IN THE UNITED STATES BANKRUPTCY COURT
DISTRICT OF NEW MEXICO

In re:
FURRS SUPERMARKETS, INC.,

Debtor.

Case No. 01-11-10779-SA

01 MAY 18 PM 3:52
U.S. BANKRUPTCY COURT
ALBUQUERQUE, NM

NOTICE OF DEADLINE TO OBJECT TO MOTION OF PINNACLE LOGISTICS, INC. AND COUNTRYWIDE LOGISTICS, INC. FOR RELIEF FROM THE AUTOMATIC STAY AND NOTICE OF PRELIMINARY HEARING

PLEASE TAKE NOTICE that on May 18, 2001, Creditor, Pinnacle Logistics, Inc. ("Pinnacle") and its affiliate Countrywide Logistics, Inc. ("Countrywide") by and through its attorneys, Rodey, Dickason, Sloan, Akin & Robb, P.A. by James A. Askew and Pryor, Cashman, Sherman & Flynn, LLP, by Peter Wolfson and Richard G. Downing, III filed a Motion for Relief from the Automatic Stay.

Any party who objects to the Motion must file its objections with the Clerk of the Bankruptcy Court, Federal Building and United States Courthouse, 421 Gold Avenue SW, Third Floor, Albuquerque, New Mexico (or PO Box 546, Albuquerque, NM 87103-0546), WITHIN TWENTY (20) DAYS OF THE DATE OF MAILING OF THIS NOTICE, and serve a copy of the objection on James A. Askew, Esq., Rodey, Dickason, Sloan, Akin & Robb, P.A. and to Richard G. Downing II, Esq., Pryor Cashman Sherman & Flynn LLP, 410 Park Avenue, New York, New York 10022; Attorneys for Creditor, Pinnacle Logistics, Inc. ("Pinnacle") and its affiliate Countrywide Logistics, Inc. If any objections are timely filed, a preliminary hearing will be held on **June 11, 2001 at 10:30 a.m.** before the Honorable James S. Starzynski in the Judge's Conference Room, second floor, Federal Building and United States Courthouse, 421 Gold Avenue SW, Albuquerque, New Mexico. If no objections are timely filed, an order granting the Motion will be presented to the Court for entry without a hearing or further notice.

Note: Counsel/parties may appear via telephone if a written request is received in the Court's Chambers no later than 5:00 p.m. (MT) of the business day prior to the day of the hearing. For this purpose only, requests to appear via telephone may be faxed to Chambers at (505) 348-2432.

I hereby certify that a copy of the foregoing Notice was sent via United States Mail, postage prepaid, to all creditors and parties in interest, as shown on court-supplied updated Matrix, attached to the original of this Notice, and on file with the Bankruptcy Court Clerk.

Date of Mailing: May 18, 2001
Number of Copies Mailed: 182

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IN THE UNITED STATES BANKRUPTCY COURT
DISTRICT OF NEW MEXICO

In re:	:	Chapter 11
FURRS SUPERMARKETS, INC.,	:	Case No. 01-11-10779-SA
Debtor.	:	

MOTION OF PINNACLE LOGISTICS, INC. AND COUNTRYWIDE LOGISTICS, INC. FOR RELIEF FROM THE AUTOMATIC STAY

Pinnacle Logistics, Inc. ("Pinnacle") and Countrywide Logistics, Inc. ("Countrywide")(collectively, the "Movants"), through their attorneys, hereby submit their Motion for an order modifying the automatic stay pursuant to 11 U.S.C. Section 362(d) and Local Bankruptcy Rule 4001-1(a). In support thereof, the Movants respectfully represents as follows:

Preliminary Statement

The Movants seek to modify the automatic stay to allow them to foreclose certain statutory liens they assert against the Debtor's inventory to secure payment of certain pre- and post-petition obligations. As a result of the steady and rapid depletion of the Debtor's inventory, coupled with the concerns about the quality of the remaining inventory, the Movants argue that they are entitled to relief from the automatic stay to enforce their liens. Accordingly, the Movants seek entry of an order modifying the automatic stay pursuant to Section 362(d).

Facts

1. Furr's Supermarket, Inc. ("Furr's" or the "Debtor") is a regional supermarket chain with operations in New Mexico and Western Texas. On or about February 8, 2001 (the "Petition Date"), the Debtor filed a voluntary petition for relief under Chapter 11 of Title 11 of the United States Code (the "Bankruptcy Code") with this Court.

2. Pinnacle operates a warehouse and distribution center and provides related operational services to Furr's. On or about September 23, 1998, Pinnacle and Furr's entered into a Warehousing and Distribution Agreement (the "Warehousing Agreement") whereby Furr's agreed to retain Pinnacle to provide Furr's with certain warehousing and related services at a warehouse facility located in El Paso, Texas (the "El Paso Warehouse").

3. Countrywide is a common carrier and trucking firm providing the transportation of goods and related services to Furr's. On or about March 26, 1999, Countrywide and Furr's entered into a Transportation Services Agreement (the "Transportation Agreement") whereby Furr's agreed to retain Countrywide to provide Furr's with certain transportation and related services.

