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U.S. BANKRUPTCY COURT  
ALBUQUERQUE, N.M.  
Case No. 11-01-10779-SA

UNITED STATES BANKRUPTCY COURT OF THE CLERK  
DISTRICT OF NEW MEXICO

In re:

FURR'S SUPERMARKETS, INC.,

Case No. 11-01-10779-SA

Debtor.

Chapter 11

**OBJECTION BY HELLER FINANCIAL, INC. AS AGENT TO EMERGENCY  
MOTION OF PINNACLE LOGISTICS, INC. AND COUNTRYWIDE  
LOGISTICS, INC. FOR EMERGENCY EXPEDITED FINAL HEARING  
ON MAY 18, 2001, MOTION  
FOR RELIEF FROM THE AUTOMATIC STAY**

Heller Financial, Inc., as agent for Fleet Capital Corporation, Bank of America, N.A., Heller Financial, Inc. and Metropolitan Life Insurance Company (hereinafter "Heller") objects to Pinnacle Logistics, Inc.'s ("Pinnacle") and Countrywide Logistics, Inc.'s ("Countrywide") (hereinafter collectively "Movants") Emergency Motion for an Emergency and Expedited Final Hearing on their Motion for Relief from Automatic Stay.

Heller is filing its objection to the underlying Motion for Relief from Stay concurrently with the filing of this Objection to Emergency Relief. As is more fully set forth in Heller's objection to the Motion for Relief from Stay, the Motion itself should be denied because the Movants have already been granted a replacement lien pursuant to the terms of the agreed "Order on Emergency Motion of Furr's Supermarket, Inc. to Grant Replacement Lien to Pinnacle Logistics, Inc. and Countrywide Logistics, Inc., and For Other Relief" ("Replacement Lien Order") entered March 2, 2001, effective February 9, 2001. Additionally, as is pointed out in the Debtor's Response to the Emergency Motion it appears that neither Pinnacle nor Countrywide have properly perfected security interests securing their claim. That is, Pinnacle has not complied with the requirements of

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obtaining a warehousemen's lien, and Countrywide has not complied with the requirements of obtaining a carrier's lien. In order to test the validity of such liens, all parties to the issue will require an opportunity to discover the factual basis, if any, for the lien claims. The Debtor has already begun discovery related to such issue. The issue should not be determined until all discovery has been completed and the evidence presented to the Court for consideration. The emergency relief requested by Pinnacle and Countrywide would prevent the completion of such discovery and the orderly presentation of the evidence to the Court.

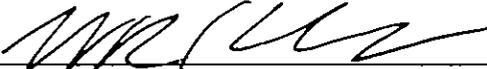
WHEREFORE, Heller Financial, Inc., as agent, respectfully requests that the Court deny the "Emergency Motion of Pinnacle Logistics, and Countrywide Logistics, Inc. for Emergency and Expedited Final Hearing on May 18, 2001, Motion for Relief from Automatic Stay" and for such other and further relief as the Court deems appropriate.

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and

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FINANCIAL, INC. AS AGENT

WE HEREBY CERTIFY that  
the foregoing pleading was  
mailed to

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this  day of June, 2001.

MODRALL, SPERLING, ROEHL,  
HARRIS & SISK, P.A.

By 

Paul M. Fish  
William R. Keleher