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

ORIGINAL

UNITED STATES BANKRUPTCY COURT
DISTRICT OF NEW MEXICO

In re

FURR'S SUPERMARKETS, INC.,

Debtor.

Case No. 7-01-10779-SA
Chapter 7

Second Supplement to Second Interim and Final Fee Application of Skadden, Arps, Slate, Meagher & Flom LLP

Skadden, Arps, Slate, Meagher & Flom LLP ("Skadden, Arps") submits this Second Supplement to its second and final application (the "Final Application"), dated November 2, 2001.

Skadden, Arps, applies for compensation for the services that it performed as general bankruptcy counsel to Furr's Supermarkets, Inc. ("Furrs" or the "Debtor") from October 1, 2001 through its withdrawal as counsel to the Debtor on February 5, 2002 (the "Supplemental Period"). Skadden, Arps fees for services during the Supplemental Period total $47,077.50, and its charges and disbursements incurred during the Supplemental Period total $1,153.46, for a combined total of $48,230.96. Skadden, Arps has received no post-petition payments from the Debtor.

Skadden, Arps files this Second Supplement because it necessarily incurred time and expenses after the date of its Final Application and because of events that have occurred since it filed its Final Application. The Office of the

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United States Trustee ("UST") objected to the Final Application. Skadden, Arps and the UST negotiated for a resolution of the objection, and it appeared that a settlement had been reached. Unfortunately, for reasons that would not, under Federal Rule of Evidence, be appropriate to discuss on the record, the settlement could not be concluded. Further negotiations were not fruitful. Although Skadden, Arps was willing, as part of the settlement of the Final Application, not to pursue the fees and expenses sought in this Second Supplement, it became apparent that a settlement would be less likely unless Skadden, Arps put the fees and expenses requested in this Second Supplement on the record in a filed fee application. What is more, if a settlement cannot be achieved, then Skadden, Arps believes that it is entitled to the fees and expenses set forth in this Second Supplement.

Introduction

A. Summary of Services

1. The compensation sought for the Supplemental Period was incurred primarily in connection with post-closing matters related to the Fleming transaction and in connection with Skadden, Arps' retention in these cases.

2. As discussed in the Final Application, shortly after the closing of the Fleming transaction, the Debtor advised Skadden, Arps that it intended to use Jacobvitz Thuma & Walker, the Debtor's New Mexico co-counsel, as its primary bankruptcy counsel. Skadden, Arps remained willing to provide future services to

the Debtor, if requested to do so, and the Debtor requested that the firm provide assistance with several post-closing issues.

B. Time Records, Billing Matters, Qualifications of Principal Attorneys

3. Skadden, Arps maintains records of the time it spends rendering professional services. Those records are generally made concurrently with the rendition of professional services and are available for inspection, subject to any applicable privileges. Skadden, Arps attorneys and legal assistants billed their services in this case to 34 project categories that cover discrete activities within the case. A list of these categories was set forth in the First Interim Application. The time covered by this Second Supplement is in only four of the 34 categories.

4. Skadden, Arps has attached several Exhibits to this Second Supplement. The amount of fees Skadden, Arps charged the Debtor during the Supplemental Period is summarized, by project category, on Exhibit A hereto. The billing rates, number of hours charged, and amount of fees that Skadden, Arps billed the Debtor for each attorney and legal assistant during the Supplemental Period is summarized on Exhibit B hereto. Exhibit C is a summary of the expenses incurred by Skadden, Arps in connection with the services performed for the Debtor. Exhibit D consists of Skadden, Arps' chronological time records, organized according to the 4 applicable categories. Under each category, professional services are arranged by

date, with a description of each individual professional's services on that date, and the time devoted to those services.

5. An index to all the Exhibits to this Second Supplement appears immediately before Exhibit A.

6. The qualifications and duties of the attorneys who played key roles during the Supplemental Period are set forth in the First Interim and Final Applications.

7. The vast majority of the firm's time and expenses incurred during the Supplemental Period relate to two matters: Matter 3 (Asset Dispositions) and Matter 27 (Retention/Fee Matters (SASM&F)). The remainder of this Second Supplement summarizes the services performed in each of these two categories and the basis for the allowance of these fees and expenses in this case.

Description of Services Rendered

8. Asset Dispositions (Matter No. 3). As discussed in the Final Application, the closing of the Fleming transaction was the most important event in the Debtor's case. Following completion of the Final Application, and Skadden, Arps' effective departure from day-to-day representation of the Debtor, the firm continued to address a variety of post-closing issues regarding the sale.

9. In particular, Skadden, Arps attorneys were instrumental in resolving various post-closing disputes with Fleming, including a dispute regarding

the inventory in the purchased stores. Skadden, Arps attorneys also negotiated the terms of post-closing amendments to the Asset Purchase Agreement and assisted in the transfer of the Debtor's liquor licenses, leases, and pharmacy operations. Skadden, Arps also completed the final documentation of the transaction in a manner that would make it accessible and usuable in event that any dispute concerning the documents might arise in the future.

10. **Totals**. Total time, fees, and expenses for this category are as follows:

Time:	60.75
Fees:	$13,445.50
Expenses:	$467.45

11. Like the services set forth under this matter in the Final Application, the foregoing services were instrumental in realizing the value of the Fleming transaction for the estate. Skadden, Arps' efforts prevented the closing from unwinding into litigation, to the determent of all creditors and parties in interest.

