

UNITED STATES BANKRUPTCY COURT
DISTRICT OF NEW MEXICO

In re:

FURR'S SUPERMARKETS, INC.,

Case No. 11-01-10779-SA

Debtors.

**ORDER GRANTING OFFICIAL UNSECURED CREDITORS' COMMITTEE'S MOTION
FOR ORDER AUTHORIZING REIMBURSEMENT OF EXPENSES OF MEMBERS OF
OFFICIAL UNSECURED CREDITORS' COMMITTEE**

This matter came before the Court at a preliminary hearing on April 23, 2001 at 9:00 a.m.

The Official Unsecured Creditors' Committee was represented by Davis & Pierce, P.C. (William F. Davis, Esq.); the Debtor was represented by Jacobvitz, Thuma & Walker, P.C. (Robert H. Jacobvitz, Esq. and David T. Thuma, Esq.); and Heller Financial, Inc. was represented by Modrall, Sperling, Roehl, Harris & Sisk, P.A. (Paul Fish, Esq.). The Court being fully advised in the premises and having read the pleadings and heard argument of counsel hereby FINDS:

A. The relief requested in the Motion for Order Authorizing Reimbursement of Expenses of Members of Official Unsecured Creditors' Committee (the "Motion") should be granted to the extent set forth below.

B. The Motion did not bring before the Court the issue whether the Debtor's estate can be required to pay reasonable compensation for professional services rendered by an attorney or accountant for an individual Committee member, pursuant to 11 U.S.C. § 503(b)(4), and that issue is not addressed or resolved by this Order.

IT IS THEREFORE ORDERED:

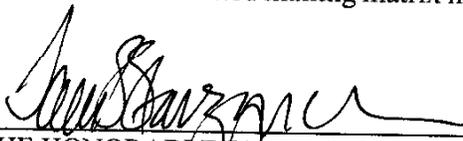
1. The counsel for the Committee will submit to the Debtor, on a monthly basis, a detailed statement (an "Expense Statement") of expenses incurred by Committee members during the prior month for which such members seek reimbursement from the estate, as well as any previously unreimbursed expenses, which shall include all supporting vouchers, receipts, and similar

documentation. Notice of the Expense Statement and the Expense Statement shall also be filed with the Court clerk. The Debtor shall have until the fifteenth calendar day of the following month after the submission of the Expense Statement to review the Expense Statement (although the Debtor is not required to wait the full fifteen days). In the event there are no objections, the Debtor is authorized to pay 100% of the expenses billed for each month. If the Debtor objects to one or more items on an Expense Statement, it will pay the remaining items on such Expense Statement pursuant to this Order, despite such objection.

2. All payments made by the Debtor for Expense Statements submitted to the Debtor pursuant to this Order shall be subject to the ultimate approval of the Court pursuant to 11 U.S.C. §503(b)(3)(F). The Committee shall seek approval of all costs reflected in the Expense Statements in accordance with the normal interim fee application process. By not objecting to and paying any Expense Statement item under the procedure set forth in this Order, the Debtor does not waive the right to object when Court approval of the expense is sought.

3. The Expense Statements shall seek reimbursement of costs incurred in the performance of the duties of the Committee only for one Committee representative for each member of the Committee.

4. The Expense Statements shall not include any amounts for compensation for professional services rendered by an attorney or accountant for an individual Committee member. If a Committee member seeks reimbursement from the Debtor's estate for such amounts, the Committee member shall file a separate application with the Court specifically requesting such reimbursement, and shall send notice of the application to the limited mailing matrix maintained in this bankruptcy case.



THE HONORABLE JAMES S. STARZYNSKI
UNITED STATES BANKRUPTCY JUDGE

Submitted by:

DAVIS & PIERCE, P.C.

By:


William F. Davis, Esq.
PO Box 6
Albuquerque, NM 87103
(505) 243-6129

Approved:

OFFICE OF THE UNITED STATES TRUSTEE

By: Telephonically approved 

Ronald E. Andazola, Esq.
Assistant United States Trustee
PO Box 608
Albuquerque, NM 87103-608
(505) 248-6544

ADDITIONAL PARTIES ENTITLED TO NOTICE:

FURR'S SUPERMARKETS, INC., DEBTOR
AND DEBTOR-IN-POSSESSION

By: Telephonically approved 

Robert H. Jacobvitz, Esq.
David T. Thuma, Esq.
JACOBVITZ, THUMA & WALKER, P.C.
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Albuquerque, NM 87102

HELLER FINANCIAL, INC., AGENT FOR
LENDERS

By: Telephonic approval on 5/01/01 

Paul Fish, Esq.
MODRALL, SPERLING, ROEHL,
HARRIS & SISK, P.A.
500 Fourth Street NW
Bank of America Center, Suite 1000
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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:

MAY 02 2001

Mary B. Anderson