

UNITED STATES BANKRUPTCY COURT  
DISTRICT OF NEW MEXICO

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In re: :  
: :  
FURR'S SUPERMARKETS, INC.: Case No. 7-01-10779 SA  
: :  
: Chapter 7  
Debtor. :  
:

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**ORDER ALLOWING AND FIXING FINAL COMPENSATION TO PETER J.  
SOLOMON COMPANY LIMITED PURSUANT TO SECTIONS  
328(a) AND 330(a) OF THE BANKRUPTCY CODE**

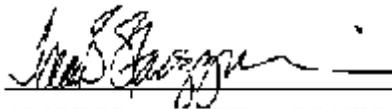
This matter came before the Court at a preliminary hearing held on December 6, 2001 at 1:30 a.m. Upon consideration of the First and Final Application of Peter J. Solomon Company Limited ("PJSC") for Compensation and Reimbursement of Expenses, dated November 2, 2001 (the "Application"); and the Court having jurisdiction to consider the Application and the relief requested therein in accordance with 28 U.S.C. §§ 157 and 1334; and due notice of the Application having been provided pursuant to the Court's order limiting notice in certain matters, dated February 15, 2001; and it appearing that no other or further notice need be given; and for the reasons set forth in the Application; and upon all the proceedings had before the Court; and after due deliberation and sufficient cause therefor; it is hereby

ORDERED that pursuant to 11 U.S.C. §§ 328 and 330, the Application be, and hereby is, granted as follows: (1) PJSC shall have a fixed allowed claim (the "Allowed Claim")

in the amount of \$1.65 million representing its Transaction Fee (as such term is defined in PJSC's letter agreement, dated February 6, 2001) in connection with the sale of substantially all of the Debtor's assets to Fleming Companies, Inc. (the "Fleming Transaction"); and (2) all other compensation and reimbursement of expenses sought by PJSC shall be disallowed; and it is further

ORDERED that PJSC shall retain the funds in the amount of \$1.5 million (the "Paid Amount") paid from the Fleming Transaction sale proceeds pursuant to the Court's order, dated November 7, 2001, and such funds shall be deemed (1) a cost of sale prior to the lien of the lenders not subject to disgorgement, setoff, claims, demands and causes of action; and (2) not to have been paid from the Carveout (defined below); and it is further

ORDERED that PJSC shall, pursuant to further order of the Court, be paid \$150,000 (the Allowed Claim less the Paid Amount) (the "Balance") from the carveout for professional fees provided for in the Court's financing orders in this chapter 11 case (the "Carveout"); provided, however, in the event the Carveout is insufficient to pay all Allowed Claims for professional fees and expenses in full, PJSC shall receive its pro rata share of funds available under the Carveout.



UNITED STATES BANKRUPTCY JUDGE

Submitted By:

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By: /s/ Brian E. Greer 1/14/02

Lori R. Fife

Brian E. Greer

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APPROVED:

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United States Trustee

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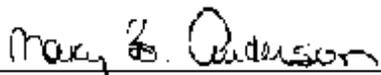
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I hereby certify that on January 14, 2002, a true and correct copy of the foregoing was either electronically transmitted, faxed, delivered, or mailed to the listed counsel and parties.

  
Mary B. Anderson  
Mary B. Anderson