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U.S. BANKRUPTCY COURT
ALBUQUERQUE, N.M.

UNITED STATES BANKRUPTCY COURT

DISTRICT OF NEW MEXICO

In re:

FURR'S SUPERMARKETS, INC.,

Case No. 11-01-10779 SA
Chapter 11

Debtor.

NOTICE RELATING TO THE §365(f)(2) ADEQUATE ASSURANCE REQUIREMENT FOR ASSIGNMENT OF STORE LEASES, LEASE ESTOPPEL, AND OF FINAL HEARING

PLEASE TAKE NOTICE that each lessor set forth on the attached Schedule A (individually, a "Lessor") shall have five (5) days after receipt of this Notice (the "5-Day Period") to file and serve on counsel for the Debtor:

(i) any objection to the assignment by Debtor of each unexpired lease to which the Lessor is a party, copy(ies) of which are enclosed (individually, a "Lease"), to the proposed Third Party Purchaser identified in Exhibit A to the enclosed Third Party Purchaser Notice next to the name of the Third Party Purchaser (the "Assignee"), on the ground that adequate assurance of future performance by the Assignee is not provided, as required by Bankruptcy Code §365(f)(2)(B); and

(ii) any objection that each enclosed Lease is not a true and complete copy of the Lease, including all amendments, modifications, and supplements thereto, or that the Debtor is not the current tenant under the Lease.

Weekends and legal holidays shall be excluded from the computation of the 5-Day Period. Service of any objection shall be made on counsel for the Debtor, by email (to **rjacobvitz@jtwlawfirm.com**, with a copy to **slubben@skadden.com**) or by facsimile (to Robert H. Jacobvitz, 505-766-9287(fax), with a copy to Stephen J. Lubben, (213) 687-5600 (fax)), in addition to service by mail to Jacobvitz, Thuma & Walker P.C. 500 Marquette, NW, Suite 650, Albuquerque, New Mexico 87102. Such objections also must be filed within the 5-Day Period with the Clerk of the Bankruptcy Court, Federal Building and United States Courthouse, 421 Gold SW, Third Floor, Albuquerque, NM 87102 (or P.O. Box 546, Albuquerque, NM 87103).

If any objections are timely filed and served, the Court will hold a **final** hearing on **Thursday, August 30, 2001 at 9:00 a.m.** before the Honorable James S. Starzynski on the Second Floor, Federal Building and United States Courthouse, 421 Gold Avenue SW, Albuquerque, New Mexico 87102.

If a Lessor does not timely file and serve an objection, it shall be deemed to have waived any objection with respect to each Lease that (i) adequate assurance of future performance by the Assignee is not provided, as required by Bankruptcy Code §365(f)(2)(B); and (ii) that the copy of the Lease enclosed herewith is not a true and complete copy of the Lease, including waiver of any objection that there are amendments or modifications to the Lease or that the Debtor is not the current tenant under the Lease.

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Enclosed with this Notice are copies of:

(i) Order Relating to the §365(f)(2) Adequate Assurance Requirement for Assignment of Leases, entered July 23, 2001;

(ii) Confidentiality Protective Order, entered July 23, 2001; and

(iii) Third Party Purchaser Notice (i.e. notice from Fleming Companies, Inc. to the Debtor designating an Assignee as the party to whom each Lease is to be assigned and transferred).

Enclosed only to the Lessor who is a party to the Lease in question are copies of:

(i) Documents comprising the Lease(s) to which the Lessor in question and Debtor are parties (the pages of which have been stamped in numerical order with the numbers summarized on Schedule A), which Lease the Debtor is requesting Court approval to assign to the applicable Assignee (except that leases for stores 878 and 886 are not enclosed, as they have been previously sent to Lessor); and

(i) Required financial information concerning the Third Party Assignee and/or the guarantor thereof.

For further information regarding the proposed assignment of the Lease(s) to the Assignee(s), or to discuss the proposed assignment, the Lessor may contact the following persons:

Contact persons with Fleming Companies, Inc.:

Carroll McLarty
Division President
408 E. 50th Street
Lubbock, Texas 79408
806-747-3674

Matthew H. Hildreth
Senior V.P. of Finance, and Treasurer
1945 Lakepoint Dr., Lewisville, Texas 75057
972-906-8126

Contact person with the Third Party Purchaser:

See Exhibit A to the enclosed Third Party Purchaser Notice

Contact person with Furr's Supermarkets, Inc.:

Steve Mortensen
Furr's Supermarkets, Inc.
4411 The 25 Way NE, Suite 100
Albuquerque, New Mexico 87109
505-761-0802

If the Lessor wishes for its counsel to participate in any such discussions, the Lessor's counsel should contact David T. Thuma or Thomas D. Walker, of Jacobvitz, Thuma & Walker P.C. (505) 766-9272, to make advance arrangements.

JACOBVITZ, THUMA & WALKER, P.C.

By: _____

Robert H. Jacobvitz
David T. Thuma
500 Marquette, NW
Suite 650
Albuquerque, NM 87102
(505) 766-9272
(505) 766-9287 (fax)

-and-

Skadden, Arps, Slate, Meagher & Flom, LLP
Richard D. Levin
300 South Grand Avenue, Suite 3400
Los Angeles, California 90071-3144
(213) 687-5000

Attorneys for the Debtor

SCHEDULE A

Store #	Page nos. stamped on Unexpired Leases to be Assigned	Lessor	Third Party Assignee
878		Weingarten Realty	Fleming Companies, Inc. *As an alternative to Supermarket Enterprises, LLC the lease may be assigned to Fleming
886		Weingarten Realty	Fleming Companies, Inc. *Fleming intends to sublease the premises to Supermarkets, LLC
893	622-647	Santa Clara Pueblo	Fleming Companies, Inc. *As an alternative to Supermarket Enterprises, LLC the lease may be assigned to Fleming
913	111559-111588	Greer Enterprises	Fleming Companies, Inc.