance of the vehicle as required hereunder.

8. **USE OF VEHICLE, COMPLIANCE WITH THE LAW, ASSIGNMENT AND SUB-LETTING.** Lessee agrees that it will use or permit the use of each vehicle only for the purposes for which such vehicles were designed and in the scope of the manufacturer's specifications for such vehicle for lawful purposes only within the continental limits of the United States only and not for the transportation or hire for goods or passengers. Lessee agrees to comply with all applicable laws, ordinances and regulations relating in any way to the use, possession or operation of the applicable vehicle.

Lessee shall attach to each vehicle a sign or other appropriate notice as may be required by law to protect or disclose the interest of Lessor in such vehicle. Each sign or notice shall be installed upon delivery of the vehicle and shall be removed upon the return of the vehicle to Lessor. Lessee shall permit Lessor and its agents to inspect any vehicle leased hereunder.

Lessee agrees that it will not assign, transfer, sublet, lease, mortgage or encumber to permit a lien or charge with respect to any vehicle or its rights hereunder or under any Lease Supplement.

9. **DELIVERY AND RETURN.** LESSEE AGREES TO INSPECT OR CAUSE TO BE INSPECTED EACH VEHICLE UPON DELIVERY TO LESSEE (OR ITS EMPLOYEES OR AGENTS) AND LESSEE SHALL GIVE WRITTEN NOTICE TO LESSOR OF ANY DEFECTS. IT SHALL BE CONCLUSIVELY PRESUMED THAT EACH VEHICLE SHALL HAVE BEEN IN GOOD CONDITION AND REPAIR, FREE OF DEFECTS APPARENT OR NOT OF ANY TYPE WHATSOEVER. LESSOR SHALL NOT BE LIABLE FOR ANY FAILURE OR FOR ANY DELAY IN OBTAINING OR DELIVERING A VEHICLE. LESSEE SHALL GIVE LESSOR 30 DAYS NOTICE OF ITS INTENTION TO RETURN VEHICLE. EACH VEHICLE SHALL BE DELIVERED TO THE DELIVERY POINT SPECIFIED IN THE LEASE SUPPLEMENT. THE ADDITIONAL ATTACHMENTS, ACCESSORIES, REPLACEMENTS WITH RESPECT TO A VEHICLE SHALL, WITHOUT COST TO LESSOR, BE A PART OF SUCH VEHICLE.

10. **LIABILITIES AND WARRANTIES.** Lessor assumes and shall have no liability for any act or omission of Lessee, its servants or agents and shall not be liable to Lessee or any other person for any loss or damage of any kind, however caused, with respect to any vehicle or for the repair and maintenance of any vehicle or for any failure with respect to a vehicle or for any interruption of service, business loss or damage, whatever and however caused. WITH RESPECT TO EACH VEHICLE, LESSOR MAKES NO WARRANTY OR REPRESENTATION, EXPRESS OR IMPLIED, WHETHER RELATING TO MERCHANTABILITY, FITNESS FOR USE, FREEDOM FROM DEFECT OR OTHERWISE AND TO THE EXTENT PERMITTED BY LAW, LESSEE WAIVES ALL RIGHTS AND CLAIMS AGAINST LESSOR WITH RESPECT TO ANY SUCH WARRANTIES ARISING BY STATUTE OR OTHERWISE. Lessee accepts in lieu of warranties and representations of Lessor hereunder, the manufacturer's warranties issued with respect to each vehicle.

11. **RISK OF LOSS, THEFT, DAMAGE OR DESTRUCTION AND SETTLEMENT THEREOF.** Lessee hereby assumes and agrees to bear any and all risk of damage, loss, theft or destruction, partial or complete, of each vehicle and agrees that any and all necessary replacements, repairs or substitutions of parts or equipment on each vehicle shall be made by Lessee at Lessee's sole cost. In the event of theft, destruction, or loss of any vehicle which is beyond repair, Lessee shall promptly give written notice to Lessor and shall have the vehicle delivered at such time and to the place specified by Lessor. Lessor as soon as practicable shall cause such vehicle to be sold in such manner and upon such terms and conditions as Lessor, in its sole discretion deems advisable. Upon such sale, a Final Adjustment of Rents shall be made in the manner provided in Section 4. For purposes of such Final Adjustment of Rents the wholesale value of such vehicle shall be proceeds of the sale of such vehicle less sales expenses, including a reasonable fee payable to Lessor, plus any insurance proceeds paid to Lessor in connection with such vehicle. In any circumstances where a vehicle is not available to Lessee for return to Lessor, a Final Adjustment of Rents shall be made as if no sale proceeds were realized.

12. **INSURANCE.** Without limiting any other terms hereof, Lessee shall at its sole cost keep each vehicle insured against liability for bodily injury, death and property damage with initial minimum limits of Two Hundred Fifty Thousand (\$250,000.00) Dollars in respect to bodily injury or death to any one person, Five Hundred Thousand (\$500,000.00) Dollars in respect to any one accident, and One Hundred Thousand (\$100,000.00) Dollars in respect to damage to property (which limits may be waived by Lessor upon written notice), and maintain any other insurance on the vehicle and/or in respect of damages arising from the use or operation thereof and to post such bonds all as may be required by Lessor or by applicable law or regulations as a condition to the use or operation of any vehicle in the jurisdiction where operated. Lessee also agrees at its sole cost and expense to carry comprehensive (including fire and theft) and collision insurance on each leased vehicle, the deductible amount under such collision insurance to be not in excess of Five Hundred (\$500.00) Dollars. All insurance policies shall name Lessor as an additional insured and the first Loss Payee shall be with insurers acceptable to Lessor, shall cover the period from the Delivery Date of the vehicle to Lessee to the date of the Final Adjustment of Rents, shall provide for at least ten (10) days written notice to Lessor before cancellation or reduction of coverage, shall cover the interests of both Lessor and the Lessee in the vehicle, shall protect both Lessor and Lessee in respect of risks arising out of the condition, maintenance, use or operation of the vehicle and shall otherwise be acceptable to Lessor. Contemporaneously with the delivery of each vehicle to Lessee, Lessee shall furnish Lessor with a certificate or other evidence satisfactory to Lessor as to the insurance coverage provided by the insurer.

EXHIBIT

A

The insurance proceeds received by Lessor as a result of any loss or casualty shall be released to the Lessee upon proof satisfactory to Lessor that such loss or casualty has been satisfied. Provided, however, that if an Event of Default has occurred, Lessor at its option may use and apply all or part of such insurance proceeds to cure the Event of Default and meet any amount remaining as security for Lessor's performance of Lessee's obligations hereunder.

Should Lessee fail to obtain or maintain any of the insurance coverage required by this provision, or if it be cancelled, Lessor may but shall not be obligated to purchase all or any part of such required insurance coverage or such other insurance coverage as Lessor deems necessary to protect Lessor's interests only, and upon demand Lessor agrees to reimburse Lessor for the cost thereof as additional rental hereunder.

13. DEFAULTS. In the event Lessee defaults in the payment of any monthly rental payment for any leased vehicle or any other sums payable hereunder or defaults in the performance of any other term or covenant herein, or if Lessee shall default in any other agreement with Lessor (or any affiliate of Lessor) or if a proceeding in bankruptcy, receivership arrangement or insolvency is instituted by or against Lessee, or if in the exclusive judgment of Lessor its rights under this Agreement are prejudiced or rendered insecure, or if after the execution of this agreement, the net worth of Lessee declines by more than 26% then, upon the happening of any such event (herein referred to as an "Event of Default") Lessor, at its option may, by written notice to Lessee, declare this Agreement in default and terminated as to the Lessee's right to possession to any or all of the leased vehicles. In such event Lessee agrees, at Lessee's expense, to return all vehicles included in such written notice to Lessor at such time and place as Lessor may specify and further agrees that Lessor, by its agents or employees, may take possession of all such vehicles and for that purpose, may enter upon any premises of Lessee. In the event Lessee's rights in such vehicles shall be terminated, Lessor, in its exclusive discretion, may hold, use, lease, sell or otherwise dispose of any or all of such vehicles without notice to or obligation to account to Lessee. Should Lessor elect or be required by applicable law to give notice of such sale, relisting or other disposition, Lessee agrees that written notice mailed as provided herein at least five (5) days prior thereto which Lessee agrees to commercially reasonable notice to Lessee of such action, Lessee agrees that any sale, relisting or other disposition of a vehicle for purposes of this section shall be conducted in such manner, on such terms and for such amounts as Lessor in its exclusive judgment shall deem advisable. Lessor's acceptance, repossession or subsequent use or disposition of such vehicles shall not constitute a release or waiver of any rights of Lessor. Lessor shall retain all monthly rental payments, additional rental and other sums paid by Lessee hereunder with respect to such vehicles, all refunds or other sums, if any, in Lessor's possession, and all proceeds from any sale, lease or other disposition of such vehicles. In addition, without offsets or credits of any kind, Lessor shall be entitled to recover from Lessee as liquidated damages and not as a penalty, (a) an amount equal to all unpaid monthly rental payments, additional rent and other sums which would have been due for the balance of the entire term of this Agreement for all vehicles included in the written notice of default and termination referred to above, (b) all monthly expenses, including court costs and attorney's fees, incurred by Lessor in the enforcement of its rights hereunder, less the net proceeds of the sale, relisting or other disposition of such vehicles. The remedies provided for Lessor herein shall not be deemed to be exclusive but shall be in addition to all other remedies in its favor existing or to exist in law or in equity. This Agreement shall continue in full force and effect as to all vehicles leased hereunder, if any, which are not included in the written notice of default and termination referred to above.

14. GENERAL PROVISIONS. No sale of any vehicle leased hereunder shall be made to or for the Lessee directly or indirectly. Each vehicle shall be owned by and a title thereto shall be in the name of Lessor. This Agreement is an agreement of lease only and is not to be construed as conveying to Lessee any rights, title or interest in or to the vehicles leased hereunder except the right to use the same as provided herein. Lessee's rights and interests under this Agreement are subject and subordinate to any security interests in or other liens on any of the vehicles leased hereunder created in favor of the holder of, and pursuant to, a contract of conditional sale, chattel mortgage or other security agreement executed heretofore or hereafter covering such vehicle or vehicles, provided, however, that in the event of default by Lessor in the payment of any sum to be paid or in the performance of any covenant, obligation or condition pursuant to such contract of conditional sale, chattel mortgage or security agreement, Lessee, upon notice of such default and notice of assignment of rents hereunder given by the holder of said security interest, may remain in possession of such vehicles until the expiration of this Agreement provided that Lessee shall make due and timely payment to said holder of all rent then and thereafter due hereunder, and such payment shall have the same effect as if made to Lessor, and provided further, that in the event of any such default by Lessor under such security agreement and also any default by the Lessee in payment to such holder of rent due or in the performance of any other covenant or obligation hereunder, the Lessee's rights hereunder shall terminate and such holder shall have the right to take immediate possession of all vehicles leased hereunder and dispose of the same in the manner provided in such security agreement or other lien instrument.

No covenant or condition of this Agreement may be waived except by the written consent of Lessor, and forbearance or indulgence by Lessor in any regard whatsoever shall not constitute a waiver of the covenant or condition to be performed by Lessee to which the same may apply, and until complete performance by Lessee of said covenant or condition, Lessor shall be entitled to invoke any remedy available to Lessor under this Agreement or by law, despite such forbearance or indulgence.

This Agreement, together with any and all rights and benefits of Lessor hereunder, may be assigned by Lessor to any party for any reason without notice to or consent of Lessee.

This Agreement constitutes the entire agreement between the parties and may not be changed except by an instrument in writing signed by the party to be bound and this Agreement (and amendments properly made hereto) shall be binding upon and shall inure to the benefit of Lessor, its successors and assigns, and shall be binding upon its heirs, executors, administrators and successors.

This Agreement is intended for general use in the United States. Should any of the terms or provisions hereof be in violation of or prohibited by any statute, ordinance or other law or regulation of any City or State where it is used, such terms and/or provisions shall be of no force and effect to the extent violative of or prohibited by such laws or regulations without invalidating or otherwise affecting any of the other terms or provisions hereof. Should any of the terms or provisions hereof be otherwise unenforceable where used, such unenforceability shall not invalidate or otherwise affect the remaining terms and provisions hereof.

This Agreement and the rights and obligations of the parties hereunder shall be construed, interpreted and determined by the laws of the State of Texas.

Lessor and Lessee shall execute this Agreement in as many counterparts as may be necessary for recording or filing in any governmental office. Lessee shall pay the fees and Lessor's out-of-pocket expenses for any such recording or filing required by law and shall pay any stamp or documentary taxes assessed upon this Agreement.

All notices required or provided for herein shall be made in writing, mail postage prepaid by certified mail, return receipt requested, and if to Lessor addressed to Lessor, at P O Box 243, Houston, Texas, 77001, and if to Lessee, effective when mailed addressed to Lessee at its address shown below or at such other address as Lessor or Lessee shall hereafter designate in writing.

15. MASTER AND INDIVIDUAL LEASE. This Agreement, together with each supplemental lease document listed herein, is the entire agreement between Lessee and Lessor. This Agreement is a master lease and each Lease Supplement is incorporated herein and this lease and all supplemental agreements shall constitute one single document and this Agreement, together with the supplemental documents applicable to a vehicle, shall be a lease.

The supplemental documents attached hereto are the following

EXECUTED this 15th day of August, 1991

LEASING ASSOCIATES/STATE, INC - M1
BY R.V. Brindley
Title _____
LESSOR

LESSEE FURR'S SUPERMARKETS, INC

Delaware Corporation
INDICATE IF CORPORATION, PARTNERSHIP OR SOLE PROPRIETORSHIP
BY [Signature]
Title: SRVP

1730 Montano Road NW
Address

Albuquerque, Bernalillo
City County

New Mexico 87184
State Zip

LEASE NO. 50-29729-01

Attest For Lessee

Secretary



LEASING ASSOCIATES

LEASE SUPPLEMENT - SCHEDULE "A"

TO VEHICLE LEASE AGREEMENT NO. 50-29729-01 DATED AUGUST 15, 1991
BETWEEN THE UNDERSIGNED LESSOR AND THE UNDERSIGNED LESSEE.

Year	Make	Series	Body Style	Exterior Color	Interior
1997	FORD	TAURUS	GL SEDAN	TREADOR RED	SADDLE

In addition to all standard and/or original equipment, the following is furnished:

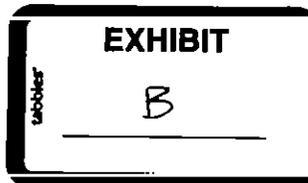
GL OPTION PACKAGE	3.0 LITER V-6 ENGINE
4 SPEED AUTO TRANSMISSION	P205/65R-15 BW TIRES
CLOTH BUCKET SEATS	

LEASE TERM:	48 Months	MONTHLY RENTAL	ADJUSTMENT FACTORS
1st through 12th Month		\$428.96	\$428.96
13th through 24th Month		\$428.96	\$306.62
25th through 36th Month		\$428.96	\$351.00
37th through 48th Month		\$428.96	\$401.80
Each month thereafter		\$107.24	None

VEHICLE IDENTIFICATION NUMBER: 1FALP52U3VG263013
 FIRST RENTAL DATE: 07/15/97
 DELIVERY DATE: 07/15/97
 PRINCIPAL LOCATION: Albuquerque, NM
 UNIT NUMBER: 50-29729-01-222
 EARLIEST TERMINATION DATE: 07/15/98
 "B" VALUE: \$12,713.16
 "D" VALUE: \$12,713.16

Driver:

Sam A-Fattah
1730 Montano Rd. Nw
Albuquerque, NM 87107



It is agreed and accepted by Lessee, that all of the rights, obligations, terms, conditions and covenants of the above described Lease Agreement are incorporated herein by reference and made a part hereof for all purposes.

Lessee hereby covenants and represents to Lessor that the property is being leased primarily for Lessee's business use and not for personal, family or household purposes.

AGREED AND ACCEPTED:

AGREED AND ACCEPTED:

LESSOR: LAI TRUST

LESSEE: FURR'S SUPERMARKETS, INC.

By: John M. Cuth
 Date: 7/8/97

By: Sally B. Furr
 Date: 7/15/97



LEASING ASSOCIATES

LEASE SUPPLEMENT - SCHEDULE "A"

TO VEHICLE LEASE AGREEMENT NO. 50-29729-01 DATED AUGUST 15, 1991
BETWEEN THE UNDERSIGNED LESSOR AND THE UNDERSIGNED LESSEE.

Year	Make	Series	Body Style	Exterior Color	Interior
1998	DODGE	CARAVAN	3 DOOR	TAUPE FROST	CAMEL

In addition to all standard and/or original equipment, the following is furnished:

3.0 Liter V6 Engine
 3 Spd Auto Transmission
 P205/75R 14 BW Tires
 7 Passenger Seating
 Monotone Paint

Climate Group II
 AM/FM Stereo Cassette
 Floor Mats
 Camel Cloth Bucket Seats
 Convenience Group II

LEASE TERM:	48 Months	MONTHLY RENTAL	ADJUSTMENT FACTORS
1st through 12th Month		\$478.93	\$478.93
13th through 24th Month		\$478.93	\$338.12
25th through 36th Month		\$478.93	\$389.01
37th through 48th Month		\$478.93	\$447.59
Each month thereafter		\$119.73	None

VEHICLE IDENTIFICATION NUMBER: 2B4FP253XWR774241
 FIRST RENTAL DATE: 06/01/98
 DELIVERY DATE: 06/01/98
 PRINCIPAL LOCATION: El Paso, TX
 UNIT NUMBER: 50-29729-01-239
 EARLIEST TERMINATION DATE: 06/01/99
 B VALUE: \$14,096.68
 D VALUE: \$14,096.68

Driver:
 Xavier Lucero
 9730 Railroad
 El Paso, TX 79924

It is agreed and accepted by Lessee, that all of the rights, obligations, terms, conditions and covenants of the above described Lease Agreement are incorporated herein by reference and made a part hereof for all purposes.

Lessee hereby covenants and represents to Lessor that the property is being leased primarily for Lessee's business use and not for personal, family or household purposes.

AGREED AND ACCEPTED:

AGREED AND ACCEPTED:

LESSOR: LAI TRUST

LESSEE: FURR'S SUPERMARKETS, INC.

By: John R. Cuth

By: Sally B. Furr

Date: 6/15/98

Date: 6/15/98



LEASING ASSOCIATES

LEASE SUPPLEMENT - SCHEDULE "A"

TO VEHICLE LEASE AGREEMENT NO. 50-29729-01 DATED AUGUST 15, 1991
BETWEEN THE UNDERSIGNED LESSOR AND THE UNDERSIGNED LESSEE.

