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CLERK OF DISTRICT COURT
DISTRICT OF NEW MEXICO

**ATTORNEYS FOR MDFC EQUIPMENT LEASING CORPORATION,
A SUBSIDIARY OF BOEING CAPITAL CORPORATION**

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

IN RE: §
§ **Chapter 11**
FURR'S SUPERMARKETS, INC., § **CASE NO. 01-10779-JSS**
§
A Delaware Corporation §
§
Debtor. §

**OBJECTION OF MDFC EQUIPMENT LEASING CORPORATION TO NOTICE
RELATING TO THE §365(f)(2) ADEQUATE ASSURANCE REQUIREMENT FOR
ASSIGNMENT OF EQUIPMENT LEASES, LEASE ESTOPPEL,
AND OF FINAL HEARING**

TO THE HONORABLE JAMES S. STARZYNSKI, UNITED STATES BANKRUPTCY
JUDGE:

MDFC Equipment Leasing Corporation, a subsidiary of Boeing Capital Corporation ("Boeing"), a creditor and interested party in this case, hereby objects to the "Notice Relating to the §365(f)(2) Adequate Assurance Requirement for Assignment of Equipment Leases, Lease Estoppel, and of Final Hearing," and all related documents served therewith on Boeing (collectively referred to herein as the "Notice"), and would respectfully show unto the Court as follows:

1. Boeing is an equipment lessor to the Debtor under a Master Lease containing fourteen (14) schedules or individual equipment records (the "Master Lease"). The Master Lease represents the lease of all equipment and fixtures to outfit entire Furr's stores. Upon information and belief, all leased Boeing equipment is located at Debtor's stores #945, #875, #896, #946, #894, #871, #812 and #951.

803

2. Boeing objects to the Notice documents, which seek approval of a potential assignment of one or more IERs or schedules under Boeing's Master Lease with Debtor, on the following grounds:

- a. Under the "Order Approving Procedure Relating to the §365(f)(2) Adequate Assurance Requirement for Assignment of Leases" (the "Order") previously signed by the Court in this case, Debtor is required to provide Boeing with, among other things, two most recent year end financial statements, interim 2001 financial statements, two most recent income tax returns (if unaudited financial statements are provided, and documents generally describing the proposed assignee. None of this has been provided with respect to "Newcorp," the proposed assignee related to Boeing. Therefore, Boeing is unable to intelligently make any decision regarding the proposed assignee, or adequate assurance of said proposed assignee's future performance under the Master Lease. Accordingly, Boeing objects to the proposed assignment on this ground.
- b. The Order also requires Debtor to provide a copy of all documents which Debtor alleges constitute the Lease proposed to be assigned. Boeing believes the lease documents Debtor included in the Notice to Boeing is an incomplete set of the applicable lease documents, and therefore objects on this basis. A complete set of lease documents in Boeing's counsel's possession is being forwarded to Debtor's counsel under separate cover.

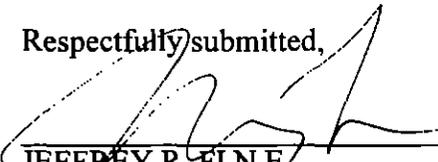
3. Although Debtor purports that no additional objections are necessary in response to the Notice, Boeing further states that Debtor has not yet provided an accurate cure amount under the Master Lease between it and Boeing. Boeing believes that the correct dollar amount will be able to eventually be resolved by stipulation.

4. Boeing further reserves the right to contest whether Debtor may assume or reject individual IER's under the Master Lease, on a store-by-store basis, or instead must assume or reject all outstanding IER's under the Master Lease in the aggregate.

WHEREFORE, PREMISES CONSIDERED, Boeing respectfully requests that all relief requested by the Debtor pursuant to the Notice be denied, or in the alternative, that relief be fashioned to address the concerns of Boeing raised herein, and for all other relief to which Boeing may be justly entitled under law or equity.

Dated this 1st day of August, 2001.

Respectfully submitted,



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CERTIFICATE OF SERVICE

I certify that a true and correct copy of the foregoing pleading has been served by e-mail, facsimile, and first class mail on the 1st day of August, 2001, upon Debtor's counsel addressed as follows:

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