

UNITED STATES BANKRUPTCY COURT
DISTRICT OF NEW MEXICO

In re:

FURR'S SUPERMARKETS, INC.,

Case No. 11-01-10779-SA
Chapter 11

Debtor.

**ORDER PRESCRIBING NOTICE ON DEBTOR'S
APPLICATIONS TO RETAIN SKADDEN, ARPS,
SLATE, MEAGHER & FLOM LLP, JACOBVITZ,
THUMA & WALKER, AND PRICEWATERHOUSE COOPERS LLP**

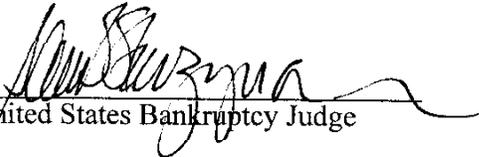
On February 8, 2001, Furr's Supermarkets, Inc. (the "Debtor") filed in this Court a petition for reorganization relief under chapter 11 of the United States Bankruptcy Code. On the same day, the Debtor filed, and the Court held hearings on, the Debtor's separate applications (the "Applications") for authorization to retain (i) Skadden, Arps, Slate, Meagher & Flom I.L.P., as general bankruptcy counsel, (ii) Jacobvitz, Thuma, & Walker, as local bankruptcy counsel, and (iii) PricewaterhouseCoopers LLP, as financial consultants. Good cause appearing therefor, the Court hereby **ORDERS:**

1. The Debtor is hereby directed to provide twenty-days' notice of each Application. The Debtor shall serve copies of the notice, together with copies of each Application and all supporting declarations and other material, on: (a) the United States Trustee, (b) the Debtor's creditors set forth on the list filed pursuant to Bankruptcy Rule 1007(d), (c) the lenders entitled to notice under this Court's Interim Order authorizing debtor-in-possession financing, entered on February 9, 2001, (d) all parties-in-interest who have requested special notice in the case, and (e) all other persons who commented on the Applications at the February 8, 2001 hearings thereon.

2. The Debtor may supplement each Application to seek Court approval that each retained professional may invoice the Debtor monthly and to propose that the Debtor may pay, on a monthly basis, 75% of each professional's time charges and 100% of its out-of-pocket expenses, all payments to be subject to this Court's approval, pursuant to 11 U.S.C. §§ 330 and 331 (the "Interim Fee Motion").

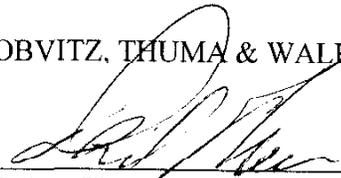
3. The Debtor shall include, in the notice of commencement of the case and of the meeting of creditors under 11 U.S.C. § 341 to be mailed to all parties-in-interest, ^{JSS substantially} notice in the form attached hereto as Exhibit A ^{JSS which notice shall say} that it has filed each of the Applications and the Interim Fee Motion, that copies thereof may be obtained from Debtor's counsel or reviewed on the website maintained by the Clerk of the Court at www.nmcourt.fed.us/bkdocs, and that the deadline to object to the Applications and the Interim Fee Motion is twenty three days from the date the notice is mailed.

Dated: February __, 2001


United States Bankruptcy Judge

Submitted by:

JACOBVITZ, THUMA & WALKER P.C.

By: 

Robert H. Jacobvitz
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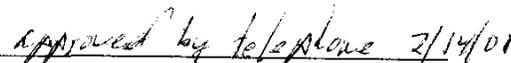
-and-

SKADDEN, ARPS, SLATE, MEAGHER &
FLOM, LLC
300 South Grand Avenue
Los Angeles, CA 90071-3144
(213) 687-5000
(213)687-5600 (fax)

Attorneys for Furr's Supermarkets, Inc.

Approved:

UNITED STATES TRUSTEE'S OFFICE

By: 

Ronald Andazola
P.O. Box 608
Albuquerque, New Mexico 87103
(505) 248-6549

I hereby certify that a true and correct copy
of the foregoing was either electronically
transmitted, faxed, delivered or mailed to
the listed counsel and parties on:

FEB 15 2001

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Mary B. Anderson

IN THE UNITED STATES BANKRUPTCY COURT

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 In re: : Chapter 11
 :
 Furr's Supermarkets, Inc. : Case No. 11-01-10779-SA
 Debtor. :
 :
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**NOTICE OF DEBTOR'S APPLICATIONS
TO RETAIN PROFESSIONALS**

On February 8, 2001, Furr's Supermarket's, Inc. (the "Debtor") filed the following applications to retain professionals in its chapter 11 case:

- a. Application for Order Authorizing Retention of Skadden, Arps, Slate, Meagher & Flom LLP and Affiliated Law Practice Entities, as General Bankruptcy Counsel;
- b. Application for Order Authorizing Retention of Jacobvitz, Thuma & Walker P.C., as Local Bankruptcy Counsel;
- c. Application for Order under 11 U.S.C. § 327(a) and Fed. R. Bankr. P. 2014 Authorizing the Employment Of PricewaterhouseCoopers LLP, as the Debtor's Financial Consultants.

The foregoing applications are available for viewing at Court's web site at www.nmccourt.fed.us/bkdocs, together with disclosures under Fed. R. Bankr. P. 2014 and 2016. Copies may also be obtained from the Debtor's counsel. Each application sets forth the services that the respective professional will provide, its qualifications, and the terms and conditions of its employment.

fees and expenses on a monthly basis, upon receipt of monthly billing statements, and before the Court's approval of each professional's compensation, up to of 75% of billed fees and 100% of billed costs. All amounts paid will be subject to the Court's ultimate approval under Bankruptcy Code §§ 328, 330 and 331.

Objections to these applications or to the Debtor's payment of interim compensation to its professionals, if any, must be filed with the Court, and served upon undersigned counsel within 20 days of the date of service of this notice (plus three days based upon service of this notice by mail, for a total of 23 days). The Bankruptcy Court will schedule a hearing to consider any objections.

Dated: February 14, 2001

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EXHIBIT

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