Year	Make	Series	Body Style	Exterior Color	Interior
1999	BUICK	LESABRE LTD	4 DR SEDAN	BRIGHT WHITE	MED GRAY

In addition to all standard and/or original equipment, the following is furnished:

3.8 Liter V6 Engine	Automatic Transmission
Base Package	P205/70R 15 WSW Tires
Locking Wire Wheel Covers	Accent Stripe-Lt Gray
Federal Emissions	55/45 Split Bench
Cloth Seat Trim	

LEASE TERM:	60 Months	MONTHLY RENTAL	ADJUSTMENT FACTORS
1st through 12th Month		\$520.58	\$520.58
13th through 24th Month		\$520.58	\$319.44
25th through 36th Month		\$520.58	\$367.51
37th through 48th Month		\$520.58	\$422.86
49th through 60th Month		\$520.58	\$486.50
Each month thereafter		\$130.15	None

VEHICLE IDENTIFICATION NUMBER: 1G4HR52K9XH404409
 FIRST RENTAL DATE: 09/01/98
 DELIVERY DATE: 09/01/98
 PRINCIPAL LOCATION: Albuquerque, NM
 UNIT NUMBER: 50-29729-01-240
 EARLIEST TERMINATION DATE: 09/01/99
 "B" VALUE: \$19,155.81
 "D" VALUE: \$19,155.81

Driver:
 Junior Baker
 1730 Montano Rd N W
 Albuquerque, NM 87107

It is agreed and accepted by Lessee, that all of the rights, obligations, terms, conditions and covenants of the above described Lease Agreement are incorporated herein by reference and made a part hereof for all purposes.

Lessee hereby covenants and represents to Lessor that the property is being leased primarily for Lessee's business use and not for personal, family or household purposes.

AGREED AND ACCEPTED:

AGREED AND ACCEPTED:

LESSOR: LAI TRUST

LESSEE: FURR'S SUPERMARKETS, INC.

By: John M. [Signature]
 Date: 9/18/98

By: Sully B. Fitzpatrick [Signature]
 Date: 9/18/98



LEASING ASSOCIATES

LEASE SUPPLEMENT - SCHEDULE "A"

TO VEHICLE LEASE AGREEMENT NO. 50-29729-01 DATED AUGUST 15, 1991
BETWEEN THE UNDERSIGNED LESSOR AND THE UNDERSIGNED LESSEE.

Year	Make	Series	Body Style	Exterior Color	Interior
1999	DODGE	BR1500 139"	CLUB CAB	INTENSE BLUE	AGATE CLOTH

In addition to all standard and/or original equipment, the following is furnished:

5.2 Liter V8 Engine	4 Spd Automatic Transmission
SLT Trim	6,400# GVW
3.55 Axle	HD Engine Cooling
Bedliner	

LEASE TERM:	MONTHLY RENTAL	ADJUSTMENT FACTORS
48 Months		
1st through 12th Month	\$526.64	\$526.64
13th through 24th Month	\$526.64	\$376.45
25th through 36th Month	\$526.64	\$430.94
37th through 48th Month	\$526.64	\$493.30
Each month thereafter	\$131.66	None

VEHICLE IDENTIFICATION NUMBER: 3B7HC12Y1XG118552
 FIRST RENTAL DATE: 10/01/98
 DELIVERY DATE: 10/01/98
 PRINCIPAL LOCATION: Albuquerque, NM
 UNIT NUMBER: 50-29729-01-243
 EARLIEST TERMINATION DATE: 10/01/99
 "B" VALUE: \$15,608.28
 "D" VALUE: \$15,608.28

Driver:
 Mike Bowman
 1730 Montano Road N W
 Albuquerque, NM 87107

It is agreed and accepted by Lessee, that all of the rights, obligations, terms, conditions and covenants of the above described Lease Agreement are incorporated herein by reference and made a part hereof for all purposes.

Lessee hereby covenants and represents to Lessor that the property is being leased primarily for Lessee's business use and not for personal, family or household purposes.

AGREED AND ACCEPTED:

AGREED AND ACCEPTED:

LESSOR: LAI TRUST

LESSEE: FURR'S SUPERMARKETS, INC.

By: _____

John M. Smith

By: _____

Sally B. Lepore

Date: _____

10/6/98

Date: _____

10/6/98



LEASING ASSOCIATES

LEASE SUPPLEMENT - SCHEDULE "A"

TO VEHICLE LEASE AGREEMENT NO. 50-29729-01 DATED AUGUST 15, 1991
BETWEEN THE UNDERSIGNED LESSOR AND THE UNDERSIGNED LESSEE.

Year	Make	Series	Body Style	Exterior Color	Interior
1999	BUICK	LESABRE LTD	SEDAN	EMERALD GR PRL	MED GRAY

In addition to all standard and/or original equipment, the following is furnished:

3.8 Liter V6 Engine	Automatic Transmission
Base Package	Gran Touring Package
P205/70R 15 WSW Tires	Locking Wire Wheel Covers
Federal Emissions	55/45 Split Bench
Cloth Seat Trim	

LEASE TERM:	MONTHLY RENTAL	ADJUSTMENT FACTORS
54 Months		
1st through 12th Month	\$566.16	\$566.16
13th through 24th Month	\$566.16	\$381.11
25th through 36th Month	\$566.16	\$435.17
37th through 48th Month	\$566.16	\$496.89
49th through 54th Month	\$566.16	\$547.98
Each month thereafter	\$141.54	None

VEHICLE IDENTIFICATION NUMBER: 1G4HR52KXXH420375
 FIRST RENTAL DATE: 11/01/98
 DELIVERY DATE: 11/01/98
 PRINCIPAL LOCATION: Albuquerque, NM
 UNIT NUMBER: 50-29729-01-247
 EARLIEST TERMINATION DATE: 11/01/99
 "B" VALUE: \$19,045.83
 "D" VALUE: \$19,045.83

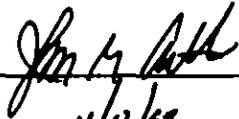
Driver:
 Willie Byrd
 1730 Montano Rd N W
 Albuquerque, NM 87107

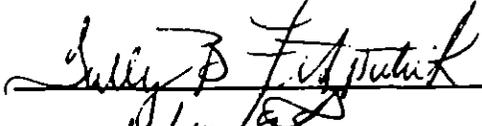
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Lessee hereby covenants and represents to Lessor that the property is being leased primarily for Lessee's business use and not for personal, family or household purposes.

AGREED AND ACCEPTED:
LESSOR: LAI TRUST

AGREED AND ACCEPTED:
LESSEE: FURR'S SUPERMARKETS, INC.

By: 
 Date: 11/13/98

By: 
 Date: 11/13/98



LEASING ASSOCIATES

LEASE SUPPLEMENT - SCHEDULE "A"

TO VEHICLE LEASE AGREEMENT NO. 50-29729-01 DATED AUGUST 15, 1991
BETWEEN THE UNDERSIGNED LESSOR AND THE UNDERSIGNED LESSEE.

Year	Make	Series	Body Style	Exterior Color	Interior
1999	BUICK	PA ULTRA	SEDAN	STERLING SILVER	LT GRAY LTHR

In addition to all standard and/or original equipment, the following is furnished:

3.8 Liter V6 Engine
 Prestige Package
 P225/60R 16 BW Tires
 Federal Emissions
 Leather Seat Trim

Automatic Transmission
 Gran Touring Package
 Accent Stripes
 55/45 Split Bench
 AM/FM Stereo Cassette/CD

LEASE TERM:	60 Months	MONTHLY RENTAL	ADJUSTMENT FACTORS
1st through 12th Month		\$680.70	\$680.70
13th through 24th Month		\$680.70	\$432.50
25th through 36th Month		\$680.70	\$492.59
37th through 48th Month		\$680.70	\$561.13
49th through 60th Month		\$680.70	\$639.12
Each month thereafter		\$170.18	None

VEHICLE IDENTIFICATION NUMBER: 1G4CU5218X4608562
 FIRST RENTAL DATE: 11/01/98
 DELIVERY DATE: 11/01/98
 PRINCIPAL LOCATION: Albuquerque, NM
 UNIT NUMBER: 50-29729-01-249
 EARLIEST TERMINATION DATE: 11/01/99
 "B" VALUE: \$25,504.11
 "D" VALUE: \$25,504.11

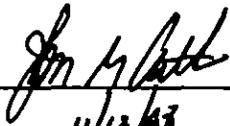
Driver:
 Richard Kaufman
 1730 Montano Road N W
 Albuquerque, NM 87107

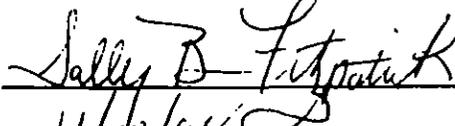
It is agreed and accepted by Lessee, that all of the rights, obligations, terms, conditions and covenants of the above described Lease Agreement are incorporated herein by reference and made a part hereof for all purposes.

Lessee hereby covenants and represents to Lessor that the property is being leased primarily for Lessee's business use and not for personal, family or household purposes.

AGREED AND ACCEPTED:
LESSOR: LAI TRUST

AGREED AND ACCEPTED:
LESSEE: FURR'S SUPERMARKETS, INC.

By: 
 Date: 11/13/98

By: 
 Date: 11/13/98



LEASING ASSOCIATES

LEASE SUPPLEMENT - SCHEDULE "A"

TO VEHICLE LEASE AGREEMENT NO. 50-29729-01 DATED AUGUST 15, 1991
BETWEEN THE UNDERSIGNED LESSOR AND THE UNDERSIGNED LESSEE.

Year	Make	Series	Body Style	Exterior Color	Interior
1998	FORD	TAURUS	4 DR SEDAN	DK GREEN SATIN	PRAIRIE TAN

In addition to all standard and/or original equipment, the following is furnished:

3.0 Liter V6 Engine
SE Option Package
AM/FM Stereo Cassette
Cruise Control

Automatic Transmission
Power Door Locks
P205/65R 16 BW Tires
Remote Entry

LEASE TERM:	48 Months	MONTHLY RENTAL	ADJUSTMENT FACTORS
1st through 12th Month		\$454.67	\$454.67
13th through 24th Month		\$454.67	\$329.05
25th through 36th Month		\$454.67	\$374.77
37th through 48th Month		\$454.67	\$426.92
Each month thereafter		\$113.67	None

VEHICLE IDENTIFICATION NUMBER: 1FAPP52U3WA282033
 FIRST RENTAL DATE: 09/01/98
 DELIVERY DATE: 09/01/98
 PRINCIPAL LOCATION: Albuquerque, NM
 UNIT NUMBER: 50-29729-01-251
 EARLIEST TERMINATION DATE: 09/01/99
 "B" VALUE: \$13,568.82
 "D" VALUE: \$13,568.82

Driver:
 Sam Robles
 1730 Montano Road N W
 Albuquerque, NM 87107

It is agreed and accepted by Lessee, that all of the rights, obligations, terms, conditions and covenants of the above described Lease Agreement are incorporated herein by reference and made a part hereof for all purposes.

Lessee hereby covenants and represents to Lessor that the property is being leased primarily for Lessee's business use and not for personal, family or household purposes.

AGREED AND ACCEPTED:

AGREED AND ACCEPTED:

LESSOR: LAI TRUST

LESSEE: FURR'S SUPERMARKETS, INC.

By: John M. Pette

By: Sally B. Fitzpatrick

Date: _____

Date: 8/27/98



LEASING ASSOCIATES

LEASE SUPPLEMENT - SCHEDULE "A"

TO VEHICLE LEASE AGREEMENT NO. 50-29729-01 DATED AUGUST 15, 1991
BETWEEN THE UNDERSIGNED LESSOR AND THE UNDERSIGNED LESSEE.

Year	Make	Series	Body Style	Exterior Color	Interior
1999	DODGE	CARAVAN	3 DOOR	LT CYPRESS PRL	SILVER FERN

In addition to all standard and/or original equipment, the following is furnished:

3.0 Liter V6 Engine	4 Spd Auto Transmission
Quick Order Pkg	Climate Group II
AM/FM Stereo Cassette	P205/75R 14 ALS BW Tires
Floor Mats	Federal Emissions
Cloth Bucket Seats	Monotone Paint
Convenience Group II	Smokers Group
Fleet Incentive	

LEASE TERM:	42 Months	MONTHLY RENTAL	ADJUSTMENT FACTORS
1st through 12th Month		\$530.72	\$530.72
13th through 24th Month		\$530.72	\$411.98
25th through 36th Month		\$530.72	\$468.05
37th through 42nd Month		\$530.72	\$514.31
Each month thereafter		\$132.68	None

VEHICLE IDENTIFICATION NUMBER:	2B4FP2536XR202715	
FIRST RENTAL DATE:	12/01/98	
DELIVERY DATE:	12/01/98	Driver:
PRINCIPAL LOCATION:	El Paso, TX	James Poe
UNIT NUMBER:	50-29729-01-256	9730 Railroad
EARLIEST TERMINATION DATE	12/01/99	El Paso, TX 79924
"B" VALUE:	\$13,646.16	
"D" VALUE:	\$13,646.16	

It is agreed and accepted by Lessee, that all of the rights, obligations, terms, conditions and covenants of the above described Lease Agreement are incorporated herein by reference and made a part hereof for all purposes.

Lessee hereby covenants and represents to Lessor that the property is being leased primarily for Lessee's business use and not for personal, family or household purposes.

AGREED AND ACCEPTED:
LESSOR: LAI TRUST

AGREED AND ACCEPTED:
LESSEE: FURR'S SUPERMARKETS, INC.

By: *John M. Cook*
Date: 11/30/98

By: *Sully B. Fitzpatrick*
Date: 11/30/98



LEASING ASSOCIATES

LEASE SUPPLEMENT - SCHEDULE "A"

TO VEHICLE LEASE AGREEMENT NO. 50-29729-01 DATED AUGUST 15, 1991
BETWEEN THE UNDERSIGNED LESSOR AND THE UNDERSIGNED LESSEE.

Year	Make	Series	Body Style	Exterior Color	Interior
1998	FORD	WINDSTAR	VAN	TAN	MED TAN

In addition to all standard and/or original equipment, the following is furnished:

3.0 Liter Engine	Automatic Transmission
Driver Tip/Slide Seat	Cruise Control
Tilt Steering	7 Passenger seating
Rear Window Defroster	Air Conditioning
AM/FM Stereo Cassette	Power Windows
Power Door Locks	Elect Power Mirrors
Bodyside Molding	P205/70R 15 BSW Tires
Deluxe Wheel Covers	Front License Plate Bracket

LEASE TERM:	MONTHLY RENTAL	ADJUSTMENT FACTORS
42 Months		
1st through 12th Month	\$600.25	\$600.25
13th through 24th Month	\$600.25	\$468.23
25th through 36th Month	\$600.25	\$530.68
37th through 42nd Month	\$600.25	\$582.04
Each month thereafter	\$150.06	None

VEHICLE IDENTIFICATION NUMBER: 2FMZA51U8WBD51180
 FIRST RENTAL DATE: 12/01/98
 DELIVERY DATE: 12/01/98
 PRINCIPAL LOCATION: Albuquerque, NM
 UNIT NUMBER: 50-29729-01-259
 EARLIEST TERMINATION DATE: 12/01/99
 "B" VALUE: \$15,479.15
 "D" VALUE: \$15,479.15

Driver:
 Bill Norton
 1730 Montano Road N W
 Albuquerque, NM 87108

It is agreed and accepted by Lessee, that all of the rights, obligations, terms, conditions and covenants of the above described Lease Agreement are incorporated herein by reference and made a part hereof for all purposes.

Lessee hereby covenants and represents to Lessor that the property is being leased primarily for Lessee's business use and not for personal, family or household purposes.

The Lessee covenants this vehicle will not be used as a school bus.

AGREED AND ACCEPTED:
LESSOR: LAI TRUST

AGREED AND ACCEPTED:
LESSEE: FURR'S SUPERMARKETS, INC.

By:
 Date: 12/1/98

By:
 Date: 11/24/98



LEASING ASSOCIATES

LEASE SUPPLEMENT - SCHEDULE "A"

TO VEHICLE LEASE AGREEMENT NO. 50-29729-01 DATED AUGUST 15, 1991
BETWEEN THE UNDERSIGNED LESSOR AND THE UNDERSIGNED LESSEE.

Year	Make	Series	Body Style	Exterior Color	Interior
1999	DODGE	CARAVAN	3 DOOR VAN	BRIGHT WHITE	MIST GRAY

In addition to all standard and/or original equipment, the following is furnished:

3.0 Liter V6 Engine	4 Spd Auto Transmission
Quick Order Pkg	Convenience Group
AM/FM Stereo/Cassette	P205/75R 14 BW Tires
Front & Rear Floor Mats	Federal Emissions
7 Passenger Seating	Cloth Bucket Seats
Monotone Paint	Smokers Group
Climate Group II	Fleet Incentive

LEASE TERM:	MONTHLY RENTAL	ADJUSTMENT FACTORS
42 Months		
1st through 12th Month	\$531.75	\$531.75
13th through 24th Month	\$531.75	\$412.78
25th through 36th Month	\$531.75	\$468.96
37th through 42nd Month	\$531.75	\$515.31
Each month thereafter	\$132.94	None

VEHICLE IDENTIFICATION NUMBER:	2B4FP2530XR265437	
FIRST RENTAL DATE:	02/01/99	
DELIVERY DATE:	02/01/99	Driver:
PRINCIPAL LOCATION:	El Paso, TX	
UNIT NUMBER:	50-29729-01-260	Dave Price
EARLIEST TERMINATION DATE	02/01/00	9730 Railroad
"B" VALUE:	\$13,672.76	El Paso, TX 79924
"D" VALUE:	\$13,672.76	

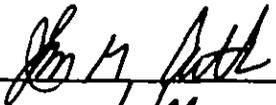
It is agreed and accepted by Lessee, that all of the rights, obligations, terms, conditions and covenants of the above described Lease Agreement are incorporated herein by reference and made a part hereof for all purposes.

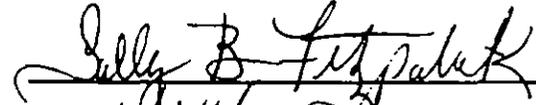
Lessee hereby covenants and represents to Lessor that the property is being leased primarily for Lessee's business use and not for personal, family or household purposes.

THE LESSEE COVENANTS THIS VEHICLE WILL NOT BE USED AS A SCHOOL BUS.

AGREED AND ACCEPTED:
LESSOR: LAI TRUST

AGREED AND ACCEPTED:
LESSEE: FURR'S SUPERMARKETS, INC.

By: 
Date: 1/14/99

By: 
Date: 1/14/99



LEASING ASSOCIATES

LEASE SUPPLEMENT - SCHEDULE "A"

TO VEHICLE LEASE AGREEMENT NO. 50-29729-01 DATED AUGUST 15, 1991
BETWEEN THE UNDERSIGNED LESSOR AND THE UNDERSIGNED LESSEE.

