

UNITED STATES BANKRUPTCY COURT  
DISTRICT OF NEW MEXICO

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

In re:

FURR'S SUPERMARKETS, INC.,

Chapter 11

Debtor

Case No. 11-01-10779 SA

**OBJECTION TO MOTION FOR ORDER AUTHORIZING AND  
COMPELLING DEBTOR TO PAY PROFESSIONAL FEES  
AND EXPENSES TO PETER J. SOLOMON COMPANY**

Heller Financial, Inc., for itself and as agent for Bank of America, N.A. and Fleet Capital Corporation ("Heller") hereby submit its objection to the motion (the "Motion") for order authorizing and compelling the Debtor to pay professional fees and expenses to Peter J. Solomon Company ("PJSC") and states as follows:

1. Heller objects to payment of PJSC of amounts claimed in the Motion. The Motion does not annex any back-up documentation substantiating PJSC's claimed expense reimbursement request.

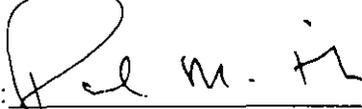
2. Pursuant to the prior Order of the Court of September 26, 2001, \$1,500,000 was reserved (without prejudice to any claim as to amount owed and to be paid) for PJSC. Heller opposes payment of any amounts over the reserve as such payment would violate other Orders of the Court and impermissibly use Heller's cash collateral without Heller's consent.

3. Heller reserves its right to submit additional memoranda, responses and evidence to address additional legal and factual issues associated with the Motion, including, without limitation, issues relating to the carve-out under the Debtor's lending and financing orders, adequate protection and the priority of claims, liens and expenses.

1251

Respectfully submitted.

MODRALL, SPERLING, ROEHL, HARRIS  
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By: 

Paul M. Fish

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WE HEREBY CERTIFY that a true  
and correct copy of the fore-  
going pleading was mailed to  
the following counsel of record this  
25<sup>th</sup> day of October, 2001.

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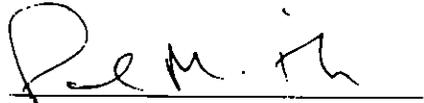
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