

VOLUNTARY PETITION

United States Bankruptcy Court District of New Mexico		VOLUNTARY PETITION
Name of Debtor (if individual, enter Last, First, Middle): FURR'S SUPERMARKETS, INC., a Delaware Corporation	Name of Joint Debtor (Spouse) (Last, First, Middle): <div style="text-align: right; font-size: 1.5em; font-weight: bold;">11-01-10779-SA</div>	
All Other Names used by Debtor in the last 6 years (include married, maiden, and trade names):	All Other Names used by Joint Debtor in the last 6 years (include married, maiden, and trade names):	
Soc. Sec. Tax I.D. No. (if more than one, state all): 75-2364418 (Federal); 02-159595-0 (New Mexico)	Soc. Sec. Tax I.D. No. (if more than one, state all):	
Street Address of Debtor (No. & Street, City, State & Zip Code): Chief Financial Officer 4411 The 25 Way N.E., Ste. 100 Albuquerque, New Mexico 87109	Street Address of Debtor (No. & Street, City, State & Zip Code):	
County of Residence or of the Principal Place of Business: Bernalillo County, New Mexico	County of Residence or of the Principal Place of Business:	
Mailing Address of Debtor (if different from street address):	Mailing Address of Joint Debtor (if different from street address):	
Location of Principal Assets of Business Debtor (if different from addresses listed above):		

INFORMATION REGARDING DEBTOR (Check the Applicable Boxes)

Venue (Check any applicable box): <input checked="" type="checkbox"/> Debtor has been domiciled or has had a residence, principal place of business or principal assets in this District for 180 days immediately preceding the date of this petition or for a longer part of such 180 days than in any other District. <input type="checkbox"/> There is a bankruptcy case concerning debtor's affiliate, general partner, or partnership pending in this District.																		
Type of Debtor (Check all boxes that apply): <input type="checkbox"/> Individual <input checked="" type="checkbox"/> Corporation <input type="checkbox"/> Partnership <input type="checkbox"/> Other Nature of Debts (Check one box): <input type="checkbox"/> Consumer Non-Business <input checked="" type="checkbox"/> Business	Chapter or Section of Bankruptcy Code Under Which the Petition Is Filed (Check one box): <input type="checkbox"/> Chapter 7 <input type="checkbox"/> Chapter 9 <input type="checkbox"/> Sec. 304 Case ancillary to foreign proceeding <input checked="" type="checkbox"/> Chapter 11 <input type="checkbox"/> Chapter 12 <input type="checkbox"/> Chapter 13																	
Chapter 11 Small Business (Check all boxes that apply): <input type="checkbox"/> Debtor is a small business as defined in 11 U.S.C. § 101. <input type="checkbox"/> Debtor is and elects to be considered a small business under 11 U.S.C. § 1121(e) (optional)		Filing Fee (Check one box): <input checked="" type="checkbox"/> Full Filing Fee attached. <input type="checkbox"/> Filing Fee to be paid in installments (Applicable to individuals only) Must attach signed application for the court's consideration certifying that the debtor is unable to pay fee except in installments - Rule 1006(b). See Official Form No. 3																
Statistical Administrative Information (Estimates only): <input checked="" type="checkbox"/> Debtor estimates that funds will be available for distribution to unsecured creditors. <input type="checkbox"/> Debtor estimates that, after any exempt property is excluded and administrative expenses paid, there will be no funds available for distribution to unsecured creditors.		THIS SPACE IS FOR COURT USE ONLY FEB - 8 AM 9:35 DISTRICT COURT ALBUQUERQUE N.M.																
Estimated Number of Creditors: 1-25 26-49 50-99 100-199 200-999 1,000+ over <div style="text-align: right;"> <input type="checkbox"/> <input type="checkbox"/> <input type="checkbox"/> <input type="checkbox"/> <input type="checkbox"/> <input checked="" type="checkbox"/> </div>																		
Estimated Assets: <table style="width: 100%; border-collapse: collapse;"> <tr> <td style="width: 12.5%;">\$0 to</td> <td style="width: 12.5%;">\$50,000 to</td> <td style="width: 12.5%;">\$100,000 to</td> <td style="width: 12.5%;">\$500,000 to</td> <td style="width: 12.5%;">\$1,000,000 to</td> <td style="width: 12.5%;">\$10,000,000 to</td> <td style="width: 12.5%;">\$50,000,000 to</td> <td style="width: 12.5%;">More than</td> </tr> <tr> <td>\$50,000</td> <td>\$100,000</td> <td>\$500,000</td> <td>\$1 million</td> <td>\$10 million</td> <td>\$50 million</td> <td>\$100 million</td> <td>\$100 million</td> </tr> </table>			\$0 to	\$50,000 to	\$100,000 to	\$500,000 to	\$1,000,000 to	\$10,000,000 to	\$50,000,000 to	More than	\$50,000	\$100,000	\$500,000	\$1 million	\$10 million	\$50 million	\$100 million	\$100 million
\$0 to	\$50,000 to		\$100,000 to	\$500,000 to	\$1,000,000 to	\$10,000,000 to	\$50,000,000 to	More than										
\$50,000	\$100,000	\$500,000	\$1 million	\$10 million	\$50 million	\$100 million	\$100 million											
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\$0 to	\$50,000 to	\$100,000 to	\$500,000 to	\$1,000,000 to	\$10,000,000 to	\$50,000,000 to	More than											
\$50,000	\$100,000	\$500,000	\$1 million	\$10 million	\$50 million	\$100 million	\$100 million											