Year	Make	Series	Body Style	Exterior Color	Interior
1999	PLYMOUTH	VOYAGER	3 DOOR	BRIGHT WHITE	MIST GRAY

In addition to all standard and/or original equipment, the following is furnished:

3.0 Liter V6 Engine	4 Spd Auto Transmission
Quick Order Package	Convenience Grp II
AM/FM Stereo Cassette	Rear Defroster
Floor Mats (F & R)	Sunscreen Glass
Federal Emissions	7 Passenger Seating
Cloth Bucket Seats	Monotone Paint
Smoking Group	Fleet Incentive

LEASE TERM:	42 Months	MONTHLY RENTAL	ADJUSTMENT FACTORS
1st through 12th Month		\$548.60	\$548.60
13th through 24th Month		\$548.60	\$425.86
25th through 36th Month		\$548.60	\$483.82
37th through 42nd Month		\$548.60	\$531.65
Each month thereafter		\$137.15	None

VEHICLE IDENTIFICATION NUMBER: 2P4FP2535XR264248
 FIRST RENTAL DATE: 02/01/99
 DELIVERY DATE: 02/01/99
 PRINCIPAL LOCATION: Albuquerque, NM
 UNIT NUMBER: 50-29729-01-261
 EARLIEST TERMINATION DATE: 02/01/00
 "B" VALUE: \$14,106.02
 "D" VALUE: \$14,106.02

Driver:
 Mark Mayo
 1730 Montano Road N W
 Albuquerque, NM 87108

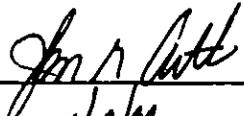
It is agreed and accepted by Lessee, that all of the rights, obligations, terms, conditions and covenants of the above described Lease Agreement are incorporated herein by reference and made a part hereof for all purposes.

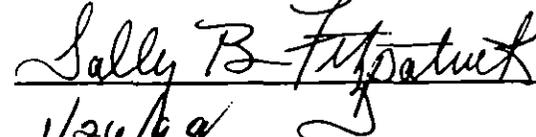
Lessee hereby covenants and represents to Lessor that the property is being leased primarily for Lessee's business use and not for personal, family or household purposes.

THE LESSEE COVENANTS THIS VEHICLE WILL NOT BE USED AS A SCHOOL BUS.

AGREED AND ACCEPTED:
LESSOR: LAI TRUST

AGREED AND ACCEPTED:
LESSEE: FURR'S SUPERMARKETS, INC.

By: 
 Date: 1/29/99

By: 
 Date: 1/26/99



LEASING ASSOCIATES

LEASE SUPPLEMENT - SCHEDULE "A"

TO VEHICLE LEASE AGREEMENT NO. 50-29729-01 DATED AUGUST 15, 1991
BETWEEN THE UNDERSIGNED LESSOR AND THE UNDERSIGNED LESSEE.

Year	Make	Series	Body Style	Exterior Color	Interior
1999	FORD	TAURUS SE	4 DR SEDAN	SILVER FROST	MED GRAPHIE

In addition to all standard and/or original equipment, the following is furnished:

3.0 Liter V6 Engine
 Fleet Group
 Front & Rear Floor Mats
 Cloth Bucket Seats
 Nat'l Fleet Incentive

Automatic Transmission
 P205/65R 15 A/S BW Tires
 5 Passenger Seating
 Comm Fleet Credit

LEASE TERM:	42 Months	MONTHLY RENTAL	ADJUSTMENT FACTORS
1st through 12th Month		\$471.21	\$471.21
13th through 24th Month		\$471.21	\$365.78
25th through 36th Month		\$471.21	\$415.56
37th through 42nd Month		\$471.21	\$456.64
Each month thereafter		\$117.80	None

VEHICLE IDENTIFICATION NUMBER: 1FAFP53U5XG211090
 FIRST RENTAL DATE: 04/01/99
 DELIVERY DATE: 04/01/99
 PRINCIPAL LOCATION: Albuquerque, NM
 UNIT NUMBER: 50-29729-01-262
 EARLIEST TERMINATION DATE: 04/01/00
 "B" VALUE: \$12,115.98
 "D" VALUE: \$12,115.98

Driver:
 Lorraine Wall
 1730 Montano Road N W
 Albuquerque, NM 87107

It is agreed and accepted by Lessee, that all of the rights, obligations, terms, conditions and covenants of the above described Lease Agreement are incorporated herein by reference and made a part hereof for all purposes.

Lessee hereby covenants and represents to Lessor that the property is being leased primarily for Lessee's business use and not for personal, family or household purposes.

THE LESSEE COVENANTS THIS VEHICLE WILL NOT BE USED AS A SCHOOL BUS.

AGREED AND ACCEPTED:
LESSOR: LAI TRUST

AGREED AND ACCEPTED:
LESSEE: FURR'S SUPERMARKETS, INC.

By: *Jan M. Cott*
 Date: 3/22/99

By: *Lally B. Lippert*
 Date: 3/22/99



LEASING ASSOCIATES

LEASE SUPPLEMENT - SCHEDULE "A"

TO VEHICLE LEASE AGREEMENT NO. 50-29729-01 DATED AUGUST 15, 1991
BETWEEN THE UNDERSIGNED LESSOR AND THE UNDERSIGNED LESSEE.

Year	Make	Series	Body Style	Exterior Color	Interior
1999	BUICK	LE SABRE LTD	4 DR SEDAN	STERLING SILVER	MED GRAY

In addition to all standard and/or original equipment, the following is furnished:

3.8 Liter V6 Engine
 Base Package
 P205/70R 15 WSW Tires
 Pewter Gray Accent Stripes
 55/45 Split Bench Seat

Automatic Transmission
 AM/FM Stereo CD
 Wire Wheel Covers
 Federal Emissions
 Cloth Trim

LEASE TERM:	48 Months	MONTHLY RENTAL	ADJUSTMENT FACTORS
1st through 12th Month		\$598.93	\$598.93
13th through 24th Month		\$598.93	\$436.15
25th through 36th Month		\$598.93	\$495.51
37th through 48th Month		\$598.93	\$563.02
Each month thereafter		\$149.73	None

VEHICLE IDENTIFICATION NUMBER: 1G4HR52K5XH488731
 FIRST RENTAL DATE: 04/15/99
 DELIVERY DATE: 04/15/99
 PRINCIPAL LOCATION: Albuquerque, NM
 UNIT NUMBER: 50-29729-01-264
 EARLIEST TERMINATION DATE: 04/15/00
 "B" VALUE: \$17,936.17
 "D" VALUE: \$17,936.17

Driver:
 Bill Small
 1730 Montano Road N W
 Albuquerque, NM 87107

It is agreed and accepted by Lessee, that all of the rights, obligations, terms, conditions and covenants of the above described Lease Agreement are incorporated herein by reference and made a part hereof for all purposes.

Lessee hereby covenants and represents to Lessor that the property is being leased primarily for Lessee's business use and not for personal, family or household purposes.

AGREED AND ACCEPTED:
LESSOR: LAI TRUST

AGREED AND ACCEPTED:
LESSEE: FURR'S SUPERMARKETS, INC.

By: *John M. Cobb*
 Date: 4/13/99

By: *Sally B. Fitzpatrick*
 Date: 4/13/99



LEASING ASSOCIATES

LEASE SUPPLEMENT - SCHEDULE "A"

TO VEHICLE LEASE AGREEMENT NO. 50-29729-01 DATED AUGUST 15, 1991
BETWEEN THE UNDERSIGNED LESSOR AND THE UNDERSIGNED LESSEE.

Year	Make	Series	Body Style	Exterior Color	Interior
1999	BUICK	LESABRE LTD	4 DR SEDAN	STERLING SILVER	MED BLUE

In addition to all standard and/or original equipment, the following is furnished:

3.8 Liter V6 Engine	Automatic Transmission
Base Option Pkg	AM/FM Stereo/CD
P205/70R 15 WSW Tires	Locking Wire Wheel Covers
Dk Blue Stripe	Federal Emissions
55/45 Split Bench	Cloth Trim

LEASE TERM:	48 Months	MONTHLY RENTAL	ADJUSTMENT FACTORS
1st through 12th Month		\$598.93	\$598.93
13th through 24th Month		\$598.93	\$436.15
25th through 36th Month		\$598.93	\$495.51
37th through 48th Month		\$598.93	\$563.02
Each month thereafter		\$149.73	None

VEHICLE IDENTIFICATION NUMBER:	1G4HR52K8XH492689	
FIRST RENTAL DATE:	04/15/99	
DELIVERY DATE:	04/15/99	Driver:
PRINCIPAL LOCATION:	El Paso, TX	Adrian Baca
UNIT NUMBER:	50-29729-01-265	9730 Railroad
EARLIEST TERMINATION DATE	04/15/00	El Paso, TX 79924
"B" VALUE:	\$17,936.17	
"D" VALUE:	\$17,936.17	

It is agreed and accepted by Lessee, that all of the rights, obligations, terms, conditions and covenants of the above described Lease Agreement are incorporated herein by reference and made a part hereof for all purposes.

Lessee hereby covenants and represents to Lessor that the property is being leased primarily for Lessee's business use and not for personal, family or household purposes.

AGREED AND ACCEPTED:
LESSOR: LAI TRUST

AGREED AND ACCEPTED:
LESSEE: FURR'S SUPERMARKETS, INC.

By: *John M. Little*
Date: 4/13/99

By: *Lally B. Furr*
Date: 4/13/99



LEASING ASSOCIATES

LEASE SUPPLEMENT - SCHEDULE "A"

TO VEHICLE LEASE AGREEMENT NO. 50-29729-01 DATED AUGUST 15, 1991
BETWEEN THE UNDERSIGNED LESSOR AND THE UNDERSIGNED LESSEE.

Year	Make	Series	Body Style	Exterior Color	Interior
1999	CHEVROLET	EXPRESS	CARGO VAN	SUMMIT WHITE	BLUE VINYL

In addition to all standard and/or original equipment, the following is furnished:

5.7 Liter V8 Engine	Automatic Transmission
Vinyl Bucket Seats	Air Conditioning
8,600# GVW	Federal Emissions
3.73 Rear Axle Ratio	124 Amp Generator
Front License Plate Bracket	Transmission Oil Cooler
LT225/75R 16 E ALS BW Tires	Fixed Glass-R Drs & R Side

LEASE TERM:	42 Months	MONTHLY RENTAL	ADJUSTMENT FACTORS
1st through 12th Month		\$579.30	\$579.30
13th through 24th Month		\$579.30	\$454.14
25th through 36th Month		\$579.30	\$513.38
37th through 42nd Month		\$579.30	\$562.05
Each month thereafter		\$144.83	None

VEHICLE IDENTIFICATION NUMBER:	1GCGG25ROX1077288	
FIRST RENTAL DATE:	04/01/99	
DELIVERY DATE:	04/01/99	Driver:
PRINCIPAL LOCATION:	El Paso, TX	
UNIT NUMBER:	50-29729-01-267	Delivery Truck
EARLIEST TERMINATION DATE	04/01/00	9730 Railroad
"B" VALUE:	\$14,982.69	El Paso, TX 79924
"D" VALUE:	\$14,982.69	

It is agreed and accepted by Lessee, that all of the rights, obligations, terms, conditions and covenants of the above described Lease Agreement are incorporated herein by reference and made a part hereof for all purposes.

Lessee hereby covenants and represents to Lessor that the property is being leased primarily for Lessee's business use and not for personal, family or household purposes.

AGREED AND ACCEPTED:
LESSOR: LAI TRUST

AGREED AND ACCEPTED:
LESSEE: FURR'S SUPERMARKETS, INC.

By: _____

John A. Cotte
3/25/99

Date: _____

By: _____

Sally B. Fitzpatrick
3/25/99

Date: _____



LEASING ASSOCIATES

LEASE SUPPLEMENT - SCHEDULE "A"

TO VEHICLE LEASE AGREEMENT NO. 50-29729-01 DATED AUGUST 15, 1991
BETWEEN THE UNDERSIGNED LESSOR AND THE UNDERSIGNED LESSEE.

Year	Make	Series	Body Style	Exterior Color	Interior
1999	DODGE	CARAVAN	3 DOOR VAN	ISLAND TEAL	MIST GRAY

In addition to all standard and/or original equipment, the following is furnished:

3.0 Liter V6 Engine	4 Spd Auto Transmission
Quick Order Pkg	Convenience Group
AM/FM Stereo/Cassette	P205/75R 14 BW Tires
Front & Rear Floor Mats	Federal Emissions
7 Passenger Seating	Cloth Bucket Seats
Monotone Paint	Smokers Group
Climate Group II	Fleet Incentive
Tinted Glass	

LEASE TERM:	MONTHLY RENTAL	ADJUSTMENT FACTORS
42 Months		
1st through 12th Month	\$530.28	\$530.28
13th through 24th Month	\$530.28	\$411.63
25th through 36th Month	\$530.28	\$467.66
37th through 42nd Month	\$530.28	\$513.88
Each month thereafter	\$132.57	None

VEHICLE IDENTIFICATION NUMBER:	2B4FP2537XR413437	
FIRST RENTAL DATE:	05/01/99	
DELIVERY DATE:	05/01/99	Driver:
PRINCIPAL LOCATION:	Midland, TX	
UNIT NUMBER:	50-29729-01-268	Rick Vasquez
EARLIEST TERMINATION DATE	05/01/00	3000 N Garfield
"B" VALUE:	\$13,634.76	Suite #105
"D" VALUE:	\$13,634.76	Midland, TX 79705

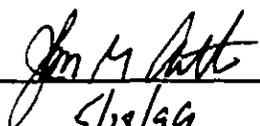
It is agreed and accepted by Lessee, that all of the rights, obligations, terms, conditions and covenants of the above described Lease Agreement are incorporated herein by reference and made a part hereof for all purposes.

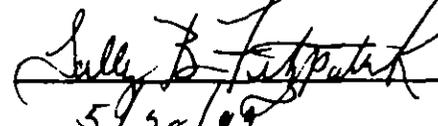
Lessee hereby covenants and represents to Lessor that the property is being leased primarily for Lessee's business use and not for personal, family or household purposes.

THE LESSEE COVENANTS THIS VEHICLE WILL NOT BE USED AS A SCHOOL BUS.

AGREED AND ACCEPTED:
LESSOR: LAI TRUST

AGREED AND ACCEPTED:
LESSEE: FURR'S SUPERMARKETS, INC.

By: 
Date: 5/28/99

By: 
Date: 5/28/99



LEASING ASSOCIATES

LEASE SUPPLEMENT - SCHEDULE "A"

TO VEHICLE LEASE AGREEMENT NO. 50-29729-01 DATED AUGUST 15, 1991
BETWEEN THE UNDERSIGNED LESSOR AND THE UNDERSIGNED LESSEE.

Year	Make	Series	Body Style	Exterior Color	Interior
2000	BUICK	LE SABRE LTD	4 DR SEDAN	BRIGHT WHITE	MED GRAY

In addition to all standard and/or original equipment, the following is furnished:

3.8 Liter V6 Engine
Base Package
P205/70R 15 WSW Tires

Automatic Transmission
AM/FM Stereo/CD

LEASE TERM:	MONTHLY RENTAL	ADJUSTMENT FACTORS
48 Months		
1st through 12th Month	\$627.57	\$627.57
13th through 24th Month	\$627.57	\$457.00
25th through 36th Month	\$627.57	\$519.20
37th through 48th Month	\$627.57	\$589.94
Each month thereafter	\$156.89	None

VEHICLE IDENTIFICATION NUMBER: 1G4HR54KXYU119367
 FIRST RENTAL DATE: 07/01/99
 DELIVERY DATE: 07/01/99
 PRINCIPAL LOCATION: Albuquerque, NM
 UNIT NUMBER: 50-29729-01-269
 EARLIEST TERMINATION DATE: 07/01/00
 "B" VALUE: \$18,793.80
 "D" VALUE: \$18,793.80

Driver:

G T Mason
1730 Montano Rd N W
Albuquerque, NM 87107

It is agreed and accepted by Lessee, that all of the rights, obligations, terms, conditions and covenants of the above described Lease Agreement are incorporated herein by reference and made a part hereof for all purposes.

Lessee hereby covenants and represents to Lessor that the property is being leased primarily for Lessee's business use and not for personal, family or household purposes.

AGREED AND ACCEPTED:
LESSOR: LAI TRUST

AGREED AND ACCEPTED:
LESSEE: FURR'S SUPERMARKETS, INC.

By: _____

By: _____

Date: _____

Date: _____

John M. [Signature]
6/19/99

Sally [Signature]
6/14/99



LEASING ASSOCIATES

LEASE SUPPLEMENT - SCHEDULE "A"

TO VEHICLE LEASE AGREEMENT NO. 50-29729-01 DATED AUGUST 15, 1991
BETWEEN THE UNDERSIGNED LESSOR AND THE UNDERSIGNED LESSEE.

Year	Make	Series	Body Style	Exterior Color	Interior
2000	BUICK	LE SABRE LTD	4 DR SEDAN	BRIGHT WHITE	MED BLUE

In addition to all standard and/or original equipment, the following is furnished:

3.8 Liter V6 Engine
 Base Package
 P215/70R 15 ALS BW Tires
 Federal Emissions
 Cloth Seat Trim

Automatic Transmission
 AM/FM Stereo/CD
 Dk Blue Accent Stripe
 55/45 Split Bench

LEASE TERM:	48 Months	MONTHLY RENTAL	ADJUSTMENT FACTORS
1st through 12th Month		\$634.21	\$634.21
13th through 24th Month		\$634.21	\$461.84
25th through 36th Month		\$634.21	\$524.70
37th through 48th Month		\$634.21	\$596.18
Each month thereafter		\$158.55	None

VEHICLE IDENTIFICATION NUMBER: 1G4HR54K3YU119372
 FIRST RENTAL DATE: 07/01/99
 DELIVERY DATE: 07/01/99
 PRINCIPAL LOCATION: El Paso, TX
 UNIT NUMBER: 50-29729-01-270
 EARLIEST TERMINATION DATE: 07/01/00
 B VALUE: \$18,992.68
 D VALUE: \$18,992.68

Driver:
 Ray Kostelnik
 9730 Railroad
 El Paso, TX 79924

It is agreed and accepted by Lessee, that all of the rights, obligations, terms, conditions and covenants of the above described Lease Agreement are incorporated herein by reference and made a part hereof for all purposes.

Lessee hereby covenants and represents to Lessor that the property is being leased primarily for Lessee's business use and not for personal, family or household purposes.

AGREED AND ACCEPTED:
LESSOR: LAI TRUST

AGREED AND ACCEPTED:
LESSEE: FURR'S SUPERMARKETS, INC.

