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U.S. BANKRUPTCY COURT
ALBUQUERQUE, N.M.

**ATTORNEYS FOR MDFC EQUIPMENT LEASING CORPORATION,
A SUBSIDIARY OF BOEING CAPITAL CORPORATION**

**IN THE UNITED STATES BANKRUPTCY COURT
FOR THE DISTRICT OF NEW MEXICO**

IN RE: §
§ **Chapter 11**
FURR'S SUPERMARKETS, INC., § **CASE NO. 01-10779-JSS**
A Delaware Corporation §
§
Debtor. §

**PROTECTIVE RESPONSE OF MDFC EQUIPMENT LEASING CORPORATION TO
NOTICE
OF CLAIM OF HELLER FINANCIAL, INC. AND METROPOLITAN LIFE
INSURANCE COMPANY UNDER AMENDED WIND-DOWN BUDGET**

TO THE HONORABLE JAMES S. STARZYNSKI, UNITED STATES BANKRUPTCY
JUDGE:

MDFC Equipment Leasing Corporation, a subsidiary of Boeing Capital Corporation ("Boeing"), a creditor and interested party in this case, hereby files this its Protective Response to the Notice of Claim of Heller Financial, Inc. ("Heller") and Metropolitan Life Insurance Company ("Metropolitan") and would respectfully show unto the Court as follows:

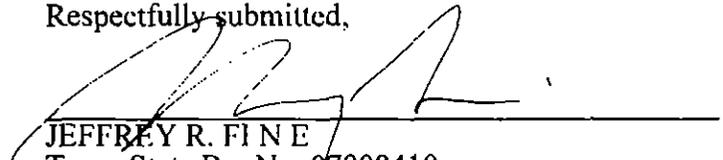
1. Debtor has previously instituted an adversary proceeding seeking to characterize Boeing's Lease as a disguised financing transaction. No resolution has yet been made in that adversary proceeding. To the extent that Boeing's Lease is hereafter found to be a disguised financing transaction, then Boeing reserves all rights, defenses, privileges and claims to assert that it has a properly perfected first and prior lien to all property and equipment described in the Boeing documents, and that such lien is superior to any that may be claimed by Heller and/or Metropolitan.

WHEREFORE, PREMISES CONSIDERED, Boeing respectfully requests that relief be

fashioned to address the concerns of Boeing raised herein, and for all other relief to which Boeing may be justly entitled under law or equity.

Dated this 27th day of August, 2001.

Respectfully submitted,



JEFFREY R. FINE
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CAPITAL CORPORATION

CERTIFICATE OF SERVICE

I certify that a true and correct copy of the foregoing pleading has been served by e-mail, facsimile, and first class mail on the 27th day of August, 2001, upon Debtor's counsel addressed as follows:

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upon counsel for Heller Financial, Inc. via fax as follows:

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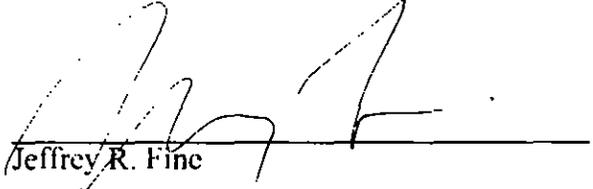
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and upon counsel for Metropolitan Life Insurance Company via fax as follows:

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