1426
830.00

Prior Bankruptcy Case Filed Within Last 6 Years (if more than one, attach additional sheet):

Location Where Filed: **None** Case Number: _____ Date Filed: _____

Pending Bankruptcy Case Filed by Any Spouse, Partner, or Affiliate of this Debtor (if more than one, attach additional sheet):

Name of Debtor: **None** Case Number: _____ Date Filed: _____

District: _____ Relationship: _____ Judge: _____

SIGNATURES

Signature(s) of Debtor(s) (Individual Joint)

I declare under penalty of perjury that the information provided in this petition is true and correct.

[If petitioner is an individual whose debts are primarily consumer debts and has chosen to file under chapter 7] I am aware that I may proceed under chapter 7, 11, 12 or 13 of title 11, United States Code, understand the relief available under each such chapter, and choose to proceed under chapter 7.

I request relief in accordance with the chapter of title 11, United States Code, specified in this petition.

Signature of Debtor

Signature of Joint Debtor

Telephone Number (if not represented by attorney) _____

Date _____

Signature of Debtor (Corporation, Partnership)

I declare under penalty of perjury that the information provided in this petition is true and correct, and that I have been authorized to file this petition on behalf of the debtor.

The debtor requests relief in accordance with the chapter of title 11, United States Code, specified in this petition.

Signature of Authorized Individual

Steven L. Mortensen
 Printed Name of Authorized Individual

Senior Vice President & Chief Financial Officer
 Title of Authorized Individual

February 7, 2001
 Date

Signature of Attorney

Signature of Attorney for Debtor(s)

Jay Goffman; Richard Levin; Peter W Clapp; Alan J. Carr; Jamie Edmonson; Stephen J. Lubben; Amy S. Park
 Printed Name of Attorney for Debtor(s)

Skadden, Arps, Slate, Meagher & Flom LLP
 Firm Name

Four Times Square
 New York, New York 10036, and
 300 South Grand Avenue
 Los Angeles, California 90071
 Address

(212) 735-3000 and (213) 687-5000
 Telephone Number

February 7, 2001
 Date

Signature of Attorney

Signature of Attorney for Debtor(s)

Robert H. Jacobvitz; David T. Thuma
 Printed Name of Attorney for Debtor(s)

Jacobvitz, Thuma & Walker
 Firm Name

500 Marquette N.W., Ste. 650
 Albuquerque, New Mexico 87102
 Address

(505) 766-9287
 Telephone Number

February 7, 2001
 Date

Signature of Non-Attorney Petition Preparer

I certify that I am a bankruptcy petition preparer as defined in 11 U.S.C. § 110, that I prepared this document for compensation, and that I have provided the debtor with a copy of this document.