By: *John M. Smith*
 Date: 6/14/99

By: *Sally D. Furr*
 Date: 6/14/99



LEASING ASSOCIATES

LEASE SUPPLEMENT - SCHEDULE "A"

TO VEHICLE LEASE AGREEMENT NO. 50-29729-01 DATED AUGUST 15, 1991
BETWEEN THE UNDERSIGNED LESSOR AND THE UNDERSIGNED LESSEE.

Year	Make	Series	Body Style	Exterior Color	Interior
1999	FORD	TAURUS SE	4 DR SEDAN	GRAPHITE BLUE	MED GRAPHITE

In addition to all standard and/or original equipment, the following is furnished:

3.0 Liter V6 Engine
 Fleet Group
 Floor Mats (F & R)
 Cloth Bucket Seats

Automatic Transmission
 P205/65R 15 SBR BSW Tires
 6 Passenger Seating

LEASE TERM:	42 Months	MONTHLY RENTAL	ADJUSTMENT FACTORS
1st through 12th Month		\$476.04	\$476.04
13th through 24th Month		\$476.04	\$367.72
25th through 36th Month		\$476.04	\$418.81
37th through 42nd Month		\$476.04	\$461.05
Each month thereafter		\$119.01	None

VEHICLE IDENTIFICATION NUMBER: 1FAFP53U3XG295006

FIRST RENTAL DATE: 08/15/99

DELIVERY DATE: 08/15/99

PRINCIPAL LOCATION: Midland, TX

UNIT NUMBER: 50-29729-01-271

EARLIEST TERMINATION DATE: 08/15/00

"B" VALUE: \$12,204.64

"D" VALUE: \$12,204.64

"E" VALUE: Monthly adjustment factor: 1st through 12th month \$476.04 per month

It is agreed and accepted by Lessee, that all of the rights, obligations, terms, conditions and covenants of the above described Lease Agreement are incorporated herein by reference and made a part hereof for all purposes.

Driver:

Abel Cardenas
1730 Montano Road N W
Albuquerque, NM 87107

Lessee hereby covenants and represents to Lessor that the property is being leased primarily for Lessee's business use and not for personal, family or household purposes.

AGREED AND ACCEPTED:
LESSOR: LAI TRUST

AGREED AND ACCEPTED:
LESSEE: FURR'S SUPERMARKETS, INC.

By: _____

John M. Lamb

8/11/99

Date: _____

By: _____

Sally B. Fitzpatrick

8/11/99

Date: _____



LEASING ASSOCIATES

LEASE SUPPLEMENT - SCHEDULE "A"

TO VEHICLE LEASE AGREEMENT NO. 50-29729-01 DATED AUGUST 15, 1991
BETWEEN THE UNDERSIGNED LESSOR AND THE UNDERSIGNED LESSEE.

Year	Make	Series	Body Style	Exterior Color	Interior
1999	FORD	TAURUS SE	4 DR SEDAN	DK GRN SATIN	MD GRAPHITE

In addition to all standard and/or original equipment, the following is furnished:

3.0 Liter V6 Engine
P205/65R 15 BW Tires
5 Passenger Seating

Automatic Transmission
Floor Mats, F & R

LEASE TERM:	MONTHLY RENTAL	ADJUSTMENT FACTORS
42 Months		
1st through 12th Month	\$491.73	\$491.73
13th through 24th Month	\$491.73	\$381.71
25th through 36th Month	\$491.73	\$433.67
37th through 42nd Month	\$491.73	\$476.53
Each month thereafter	\$122.93	None

VEHICLE IDENTIFICATION NUMBER: 1FAPP53U0XA180530
 FIRST RENTAL DATE: 05/15/99
 DELIVERY DATE: 05/15/99
 PRINCIPAL LOCATION: El Paso, TX
 UNIT NUMBER: 50-29729-01-272
 EARLIEST TERMINATION DATE: 05/15/00
 "B" VALUE: \$12,643.72
 "D" VALUE: \$12,643.72

Driver:
 Irma Hernandez
 9730 Railroad
 El Paso, TX 79924

It is agreed and accepted by Lessee, that all of the rights, obligations, terms, conditions and covenants of the above described Lease Agreement are incorporated herein by reference and made a part hereof for all purposes.

Lessee hereby covenants and represents to Lessor that the property is being leased primarily for Lessee's business use and not for personal, family or household purposes.

THE LESSEE COVENANTS THIS VEHICLE WILL NOT BE USED AS A SCHOOL BUS.

AGREED AND ACCEPTED:
LESSOR: LAI TRUST

AGREED AND ACCEPTED:
LESSEE: FURR'S SUPERMARKETS, INC.

By: *John R. Carr*
 Date: 5/18/99

By: *Sally R. Lippert*
 Date: 5/18/99



LEASING ASSOCIATES

LEASE SUPPLEMENT - SCHEDULE "A"

TO VEHICLE LEASE AGREEMENT NO. 50-29729-01 DATED AUGUST 15, 1991
BETWEEN THE UNDERSIGNED LESSOR AND THE UNDERSIGNED LESSEE.

Year	Make	Series	Body Style	Exterior Color	Interior
1999	PLYMOUTH	VOYAGER	VAN	BRIGHT WHITE	

In addition to all standard and/or original equipment, the following is furnished:

3.0 Liter V6 Engine
 AM/FM Stereo Cassette
 Cloth Bucket Seats
 Convenience Group II

Automatic Transmission
 Rear Defroster
 Climate Group II
 Sliding Driver Side Door

LEASE TERM:	42 Months	MONTHLY RENTAL	ADJUSTMENT FACTORS
1st through 12th Month		\$569.70	\$569.70
13th through 24th Month		\$569.70	\$442.24
25th through 36th Month		\$569.70	\$502.43
37th through 42nd Month		\$569.70	\$552.09
Each month thereafter		\$142.43	None

VEHICLE IDENTIFICATION NUMBER: 2P4FP2538XR199671
 FIRST RENTAL DATE: 06/01/99
 DELIVERY DATE: 06/01/99
 PRINCIPAL LOCATION: Midland, TX
 UNIT NUMBER: 50-29729-01-275
 EARLIEST TERMINATION DATE: 06/01/00
 "B" VALUE: \$14,648.60
 "D" VALUE: \$14,648.60

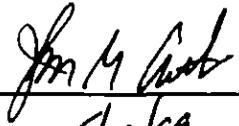
Driver:
 Kevin Bailey
 3000 Garfield
 Suite #105
 Midland, TX 79705

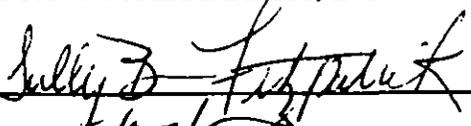
It is agreed and accepted by Lessee, that all of the rights, obligations, terms, conditions and covenants of the above described Lease Agreement are incorporated herein by reference and made a part hereof for all purposes.

Lessee hereby covenants and represents to Lessor that the property is being leased primarily for Lessee's business use and not for personal, family or household purposes.

AGREED AND ACCEPTED:
LESSOR: LAI TRUST

AGREED AND ACCEPTED:
LESSEE: FURR'S SUPERMARKETS, INC.

By: 
 Date: 5/27/99

By: 
 Date: 5/27/99



LEASING ASSOCIATES

LEASE SUPPLEMENT - SCHEDULE "A"

TO VEHICLE LEASE AGREEMENT NO. 50-29729-01 DATED AUGUST 15, 1991
BETWEEN THE UNDERSIGNED LESSOR AND THE UNDERSIGNED LESSEE.

Year	Make	Series	Body Style	Exterior Color	Interior
2000	JEEP	GR CHEROKEE	4DR LTD 4WD	SILVERSTONE MTL	AGATE

In addition to all standard and/or original equipment, the following is furnished:

4.7 Liter V8 Engine	Multi Spd Auto Transmission
Quick Order Pkg	Up Country Suspension Grp
AM/FM Stereo Cassette/CD	Federal Emissions
Premium Leather Bucket Seats	5,500# GVW

LEASE TERM:	MONTHLY RENTAL	ADJUSTMENT FACTORS
48 Months		
1st through 12th Month	\$829.02	\$829.02
13th through 24th Month	\$829.02	\$603.70
25th through 36th Month	\$829.02	\$685.86
37th through 48th Month	\$829.02	\$779.30
Each month thereafter	\$207.26	None

VEHICLE IDENTIFICATION NUMBER:	1J4GW58N0YC121397	
FIRST RENTAL DATE:	09/15/99	
DELIVERY DATE:	09/15/99	Driver:
PRINCIPAL LOCATION:	Albuquerque, NM	
UNIT NUMBER:	50-29729-01-276	Kathy Komoll
EARLIEST TERMINATION DATE	09/15/00	1730 Montano Road N W
"B" VALUE:	\$24,826.40	Albuquerque, NM 87107
"D" VALUE:	\$24,826.40	

"E" VALUE: Monthly adjustment factor: 1st through 12th month \$829.02 per month
It is agreed and accepted by Lessee, that all of the rights, obligations, terms, conditions and covenants of the above described Lease Agreement are incorporated herein by reference and made a part hereof for all purposes.

Lessee hereby covenants and represents to Lessor that the property is being leased primarily for Lessee's business use and not for personal, family or household purposes.

AGREED AND ACCEPTED:
LESSOR: LAI TRUST

AGREED AND ACCEPTED:
LESSEE: FURR'S SUPERMARKETS, INC.

By: John M. Root
Date: 9/9/99

By: Sally B. Furr
Date: 9/9/99



LEASING ASSOCIATES

LEASE SUPPLEMENT - SCHEDULE "A"

TO VEHICLE LEASE AGREEMENT NO. 50-29729-01 DATED AUGUST 15, 1991
BETWEEN THE UNDERSIGNED LESSOR AND THE UNDERSIGNED LESSEE.

Year	Make	Series	Body Style	Exterior Color	Interior
2000	BUICK	LE SABRE LTD	4 DR SEDAN	MED RED PEARL	GRAY

In addition to all standard and/or original equipment, the following is furnished:

3.8 Liter V6 Engine
 4 Spd Auto Transmission
 P215/70R 15 BW Tires
 55/45 Split Bench

Base Option Package
 AM/FM Stereo Cassette/CD
 Federal Emissions
 Cloth Trim

LEASE TERM:	MONTHLY RENTAL	ADJUSTMENT FACTORS
48 Months		
1st through 12th Month	\$641.72	\$641.72
13th through 24th Month	\$641.72	\$455.85
25th through 36th Month	\$641.72	\$523.18
37th through 48th Month	\$641.72	\$600.42
Each month thereafter	\$160.43	None

VEHICLE IDENTIFICATION NUMBER: 1G4HR54K1YU171762

FIRST RENTAL DATE: 10/15/99

DELIVERY DATE: 10/15/99

PRINCIPAL LOCATION: Albuquerque, NM

UNIT NUMBER: 50-29729-01-277

EARLIEST TERMINATION DATE: 10/15/00

"B" VALUE: \$18,953.32

"D" VALUE: \$18,953.32

"E" VALUE: Monthly adjustment factor: 1st through 12th month \$641.72 per month

It is agreed and accepted by Lessee, that all of the rights, obligations, terms, conditions and covenants of the above described Lease Agreement are incorporated herein by reference and made a part hereof for all purposes.

Lessee hereby covenants and represents to Lessor that the property is being leased primarily for Lessee's business use and not for personal, family or household purposes.

AGREED AND ACCEPTED:
LESSOR: LAI TRUST

By: John M. Root
 Date: 10/25/99

AGREED AND ACCEPTED:
LESSEE: FURR'S SUPERMARKETS, INC.

By: Sally B. Furr
 Date: 10/25/99



LEASING ASSOCIATES

LEASE SUPPLEMENT - SCHEDULE "A"

TO VEHICLE LEASE AGREEMENT NO. 50-29729-01 DATED AUGUST 15, 1991
BETWEEN THE UNDERSIGNED LESSOR AND THE UNDERSIGNED LESSEE.

Year	Make	Series	Body Style	Exterior Color	Interior
2000	BUICK	PA ULTRA	4DR SEDAN	TITANIUM BLUE	MED BLUE LTH

In addition to all standard and/or original equipment, the following is furnished:

3.8 Liter V6 Engine
 SE Opt Pkg
 AM/FM Stereo Cassette/CD
 16" Chrome Wheels
 Federal Emissions
 Leather Seat Trim
 Conv Console/5 Person Seat

Automatic Transmission
 Pattern Order 225
 P225/60R 16 BW Tires
 Accent Stripes #10 Lt Gray
 45/45 10-Way Pwr Bucket Seat
 12-Disc CD Changer
 Gran Touring Pkg

LEASE TERM:	MONTHLY RENTAL	ADJUSTMENT FACTORS
48 Months		
1st through 12th Month	\$855.01	\$855.01
13th through 24th Month	\$855.01	\$622.62
25th through 36th Month	\$855.01	\$707.37
37th through 48th Month	\$855.01	\$803.74
Each month thereafter	\$213.75	None

VEHICLE IDENTIFICATION NUMBER: 1G4CU521XY4120490
 FIRST RENTAL DATE: 09/15/99
 DELIVERY DATE: 09/15/99
 PRINCIPAL LOCATION: Albuquerque, NM
 UNIT NUMBER: 50-29729-01-278
 EARLIEST TERMINATION DATE: 09/15/00
 "B" VALUE: \$25,604.79
 "D" VALUE: \$25,604.79

Driver:
 Gene Denison
 1730 Montano Rd N W
 Albuquerque, NM 87107

"E" VALUE: Monthly adjustment factor: 1st through 12th month \$855.01 per month
 It is agreed and accepted by Lessee, that all of the rights, obligations, terms, conditions and covenants of the above described Lease Agreement are incorporated herein by reference and made a part hereof for all purposes.

Lessee hereby covenants and represents to Lessor that the property is being leased primarily for Lessee's business use and not for personal, family or household purposes.

AGREED AND ACCEPTED:
 LESSOR: LAI TRUST

AGREED AND ACCEPTED:
 LESSEE: FURR'S SUPERMARKETS, INC.

By: *[Signature]*
 Date: 9/9/99

By: *[Signature]*
 Date: 9/9/99



LEASING ASSOCIATES

LEASE SUPPLEMENT - SCHEDULE "A"

TO VEHICLE LEASE AGREEMENT NO. 50-29729-01 DATED AUGUST 15, 1991
BETWEEN THE UNDERSIGNED LESSOR AND THE UNDERSIGNED LESSEE.

Year	Make	Series	Body Style	Exterior Color	Interior
2000	BUICK	PARK AVENUE	4 DR SEDAN	TITANIUM BLUE	MED BLUE LTH

In addition to all standard and/or original equipment, the following is furnished:

3.8 Liter V6 Engine	SE Option Pkg
Pattern Order	Automatic Transmission
AM/FM Stereo Cassette/CD	P225/60R 15 BW Tires
16" Aluminum Wheels	Accent Stripes #10 Lt Gray
Federal Emissions	55/45 Dual Power Seats
Leather Seat Trim	Rear Seat Storage Armrest
Full Range Traction Control	Concert Sound III Speakers
Stabiltrak Stability	Heated Front Seats
Gran Touring Pkg	

LEASE TERM:	48 Months	MONTHLY RENTAL	ADJUSTMENT FACTORS
1st through 12th Month		\$777.00	\$777.00
13th through 24th Month		\$777.00	\$565.82
25th through 36th Month		\$777.00	\$642.83
37th through 48th Month		\$777.00	\$730.41
Each month thereafter		\$194.25	None

VEHICLE IDENTIFICATION NUMBER: 1G4CW52K9Y4125120
 FIRST RENTAL DATE: 09/15/99
 DELIVERY DATE: 09/15/99
 PRINCIPAL LOCATION: Albuquerque, NM
 UNIT NUMBER: 50-29729-01-279
 EARLIEST TERMINATION DATE: 09/15/00
 "B" VALUE: \$23,268.70
 "D" VALUE: \$23,268.70

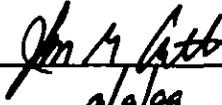
Driver:
 Delwyn James
 1730 Montano Road N W
 Albuquerque, NM 87107

"E" VALUE: Monthly adjustment factor: 1st through 12th month \$777.00 per month
 It is agreed and accepted by Lessee, that all of the rights, obligations, terms, conditions and covenants of the above described Lease Agreement are incorporated herein by reference and made a part hereof for all purposes.

Lessee hereby covenants and represents to Lessor that the property is being leased primarily for Lessee's business use and not for personal, family or household purposes.

AGREED AND ACCEPTED:
 LESSOR: LAI TRUST

AGREED AND ACCEPTED:
 LESSEE: FURR'S SUPERMARKETS, INC.

By: 
 Date: 9/9/99

By: 
 Date: 9/9/99



LEASING ASSOCIATES

LEASE SUPPLEMENT - SCHEDULE "A"

TO VEHICLE LEASE AGREEMENT NO. 50-29729-01 DATED AUGUST 15, 1991
BETWEEN THE UNDERSIGNED LESSOR AND THE UNDERSIGNED LESSEE.

Year	Make	Series	Body Style	Exterior Color	Interior
2000	BUICK	LESABRE LTD	4 DR SEDAN	STERLING SILVER	MED BLUE

In addition to all standard and/or original equipment, the following is furnished:

Vortec 3800 V6 Engine
 Base Package
 P215/70R 15 ALS BW Tires
 Federal Emissions
 Cloth Trim

Automatic Transmission
 AM/FM Stereo Cassette/CD
 Dk Blue Accent Stripes
 55/45 Split Bench
 License Plate Bracket

LEASE TERM:	42 Months	MONTHLY RENTAL	ADJUSTMENT FACTORS
1st through 12th Month		\$704.80	\$704.80
13th through 24th Month		\$704.80	\$541.74
25th through 36th Month		\$704.80	\$618.60
37th through 42nd Month		\$704.80	\$682.19
Each month thereafter		\$176.20	None

VEHICLE IDENTIFICATION NUMBER: 1G4HR54K6YU147070
 FIRST RENTAL DATE: 10/01/99
 DELIVERY DATE: 10/01/99
 PRINCIPAL LOCATION: El Paso, TX
 UNIT NUMBER: 50-29729-01-280
 EARLIEST TERMINATION DATE: 10/01/00
 B VALUE: \$18,017.28
 D VALUE: \$18,017.28

Driver:
 B G Gonzales
 9730 Railroad
 El Paso, TX 79924

E VALUE: Monthly adjustment factor: 1st through 12th month \$704.80 per month
 It is agreed and accepted by Lessee, that all of the rights, obligations, terms, conditions and covenants of the above described Lease Agreement are incorporated herein by reference and made a part hereof for all purposes.

Lessee hereby covenants and represents to Lessor that the property is being leased primarily for Lessee's business use and not for personal, family or household purposes.

