

UNITED STATES BANKRUPTCY COURT
DISTRICT OF NEW MEXICO

In re:

FURR'S SUPERMARKETS, INC.,

Case No. 7-01-10779 SA
Chapter 7

Debtor.

**ORDER GRANTING REPLACEMENT LIEN ON EL PASO WAREHOUSE LEASE
FOR ADVANCES USED TO PAY LEASE EXPENSES**

This matter comes before the Court on the request of the Chapter 7 trustee, Yvette J. Gonzales (the "Trustee"), by her counsel, Jacobvitz, Thuma & Walker, P.C., with the consent of the estate's secured creditors. The Trustee, through her counsel, represents to the Court:

(a) On December 19, 2001, the Debtor as debtor in possession ("DIP") converted its chapter 11 case to chapter 7. The Trustee was appointed the interim Chapter 7 Trustee on the same day.

(b) One of the estate assets is a long-term leasehold interest in a product distribution warehouse on Railroad Drive in El Paso, Texas (the "El Paso Warehouse Lease").

(c) Heller Financial, Inc., as agent, and The Metropolitan Life Insurance Company (together, the "Secured Lenders") claim a first lien on the El Paso Warehouse Lease.

(d) Pursuant to Court order, the Trustee must pay certain obligations under the El Paso Warehouse Lease in the near future, including certain rent, taxes, insurance costs, and other costs, and must also continue to pay certain additional costs, from time to time, owed under the El Paso Warehouse Lease.

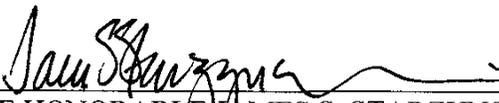
(e) The Secured Lenders have agreed, until further notice, to make^{k JSS} advances to the Trustee to pay some or all of such amounts, on the condition that they be granted a

replacement lien on the El Paso Warehouse Lease for any such advances.

The Court, having determined that entry of this order is appropriate, without notice other than to the United States Trustee and the Secured Lenders, it is

ORDERED that the Trustee is authorized to pay from time to time, without further Court order or notice or consent of any party other than the Secured Lenders, amounts due under the El Paso Warehouse Lease from the Secured Lenders' claimed cash collateral.

IT IS FURTHER ORDERED that the Secured Lenders shall be granted a replacement lien on the El Paso Warehouse Lease for all such amounts spent by the Trustee from their claimed cash collateral. The Secured Lenders shall not have or be granted a replacement or other lien on any other estate assets in connection with this Order or the subject matter hereof.

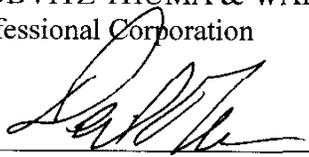


THE HONORABLE JAMES S. STARZYNSKI
UNITED STATES BANKRUPTCY JUDGE

Submitted by:

JACOBVITZ THUMA & WALKER
a Professional Corporation

By



Robert H. Jacobvitz/David T. Thuma
500 Marquette N.W., Suite 650
Albuquerque, New Mexico 87102
505) 766-9272/(505) 766-9287 (fax)

Attorneys for the Chapter 7 Trustee

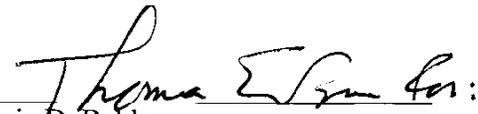
Approved:

MODRALL, SPERLING, ROEHL, HARRIS & SISK, P.A.

By: 
Paul M. Fish
500 4th St., N.W., #1000
Albuquerque, New Mexico 87103-2168
(505) 848-1800

Attorneys for Heller Financial, Inc., as agent for Fleet Capital Corporation, Bank of America N.A., and Heller Financial, Inc.

JENNIE BEHLES & ASSOCIATES, P.A.

By: 
Jennie D. Behles
P.O. Box 849
Albuquerque, NM 87103
(505) 243-9756

Attorneys for Metropolitan Life Insurance Company

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 14 2002

Mary B. Anderson