4. Pinnacle and Countrywide are among the Debtor's largest secured and unsecured creditors. As of the Petition Date, Pinnacle was owed approximately $2.1 million by the Debtor which represents unpaid expenses and charges incurred by the Debtor for warehousing and related services pursuant to the Warehousing Agreement during the ten (10) week period prior to the Petition Date.

5. As of the Petition Date, Countrywide was owed approximately $2.4 million by the Debtor which represents unpaid expenses and charges incurred by the

from the Debtor for transportation an

Transportation Agreement. Section 7-307 of

in relevant part that:

> A carrier has a lien on goods cov
> charges subsequent to the date of
> storage or transportation (includin
> charges) and for expenses necess
> goods incident to their transportat
> in their sale pursuant to law.

U.C.C. §7-307(1). A Carrier's Lien confers

conferred to that of a warehouseman's lien. S

Code, §7-307:3 through §7-307:4 at p. 704 (3d e

11. As of the Petition Date, the Debt

$700,000, on a cost basis, in containers bein

stores owned and/or operated by the Debtor.

first priority Carrier's Lien, up to the amo

transported on the Petition Date, for the pre-

transportation and related services arising

well as a post-petition Carrier' Lien.

12. On or about February 23, 2001

commenced, Pinnacle, Countrywide, the De

for Furr's prepetition senior lenders (the "

group of lenders that have made certain loa

possession (the "DIP Lenders"), agreed to a

things, granted Pinnacle and Countrywide fi

and Carrier's liens, respectively, to the exten

the Debtor's post-petition inventory for all

22. In sum, Countrywide expects that on or before May 21, 2001 the value of the inventory will fall below the amount of the claims Countrywide will assert against the Debtor. Countrywide asserts that its entire claim is subject to its Carrier's Lien that is collateralized up to the value of the inventory being transported by Countrywide on the Petition Date. As a result of the drastic reduction in the value of the inventory being transported, Countrywide is entitled to the relief requested herein.

C. The Collateral

23. The inventory stored in the El Paso Warehouse can be classified under one of three basic categories: health and beauty products, groceries and perishables. Generally, health and beauty products maintain their value for the longest period of time and realize a higher return, as a percentage of cost, on liquidation than groceries or perishables.

24. Prior to Petition Date, and for a brief period thereafter, the value of the Debtor's inventory at cost, was usually higher than the amount owed by the Debtor to Pinnacle. During the course of a typical day, approximately $800,000 of inventory would be delivered to the El Paso Warehouse, while a similar amount of inventory would be shipped out to the Debtor's retail locations. As a result, the inventory remained at a fairly stable level, and, in fact, even increased for a period of time.

25. Since April 6, 2001, however, the Debtor has, in what the Movants believe to be a designed effort, systematically reduced the value its inventory in the El Paso Warehouse by approximately thirty-three percent (33%). The amount of new inventory being received into the El Paso Warehouse has been greatly reduced to an average daily intake, at cost, of approximately $160,000. Conversely, existing inventory is being shipped out of the El Paso Warehouse at an average daily rate, at

cost of approximately $420,000. Accordingly, every day the value of the Debtor's inventory at the El Paso Warehouse is reduced by approximately $250-300,000, at cost, thereby eroding Pinnacle and Countrywide's collateral base at an alarming rate.

26. At the current rate of reduction, as of the date of the filing of this motion, based upon the Movants' projections, the liquidation value of the Debtor's inventory in the El Paso Warehouse will be below $4.1 million on, or soon after, May 21, 2001. Accordingly, on or about May 21, 2001, the inventory, based on a liquidation value, will fall below the level required to fully secure Pinnacle and Countrywide's pre-petition lien claims

27. The Movant's are also concerned about the quality of the inventory that is presently in the El Paso Warehouse. During the course of the Debtor's case, the inventory mix has substantially changed as the Debtor prefers to ship out its newer, more valuable inventory (i.e. "last in-first out basis"), while leaving its older, and potentially obsolete, inventory in the El Paso Warehouse. Moreover, most of the health and beauty products have been shipped out and have not been replaced.

28. The Movants fear that if they are forced to liquidate the inventory in the El Paso Warehouse to satisfy their liens, the present inventory is insufficient to satisfy the amounts owed by the Debtor. The Movants have been advised that, upon liquidation, it would be estimated that the groceries will realize a forty percent (40%) return of the cost value while the perishables will realize a twenty-five percent (25%) return of the cost value. As of May 13, 2001, the cost value of the groceries was approximately $9.8 million and the cost value of perishables was approximately $2.4 million resulting in a present liquidation value for all of the inventory of approximately $4.6 million.

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United States Bankruptcy Court
District of New Mexico

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Case Number: 11 01-10779 SA
Total Number Of Entries: 182
Last Date To File Claims: **/**/**
Last Date To File Claims for Governmental Unit: **/**/**

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