AGREED AND ACCEPTED:
LESSOR: LAI TRUST

AGREED AND ACCEPTED:
LESSEE: FURR'S SUPERMARKETS, INC.

By: John A. Cort
 Date: 10/27/99

By: Sally S. Furr
 Date: 10/27/99



LEASING ASSOCIATES

LEASE SUPPLEMENT - SCHEDULE "A"

TO VEHICLE LEASE AGREEMENT NO. 50-29729-01 DATED AUGUST 15, 1991
BETWEEN THE UNDERSIGNED LESSOR AND THE UNDERSIGNED LESSEE.

Year	Make	Series	Body Style	Exterior Color	Interior
2000	DODGE	CARAVAN SE	4 DR	SHALE GREEN	SILVER FERN

In addition to all standard and/or original equipment, the following is furnished:

- | | |
|--------------------------|------------------------------|
| 3.3 Liter V6 Engine | Automatic Transmission |
| SE Option Pkg | Climate Group II |
| AM/FM Stereo Cassette/CD | P215/65R 15 ALS SBR BW Tires |
| Federal Emissions | 7 Passenger Seating |
| Cloth Bucket SEats | Monotone paint |
| Speaker Delete | |

LEASE TERM:	36 Months	MONTHLY RENTAL	ADJUSTMENT FACTORS
1st through 12th Month		\$673.70	\$673.70
13th through 24th Month		\$673.70	\$553.32
25th through 36th Month		\$673.70	\$631.81
Each month thereafter		\$168.43	None

VEHICLE IDENTIFICATION NUMBER:	1B4GP45G6YB553854	
FIRST RENTAL DATE:	10/01/99	
DELIVERY DATE:	10/01/99	Driver:
PRINCIPAL LOCATION:	El Paso, TX	Xavier Lucero
UNIT NUMBER:	50-29729-01-281	9730 Railroad
EARLIEST TERMINATION DATE	10/01/00	El Paso, TX 79924
"B" VALUE:	\$14,221.52	
"D" VALUE:	\$14,221.52	

"E" VALUE: Monthly adjustment factor: 1st through 12th month \$673.70 per month
It is agreed and accepted by Lessee, that all of the rights, obligations, terms, conditions and covenants of the above described Lease Agreement are incorporated herein by reference and made a part hereof for all purposes.

Lessee hereby covenants and represents to Lessor that the property is being leased primarily for Lessee's business use and not for personal, family or household purposes.

AGREED AND ACCEPTED:
LESSOR: LAI TRUST

AGREED AND ACCEPTED:
LESSEE: FURR'S SUPERMARKETS, INC.

By: John M. Carr
Date: 10/25/99

By: Sally B. Fitzpatrick
Date: 10/25/99



LEASING ASSOCIATES

LEASE SUPPLEMENT - SCHEDULE "A"

TO VEHICLE LEASE AGREEMENT NO. 50-29729-01 DATED AUGUST 15, 1991
BETWEEN THE UNDERSIGNED LESSOR AND THE UNDERSIGNED LESSEE.

Year	Make	Series	Body Style	Exterior Color	Interior
2000	CHEVROLET	SLVRDO 1500	133" REG CAB	SUMMIT WHITE	GRAPHITE

In addition to all standard and/or original equipment, the following is furnished:

4.3 Liter V6 Engine	Automatic Transmission
Base Option Pkg	Air Conditioning
AM/FM Stereo Cassette	P255/70R 16 ALS SBR BW Tires
Cruise Control	Fleetside Body
Firm Ride Suspension	6,400# GVW
Federal Emissions	3.42 Axle
40/20/40 Split Bench	Cloth Trim
Solid Paint	Chrome Step Bumper
Fleet Incentive	

LEASE TERM:	MONTHLY RENTAL	ADJUSTMENT FACTORS
36 Months		
1st through 12th Month	\$519.66	\$519.66
13th through 24th Month	\$519.66	\$422.11
25th through 36th Month	\$519.66	\$485.64
Each month thereafter	\$129.92	None

VEHICLE IDENTIFICATION NUMBER: 1GCEC14W5YE221366
 FIRST RENTAL DATE: 12/15/99
 DELIVERY DATE: 12/15/99
 PRINCIPAL LOCATION: Albuquerque, NM
 UNIT NUMBER: 50-29729-01-282
 EARLIEST TERMINATION DATE: 12/15/00
 "B" VALUE: \$10,893.08
 "D" VALUE: \$10,893.08

Driver:
 Doug Gieseke
 4411 The 25 Way
 Suite 100
 Albuquerque, NM 87109

"E" VALUE: Monthly adjustment factor: 1st through 12th month \$519.66 per month
 It is agreed and accepted by Lessee, that all of the rights, obligations, terms, conditions and covenants of the above described Lease Agreement are incorporated herein by reference and made a part hereof for all purposes.

Lessee hereby covenants and represents to Lessor that the property is being leased primarily for Lessee's business use and not for personal, family or household purposes.

AGREED AND ACCEPTED:
LESSOR: LAI TRUST

AGREED AND ACCEPTED:
LESSEE: FURR'S SUPERMARKETS, INC.

By: John M. Post
 Date: 12/17/99

By: Diane J. Brown
 Date: December 17, 1999



LEASING ASSOCIATES

LEASE SUPPLEMENT - SCHEDULE "A"

TO VEHICLE LEASE AGREEMENT NO. 50-29729-01 DATED AUGUST 15, 1991
BETWEEN THE UNDERSIGNED LESSOR AND THE UNDERSIGNED LESSEE.

Year	Make	Series	Body Style	Exterior Color	Interior
2000	CADILLAC	SEVILLE STS	SEDAN	WHITE DIAMOND	NTRL SHALE

In addition to all standard and/or original equipment, the following is furnished:

- | | |
|----------------------------|----------------------------|
| 4.6 Liter V8 Engine | Automatic Transmission |
| Chrm Over Cast Alum Wheels | Sun Roof |
| Wood Trim Pkg | On Board Navigation System |
| 6 Disc CD Changer | Heated Front/Rear Seats |
| Garage Door Opener | |

LEASE TERM:	MONTHLY RENTAL	ADJUSTMENT FACTORS
60 Months		
1st through 12th Month	\$1,132.22	\$1,132.22
13th through 24th Month	\$1,132.22	\$725.67
25th through 36th Month	\$1,132.22	\$824.43
37th through 48th Month	\$1,132.22	\$936.75
49th through 60th Month	\$1,132.22	\$1,064.29
Each month thereafter	\$283.06	None

VEHICLE IDENTIFICATION NUMBER: 1G6KY5498YU137427

FIRST RENTAL DATE: 10/15/99

DELIVERY DATE: 10/15/99

PRINCIPAL LOCATION: Albuquerque, NM

UNIT NUMBER: 50-29729-01-284

EARLIEST TERMINATION DATE: 10/15/00

"B" VALUE: \$42,613.86

"D" VALUE: \$42,613.86

"E" VALUE: Monthly adjustment factor: 1st through 12th month \$1,132.22 per month

It is agreed and accepted by Lessee, that all of the rights, obligations, terms, conditions and covenants of the above described Lease Agreement are incorporated herein by reference and made a part hereof for all purposes.

Lessee hereby covenants and represents to Lessor that the property is being leased primarily for Lessee's business use and not for personal, family or household purposes.

AGREED AND ACCEPTED:

LESSOR: LAI TRUST

By: _____

Date: _____

John A. Smith
10/15/99

AGREED AND ACCEPTED:

LESSEE: FURR'S SUPERMARKETS, INC.

By: _____

Date: _____

Sally Z. Furr
10/25/99



LEASING ASSOCIATES

LEASE SUPPLEMENT - SCHEDULE "A"

TO VEHICLE LEASE AGREEMENT NO. 50-29729-01 DATED AUGUST 15, 1991
BETWEEN THE UNDERSIGNED LESSOR AND THE UNDERSIGNED LESSEE.

Year	Make	Series	Body Style	Exterior Color	Interior
2000	BUICK	LE SABRE LTD	4 DR SEDAN	TITANIUM BLUE	MED BLUE

In addition to all standard and/or original equipment, the following is furnished:

3.8 Liter V6 Engine	4 Spd Automatic Transmission
Base Package	AM/FM Stereo Cassette/CD
P215/70R 15 ALS BW Tires	Dk Blue Accent Stripes
Federal Emissions	55/45 Split Bench SEat
Cloth Seat Trim	

LEASE TERM:	48 Months	MONTHLY RENTAL	ADJUSTMENT FACTORS
1st through 12th Month		\$662.73	\$662.73
13th through 24th Month		\$662.73	\$467.88
25th through 36th Month		\$662.73	\$538.30
37th through 48th Month		\$662.73	\$619.36
Each month thereafter		\$165.68	None

VEHICLE IDENTIFICATION NUMBER: 1G4HR54K4YU219061

FIRST RENTAL DATE: 01/01/00

DELIVERY DATE: 01/01/00

PRINCIPAL LOCATION: Albuquerque, NM

UNIT NUMBER: 50-29729-01-285

EARLIEST TERMINATION DATE: 01/01/01

"B" VALUE: \$19,506.54

"D" VALUE: \$19,506.54

"E" VALUE: Monthly adjustment factor: 1st through 12th month \$662.73 per month

It is agreed and accepted by Lessee, that all of the rights, obligations, terms, conditions and covenants of the above described Lease Agreement are incorporated herein by reference and made a part hereof for all purposes.

Lessee hereby covenants and represents to Lessor that the property is being leased primarily for Lessee's business use and not for personal, family or household purposes.

AGREED AND ACCEPTED:

LESSOR: LAI TRUST

AGREED AND ACCEPTED:

LESSEE: FURR'S SUPERMARKETS, INC.

By: Jim M. Cook

Date: 1/5/00

By: Diane J. Brown

Date: January 5, 2000 jfb



LEASING ASSOCIATES

LEASE SUPPLEMENT - SCHEDULE "A"

TO VEHICLE LEASE AGREEMENT NO. 50-29729-01 DATED AUGUST 15, 1991
BETWEEN THE UNDERSIGNED LESSOR AND THE UNDERSIGNED LESSEE.

Year	Make	Series	Body Style	Exterior Color	Interior
2000	FORD	TAURUS SE	4 DR SEDAN	TOREADOR RED	MD GRAPHITE

In addition to all standard and/or original equipment, the following is furnished:

3.0 Liter V6 Engine	Automatic Transmission
P215/60R 16 ALS BW Tires	Front Floor Mats
Rear Floor Mats	Standard Emissions
5 Passenger Seating	SE Cloth Bucket Seats

LEASE TERM:	36 Months	MONTHLY RENTAL	ADJUSTMENT FACTORS
1st through 12th Month		\$541.94	\$541.94
13th through 24th Month		\$541.94	\$440.21
25th through 36th Month		\$541.94	\$506.46
Each month thereafter		\$135.49	None

VEHICLE IDENTIFICATION NUMBER: 1FAFP532XYG143837
 FIRST RENTAL DATE: 01/01/00
 DELIVERY DATE: 01/01/00
 PRINCIPAL LOCATION: El Paso, TX
 UNIT NUMBER: 50-29729-01-286
 EARLIEST TERMINATION DATE: 01/01/01
 B VALUE: \$11,360.02
 D VALUE: \$11,360.02

Driver:
 Jimmy Kemp
 9730 Railroad
 El Paso, TX 79924

E VALUE: Monthly adjustment factor: 1st through 12th month \$541.94 per month
 It is agreed and accepted by Lessee, that all of the rights, obligations, terms, conditions and covenants of the above described Lease Agreement are incorporated herein by reference and made a part hereof for all purposes.

Lessee hereby covenants and represents to Lessor that the property is being leased primarily for Lessee's business use and not for personal, family or household purposes.

AGREED AND ACCEPTED:
 LESSOR: LAI TRUST

AGREED AND ACCEPTED:
 LESSEE: FURR'S SUPERMARKETS, INC.

By: *John M. Lamb*
 Date: 1/5/00

By: *Diane J. Brown*
 Date: January 5, 1999 2000 djb



LEASING ASSOCIATES

LEASE SUPPLEMENT - SCHEDULE "A"

TO VEHICLE LEASE AGREEMENT NO. 50-29729-01 DATED AUGUST 15, 1991
BETWEEN THE UNDERSIGNED LESSOR AND THE UNDERSIGNED LESSEE.

Year	Make	Series	Body Style	Exterior Color	Interior
2000	FORD	TAURUS SE	4 DR SEDAN	GRAPHITE BLUE	MD GRAPHITE

In addition to all standard and/or original equipment, the following is furnished:

3.0 Liter V6 Engine
 P215/60R 16 ALS BW Tires
 Rear Floor Mats
 5 Passenger Seating

Automatic Transmission
 Front Floor Mats
 Standard Emissions
 SE Cloth Bucket Seats

LEASE TERM:	MONTHLY RENTAL	ADJUSTMENT FACTORS
36 Months		
1st through 12th Month	\$538.21	\$538.21
13th through 24th Month	\$538.21	\$440.41
25th through 36th Month	\$538.21	\$504.16
Each month thereafter	\$134.55	None

VEHICLE IDENTIFICATION NUMBER: 1FAFP532XYG150464
 FIRST RENTAL DATE: 01/15/00
 DELIVERY DATE: 01/15/00
 PRINCIPAL LOCATION: El Paso, TX
 UNIT NUMBER: 50-29729-01-288
 EARLIEST TERMINATION DATE: 01/15/01
 B VALUE: \$11,334.82
 D VALUE: \$11,334.82

Driver:
CRAIG FRANKS
~~Elvia Monzon~~
 9730 Railroad
 El Paso, TX 79924

E VALUE: Monthly adjustment factor: 1st through 12th month \$538.21 per month
 It is agreed and accepted by Lessee, that all of the rights, obligations, terms, conditions and covenants of the above described Lease Agreement are incorporated herein by reference and made a part hereof for all purposes.

Lessee hereby covenants and represents to Lessor that the property is being leased primarily for Lessee's business use and not for personal, family or household purposes.

AGREED AND ACCEPTED:
 LESSOR: LAI TRUST

AGREED AND ACCEPTED:
 LESSEE: FURR'S SUPERMARKETS, INC.

By: *[Signature]*
 Date: 1/10/00

By: *[Signature]*
 Date: January 10, 2000



LEASING ASSOCIATES

LEASE SUPPLEMENT - SCHEDULE "A"

TO VEHICLE LEASE AGREEMENT NO. 50-29729-01 DATED AUGUST 15, 1991
BETWEEN THE UNDERSIGNED LESSOR AND THE UNDERSIGNED LESSEE.

Year	Make	Series	Body Style	Exterior Color	Interior
2000	FORD	TAURUS SE	4 DR SEDAN	GRAPHITE BLUE	MD GRAPHITE

In addition to all standard and/or original equipment, the following is furnished:

3.0 Liter V6 Engine	Automatic Transmission
Power Seats	P215/60R 16 ALS Tires
Locking Wheel Covers	Front Floor Mats
Rear Floor Mats	5 Passenger Seating
SE Cloth Bucket Seats	Flt Incentive

LEASE TERM:	36 Months	MONTHLY RENTAL	ADJUSTMENT FACTORS
1st through 12th Month		\$547.22	\$547.22
13th through 24th Month		\$547.22	\$444.49
25th through 36th Month		\$547.22	\$511.39
Each month thereafter		\$136.81	None

VEHICLE IDENTIFICATION NUMBER: 1FAPP5320YG197602

FIRST RENTAL DATE: 04/15/00

DELIVERY DATE: 04/15/00

PRINCIPAL LOCATION: Albuquerque, NM

UNIT NUMBER: 50-29729-01-289

EARLIEST TERMINATION DATE: 04/15/01

"B" VALUE: \$11,470.56

"D" VALUE: \$11,470.56

"E" VALUE: Monthly adjustment factor: 1st through 12th month \$547.22 per month

It is agreed and accepted by Lessee, that all of the rights, obligations, terms, conditions and covenants of the above described Lease Agreement are incorporated herein by reference and made a part hereof for all purposes.

Lessee hereby covenants and represents to Lessor that the property is being leased primarily for Lessee's business use and not for personal, family or household purposes.

AGREED AND ACCEPTED:
LESSOR: LAI TRUST

AGREED AND ACCEPTED:
LESSEE: FURR'S SUPERMARKETS, INC.

By: *John A. Actis*

By: *Diane J. Brown*

Date: 4/18/00

Date: 4/18/00



LEASING ASSOCIATES

LEASE SUPPLEMENT - SCHEDULE "A"

TO VEHICLE LEASE AGREEMENT NO. 50-29729-01 DATED AUGUST 15, 1991
BETWEEN THE UNDERSIGNED LESSOR AND THE UNDERSIGNED LESSEE.

Year	Make	Series	Body Style	Exterior Color	Interior
2000	FORD	TAURUS SE	4 DR SEDAN	HARVEST GOLD	MD PARCHMENT

In addition to all standard and/or original equipment, the following is furnished:

3.0 Liter V6 Engine	Automatic Transmission
Power Driver Seat	P215/60R 16 ALS Tires
Locking Wire Wheel Covers	Front Floor Mats
Rear Floor Mats	5 Passenger Seating
SE Cloth Bucket Seats	All-Speed Traction Control
Anti-Lock Brake System	Fleet Incentive
Fleet Incentive	

LEASE TERM:	MONTHLY RENTAL	ADJUSTMENT FACTORS
36 Months		
1st through 12th Month	\$567.45	\$567.45
13th through 24th Month	\$567.45	\$460.93
25th through 36th Month	\$567.45	\$530.29
Each month thereafter	\$141.86	None

VEHICLE IDENTIFICATION NUMBER: 1FAPP53U8YG211411
 FIRST RENTAL DATE: 05/01/00
 DELIVERY DATE: 05/01/00
 PRINCIPAL LOCATION: El Paso, TX
 UNIT NUMBER: 50-29729-01-290
 EARLIEST TERMINATION DATE: 05/01/01
 "B" VALUE: \$11,894.60
 "D" VALUE: \$11,894.60

Driver:
 Ruben Flores
 9730 Railroad
 El Paso, TX 79924

"E" VALUE: Monthly adjustment factor: 1st through 12th month \$567.45 per month
 It is agreed and accepted by Lessee, that all of the rights, obligations, terms, conditions and covenants of the above described Lease Agreement are incorporated herein by reference and made a part hereof for all purposes.

Lessee hereby covenants and represents to Lessor that the property is being leased primarily for Lessee's business use and not for personal, family or household purposes.

AGREED AND ACCEPTED:
 LESSOR: LAI TRUST

AGREED AND ACCEPTED:
 LESSEE: FURR'S SUPERMARKETS, INC.

