

UNITED STATES BANKRUPTCY COURT
DISTRICT OF NEW MEXICO

In re:

FURR'S SUPERMARKETS, INC.,

Case No. 11-01-10779-SA

Chapter 11

Debtor.

**ORDER APPROVING EMPLOYMENT OF TOWERS PERRIN AS PENSION
PLAN CONSULTANTS FOR THE DEBTOR**

This matter came before the Court upon the Debtors' Motion to Employ Towers Perrin, filed October 10, 2001 (the "Retention Application"). By the Motion the Debtor in Possession, Furr's Supermarkets, Inc. (the "Debtor") seeks Court approval of its employment of Towers Perrin ("Towers Perrin"), pursuant to Bankruptcy Code §327(a), as pension plan consultants for the Debtor in this case.

The Court FINDS:

A. On October 10, 2001, Towers Perrin filed its disclosure pursuant to Bankruptcy Rules 2014 and 2016;

B. On October 10, 2001, Jacobvitz, Thuma & Walker, P.C. gave notice of the Motion to all persons on the limited mailing matrix, as shown by the certificate of service on the notice (the "Notice");

C. The Notice was sufficient and appropriate in the particular circumstances;

D. The Notice specified a deadline of twenty days, plus three days based on service of the Notice by mail, for a total of twenty-three days, in which to file objections to the Motions;

E. The objection deadline expired on November 3, 2001, with no objections to the Motion having been filed other than the objection filed by the United State Trustee's office;

F. No further notice of the Motion or of this order is necessary in the particular circumstances, prior to entry of this order;

G. Towers Perrin's employment as pension plan consultants for the Debtor, as set forth below, should be approved; and

II. Entry of this order is appropriate.

IT IS, THEREFORE, ORDERED:

1. The Debtor's employment of Towers Perrin as its pension plan consultants, pursuant to Bankruptcy Code §327(a), is hereby approved effective as of October 10, 2001.

2. The Debtor is authorized to pay Towers Perrin, upon receipt of Towers Perrin's billing statements and prior to the Court's determination of the allowability of Towers Perrin's compensation, up to and including 75% of fees, 100% of reimbursable costs, and 100% applicable gross receipts tax on fees and costs that are paid. All fees, costs, and gross receipts tax paid shall be subject to ultimate approval of the Bankruptcy Court under Bankruptcy Code §§330 and 331.

3. Towers Perrin shall file fee applications every 120-180 days, approximately.

4. Towers Perrin shall not be allowed to charge interest or late fees.

5. Towers Perrin's billing statements shall comply with all applicable United States Trustee Guidelines.

6. The provision in the retention letter dated August 8, 2001 attached as Exhibit A to the Motion to Employ (Retention Letter), relating to the payment of \$100,000 to Towers Perrin within 15 days of approval is hereby invalidated.

7. This order shall not be interpreted to approve (a) "data processing

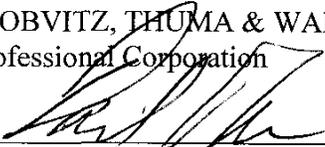
percent (6 ½ %) of hourly time charges."

8. A determination as to the reasonableness, necessity and statutory authorization for these expenses shall be made upon the submission of fee applications.


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 in Possession

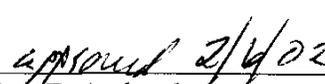
I hereby certify that a true and correct copy
of the foregoing was either electronically
transmitted, faxed, delivered or mailed to
the listed counsel and parties on:

FEB 08 2002

Approved:

BRENDA MOODY WHINERY
United States Trustee

Mary B. Anderson

By: 

Ron E. Andazola
Assistant U.S. Trustee
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