

IN THE UNITED STATES BANKRUPTCY COURT
FOR THE DISTRICT OF NEW MEXICO

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In re: : Case No. 11-01-10779 SA
FURR'S SUPERMARKETS, INC., : Chapter 11
Debtor. :
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ORDER APPOINTING ROBERT L.
BERGER AND ASSOCIATES, LLC AS
CLAIMS, NOTICING AND BALLOTING AGENT OF THE
BANKRUPTCY COURT UNDER TO 28 U.S.C. § 156(c)

Upon the application filed February 8, 2001 (the "Application"),¹ of the above-captioned debtor and debtor-in-possession (the "Debtor"), for entry of an order under 28 U.S.C. § 156(c) approving an agreement with Robert L. Berger and Associates, LLC ("Berger") appointing Berger as claims, noticing and balloting agent of the Bankruptcy Court (the "Claims and Noticing Agent"); and the Court having reviewed the Application, the Declaration of Steven L. Mortensen in Support of Chapter 11 Petitions and First Day Orders, filed February 8, 2001 (the "Mortensen Declaration"), and the Declaration of John Vander Hooven, filed February 8, 2001 (the "Vander Hooven Declaration"); and the Court being satisfied with the representations

¹ Unless otherwise defined herein, capitalized terms used herein shall have the meanings ascribed to them in the Application.

made in the Application, the Mortensen Declaration and the Vander Hooven Declaration that Berger represents no interest adverse to the Debtor's estate with respect to the matters upon which Berger is to be engaged, that Berger is a "disinterested person" as that term is defined in section 101(14) of the Bankruptcy Code, as modified by section 1107(b) of the Bankruptcy Code, and that Berger's appointment is necessary and would be in the best interests of the Debtor's estates; it appearing that notice of the Application, as described therein, was adequate and proper under the circumstances, and that no other or further notice is necessary; and upon the record herein; and after due deliberation thereon; and good and sufficient cause appearing therefor, it is hereby ORDERED, ADJUDGED AND DECREED THAT:

1. The Application is granted, with the following changes (that have been approved by Berger and the office of the Clerk for the United States Bankruptcy Court for the District of New Mexico) (the "Clerk"): (i) "ten business days" is changed to "five business days" in the first line of paragraph 12(2) of the Application; (ii) paragraph 12(3) of the Application is deleted and is replaced with the following: "Maintain originals of all proofs of claim and proofs of interest filed in this case, and provide such originals to the Clerk (at its direction) or dispose of such originals as may be order by the Court; (iii) paragraph 12(4)(e) is added to the Application, as follows: "If appropriate, an indication that the claim is an amendment of a previously filed claim (identified by number) or that it is a duplicate of a previously filed claim (identified by

number);” (iv) paragraph 12(6) of the Application is deleted and is replaced with the following: “Electronically transmit to the Clerk’s Office in pdf format a copy of the claims register as requested by the Clerk’s Office;” (v) a new paragraph 12(6a) is added to the Application as follows “Electronically transmit to the Clerk’s Office weekly, in a format prescribed by the Clerk’s Office, a supplemental case mailing list;” (vi) paragraph 12(8) of the Application is replaced with the following: “Provide to the public copies of proofs of claim or proofs of interest filed in this case upon request, at a charge of \$.20 per page;” and (vii) the phrase “and on the claims register” is inserted at the end of paragraph 12(9) of the Application.

2. Berger is appointed as the Claims and Noticing Agent in this chapter 11 case, under 28 U.S.C. § 156(c), and is authorized to perform the services set forth in the Application.

3. Berger is also authorized to assist the Debtor with, among other things: (a) the preparation of its schedules, statement of financial affairs and master creditor list, if necessary, and any amendments thereto; (b) the reconciliation and resolution of claims; and (c) the preparation, mailing and tabulation of ballots for the purpose of voting to accept or reject a plan of reorganization.

4. The fees and expenses of Berger incurred in the performance of the above services in accordance with the Agreement attached hereto as Exhibit A shall be

treated as an administrative expense of the Debtor's chapter 11 estate and shall be paid by the Debtor in the ordinary course of business.

5. Berger shall submit to the United States Trustee for this region, on a monthly basis, copies of the invoices it submits to the Debtor for services rendered.

6. Berger shall not have the right to discontinue its employment as Claims and Noticing Agent in the event of a payment dispute with the Debtor, absent further order of this Court.

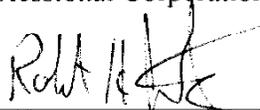
7. The United States Trustee and any committee appointed pursuant to Code Section 1002 shall have ten (10) days to object to this order from the date it is entered. This order shall be fully effective pending further order of the Court (if any), and Berger shall be entitled to compensation pursuant to the terms of the Berger Agreement (as defined in the Motion) and this order for any work performed prior to entry of an order that provides otherwise.