By: John A. Cottle
 Date: 5/1/00

By: Steve J. Brown
 Date: 5/1/00



LEASING ASSOCIATES

LEASE SUPPLEMENT - SCHEDULE "A"

TO VEHICLE LEASE AGREEMENT NO. 50-29729-01 DATED AUGUST 15, 1991
BETWEEN THE UNDERSIGNED LESSOR AND THE UNDERSIGNED LESSEE.

Year	Make	Series	Body Style	Exterior Color	Interior
2000	FORD	TAURUS SE	4 DR SEDAN	GRAPHITE BLUE	MD GRAPHITE

In addition to all standard and/or original equipment, the following is furnished:

3.0 Liter V6 Engine	Automatic Transmission
Power Driver Seat	P215/60R 16 ALS Tires
Locking Wire Wheel Covers	Front Floor Mats
Rear Floor Mats	5 Passenger Seating
SE Cloth Bucket Seats	All-Speed Traction Control
Anti-Lock Brake System	Fleet Incentive
Fleet Incentive	

LEASE TERM:	36 Months	MONTHLY RENTAL	ADJUSTMENT FACTORS
1st through 12th Month		\$571.08	\$571.08
13th through 24th Month		\$571.08	\$463.88
25th through 36th Month		\$571.08	\$533.69
Each month thereafter		\$142.77	None

VEHICLE IDENTIFICATION NUMBER: 1FAFP53U4YA224983

FIRST RENTAL DATE: 05/15/00

DELIVERY DATE: 05/15/00

PRINCIPAL LOCATION: Albuquerque, NM

UNIT NUMBER: 50-29729-01-291

EARLIEST TERMINATION DATE: 05/15/01

"B" VALUE: \$11,970.88

"D" VALUE: \$11,970.88

"E" VALUE: Monthly adjustment factor: 1st through 12th month \$571.08 per month

It is agreed and accepted by Lessee, that all of the rights, obligations, terms, conditions and covenants of the above described Lease Agreement are incorporated herein by reference and made a part hereof for all purposes.

Lessee hereby covenants and represents to Lessor that the property is being leased primarily for Lessee's business use and not for personal, family or household purposes.

AGREED AND ACCEPTED:
LESSOR: LAI TRUST

AGREED AND ACCEPTED:
LESSEE: FURR'S SUPERMARKETS, INC.

By: John R. Carr

By: Wendy Brown

Date: 5/11/00

Date: 5/11/00



LEASING ASSOCIATES

LEASE SUPPLEMENT - SCHEDULE "A"

TO VEHICLE LEASE AGREEMENT NO. 50-29729-01 DATED AUGUST 15, 1991
BETWEEN THE UNDERSIGNED LESSOR AND THE UNDERSIGNED LESSEE.

Year	Make	Series	Body Style	Exterior Color	Interior
2000	FORD	TAURUS SE	4 DR SEDAN	GRAPHITE BLUE	MD GRAPHITE

In addition to all standard and/or original equipment, the following is furnished:

- | | |
|---------------------------|----------------------------|
| 3.0 Liter V6 Engine | Automatic Transmission |
| Power Driver Seat | P215/60R 16 ALS Tires |
| Locking Wire Wheel Covers | Front Floor Mats |
| Rear Floor Mats | 5 Passenger Seating |
| SE Cloth Bucket Seats | All-Speed Traction Control |
| Anti-Lock Brake System | Fleet Incentive |
| Fleet Incentive | |

LEASE TERM:	36 Months	MONTHLY RENTAL	ADJUSTMENT FACTORS
1st through 12th Month		\$570.23	\$570.23
13th through 24th Month		\$570.23	\$463.19
25th through 36th Month		\$570.23	\$532.90
Each month thereafter		\$142.56	None

VEHICLE IDENTIFICATION NUMBER: 1FAPP53U6YA224984
 FIRST RENTAL DATE: 05/15/00
 DELIVERY DATE: 05/15/00
 PRINCIPAL LOCATION: El Paso, TX
 UNIT NUMBER: 50-29729-01-292
 EARLIEST TERMINATION DATE: 05/15/01
 "B" VALUE: \$11,953.08
 "D" VALUE: \$11,953.08

Driver: DAVID ERMAN
 --
 9730 Railroad
 El Paso, TX 79924

"E" VALUE: Monthly adjustment factor: 1st through 12th month \$570.23 per month
 It is agreed and accepted by Lessee, that all of the rights, obligations, terms, conditions and covenants of the above described Lease Agreement are incorporated herein by reference and made a part hereof for all purposes.

Lessee hereby covenants and represents to Lessor that the property is being leased primarily for Lessee's business use and not for personal, family or household purposes.

AGREED AND ACCEPTED:
 LESSOR: LAI TRUST

AGREED AND ACCEPTED:
 LESSEE: FURR'S SUPERMARKETS, INC.

By: John A. Latt
 Date: 3/15/00

By: Steve J. Brewer
 Date: 5/15/00



LEASING ASSOCIATES

LEASE SUPPLEMENT - SCHEDULE "A"

TO VEHICLE LEASE AGREEMENT NO. 50-29729-01 DATED AUGUST 15, 1991
BETWEEN THE UNDERSIGNED LESSOR AND THE UNDERSIGNED LESSEE.

Year	Make	Series	Body Style	Exterior Color	Interior
2000	FORD	TAURUS SE	4 DR SEDAN	VIBRANT WHITE	MD PARCHMENT

In addition to all standard and/or original equipment, the following is furnished:

3.0 Liter V6 Engine	Automatic Transmission
Power Driver Seat	P215/60R 16 ALS Tires
Locking Wire Wheel Covers	Front Floor Mats
Rear Floor Mats	5 Passenger Seating
SE Cloth Bucket Seats	All-Speed Traction Control
Anti-Lock Brake System	Fleet Incentive
Fleet Incentive	

LEASE TERM:	36 Months	MONTHLY RENTAL	ADJUSTMENT FACTORS
1st through 12th Month		\$574.16	\$574.16
13th through 24th Month		\$574.16	\$462.96
25th through 36th Month		\$574.16	\$535.34
Each month thereafter		\$143.54	None

VEHICLE IDENTIFICATION NUMBER: 1FAPF53U8YA224985
 FIRST RENTAL DATE: 06/01/00
 DELIVERY DATE: 06/01/00
 PRINCIPAL LOCATION: El Paso, TX
 UNIT NUMBER: 50-29729-01-293
 EARLIEST TERMINATION DATE: 06/01/01
 B VALUE: \$11,979.72
 D VALUE: \$11,979.72

Driver: *Gabe Berumen*
 --
 9730 Railroad
 El Paso, TX 79924

E VALUE: Monthly adjustment factor: 1st through 12th month \$574.16 per month
 It is agreed and accepted by Lessee, that all of the rights, obligations, terms, conditions and covenants of the above described Lease Agreement are incorporated herein by reference and made a part hereof for all purposes.

Lessee hereby covenants and represents to Lessor that the property is being leased primarily for Lessee's business use and not for personal, family or household purposes.

AGREED AND ACCEPTED:
LESSOR: LAI TRUST

AGREED AND ACCEPTED:
LESSEE: FURR'S SUPERMARKETS, INC.

By: *John R. Lott*
 Date: 5/23/00

By: *Charles A. Ruyke*
 Date: 5-23-00



LEASING ASSOCIATES

LEASE SUPPLEMENT - SCHEDULE "A"

TO VEHICLE LEASE AGREEMENT NO. 50-29729-01 DATED AUGUST 15, 1991
BETWEEN THE UNDERSIGNED LESSOR AND THE UNDERSIGNED LESSEE.

Year	Make	Series	Body Style	Exterior Color	Interior
2000	FORD	TAURUS SE	4 DR SEDAN	VIBRANT WHITE	MD PARCHMENT

In addition to all standard and/or original equipment, the following is furnished:

3.0 Liter V6 Engine	Automatic Transmission
Power Driver Seat	P215/60R 16 ALS Tires
Locking Wire Wheel Covers	Front Floor Mats
Rear Floor Mats	5 Passenger Seating
SE Cloth Bucket Seats	All-Speed Traction Control
Anti-Lock Brake System	Fleet Incentive
Fleet Incentive	

LEASE TERM:	36 Months	MONTHLY RENTAL	ADJUSTMENT FACTORS
1st through 12th Month		\$570.23	\$570.23
13th through 24th Month		\$570.23	\$463.19
25th through 36th Month		\$570.23	\$532.90
Each month thereafter		\$142.56	None

VEHICLE IDENTIFICATION NUMBER: 1FAPP53UXYA224986
 FIRST RENTAL DATE: 05/15/00
 DELIVERY DATE: 05/15/00
 PRINCIPAL LOCATION: El Paso, TX
 UNIT NUMBER: 50-29729-01-294
 EARLIEST TERMINATION DATE: 05/15/01
 "B" VALUE: \$11,953.08
 "D" VALUE: \$11,953.08

Driver: *SCOTT JAMESON*
 --
 9730 Railroad
 El Paso, TX 79924

"E" VALUE: Monthly adjustment factor: 1st through 12th month \$570.23 per month
 It is agreed and accepted by Lessee, that all of the rights, obligations, terms, conditions and covenants of the above described Lease Agreement are incorporated herein by reference and made a part hereof for all purposes.

Lessee hereby covenants and represents to Lessor that the property is being leased primarily for Lessee's business use and not for personal, family or household purposes.

AGREED AND ACCEPTED:
LESSOR: LAI TRUST

AGREED AND ACCEPTED:
LESSEE: FURR'S SUPERMARKETS, INC.

By: *John A. Little*
 Date: 5/15/00

By: *Steven J. Brown*
 Date: 5/15/00



LEASING ASSOCIATES

LEASE SUPPLEMENT - SCHEDULE "A"

TO VEHICLE LEASE AGREEMENT NO. 50-29729-01 DATED AUGUST 15, 1991
BETWEEN THE UNDERSIGNED LESSOR AND THE UNDERSIGNED LESSEE.

Year	Make	Series	Body Style	Exterior Color	Interior
2000	FORD	TAURUS SE	4 DR SEDAN	VIBRANT WHITE	MD PARCHMENT

In addition to all standard and/or original equipment, the following is furnished:

3.0 Liter V6 Engine	Automatic Transmission
Power Seat	P215/60R 16 ALS Tires
Locking Wheel Covers	Front Floor Mats
Rear Floor Mats	Std Emissions
5 Passenger Seating	SE Cloth Bucket Seats
All Speed Traction Control	Anti-Lock Braking System
Fleet Incentive	Fleet Incentive

LEASE TERM:	36 Months	MONTHLY RENTAL	ADJUSTMENT FACTORS
1st through 12th Month		\$575.87	\$575.87
13th through 24th Month		\$575.87	\$464.34
25th through 36th Month		\$575.87	\$536.94
Each month thereafter		\$143.97	None

VEHICLE IDENTIFICATION NUMBER: 1FAPP53UXYG273859
 FIRST RENTAL DATE: 08/01/00
 DELIVERY DATE: 08/01/00
 PRINCIPAL LOCATION: El Paso, TX
 UNIT NUMBER: 50-29729-01-295
 EARLIEST TERMINATION DATE: 08/01/01
 B VALUE: \$12,015.32
 D VALUE: \$12,015.32

Driver:
 Rudy Garcia
 9730 Railroad
 El Paso, TX 79724

E VALUE: Monthly adjustment factor: 1st through 12th month \$575.87 per month
 It is agreed and accepted by Lessee, that all of the rights, obligations, terms, conditions and covenants of the above described Lease Agreement are incorporated herein by reference and made a part hereof for all purposes.

Lessee hereby covenants and represents to Lessor that the property is being leased primarily for Lessee's business use and not for personal, family or household purposes.

AGREED AND ACCEPTED:
 LESSOR: LAI TRUST

AGREED AND ACCEPTED:
 LESSEE: FURR'S SUPERMARKETS, INC.

By: _____

By: _____

Date: _____

Date: _____

John M. Aust
 8/2/00

x *Cheryl A. Payne*
 8-2-00



LEASING ASSOCIATES

LEASE SUPPLEMENT - SCHEDULE "A"

TO VEHICLE LEASE AGREEMENT NO. 50-29729-01 DATED AUGUST 15, 1991
BETWEEN THE UNDERSIGNED LESSOR AND THE UNDERSIGNED LESSEE.

Year	Make	Series	Body Style	Exterior Color	Interior
2001	FORD	TAURUS SE	4DR SEDAN	SILVER FROST	MD GRAPHITE

In addition to all standard and/or original equipment, the following is furnished:

Automatic Transmission	3.0 Liter V6 Engine
P215/60R 16 ALS BW Tires	Front Floor Mats
Rear Floor Mats	6 Passenger Seating
SE Cloth Bucket Seats	

LEASE TERM:	36 Months	MONTHLY RENTAL	ADJUSTMENT FACTORS
1st through 12th Month		\$556.70	\$556.70
13th through 24th Month		\$556.70	\$448.89
25th through 36th Month		\$556.70	\$519.06
Each month thereafter		\$139.18	None

VEHICLE IDENTIFICATION NUMBER: 1FAPP53U51A107497

FIRST RENTAL DATE: 09/15/00

DELIVERY DATE: 09/15/00

PRINCIPAL LOCATION: Albuquerque, NM

UNIT NUMBER: 50-29729-01-296

EARLIEST TERMINATION DATE: 09/15/01

"B" VALUE: \$11,615.46

"D" VALUE: \$11,615.46

"E" VALUE: Monthly adjustment factor: 1st through 12th month \$556.70 per month

It is agreed and accepted by Lessee, that all of the rights, obligations, terms, conditions and covenants of the above described Lease Agreement are incorporated herein by reference and made a part hereof for all purposes.

Lessee hereby covenants and represents to Lessor that the property is being leased primarily for Lessee's business use and not for personal, family or household purposes.

AGREED AND ACCEPTED:

LESSOR: LAI TRUST

AGREED AND ACCEPTED:

LESSEE: FURR'S SUPERMARKETS, INC.

By: John R. Cook

Date: 9/15/00

By: Alfred A. Douglas

Date: 9-15-00



LEASING ASSOCIATES

LEASE SUPPLEMENT - SCHEDULE "A"

TO VEHICLE LEASE AGREEMENT NO. 50-29729-01 DATED AUGUST 15, 1991
BETWEEN THE UNDERSIGNED LESSOR AND THE UNDERSIGNED LESSEE.

Year	Make	Series	Body Style	Exterior Color	Interior
2001	FORD	TAURUS SE	4 DR SEDAN	VIBRANT WHITE	DK CHARCOAL

In addition to all standard and/or original equipment, the following is furnished:

3.0 Liter V6 Engine	Automatic Transmission
P215/60R 16 ALS BW Tires	16" Locking Wheel Covers
Front Floor Mats	Rear Floor Mats
6 Passenger Seating	Cloth Bucket Seats

LEASE TERM:	36 Months	MONTHLY RENTAL	ADJUSTMENT FACTORS
1st through 12th Month		\$555.85	\$555.85
13th through 24th Month		\$555.85	\$448.20
25th through 36th Month		\$555.85	\$518.27
Each month thereafter		\$138.96	None

VEHICLE IDENTIFICATION NUMBER: 1FAPP53UX1A113649
 FIRST RENTAL DATE: 09/15/00
 DELIVERY DATE: 09/15/00
 PRINCIPAL LOCATION: El Paso, TX
 UNIT NUMBER: 50-29729-01-297
 EARLIEST TERMINATION DATE: 09/15/01
 "B" VALUE: \$11,597.54
 "D" VALUE: \$11,597.54

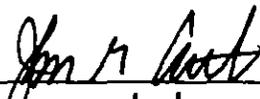
Driver:
 Javier Avalos
 9730 Railroad
 El Paso, TX 79924

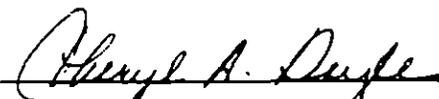
"E" VALUE: Monthly adjustment factor: 1st through 12th month \$555.85 per month
 It is agreed and accepted by Lessee, that all of the rights, obligations, terms, conditions and covenants of the above described Lease Agreement are incorporated herein by reference and made a part hereof for all purposes.

Lessee hereby covenants and represents to Lessor that the property is being leased primarily for Lessee's business use and not for personal, family or household purposes.

AGREED AND ACCEPTED:
LESSOR: LAI TRUST

AGREED AND ACCEPTED:
LESSEE: FURR'S SUPERMARKETS, INC.

By: 
 Date: 9/20/00

By: 
 Date: 9-20-00



LEASING ASSOCIATES

LEASE SUPPLEMENT - SCHEDULE "A"

TO VEHICLE LEASE AGREEMENT NO. 50-29729-01 DATED AUGUST 15, 1991
BETWEEN THE UNDERSIGNED LESSOR AND THE UNDERSIGNED LESSEE.

Year	Make	Series	Body Style	Exterior Color	Interior
2000	FORD	TAURUS SE	4DR SEDAN	VIBRANT WHITE	MD GRAPHITE

In addition to all standard and/or original equipment, the following is furnished:

3.0 Liter V6 Engine	Automatic Transmission
P215/60RX 16 A/S Tires	5 Passenger Seating
Power Driver Seat	Locking Wheelcovers

LEASE TERM:	36 Months	MONTHLY RENTAL	ADJUSTMENT FACTORS
1st through 12th Month		\$578.73	\$578.73
13th through 24th Month		\$578.73	\$473.57
25th through 36th Month		\$578.73	\$542.12
Each month thereafter		\$144.68	None

VEHICLE IDENTIFICATION NUMBER: 1FAFP53U9YA244243
 FIRST RENTAL DATE: 08/01/00
 DELIVERY DATE: 08/01/00
 PRINCIPAL LOCATION: El Paso, TX
 UNIT NUMBER: 50-29729-01-298
 EARLIEST TERMINATION DATE: 08/01/01
 B VALUE: \$12,188.20
 D VALUE: \$12,188.20

Driver:
 Richard Galvez
 9730 Railroad
 El Paso, TX 79924

E VALUE: Monthly adjustment factor: 1st through 12th month \$578.73 per month
 It is agreed and accepted by Lessee, that all of the rights, obligations, terms, conditions and covenants of the above described Lease Agreement are incorporated herein by reference and made a part hereof for all purposes.

Lessee hereby covenants and represents to Lessor that the property is being leased primarily for Lessee's business use and not for personal, family or household purposes.

AGREED AND ACCEPTED:
 LESSOR: LAI TRUST

AGREED AND ACCEPTED:
 LESSEE: FURR'S SUPERMARKETS, INC.

By: John M. Curt
 Date: 9/2/00

By: x Cheryl A. Doyle
 Date: x 8-2-00



LEASING ASSOCIATES

LEASE SUPPLEMENT - SCHEDULE "A"

TO VEHICLE LEASE AGREEMENT NO. 50-29729-01 DATED AUGUST 15, 1991
BETWEEN THE UNDERSIGNED LESSOR AND THE UNDERSIGNED LESSEE.

