

FILED  
12:00 MIDNIGHT

AUG - 3 2001

DROP BOX  
United States Bankruptcy Court  
Albuquerque, New Mexico

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

IN RE:

CASE NO. 11-01-10779-SA

FURR'S SUPERMARKETS, INC.,

DEBTOR.

**OBJECTION TO THE PROPOSED ASSIGNMENTS BY DEBTOR  
TO ASSIGNEES AND THIRD PARTY PURCHASERS  
ON THE GROUNDS OF LACK OF ADEQUATE ASSURANCE  
OF FUTURE PERFORMANCE; AND  
OBJECTION TO GREENLEAF COMPACTION LEASE CONCERNING  
AMENDMENTS, MODIFICATIONS AND SUPPLEMENTS THERETO.**

COMES NOW, Greenleaf Compaction, Inc. (hereinafter "Greenleaf"), by and through its counsel, James Cross of Osborn Maledon and Louis Puccini, Jr. of Puccini & Meagle, P.A., and does hereby file its objections to the proposed assignments by the Debtor to the assignee and third party purchasers of each unexpired lease to which Greenleaf is a party on the grounds of lack of adequate assurance of future performance by the assignee and/or third party purchaser; and objection to the form of the lease as not being a true and complete copy of the Greenleaf Compaction Lease. This objection is filed by Greenleaf, an equipment lessor, having equipment leased to Furrs in virtually all sixty six (66) open stores.

1. This objection is filed pursuant to the Debtor's Notice relating to the Section 365(f)(2) adequate assurance of future performance requirement for assignment of equipment leases, lease estoppel and notice of final hearing which was received by Greenleaf on Friday, July 27, 2001 providing for an objection date of August 3, 2001. Prior to the commencement of this case Greenleaf had entered into a Master Equipment Lease Agreement (between Furrs and Greenleaf) concerning leased equipment with the Debtor, Furrs Supermarkets, Inc. Virtually all Furrs stores,

contain Greenleaf leased equipment. Five stores have been closed, reducing the number of open stores to 66 stores.

2. On Friday, July 27, 2001, Greenleaf, and its counsel received the above referenced Notice and substantial financial documents and other pleadings relating to the Debtor's proposed assumption and assignment of certain stores to Fleming Companies, Inc. and to various Third Party Purchasers (assignees). Greenleaf has had insufficient time to thoroughly review and make an informed decision as to the Motions and the relief requested therein.

3. On or about July 31, 2001, Greenleaf received a supplement to the Notice and incorporated motions modifying the terms of the proposed assignments primarily by adding certain stores and deleting other stores for proposed assignment. Greenleaf has had insufficient time to review and to make an informed decision as to the effect of the July 31, 2001 modifications.

4. On August 2, 2001, Greenleaf received a third pleading relating to the referenced notice and incorporated pleadings. Greenleaf's management who are familiar with, and who are handling this matter have been out of town on other business and have not had an opportunity to review this third notice and/or modification by the objection deadline date.

5. This objection is filed to preserve all of Greenleaf's rights and including objections to the adequate assurance of future performance offered by Fleming and/or the various Third Party Purchasers (assignees).

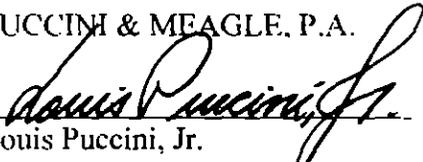
6. Greenleaf reserves its right to supplement in whole or in part this objection, as to some, or all of the proposed assignments. Greenleaf does not waive its right to assert that the Debtor cannot reject the Greenleaf Equipment Lease (Master Agreement) on a store by store basis as to the stores involved in the proposed assignment and transfer to Fleming and the Third Party Purchasers.

Respectfully submitted,

OSBORN MALEDON, P.A.  
James Cross  
Attorney for Claimant Greenleaf  
Compaction, Inc.  
2929 North Central Avenue  
Phoenix, AZ 85012-2794  
Telephone: (602) 640-9000

and

PUCCINI & MEAGLE, P.A.

By:   
Louis Puccini, Jr.  
Local Counsel for Greenleaf Compaction  
Post Office Box 30707  
Albuquerque, New Mexico 87190-0707  
Telephone: (505) 255-0202

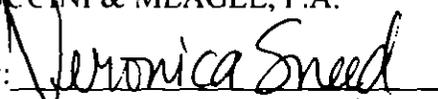
I hereby certify that a true and correct copy  
of the foregoing pleading was faxed on this 3<sup>rd</sup>  
day of August, 2001 to the following:

Robert H. Jacobvitz  
JACOBVITZ THUMA & MATTHEWS PC  
Counsel for Debtor  
500 Marquette NW #650  
Albuquerque, NM 87102  
(505) 766-9287

Stephen J. Lubben  
SKADDEN, ARPS, SLATE, MEAGHER &  
FLOM, LLP  
300 South Grand Avenue, Suite 3400  
Los Angeles, CA 90071-3144  
(213) 687-5600

by mail to:  
United States Trustee  
PO Box 608  
Albuquerque, NM 87102

PUCCINI & MEAGLE, P.A.

By:   
Veronica Sneed, Legal Assistant to  
Louis Puccini, Jr.