

UNITED STATES BANKRUPTCY COURT
DISTRICT OF NEW MEXICO

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In re:	:	
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FURR'S SUPERMARKETS, INC.,	:	Case No. 11-01-10779-SA
	:	
	:	Chapter 11
Debtor.	:	
	:	
	X	

**ORDER AUTHORIZING AND COMPELLING DEBTOR TO
PAY PROFESSIONAL FEES AND EXPENSES CLAIMED BY
PETER J. SOLOMON COMPANY PURSUANT TO
SECTIONS 328(a) AND 105(a) OF THE BANKRUPTCY CODE**

This matter came before the Court at a preliminary hearing held on October 29, 2001 at 1:00 a.m. Counsel appeared as noted on the record. Upon consideration of the Motion for Order Authorizing and Compelling Debtor to Pay Professional Fees and Expenses Due and Owing to Peter J. Solomon Company Pursuant to Sections 328(a) and 105(a) of title 11 of the United States Code (the "Bankruptcy Code"), filed October 5, 2001 (the "Motion"); and the Court having jurisdiction to consider the Motion and the relief requested therein in accordance 28 U.S.C. § § 157 and 1334; and due notice of the Motion having been provided pursuant to the Court's orders (i) limiting notice in certain matters, dated February 15, 2001, (ii) approving the sale of the Debtor's assets to Fleming Companies, Inc., dated June 30, 2001, and (iii) shortening time to object to the Motion; and it appearing that no other or further notice need be given; and for the reasons set forth in the Motion; and upon all the proceedings had before the Court; and after due deliberation and sufficient cause therefor; it is hereby

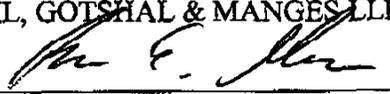
ORDERED that the Debtor is authorized and directed to disburse to Peter J. Solomon Company ("PJSC") within three (3) business days after entry of this order the sum of \$1.5 million (the "Reserved Funds") prior to a determination of PJSC's entitlement to the Reserved Funds; provided, however, if the Court at the request of any party in interest should determine that PJSC for any reason is not entitled to retain any portion of the Reserved Funds, PJSC shall promptly return such portion to the estate as ordered by the Court in a contested matter after "notice and a hearing" (as defined in Bankruptcy Code § 102(1)), with no right of setoff and no right to a stay pending appeal of that portion of such order; and it is further

ORDERED that the Reserved Funds shall be paid from the reserve account established by the Debtor's counsel at Wells Fargo bank, styled "Jacobvitz, Thuma & Walker f.b.o. Furr's Supermarkets, Inc.," and shall be deemed made from the \$1.5 million ordered to be held in reserve for PJSC pursuant to the Court's first post-closing financing order entered September 26, 2001.


UNITED STATES BANKRUPTCY JUDGE

Submitted By:

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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:

NOV 07 2001

Mary B. Anderson