Year	Make	Series	Body Style	Exterior Color	Interior
2001	FORD	TAURUS SE	4 DR SEDAN	HARVEST GOLD	DK CHARCOAL

In addition to all standard and/or original equipment, the following is furnished:

3.0 Liter V6 Engine	4 Spd Auto Transmission
Commercial Fleet Equipment	P215/60R 16 ALS SBR Tires
6 Passenger Seating	SE Cloth Bucket Seats
Anti-lock Brakes	Power Driver Seat
AM/FM Stereo CD	Front Floor Mats
Rear Floor Mats	

LEASE TERM:	MONTHLY RENTAL	ADJUSTMENT FACTORS
36 Months		
1st through 12th Month	\$573.59	\$573.59
13th through 24th Month	\$573.59	\$462.51
25th through 36th Month	\$573.59	\$534.81
Each month thereafter	\$143.40	None

VEHICLE IDENTIFICATION NUMBER: 1FAPP53U81G156237

FIRST RENTAL DATE: 12/01/00

DELIVERY DATE: 12/01/00

PRINCIPAL LOCATION: Albuquerque, NM

UNIT NUMBER: 50-29729-01-299

EARLIEST TERMINATION DATE: 12/01/01

"B" VALUE: \$11,967.80

"D" VALUE: \$11,967.80

"E" VALUE: Monthly adjustment factor: 1st through 12th month \$573.59 per month

It is agreed and accepted by Lessee, that all of the rights, obligations, terms, conditions and covenants of the above described Lease Agreement are incorporated herein by reference and made a part hereof for all purposes.

Lessee hereby covenants and represents to Lessor that the property is being leased primarily for Lessee's business use and not for personal, family or household purposes.

AGREED AND ACCEPTED:

LESSOR: LAI TRUST

AGREED AND ACCEPTED:

LESSEE: FURR'S SUPERMARKETS, INC.

By: John A. Galt

Date: 12/4/00

By: John J. James

Date: 12/4/00



LEASING ASSOCIATES

LEASE SUPPLEMENT - SCHEDULE "A"

TO VEHICLE LEASE AGREEMENT NO. 50-29729-01 DATED AUGUST 15, 1991
BETWEEN THE UNDERSIGNED LESSOR AND THE UNDERSIGNED LESSEE.

Year	Make	Series	Body Style	Exterior Color	Interior
2001	BUICK	LE SABRE LTD	4 DR SEDAN	DK BRONZEMIST	TAUPE

In addition to all standard and/or original equipment, the following is furnished:

3.8 Liter V6 Engine	Automatic Transmission
Prestige Pkg	P215/70R 15 ALS BW Tires
Accent Stripe	Federal Emissions
55/45 Split Bench Seat	Monarch Cloth Seat Trim

LEASE TERM:	48 Months	MONTHLY RENTAL	ADJUSTMENT FACTORS
1st through 12th Month		\$692.75	\$692.75
13th through 24th Month		\$692.75	\$483.08
25th through 36th Month		\$692.75	\$558.60
37th through 48th Month		\$692.75	\$645.87
Each month thereafter		\$173.19	None

VEHICLE IDENTIFICATION NUMBER: 1G4HR54KX1U169594

FIRST RENTAL DATE: 11/15/00

DELIVERY DATE: 11/15/00

Driver:

PRINCIPAL LOCATION: Albuquerque, NM

UNIT NUMBER: 50-29729-01-300

Rick Garner

EARLIEST TERMINATION DATE: 11/15/01

4411 The 25 Way

"B" VALUE: \$20,250.54

Suite 100

"D" VALUE: \$20,250.54

Albuquerque, NM 87109

"E" VALUE: Monthly adjustment factor: 1st through 12th month \$692.75 per month

It is agreed and accepted by Lessee, that all of the rights, obligations, terms, conditions and covenants of the above described Lease Agreement are incorporated herein by reference and made a part hereof for all purposes.

Lessee hereby covenants and represents to Lessor that the property is being leased primarily for Lessee's business use and not for personal, family or household purposes.

AGREED AND ACCEPTED:
LESSOR: LAI TRUST

AGREED AND ACCEPTED:
LESSEE: FURR'S SUPERMARKETS, INC.

By: John M. Gott

By: Charles A. Rayle

Date: 11/16/00

Date: 11-16-00



LEASING ASSOCIATES

LEASE SUPPLEMENT - SCHEDULE "A"

TO VEHICLE LEASE AGREEMENT NO. 50-29729-01 DATED AUGUST 15, 1991
BETWEEN THE UNDERSIGNED LESSOR AND THE UNDERSIGNED LESSEE.

Year	Make	Series	Body Style	Exterior Color	Interior
2001	FORD	TAURUS	4 DR SEDAN	HARVEST GOLD	MD PARCHMENT

In addition to all standard and/or original equipment, the following is furnished:

3.0 Liter V6 Engine
P215/60RX16 ALS Tires
5 Passenger Seating

Automatic Transmission
Front & Rear Floor Mats
Power Driver Seat

LEASE TERM:	36 Months	MONTHLY RENTAL	ADJUSTMENT FACTORS
1st through 12th Month		\$614.22	\$614.22
13th through 24th Month		\$614.22	\$498.92
25th through 36th Month		\$614.22	\$574.01
Each month thereafter		\$153.56	None

VEHICLE IDENTIFICATION NUMBER: 1FAPP53U11G110278

FIRST RENTAL DATE: 10/01/00

DELIVERY DATE: 10/01/00

PRINCIPAL LOCATION: Albuquerque, NM

UNIT NUMBER: 50-29729-01-301

EARLIEST TERMINATION DATE: 10/01/01

"B" VALUE: \$12,875.06

"D" VALUE: \$12,875.06

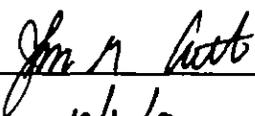
"E" VALUE: Monthly adjustment factor: 1st through 12th month \$614.22 per month

It is agreed and accepted by Lessee, that all of the rights, obligations, terms, conditions and covenants of the above described Lease Agreement are incorporated herein by reference and made a part hereof for all purposes.

Lessee hereby covenants and represents to Lessor that the property is being leased primarily for Lessee's business use and not for personal, family or household purposes.

AGREED AND ACCEPTED:
LESSOR: LAI TRUST

AGREED AND ACCEPTED:
LESSEE: FURR'S SUPERMARKETS, INC.

By: 
Date: 10/20/00

By: 
Date: 10-20-00



LEASING ASSOCIATES

LEASE SUPPLEMENT - SCHEDULE "A"

TO VEHICLE LEASE AGREEMENT NO. 50-29729-01 DATED AUGUST 15, 1991
BETWEEN THE UNDERSIGNED LESSOR AND THE UNDERSIGNED LESSEE.

Year	Make	Series	Body Style	Exterior Color	Interior
2001	FORD	TAURUS SE	4DR. SEDAN	SILVER FROST	MED GRAPHITE

In addition to all standard and/or original equipment, the following is furnished:

3.0L 2V 6-CYLINDER ENGINE
P215/60RX16 ALS TIRES
6-PASSENGER SEATING

AUTO OVERDRIVE TRANSMISSION
FRONT & REAR FLOOR MATS
AM/FM STEREO/CD PLAYER

LEASE TERM:	36 Months	MONTHLY RENTAL	ADJUSTMENT FACTORS
1st through 12th Month		\$590.85	\$590.85
13th through 24th Month		\$590.85	\$479.94
25th through 36th Month		\$590.85	\$552.17
Each month thereafter		\$147.71	None

VEHICLE IDENTIFICATION NUMBER: 1FAPP53U81A112368
FIRST RENTAL DATE: 10/15/00
DELIVERY DATE: 10/15/00
PRINCIPAL LOCATION: Albuquerque, NM
UNIT NUMBER: 50-29729-01-302
EARLIEST TERMINATION DATE: 10/15/01
"B" VALUE: \$12,385.31
"D" VALUE: \$12,385.31

Driver:
John Bednarz
4411 The 25 Way
Suite 100
Albuquerque, NM 87109

"E" VALUE: Monthly adjustment factor: 1st through 12th month \$590.85 per month
It is agreed and accepted by Lessee, that all of the rights, obligations, terms, conditions and covenants of the above described Lease Agreement are incorporated herein by reference and made a part hereof for all purposes.

Lessee hereby covenants and represents to Lessor that the property is being leased primarily for Lessee's business use and not for personal, family or household purposes.

AGREED AND ACCEPTED:
LESSOR: LAI TRUST

AGREED AND ACCEPTED:
LESSEE: FURR'S SUPERMARKETS, INC.

By: John M. Hart
Date: 10/20/00

By: Cheryl A. Doyle
Date: 10-20-00



LEASING ASSOCIATES

LEASE SUPPLEMENT - SCHEDULE "A"

TO VEHICLE LEASE AGREEMENT NO. 50-29729-01 DATED AUGUST 15, 1991
BETWEEN THE UNDERSIGNED LESSOR AND THE UNDERSIGNED LESSEE.

Year	Make	Series	Body Style	Exterior Color	Interior
1997	CHEVROLET	C-70	C & C	WHITE	GRAY

In addition to all standard and/or original equipment, the following is furnished:

Cat 3116 Diesel Engine	6 Spd Manual Transmission
Air Conditioning	AM/FM Stereo
10R22.5 Tires	Tinted Glass
Full Width Seat	8,100# Front Axle
17,850# Rear Axle	Dual 50 Gal Tanks

LEASE TERM:	MONTHLY RENTAL	ADJUSTMENT FACTORS
60 Months		
1st through 12th Month	\$765.08	\$765.08
13th through 24th Month	\$765.08	\$490.37
25th through 36th Month	\$765.08	\$557.10
37th through 48th Month	\$765.08	\$633.00
49th through 60th Month	\$765.08	\$719.18
Each month thereafter	\$191.27	None

VEHICLE IDENTIFICATION NUMBER:	1GBJ7H1J8VJ101041	
FIRST RENTAL DATE:	02/01/97	
DELIVERY DATE:	02/01/97	Driver:
PRINCIPAL LOCATION:	Albuquerque, NM	
UNIT NUMBER:	50-29729-01-214	Warehouse Truck
EARLIEST TERMINATION DATE	02/01/98	1730 Montano Rd N W
"B" VALUE:	\$28,795.90	Albuquerque, NM 87107
"D" VALUE:	\$28,795.90	

It is agreed and accepted by Lessee, that all of the rights, obligations, terms, conditions and covenants of the above described Lease Agreement are incorporated herein by reference and made a part hereof for all purposes.

Lessee hereby covenants and represents to Lessor that the property is being leased primarily for Lessee's business use and not for personal, family or household purposes.

AGREED AND ACCEPTED:

AGREED AND ACCEPTED:

LESSOR: LAI TRUST

LESSEE: FURR'S SUPERMARKETS, INC.

By: John M. Both

By: Kelly E. Furr

Date: 3/19/97

Date: 3/19/97



LEASING ASSOCIATES

LEASE SUPPLEMENT - SCHEDULE "A"

TO VEHICLE LEASE AGREEMENT NO. 50-29729-01 DATED AUGUST 15, 1991
BETWEEN THE UNDERSIGNED LESSOR AND THE UNDERSIGNED LESSEE.

Year	Make	Series	Body Style	Exterior Color	Interior
1998	BUICK	PARK AVENUE	4DR SEDAN	MIDNIGHT PEARL	MED BLUE

In addition to all standard and/or original equipment, the following is furnished:

FEDERAL EMISSIONS
 4 SPEED AUTO TRANSMISSION
 P225/60R16 BSW TIRES
 CLOTH SEAT TRIM
 BODY-SIDE STRIPE

3.8L SFI V6 ENGINE
 BASE OPTION PACKAGE
 10-WAY POWER 55/45 SPL SEAT
 SOLID PAINT

LEASE TERM:	MONTHLY RENTAL	ADJUSTMENT FACTORS
60 Months		
1st through 12th Month	\$599.50	\$599.50
13th through 24th Month	\$599.50	\$374.34
25th through 36th Month	\$599.50	\$428.52
37th through 48th Month	\$599.50	\$490.53
49th through 60th Month	\$599.50	\$561.55
Each month thereafter	\$149.88	None

VEHICLE IDENTIFICATION NUMBER: 1G4CW52K8W4607171
 FIRST RENTAL DATE: 09/15/97
 DELIVERY DATE: 09/15/97
 PRINCIPAL LOCATION: Albuquerque, NMEXICO
 UNIT NUMBER: 50-29729-01-226
 EARLIEST TERMINATION DATE: 09/15/98
 "B" VALUE: \$22,259.24
 "D" VALUE: \$22,259.24

Driver:
 John Grainger
 1730 Montano Rd N W
 Albuquerque, NM 87107

It is agreed and accepted by Lessee, that all of the rights, obligations, terms, conditions and covenants of the above described Lease Agreement are incorporated herein by reference and made a part hereof for all purposes.

Lessee hereby covenants and represents to Lessor that the property is being leased primarily for Lessee's business use and not for personal, family or household purposes.

AGREED AND ACCEPTED:

AGREED AND ACCEPTED:

LESSOR: LAI TRUST

LESSEE: FURR'S SUPERMARKETS, INC.

By: *John M. Latt*
 Date: 9/24/97

By: *Jelly B. Furr*
 Date: 09/24/97



LEASING ASSOCIATES

LEASE SUPPLEMENT - SCHEDULE "A"

TO VEHICLE LEASE AGREEMENT NO. 50-29729-01 DATED AUGUST 15, 1991
BETWEEN THE UNDERSIGNED LESSOR AND THE UNDERSIGNED LESSEE.

Year	Make	Series	Body Style	Exterior Color	Interior
1997	BUICK	LE SABRE LTD	SEDAN	MD AUTUMN GREEN	MED GRAY

In addition to all standard and/or original equipment, the following is furnished:

3.8 Liter V6 Engine
 AM/FM Stereo Cassette
 Locking Wire Wheel Covers
 55/45 Split Bench Seat

Base Package
 P205/70R 15 WSW Tires
 Federal Emissions
 Cloth Trim

LEASE TERM:	MONTHLY RENTAL	ADJUSTMENT FACTORS
60 Months		
1st through 12th Month	\$504.44	\$504.44
13th through 24th Month	\$504.44	\$317.74
25th through 36th Month	\$504.44	\$362.81
37th through 48th Month	\$504.44	\$414.27
49th through 60th Month	\$504.44	\$473.07
Each month thereafter	\$126.11	None

VEHICLE IDENTIFICATION NUMBER: 1G4HR52K0VH561551
 FIRST RENTAL DATE: 03/01/97
 DELIVERY DATE: 03/01/97
 PRINCIPAL LOCATION: Albuquerque, NM
 UNIT NUMBER: 50-29729-01-210
 EARLIEST TERMINATION DATE: 03/01/98
 "B" VALUE: \$18,814.62
 "D" VALUE: \$18,814.62

Driver:

Pam Biles
 1730 Montano Road N W
 Albuquerque, NM 87107

It is agreed and accepted by Lessee, that all of the rights, obligations, terms, conditions and covenants of the above described Lease Agreement are incorporated herein by reference and made a part hereof for all purposes.

Lessee hereby covenants and represents to Lessor that the property is being leased primarily for Lessee's business use and not for personal, family or household purposes.

AGREED AND ACCEPTED:

AGREED AND ACCEPTED:

LESSOR: LAI TRUST

LESSEE: FURR'S SUPERMARKETS, INC.

By: _____

John A. Smith
 3/3/97

Date: _____

By: _____

Gregory B. Furr
 3/3/97

Date: _____



LEASING ASSOCIATES

LEASE SUPPLEMENT - SCHEDULE "A"

TO VEHICLE LEASE AGREEMENT NO. 50-29729-01 DATED AUGUST 15, 1991
BETWEEN THE UNDERSIGNED LESSOR AND THE UNDERSIGNED LESSEE.

Year	Make	Series	Body Style	Exterior Color	Interior
1997	DODGE	CARAVAN	3 DOOR	FOREST GREEN	CAMEL CLOTH

In addition to all standard and/or original equipment, the following is furnished:

3.0 Liter V6 Engine	3 Speed Auto Transmission
Powertrain Quick Order Pkg	Convenience Group
AM/FM Stereo Cassette	P205/75R 14 BW Tires
Sunscreen Tinted Glass	7 Passenger Seating
Cloth Bucket Seats	Monotone Paint

LEASE TERM:	48 Months	MONTHLY RENTAL	ADJUSTMENT FACTORS
1st through 12th Month		\$464.39	\$464.39
13th through 24th Month		\$464.39	\$334.02
25th through 36th Month		\$464.39	\$381.40
37th through 48th Month		\$464.39	\$435.50
Each month thereafter		\$116.10	None

VEHICLE IDENTIFICATION NUMBER: 2B4FP2536VR302990
 FIRST RENTAL DATE: 03/01/97
 DELIVERY DATE: 03/01/97
 PRINCIPAL LOCATION: Albuquerque, NM
 UNIT NUMBER: 50-29729-01-212
 EARLIEST TERMINATION DATE: 03/01/98
 B VALUE: \$13,811.00
 D VALUE: \$13,811.00

Driver:
 Edd Merriman
 1730 Montano Road N W
 Albuquerque, NM 87107

It is agreed and accepted by Lessee, that all of the rights, obligations, terms, conditions and covenants of the above described Lease Agreement are incorporated herein by reference and made a part hereof for all purposes.

Lessee hereby covenants and represents to Lessor that the property is being leased primarily for Lessee's business use and not for personal, family or household purposes.

AGREED AND ACCEPTED:

AGREED AND ACCEPTED:

LESSOR: LAI TRUST

LESSEE: FURR'S SUPERMARKETS, INC.

By: _____

John M. Smith

By: _____

Gregory A. Furr

Date: _____

3/3/97

Date: _____

3/3/97



LEASING ASSOCIATES

LEASE SUPPLEMENT - SCHEDULE "A"

TO VEHICLE LEASE AGREEMENT NO. 50-29729-01 DATED AUGUST 15, 1991
BETWEEN THE UNDERSIGNED LESSOR AND THE UNDERSIGNED LESSEE.