Printed Name of Bankruptcy Petition Preparer _____

Social Security Number _____

Address _____

Names and Social Security numbers of all other individuals who prepared or assisted in preparing this document: _____

If more than one person prepared this document, attach additional sheets conforming to the appropriate official form for each person.

Signature of Bankruptcy Petition Preparer

Date _____

A bankruptcy petition preparer's failure to comply with the provisions of title 11 and the Federal Rules of Bankruptcy Procedure may result in fines or imprisonment or both 11 U.S.C. § 110, 18 U.S.C. § 156

EXHIBIT A
 (To be completed if debtor is required to file periodic reports (e.g., forms 10K and 10Q) with the Securities and Exchange Commission pursuant to Section 13 or 15(d) of the Securities Exchange Act of 1934 and is requesting relief under chapter 11)

Exhibit A is attached and made a part of this petition.

Exhibit B
 (To be completed if debtor is an individual whose debts are primarily consumer debts)

I, the attorney for the petitioner named in the foregoing petition, declare that I have informed the petitioner that [he or she] may proceed under chapter 7, 11, 12, or 13 of title 11, United States Code, and have explained the relief available under each such chapter.

Signature of Attorney for Debtor(s) _____ Date _____

UNITED STATES BANKRUPTCY COURT
DISTRICT OF NEW MEXICO

----- X

In re : 01-11-__ ____ ()

FURR'S SUPERMARKETS, INC., : Chapter 11

Debtor. :

----- X

LIST OF CREDITORS HOLDING LARGEST UNSECURED CLAIMS

Following is the list of the debtor's creditors holding the largest unsecured claims. The list is prepared in accordance with Fed. R. Bankr. P. 1007(d) for filing in this chapter 11 case. The list does not include (1) persons who come within the definition of "insider" set forth in 11 U.S.C. § 101 or (2) secured creditors, unless the value of the collateral is such that the unsecured deficiency places the creditor among the holders of the 20 largest unsecured claims.

(1) NAME OF CREDITOR AND COMPLETE MAILING ADDRESS IN- CLUDING ZIP CODE	(2) NAME, TELEPHONE NUMBER AND COMPLETE MAILING AD- DRESS, INCLUDING ZIP CODE, OF EMPLOYEE, AGENT, DE- PARTMENT OF CREDITOR FA- MILAR WITH CLAIM	(3) NATURE OF CLAIM (trade debt, bank loan, government contract, etc.)	(4) C U D S	(5) AMOUNT OF CLAIM (if secured, also state value of security)
Metropolitan Life Insurance Company 200 Park Avenue New York, New York 10166	Jerry Marcus Vice President, Private Equity (P) 212-692-5719 (F) 212-692-5784	Subordinated Debt		\$ 27 Million
Countrywide Logistics 9820 Railroad Drive El Paso, Texas 79924	Carey Prather (P) 915-757-4183 (F) 915-757-4180	Trade Creditor		\$1.9 Million
Pinnacle Logistics 9820 Railroad Drive El Paso, Texas 79924	Rick McDonald (P) 915-757-4106 (F) 915-757-4112	Trade Creditor		\$1.8 Million
Comagra Beef Co. File 96364 P.O. Box 1067 Charlotte, North Carolina 28201	Christy Henry (P) 970-395-8185 (F) 970-395-0671	Trade Creditor		\$1.5 Million
Frito Lay, Inc Rold Gold Foods Division P.O. Box 200602 Dallas, Texas 75320	Mark Fleetwood (P) 602-333-0411 (F) 602-333-0500	Trade Creditor		\$1.5 Million
Anderson News Company 6815 Washington N.E. Albuquerque, New Mexico 87109	Patrick Lundy (P) 505-345-5508 (F) 505-344-9677	Trade Creditor		\$1.1 Million
The Berton Company Dept 2907 135 S. LaSalle Chicago, Illinois 60674	Jim Prindiville (P) 323-728-5080 ext 232 (F) 323-728-0036	Trade Creditor		\$1.1 Million
Southern Wine & Spirits P.O. Drawer R Albuquerque, New Mexico 87102	Richard Crossland (P) 505-247-4186 (F) 505-243-2438	Trade Creditor		\$995,157

