

UNITED STATES BANKRUPTCY COURT
DISTRICT OF NEW MEXICO

In re:

FURR'S SUPERMARKETS, INC.,

Case No. 11-01-10779-SA
Chapter 11

Debtor.

**SUPERSEDING ORDER APPROVING EMPLOYMENT OF TOWERS PERRIN
AS PENSION PLAN CONSULTANTS FOR THE DEBTOR AND THE CHAPTER
7 TRUSTEE**

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") sought 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 case was converted to Chapter 7 on December 19, 2002, and the duly appointed Chapter 7 trustee, Yvette J. Gonzales (the "Trustee") also seeks to employ Towers Perrin to complete the work for which the Debtor sought its employment.

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 Motion;

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 States Trustee's office. The United States Trustee's office consents to entry of this order, and to Towers Perrin's employment by the Trustee as set forth herein;

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 and/or the Trustee, as set forth below, should be approved; and

H. 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 Trustee's employment of Towers Perrin as her pension plan consultants, pursuant to Bankruptcy Code §327(a), is hereby approved effective as December 19, 2002.

3. Payments to Towers Perrin shall be made from the Furr's Supermarkets, Inc. pension plan (the "Pension Plan"). The Trustee is authorized to pay Towers Perrin, from Pension Plan assets only, upon receipt of Towers Perrin's billing statements and prior to the Court's determination of the allowability of Towers Perrin's

compensation, 100% of fees, reimbursable costs, and 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. In addition, the Trustee is authorized to pay Towers Perrin the \$100,000 retainer from the Pension Plan as per the Engagement Letter.

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

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

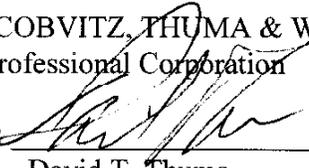
6. Towers Perrin's billing statements shall contain the same level of detail as its billings statements to other clients.

7. This Order supersedes the Court's February 8, 2002 Order Approving Employment of Towers Perrin as Pension Plan Consultants for the Debtor and the Chapter 7 Trustee, docketed as # 1546 (the "Prior Order"), which the Trustee's counsel erroneously submitted to the Court for approval and entry. The Prior Order shall be of no further force or effect.


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:

MAR 22 2002

Mary B. Anderson

Approved:

BRENDA MOODY WHINERY
United States Trustee

By: approved 3/18/02

Rón E. Andazola

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