Year	Make	Series	Body Style	Exterior Color	Interior
1998	BUICK	LE SABRE LTD	4 DR SEDAN	SILVERMIST	MED GRAY

In addition to all standard and/or original equipment, the following is furnished:

3.8 Liter V6 Engine	Automatic Transmission
Base Package	P205/70R 15 BW Tires
Locking Wire Wheel Covers	Accent Stripes
Federal Emissions	55/45 Split Bench Seat
Cloth Trim	

LEASE TERM:	48 Months	MONTHLY RENTAL	ADJUSTMENT FACTORS
1st through 12th Month		\$608.75	\$608.75
13th through 24th Month		\$608.75	\$429.78
25th through 36th Month		\$608.75	\$494.46
37th through 48th Month		\$608.75	\$568.92
Each month thereafter		\$152.19	None

VEHICLE IDENTIFICATION NUMBER: 1G4HR52K7WH483335
 FIRST RENTAL DATE: 02/15/98
 DELIVERY DATE: 02/15/98
 PRINCIPAL LOCATION: Albuquerque, NM
 UNIT NUMBER: 50-29729-01-235
 EARLIEST TERMINATION DATE: 02/15/99
 "B" VALUE: \$17,917.89
 "D" VALUE: \$17,917.89

Driver:
 Chris Paulos
 1730 Montano Rd N W
 Albuquerque, NM 87107

It is agreed and accepted by Lessee, that all of the rights, obligations, terms, conditions and covenants of the above described Lease Agreement are incorporated herein by reference and made a part hereof for all purposes.

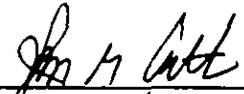
Lessee hereby covenants and represents to Lessor that the property is being leased primarily for Lessee's business use and not for personal, family or household purposes.

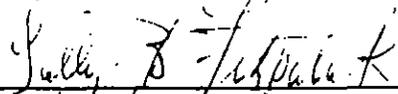
AGREED AND ACCEPTED:

AGREED AND ACCEPTED:

LESSOR: LAI TRUST

LESSEE: FURR'S SUPERMARKETS, INC.

By: 

By: 

Date: 2/17/98

Date: 2/17/98



LEASING ASSOCIATES

LEASE SUPPLEMENT - SCHEDULE "A"

TO VEHICLE LEASE AGREEMENT NO. 50-29729-01 DATED AUGUST 15, 1991
BETWEEN THE UNDERSIGNED LESSOR AND THE UNDERSIGNED LESSEE.

Year	Make	Series	Body Style	Exterior Color	Interior
1999	FORD	TAURUS SE	4 DR SEDAN	LT PRAIRIE TAN	PRAIRIE TAN

In addition to all standard and/or original equipment, the following is furnished:

3.0 Liter V6 Engine
SE Commercial
P205/60R 15 ALS BW Tires
Keyless Entry Delete

Automatic Transmission
6 Passenger Seating
Cloth Bucket Seats
Front & Rear Floor Mats

LEASE TERM:	MONTHLY RENTAL	ADJUSTMENT FACTORS
48 Months		
1st through 12th Month	\$439.22	\$439.22
13th through 24th Month	\$439.22	\$313.96
25th through 36th Month	\$439.22	\$359.40
37th through 48th Month	\$439.22	\$411.41
Each month thereafter	\$109.81	None

VEHICLE IDENTIFICATION NUMBER: 1FAPP53U9XG100056
 FIRST RENTAL DATE: 09/15/98
 DELIVERY DATE: 09/15/98
 PRINCIPAL LOCATION: Albuquerque, NM
 UNIT NUMBE: 50-29729-01-245
 EARLIEST TERMINATION DATE: 09/15/99
 "B" VALUE: \$13,017.34
 "D" VALUE: \$13,017.34

Driver:
Jerry Chaffin
1730 Montano Rd N W
Albuquerque, NM 87107

It is agreed and accepted by Lessee, that all of the rights, obligations, terms, conditions and covenants of the above described Lease Agreement are incorporated herein by reference and made a part hereof for all purposes.

Lessee hereby covenants and represents to Lessor that the property is being leased primarily for Lessee's business use and not for personal, family or household purposes.

AGREED AND ACCEPTED:

AGREED AND ACCEPTED:

LESSOR: LAI TRUST

LESSEE: FURR'S SUPERMARKETS, INC.

By: _____

John M. Smith
9/15/98

Date: _____

By: _____

Sally B. Fitzpatrick
9/15/98

Date: _____



LEASING ASSOCIATES

LEASE SUPPLEMENT - SCHEDULE "A"

TO VEHICLE LEASE AGREEMENT NO. 50-29729-01 DATED AUGUST 15, 1991
BETWEEN THE UNDERSIGNED LESSOR AND THE UNDERSIGNED LESSEE.

Year	Make	Series	Body Style	Exterior Color	Interior
1998	PLYMOUTH	VOYAGER VAN	3 DR FWD	FOREST GREEN	GRAY CLOTH

In addition to all standard and/or original equipment, the following is furnished:

3.0 Liter V6 Engine
 Base Package
 Bucket Seats
 Smokers Group

Automatic Transmission
 AM/FM Stereo Cassette
 Convenience Group I
 Sliding Driver Side Door

LEASE TERM:	MONTHLY RENTAL	ADJUSTMENT FACTORS
48 Months		
1st through 12th Month	\$496.92	\$496.92
13th through 24th Month	\$496.92	\$359.63
25th through 36th Month	\$496.92	\$409.60
37th through 48th Month	\$496.92	\$466.59
Each month thereafter	\$124.23	None

VEHICLE IDENTIFICATION NUMBER: 2P4FP2536WR855560
 FIRST RENTAL DATE: 08/15/98
 DELIVERY DATE: 08/15/98
 PRINCIPAL LOCATION: Albuquerque, NM
 UNIT NUMBER: 50-29729-01-250
 EARLIEST TERMINATION DATE: 08/15/99
 "B" VALUE: \$14,829.87
 "D" VALUE: \$14,829.87

Driver:
 Andy Sisneros
 1730 Montano Road NW
 Albuquerque, NM 87107

It is agreed and accepted by Lessee, that all of the rights, obligations, terms, conditions and covenants of the above described Lease Agreement are incorporated herein by reference and made a part hereof for all purposes.

Lessee hereby covenants and represents to Lessor that the property is being leased primarily for Lessee's business use and not for personal, family or household purposes.

AGREED AND ACCEPTED:

AGREED AND ACCEPTED:

LESSOR: LAI TRUST

LESSEE: FURR'S SUPERMARKETS, INC.

By: _____

John M. Galt
8/27/98

By: _____

Julie B. Fitzmaurice
8/27/98

Date: _____

Date: _____



LEASING ASSOCIATES

LEASE SUPPLEMENT - SCHEDULE "A"

TO VEHICLE LEASE AGREEMENT NO. 50-29729-01 DATED AUGUST 15, 1991
BETWEEN THE UNDERSIGNED LESSOR AND THE UNDERSIGNED LESSEE.

Year	Make	Series	Body Style	Exterior Color	Interior
1999	FORD	TAURUS SE	4DR. SEDAN	NAVY BLUE	DENIM BLUE

In addition to all standard and/or original equipment, the following is furnished:

3.0 LITER V6 ENGINE	4-SPEED AUTO TRANSMISSION
P205/65R15 ALS BW TIRES	5 PASSENGER SEATING
CLOTH BUCKET SEATS	FLEET GROUP
FRONT/REAR FLOOR MATS	KEYLESS ENTRY DELETE

LEASE TERM:	42 Months	MONTHLY RENTAL	ADJUSTMENT FACTORS
1st through 12th Month		\$468.33	\$468.33
13th through 24th Month		\$468.33	\$361.76
25th through 36th Month		\$468.33	\$412.02
37th through 42nd Month		\$468.33	\$453.58
Each month thereafter		\$117.08	None

VEHICLE IDENTIFICATION NUMBER: 1FAPP53U8XG149605
 FIRST RENTAL DATE: 12/01/98
 DELIVERY DATE: 12/01/98
 PRINCIPAL LOCATION: Albuquerque, NM
 UNIT NUMBER: 50-29729-01-255
 EARLIEST TERMINATION DATE: 12/01/99
 "B" VALUE: \$12,006.90
 "D" VALUE: \$12,006.90

Driver:

Candi Baca
1730 Montano Rd N W
Albuquerque, NM 87107

It is agreed and accepted by Lessee, that all of the rights, obligations, terms, conditions and covenants of the above described Lease Agreement are incorporated herein by reference and made a part hereof for all purposes.

Lessee hereby covenants and represents to Lessor that the property is being leased primarily for Lessee's business use and not for personal, family or household purposes.

The Lessee covenants this vehicle will not be used as a school bus.

AGREED AND ACCEPTED:
LESSOR: LAI TRUST

AGREED AND ACCEPTED:
LESSEE: FURR'S SUPERMARKETS, INC.

By: _____

John S. Scott
12/1/98

Date: _____

By: _____

Jill B. Furr
11/23/98

Date: _____



LEASING ASSOCIATES

LEASE SUPPLEMENT - SCHEDULE "A"

TO VEHICLE LEASE AGREEMENT NO. 50-29729-01 DATED AUGUST 15, 1991
BETWEEN THE UNDERSIGNED LESSOR AND THE UNDERSIGNED LESSEE.

Year	Make	Series	Body Style	Exterior Color	Interior
1999	FORD	TAURUS SE	4 DR SEDAN	SILVER FROST	MED GRAPHITE

In addition to all standard and/or original equipment, the following is furnished:

3.0 Liter V6 Engine	Automatic Transmission
Fleet Group	P205/65R 15 BW A/S Tires
Front & Rear Floor Mats	5 Passenger Seating
Cloth Bucket Seats	Comm Fleet Credit
Nat'l Fleet Incentive	

LEASE TERM:	MONTHLY RENTAL	ADJUSTMENT FACTORS
42 Months		
1st through 12th Month	\$469.73	\$469.73
13th through 24th Month	\$469.73	\$364.63
25th through 36th Month	\$469.73	\$414.26
37th through 42nd Month	\$469.73	\$455.21
Each month thereafter	\$117.43	None

VEHICLE IDENTIFICATION NUMBER:	1FAPP53U9XG211089	
FIRST RENTAL DATE:	04/01/99	
DELIVERY DATE:	04/01/99	Driver:
PRINCIPAL LOCATION:	Midland, TX	Joe Vincent
UNIT NUMBER:	50-29729-01-263	3000 Garfield
EARLIEST TERMINATION DATE	04/01/00	Ste #105
"B" VALUE:	\$12,077.98	Midland, TX 79705
"D" VALUE:	\$12,077.98	

It is agreed and accepted by Lessee, that all of the rights, obligations, terms, conditions and covenants of the above described Lease Agreement are incorporated herein by reference and made a part hereof for all purposes.

Lessee hereby covenants and represents to Lessor that the property is being leased primarily for Lessee's business use and not for personal, family or household purposes.

THE LESSEE COVENANTS THIS VEHICLE WILL NOT BE USED AS A SCHOOL BUS.

AGREED AND ACCEPTED:
LESSOR: LAI TRUST

AGREED AND ACCEPTED:
LESSEE: FURR'S SUPERMARKETS, INC.

By: John M. Cott
Date: 3/22/99

By: Sally B. Furr
Date: 3/22/99



LEASING ASSOCIATES

LEASE SUPPLEMENT - SCHEDULE "A"

TO VEHICLE LEASE AGREEMENT NO. 50-29729-01 DATED AUGUST 15, 1991
BETWEEN THE UNDERSIGNED LESSOR AND THE UNDERSIGNED LESSEE.

Year	Make	Series	Body Style	Exterior Color	Interior
1999	FORD	TAURUS	SE SEDAN	DK GRN SATIN	TAN

In addition to all standard and/or original equipment, the following is furnished:

3.0 Liter V6 Engine	Automatic Transmission
Standard Emissions	P205/65R 15 SBR BSW Tires
6 Passenger Seating	Cloth Front Bucket Seats
Fleet Group	15" 5 Spoke Alum Wheels
6 Way Pwr Driver Seat	Front & Rear Floor Mats
Light Group	

LEASE TERM:	MONTHLY RENTAL	ADJUSTMENT FACTORS
42 Months		
1st through 12th Month	\$476.04	\$476.04
13th through 24th Month	\$476.04	\$367.72
25th through 36th Month	\$476.04	\$418.81
37th through 42nd Month	\$476.04	\$461.05
Each month thereafter	\$119.01	None

VEHICLE IDENTIFICATION NUMBER: 1FAFP53U7XG295008
 FIRST RENTAL DATE: 08/15/99
 DELIVERY DATE: 08/15/99
 PRINCIPAL LOCATION: Albuquerque, NM
 UNIT NUMBER: 50-29729-01-273
 EARLIEST TERMINATION DATE: 08/15/00
 "B" VALUE: \$12,204.64
 "D" VALUE: \$12,204.64

Driver:
 David Dowd
 9730 Railroad
 El Paso, TX 79924

"E" VALUE: Monthly adjustment factor: 1st through 12th month \$476.04 per month
 It is agreed and accepted by Lessee, that all of the rights, obligations, terms, conditions and covenants of the above described Lease Agreement are incorporated herein by reference and made a part hereof for all purposes.

Lessee hereby covenants and represents to Lessor that the property is being leased primarily for Lessee's business use and not for personal, family or household purposes.

AGREED AND ACCEPTED:
 LESSOR: LAI TRUST

AGREED AND ACCEPTED:
 LESSEE: FURR'S SUPERMARKETS, INC.

By: John M. Lott
 Date: 8/15/99

By: Sally D. Fitzpatrick
 Date: 8/15/99



LEASING ASSOCIATES

LEASE SUPPLEMENT - SCHEDULE "A"

TO VEHICLE LEASE AGREEMENT NO. 50-29729-01 DATED AUGUST 15, 1991
BETWEEN THE UNDERSIGNED LESSOR AND THE UNDERSIGNED LESSEE.

Year	Make	Series	Body Style	Exterior Color	Interior
1999	FORD	TAURUS SE	4 DR SEDAN	DK GREEN SATIN	TAN

In addition to all standard and/or original equipment, the following is furnished:

3.0 Liter V6 Engine
Fleet Group
6 Passenger Seating

4 Spd Auto Transmission
Floor Mats, F & R
Cloth Bucket Seats

LEASE TERM:	MONTHLY RENTAL	ADJUSTMENT FACTORS
42 Months		
1st through 12th Month	\$477.19	\$477.19
13th through 24th Month	\$477.19	\$366.79
25th through 36th Month	\$477.19	\$418.83
37th through 42nd Month	\$477.19	\$461.89
Each month thereafter	\$119.30	None

VEHICLE IDENTIFICATION NUMBER: 1FAPP53UXXA310961
 FIRST RENTAL DATE: 10/15/99
 DELIVERY DATE: 10/15/99
 PRINCIPAL LOCATION: El Paso, TX
 UNIT NUMBER: 50-29729-01-274
 EARLIEST TERMINATION DATE: 10/15/00
 B VALUE: \$12,198.70
 D VALUE: \$12,198.70

Driver:
 Ron Ramsaier
 9730 Railroad
 El Paso, TX 79924

E VALUE: Monthly adjustment factor: 1st through 12th month \$477.19 per month
 It is agreed and accepted by Lessee, that all of the rights, obligations, terms, conditions and covenants of the above described Lease Agreement are incorporated herein by reference and made a part hereof for all purposes.

Lessee hereby covenants and represents to Lessor that the property is being leased primarily for Lessee's business use and not for personal, family or household purposes.

AGREED AND ACCEPTED:
 LESSOR: LAI TRUST

AGREED AND ACCEPTED:
 LESSEE: FURR'S SUPERMARKETS, INC.

By: John M. Cobb
 Date: 11/2/99

By: Sally B. [Signature]
 Date: 11/2/99



LEASING ASSOCIATES

LEASE SUPPLEMENT - SCHEDULE "A"

TO VEHICLE LEASE AGREEMENT NO. 50-29729-01 DATED AUGUST 15, 1991
BETWEEN THE UNDERSIGNED LESSOR AND THE UNDERSIGNED LESSEE.

Year	Make	Series	Body Style	Exterior Color	Interior
2000	CHEVROLET	SLVRDO 1500	133" REG CAB	SUMMIT WHITE	MED OAK

In addition to all standard and/or original equipment, the following is furnished:

4.3 Liter V6 Engine	Automatic Transmission
Base Option Pkg	Air Conditioning
AM/FM Stereo Cassette	P255/70R 16 ALS SBR BW Tires
Cruise Control	Fleetside Body
Firm Ride Suspension	6,400# GVW
Federal Emissions	3.42 Axle
40/20/40 Split Bench	Cloth Trim
Solid Paint	Chrome Step Bumper
Fleet Incentive	

LEASE TERM:	MONTHLY RENTAL	ADJUSTMENT FACTORS
36 Months		
1st through 12th Month	\$519.66	\$519.66
13th through 24th Month	\$519.66	\$422.11
25th through 36th Month	\$519.66	\$485.64
Each month thereafter	\$129.92	None

VEHICLE IDENTIFICATION NUMBER: 1GCEC14W0YE224787
 FIRST RENTAL DATE: 12/15/99
 DELIVERY DATE: 12/15/99
 PRINCIPAL LOCATION: Albuquerque, NM
 UNIT NUMBER: 50-29729-01-283
 EARLIEST TERMINATION DATE: 12/15/00
 "B" VALUE: \$10,893.08
 "D" VALUE: \$10,893.08

Driver:
 Gary Lind
 4411 The 25 Way
 Suite 100
 Albuquerque, NM 87109

"E" VALUE: Monthly adjustment factor: 1st through 12th month \$519.66 per month
 It is agreed and accepted by Lessee, that all of the rights, obligations, terms, conditions and covenants of the above described Lease Agreement are incorporated herein by reference and made a part hereof for all purposes.

Lessee hereby covenants and represents to Lessor that the property is being leased primarily for Lessee's business use and not for personal, family or household purposes.

AGREED AND ACCEPTED:
 LESSOR: LAI TRUST

AGREED AND ACCEPTED:
 LESSEE: FURR'S SUPERMARKETS, INC.

By: John M. Gotta
 Date: 12/17/99

By: Diane Brown
 Date: December 17, 1999

VEHCILES RETURNED TO LEASING ASSOCAITES

<u>Year, Make & Model</u>	<u>Unit Number</u>	<u>Vehicle Identification Number</u>
1997 Buick Le Sabre LTD	50-29729-01-210	1G4HR52K0VH561551
1997 Dodge Caravan	50-29729-01-212	2B4FP2536VR302990
1998 Buick Le Sabre	50-29729-01-235	1G4HR52K7WH483335
1999 Ford Taurus SE	50-29729-01-245	1FAFP53U9XG100056
1998 Plymouth Voyager	50-29729-01-250	2P4FP2536WR855560
1999 Ford Taurus SE	50-29729-01-255	1FAFP53U8XG149605
1999 Ford Taurus SE	50-29729-01-263	1FAFP53U9XG211089
1999 Ford Taurus SE	50-29729-01-273	1FAFP53U7XG295008
1999 Ford Taurus SE	50-29729-01-274	1FAFP53UXXA310961
2000 Chevrolet Silverado	50-29729-01-283	1GCEC14W0YE224787