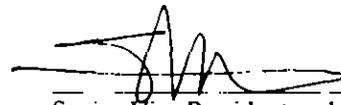
(1) NAME OF CREDITOR AND COMPLETE MAILING ADDRESS IN- CLUDING ZIP CODE	(2) NAME, TELEPHONE NUMBER AND COMPLETE MAILING AD- DRESS, INCLUDING ZIP CODE, OF EMPLOYEE, AGENT, DE- PARTMENT OF CREDITOR FA- MILIAR WITH CLAIM	(3) NATURE OF CLAIM (trade debt, bank loan, government contract, etc.)	(4) C U D S	(5) AMOUNT OF CLAIM (if secured, also state value of security)
Procter & Gamble Dept. 840039 Dallas, Texas 75284	Ron C de Baca (P) 915-587-5529 (F) 915-587-5529	Trade Creditor		\$895,658
Philip Morris 120 Park Avenue New York, New York 10017	Joey Andrews (P) 806-797-4891 ext 2 (F) 806-797-4429	Trade Creditor		\$866,823
National Distributing Co. P.O. Box 27227 Albuquerque, New Mexico 87125	Graydon Filyk (P) 505-345-4492 ext. 3367 (F) 505-342-1648	Trade Creditor		\$853,959
Hussmann Corporation 2423 Collection Center Drive Chicago, Illinois 60693	Kathern Henry (P) 770-291-2325 (F) 770-279-8750	Trade Creditor		\$784,673
Edison Source Dept 0518 Los Angeles, California 90084	Dan Bonner (P) 505-344-4851 (F) 505-344-0297	Trade Creditor		\$597,758
Clougherty Packing Co File No. 55409 Los Angeles, California 90074	John Amiedi (P) 800-432-7637 ext 618 (F) 323-584-1619	Trade Creditor		\$596,914
Pilgrims Pride Corp. P.O. Box 911709 Dallas, Texas 75391	Nikisha Hollins (P) 903-855-4312 (F) 903-856-2606	Trade Creditor		\$588,044
Mission Foods Tempe File No. 843777 P.O. Box 843777 Dallas, Texas 75384	Raul Alltore (P) 505-341-4987 (F) 505-344-4965	Trade Creditor		\$569,114
Quaker P.O. Box 730406 Dallas, Texas 75373	Anita Riley (P) 678-461-6868 (F) 678-461-6902	Trade Creditor		\$558,733
McDonnell Douglas Finance File No. 53876 Los Angeles, California 90074	Julianne Gullo (P) 562-997-3347 (F) 562-997-3328	Trade Creditor		\$548,137
Finova Capital Corporation P.O. Box 6194 Carol Stream, Illinois 60197	John Farrell (P) 201-634-3498 (F) 201-634-3311	Trade Creditor		\$535,379
General Mills (Dry) P.O. Box 951281 Dallas, Texas 75395	Don Kennedy (P) 405-348-1468 (F) 405-348-1468	Trade Creditor		\$516,453
Total Control Information 17752 Skypark Circle Ste. 160 Irvine, California 92614	Frank Lewis (P) 949-476-1122 ext 3022 (F) 949-476-1133	Trade Creditor		\$504,403