Dated: _____


UNITED STATES BANKRUPTCY JUDGE

Submitted by:

JACOBVITZ, THUMA & WALKER,
a Professional Corporation

By:  _____

Robert H. Jacobvitz
David T. Thuma
500 Marquette N.W., Suite 650
Albuquerque, N.M. 87102
(505) 766-9272
(505) 722-9287 (fax)

SKADDEN, ARPS, SLATE, MEAGHER &
FLOM LLP
Jay M. Goffman
Alan J. Carr
Four Times Square
New York, New York 10036 6522

-and-

SKADDEN, ARPS, SLATE, MEAGHER &
FLOM LLP
Richard Levin
Peter W. Clapp
300 South Grand Avenue
Los Angeles, CA 90071-3144
(213) 687-5000
(213) 687-5600 (fax)

Attorneys for the Debtor in Possession

Approved:

OFFICE OF THE U.S. TRUSTEE

By: Approved by telephone 2-14-01
Ronald E. Andazola
Leonard Martinez-Metzgar
P.O. Box 608
Albuquerque, New Mexico 8710
(505) 248-6544
(505) 248-6558 (fax)

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 20 2001

Mary B. Anderson

Robert L. Berger & Associates, LLC
16501 Ventura Blvd., Suite 440
Encino, CA 91436
(818) 906-8300 telephone
(818) 783-2737 facsimile

February 4, 2001

Steven Mortensen
Furr's Supermarkets, Inc.
The 25 Way, Ste. 100
Albuquerque, NM 87109

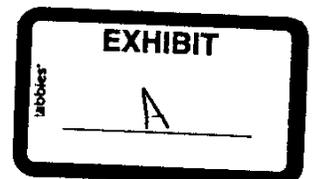
Re: Letter of Agreement

Dear Mr. Mortensen:

This letter will acknowledge, that at the recommendation of one of your attorneys, Ms. Jamie Edmondson of Skadden, Arps, Slate, Meagher & Flom, you have requested that Robert L. Berger & Associates, LLC., ("RBA") provide services to Furr's Supermarkets, Inc. in connection with its filing of a Chapter 11 proceeding. RBA will make itself available to Furr's Supermarkets, Inc. for the purpose of educating and assisting in the preparation of all required financial reports and documents.

We will assist in the preparation of the Creditor Mailing Matrix and provide Claims Management services as per the attached rate sheet.

The services rendered will be at our normal hourly rates, which range from \$35.00 to \$245.00 per hour. Rates are adjusted annually on January 2 of each year, and are subject to increase not to exceed 10% per annum. Increases greater than 10% per



Furr's Supermarkets, Inc.
February 4, 2001
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All charges will be on a portal-to-portal basis plus out-of-pocket expenses. Invoices will be submitted periodically and are payable upon submission to restore the deposit to its original \$50,000.00.

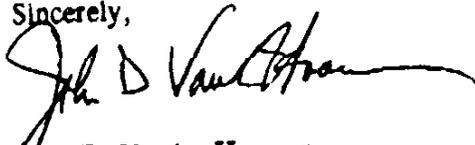
Our wiring instructions are as follows:

Account Name:	Robert L. Berger & Associates, LLC Trust Account
Account Number:	1300041325
Amount of Wire	\$50,000.00
Name of Bank:	Union Bank of California, Monterey Park Branch
Bank Routing No:	122000496

Should you have any questions regarding the above please do not hesitate to call.

Please acknowledge the above by signing and returning a copy of this letter.

Sincerely,



John D. Vander Hooven

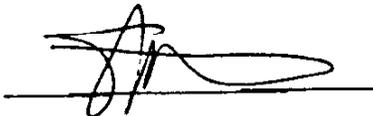
/cr

cc: Jamie Edmondson, Esq.

Received and agreed to:

Furr's Supermarkets, Inc.

Date: 2/6/00

By: 

Robert L. Berger & Associates, LLC
 17525 Ventura Blvd., Suite 200
 Encino, California 91316
 Tel: (818) 906-8300
 Fax: (818) 783-2737
<http://www.claimsmanager.com>

Claims Management/Processing Services

1 One Time Setup	\$1,000.00 (Configuration and customization of database for client's needs based on initial conference)
2 Creation of Creditor Database Creditors supplied on Magnetic Media	\$.10 per creditor if in RLB format \$3.50 per creditor for non-RLB format
3 Court Claims Docket Creation and Updating of Court Proof of Claims Docket	\$3.50 per Proof of Claim
4 Claim Processing Printing of initial proof of claim Proof of Claims Input Verification of claims input Scanning input of Proofs of Claim	\$.15 each \$1.50 per claim if RLB generated \$3.50 per claim if non-RLB generated claims \$35.00 per hour \$.25 per page plus \$35.00 per hour
5 Specialized Services Technical/Consulting & Executive Support Programming Clerical Support	\$95.00-\$225.00 per hour \$ 120.00 per hour \$ 35.00 - \$70.00 per hour
6 Remote Internet Access - One-Time Set-Up Fee	\$1,000.00 (Initial training for system use as required. Provide necessary database upgrades, Setup security with user codes and passwords) \$250.00 per month per debtor plus \$35 per user per month
7 Expenses Postage, Delivery, Phone Faxes - Incoming Faxes - Outgoing Labels Envelopes	At Cost \$.20 per page \$ 1.00 per page \$.05 - .15 each Price varies as per size
8 Support Services Photocopies/Printing Monthly Data Storage	\$.20 per page \$.05 per creditor on file
9 Balloting Services and Fees Special Services Ballots Tabulated Basic Charge for Voting and Tabulation Reports Plus	See Item 5 above \$ 1.25 each \$ 75.00 per processing \$ 3.00 per 1000 lines printed
10 Notice Printing	Outsourcing costs passed through
11 Newspaper Legal Notice Publishing	Quote prior to publishing Hourly Rate \$65.00 - \$245.00

Statement of Schedule of Assets and Liabilities