UNITED STATES BANKRUPTCY COURT

DISTRICT OF NEW MEXICO

In re:

FURR'S SUPERMARKETS, INC.,
a Delaware corporation,

Debtor.

Case No. 11-01-10779 SA
Chapter 11

ORDER APPROVING MOTION TO SELL TWO PARCELS OF REAL PROPERTY FREE AND CLEAR OF LIENS AND INTERESTS

This matter came before the Court on the Debtor in Possession Furr's Supermarkets, Inc.'s (the "Debtor's") Motion To Sell Two Parcels Of Real Property Free And Clear Of Liens And Interests, filed November 12, 2001 and docketed as #1231 (the "Motion") and the Court, being duly advised in the premises and noting that no objections were filed to the Motion, HEREBY FINDS

A. On February 8, 2001, the Debtor commenced this bankruptcy case by filing a voluntary petition for relief under Chapter 11 of the Bankruptcy Code. Pursuant to Bankruptcy Code §§1107(a) and 1108, Debtor has retained possession of its assets, as Debtor in Possession.

B. The Debtor owns certain unimproved real property in Tucumcari, New Mexico, described as a corner lot, with a street address of 104 West Tucumcari Blvd, Tucumcari, New Mexico (the "Tucumcari Property").

C. The Debtor has received an offer from Lowe's Supermarkets to purchase the Tucumcari Property for $10,000 "as is, where is," subject only to the representation and warranty that the Debtor owns the property.

D. The Debtor believes that the offered price is fair and reasonable, and represents fair market value for the Tucumcari Property.

E. The Debtor owns certain unimproved real property in El Paso, Texas, described as approximately 40,000 square feet of land, a portion of Lot 1,

Block 2, Yarbrough Place, with a street address of 8115 North Loop Road, El Paso, Texas (the "North Loop Property").

F. The Debtor has received an offer from MIMCO, Inc. to purchase the North Loop Property for $100,000 "as is, where is," subject only to the representation and warranty that the Debtor owns the property.

G. The Debtor believes that the offered price is fair and reasonable, and represents fair market value for the North Loop Property.

H. The Court should approve the payment by the Debtor, from the sales proceeds of the North Loop Property, of a 6% sales commission to RJL Real Estate Consultants, which is the listing broker for the sale of the North Loop Property.

I. It is in the best interests of the Debtor and its creditors to approve the sale of the Tucumcari Property and the North Loop Property in accordance with the terms and conditions set forth herein.

J. The only parties that claim a lien or other interest in the property are the Debtor's pre- and post-petition secured lenders.

K. The property should be sold free and clear of liens and interests, with all liens and interests attaching to the sale proceeds, subject to all existing financing orders.

L. It is in the best interests of the Debtor and its creditors to approve the sales set forth above in accordance with the terms and conditions set forth above.

It is hereby ORDERED:

1. The Debtor has the authority to sell the Tucumcari Property to Lowe's Supermarkets, Inc. for $10,000 in cash. Any real property taxes on the property will be paid at closing from the sale proceeds.

2. The Debtor has the authority to sell the North Loop Property to MIMCO, Inc. for $100,000 in cash. Any real property taxes on the property will be paid at closing from the sale proceeds.

3. The Debtor may pay a 6% sales commission to RJL Real Estate Consultants on the closing of the sale of the North Loop Property.

4. All property will be sold "as is, where is" subject only to the representation that the Debtor owns the property.

5. All property will be sold free and clear of any liens and encumbrances of any kind or nature whatsoever, with all of such liens and encumbrances to attach to the proceeds of the sale to the same extent, priority, and validity as on the property.

6. All proceeds will be subject to all existing financing orders.

7. This Order shall be effective immediately upon entry. No automatic stay under Fed. R. Civ. P. 62(a) or Bankruptcy Rule 6004(g) applies to this Order.

THE HONORABLE JAMES S. STARZYNSKI
UNITED STATES BANKRUPTCY JUDGE

Submitted by:

JACOBVITZ, THUMA & WALKER
a Professional Corporation

By: _____
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Attorneys for the Debtor

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:

DEC 0 4 2001

Mary B. Anderson