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Pepsi Cola Southwest P.O. Box 841918 Dallas, Texas 75284	Kip Owens (P) 505-880-5019 (F) 505-883-4138	Trade Creditor		\$485,721
Premier Distribution P.O. Box 25806 Albuquerque, New Mexico 87125	Mary Lou Dar (P) 505-344-0287 (F) 505-345-4351	Trade Creditor		\$485,375
Joe G. Maloof & Co. P.O. Box 1086 Albuquerque, New Mexico 87103	Jim Moore (P) 505-761-0321 (F) 505-345-8817	Trade Creditor		\$457,303

I, Steven L. Mortensen, Senior Vice President and Chief Financial Officer of the corporation named as the debtor in the case, declare under penalty of perjury that I have read the foregoing list and that it is true and correct as of February 4, 2001, to the best of my knowledge, information and belief.

Date: February 7, 2001

Signature:
Title:



Senior Vice President and Chief Financial Officer

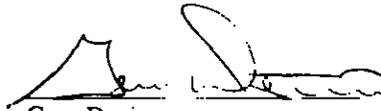
FURR'S SUPERMARKETS, INC.

CERTIFICATE

The undersigned certifies that he is the Secretary of FURR'S SUPERMARKETS, INC., a Delaware corporation (the "Company"), duly elected, qualified and acting in such capacity, and that, as such, he is authorized to execute this certificate on behalf of the Company and further certifies as follows:

Attached to this Certificate is a true, complete and correct copy of resolutions duly adopted by the Board of Directors of the Company at a meeting held on February 8, 2001, as such resolutions appear on the records of the Company. I am one of the duly authorized and proper officers of the Company to make certified copies of its records on its behalf. The attached resolutions were duly adopted by the Board of Directors of the Company in accordance with the Certificate of Incorporation and Bylaws of the Company. Such resolutions have not been altered, amended, or repealed and are now in full force and effect.

IN WITNESS WHEREOF, the undersigned has hereunto set his hand in the capacity set forth above as of the 8th day of February, 2001.



Gene Denison
Secretary

WHEREAS, in the judgment of the Board of Directors of Furr's Supermarkets, Inc., a Delaware corporation (the "Company"), it is desirable and in the best interests of the Company, its creditors, its stockholders and other interested parties that the Company file a petition in the United States Bankruptcy Court for the District of New Mexico (the "Bankruptcy Court") seeking relief under the provisions of chapter 11 of title 11 of the United States Code (the "Bankruptcy Code"); and

WHEREAS, Furr's Supermarkets, Inc., as debtor, expects to continue to operate its businesses and manage its properties as debtor-in-possession under sections 1107 and 1108 of the Bankruptcy Code and orders of the Bankruptcy Court; and

NOW, THEREFORE, BE, AND IT IS HEREBY,

RESOLVED, that the Board of Directors of the Company has determined in its judgment that it is desirable and in the best interests of the Company, its creditors, its stockholders and other interested parties that the Company file a petition in the Bankruptcy Court seeking relief under the provisions of chapter 11 of the Bankruptcy Code; and it is further

RESOLVED, that to the extent they are not already officers of the Company, Tom Dahlen, Steven L. Mortensen, Steven Smart, Gene Danison, and Delwyn James (each an "Authorized Representative," and collectively the "Authorized Representatives") are, and each hereby is, designated an authorized representative of and signatory for the Company; and it is further

RESOLVED, that each Authorized Representative and, to the extent not included among the Authorized Representatives, the chief executive officer, chief financial officer, president, senior vice president(s), secretary, assistant secretary, treasurer and/or any other officer of the Company, together with any other person or persons hereafter designated by the Board of Directors of the Company (each an "Authorized Officer," and collectively the "Authorized Officers") be, and each of them hereby is, authorized, empowered and directed, on behalf of the Company, to execute a petition in the name of the Company under chapter 11 of the Bankruptcy Code and to cause the same to be filed in the Bankruptcy Court in such form and at such time as the Authorized Officer executing the petition shall determine; and it is further

RESOLVED, that the Authorized Officers be, and each of them hereby is, authorized, empowered and directed to execute and/or file, or cause to be executed and/or filed (or to direct others to do so on their behalf as provided herein) all necessary documents, including but not limited to all petitions, affidavits, schedules, motions, lists, applications, pleadings and other papers, and in that connection to employ and retain all assistance by legal counsel, accountants or other professionals and to take any and all other action, that they or any of them deem necessary, proper or desirable in connection with the chapter 11 case contemplated hereby, with a view to the successful prosecution of the case; and it is further

RESOLVED, that the law firm of Skadden, Arps, Slate, Meagher & Flom, LLP, with offices at, among other places, 300 South Grand Avenue, Los Angeles, California 90071-3144, and Four Times Square, New York, New York 10036-6522, be, and hereby are, employed under general retainer as attorneys for the Company in the chapter 11 case; and it is further

RESOLVED, that the law firm of Jacobvitz Thuma & Walker with offices at 500 Marquette N.W., Ste. 650, Albuquerque, New Mexico, be, and hereby are, employed under general retainer as attorneys for the Company in the chapter 11 case; and it is further

RESOLVED, that the Authorized Officers be, and hereby are, authorized and empowered, in the name and on behalf of the Company, to retain such other professionals as they deem appropriate during the course of the chapter 11 case; and it is further

RESOLVED, that all acts lawfully done or actions lawfully taken by any Authorized Officer to seek relief on behalf of the Company under chapter 11 of the Bankruptcy Code or in connection with the chapter 11 case, or any matter related thereto, be, and they hereby are, adopted, ratified, confirmed and approved in all respects as the acts and deeds of the Company; and it is further

RESOLVED, that the Authorized Officers be, and each of them hereby is, authorized and empowered, in the name and on behalf of the Company, to take or cause to be taken, from time to time, any and all such further action and to execute and

deliver or cause to be executed and delivered all such further agreements, documents, certificates and undertakings, including but not limited to amendments to the documents contemplated hereby following the effectiveness thereof, and to incur all such fees and expenses as in their judgment shall be necessary, appropriate or advisable, to effectuate the purpose and intent of the foregoing resolutions; and it is further

RESOLVED, that the Company as debtor and debtor-in-possession under Chapter 11 of the Bankruptcy Code be, and it hereby is, authorized to borrow funds from a lender or lenders as any Authorized Officer of the Company deems appropriate (a "DIP Facility"), to obtain the use of cash collateral in such amounts, from such lender or lenders and on such terms as may be approved by any one or more of the Authorized Officers as reasonably necessary for the continuing conduct of the affairs of the Company and to grant security interests in and liens upon any or all of the Company's assets as may be deemed necessary by any one or more of the Authorized Officers in connection with those borrowings or the use of such cash collateral; and it is further

RESOLVED, that the Authorized Officers be, and each of them hereby is, authorized and empowered to execute, deliver, and perform for and on behalf of the Company, as debtor and debtor-in-possession, any documents, agreements, instruments, financing statements, undertakings and certificates necessary or appropriate to facilitate the transactions contemplated by the foregoing resolution, including, but not limited to, any notes evidencing the obligations of the Company under the DIP Facility, any mortgage, pledge, or other security agreement evidencing the liens and security interests granted to the lenders under the DIP Facility, and any modifications or supplements thereto, all such materials to be in the form approved by the Authorized Officer, the execution and delivery thereof to be conclusive evidence of such approval, containing those provisions, terms, conditions, covenants, warranties and representations as may be deemed necessary or appropriate by the Authorized Officer or Authorized Officers so acting; and it is further

RESOLVED, that these resolutions shall be filed with the corporate records of the Company.

UNITED STATES
U. S. BANKRUPTCY COURT
DISTRICT OF NEW MEXICO
Albuquerque Division

21001426 - JS
February 8, 2001

Code	Case #	Qty	Amount
CHMP. 11	01-10779		830.00 CH
Judge - James Starzynski Alberquer			
Debtor - FURRS SUPERMARKETS, INC.			

TOTAL → 830.00

FROM: JACOBSON, THURMA, WALKER
8826