12. Retention/Fee Matters (SASM&F) (Matter No. 27). This matter primarily reflects the time spent drafting the Final Application, as well as time spent dealing with fee application matters. For example, Skadden, Arps attorneys have held repeated discussions with the Office of the United States Trustee regarding

settlement of the UST's objections to the firm's fee applications and telephonically attended a preliminary hearing on the Applications.

13. Totals. Total time, fees, and expenses for this category are as follows:

Time:	73.60
Fees:	$28,232.00
Expenses:	$1,153.46

14. Section 330(a) was amended in 1994 to allow expressly for compensation for the preparation of fee applications subject only to the limitation that compensation must be based on "the level and skill reasonably required to prepare the application."[1] This codifies the view adopted by the better-reasoned pre-1994 cases that addressed this issue.

15. For example, in *In re Nucorp Energy, Inc.*,[2] the bankruptcy court disallowed fees for time devoted to the preparation and presentation of attorneys' fee applications and the district court affirmed. The Ninth Circuit reversed, noting that "in statutory fee cases, federal courts, including our own, have uniformly

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[1] 11 U.S.C. § 330(a)(6).

[2] 764 F.2d 655 (9th Cir.1985).

held that time spent in establishing the entitlement to and amount of the fee is compensable."[3]

16. The Court of Appeals further explained that

> it is both inconsistent with the express policy of the Bankruptcy Reform Act and fundamentally inequitable to impose substantial requirements on bankruptcy counsel as prerequisites to their obtaining compensation while simultaneously denying compensation for the efforts necessary to comply with those requirements. The preparation and presentation of the detailed fee applications required by the bankruptcy court necessarily involve substantial investments of time and effort from both counsel and their staffs. To require counsel to devote considerable time to the preparation of fee applications, but to demand that they absorb the substantial cost associated therewith, would be to ignore the direct mandate of section 330(a) that reasonable compensation be provided for all "actual, necessary" services rendered by bankruptcy counsel.[4]

17. Consistent with section 330(a)(6), as revised in 1994, courts in the Tenth Circuit have generally allowed compensation for time spent preparing fee applications.[5]

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[3] *Id.* at 660. *Accord* Case v. Unified School Dist. No. 233, Johnson County, Kansas, 157 F.3d 1243, 1254 (10th Cir.1998).

[4] 764 F.2d at 659.

[5] In re Recycling Industries, Inc., 243 B.R. 396, 406 (Bankr. D. Colo. 2000) ("This Court recognizes also that Applicants are entitled to a reasonable

(continued...)

18. In the present case, Skadden, Arps not only sought allowance of its fees and expenses in the Final Fee Application, but responded to the UST's objections to the Interim Application and the UST's anticipated objection to the Final Application. The UST has been active in opposing both Skadden, Arps' retention and compensation in this case, and, in light of this, Skadden, Arps' efforts in connection with the Final Application – representing less than 2% of the total fees requested in the Final Application and this Supplement – are reasonable under the circumstances.

19. Similarly, Skadden, Arps used attorneys appropriate to the level and skill reasonably required to prepare the Final Application. An associate drafted the text of the Application, with limited oversight from more senior attorneys. Senior attorneys, working alone to avoid any duplication, handled important hearings and negotiations with the United States Trustee.

20. In short, the fees and expenses incurred in the preparation and defense of the Final Application meet the standards of section 330(a)(6) and should be allowed.

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[5] (...continued)
number of hours and a reasonable fee for their work on the Application.); *see also* In re CF & I Fabricators of Utah, Inc., 131 B.R. 474, 483 n.6 (Bankr. D. Utah 1991) (citing In re Kreidle, 85 B.R. 573 (Bankr. D. Colo.1988); In re Seneca Oil Co., 65 B.R. 902 (Bankr. W.D. Okla.1986); In re TS Indus., Inc., 125 B.R. 638 (Bankr. D. Utah 1991); In re Jensen-Farley Pictures, Inc., 47 B.R. 557 (Bankr. D. Utah 1985)).

WHEREFORE, Skadden, Arps respectfully requests that any Order approving the Final Application include the relief requested in this Supplement.

Dated: Los Angeles, California
April 11, 2002

SKADDEN, ARPS, SLATE, MEAGHER & FLOM LLP

By:_____

Richard Levin (CA State Bar No. 66578)
Stephen J. Lubben (CA State Bar No. 190338)
300 South Grand Avenue, Suite 3400
Los Angeles, California 90071-3144
(213) 687-5000
(213) 687-5600 (fax)

Declaration of Richard Levin

I, Richard Levin, hereby declare:

1. I am a Corporate Restructuring partner in the Los Angeles office of Skadden, Arps, Slate, Meagher & Flom LLP, former counsel to Furr's Supermarkets, Inc. ("Furrs" or the "Debtor"). I am the partner at Skadden, Arps with overall responsibility for the firm's representation of Furrs in its chapter 11 case. I submit this Declaration in support of the foregoing Second Supplement, dated April 11, 2002. I have personal knowledge of the facts set forth below and if called as a witness could and would testify competently with respect thereto.

2. The Second Supplement has been prepared at my direction and I am familiar with its contents. Instead of restating in this Declaration each fact and representation in the Second Supplement, I confirm that, to the best of my knowledge and belief, they are all true and correct.

3. Submitted simultaneously with this Second Supplement are Exhibits A-D, which consist of copies of the firm's time records and summaries of the time and expenses for which Skadden, Arps seeks compensation and reimbursement. They are based on contemporaneously maintained diaries and records. The services and expenses described therein were actually performed and incurred, and I believe that they were necessary in connection with the duties that Furrs asked the

firm to perform and in connection with the preparation of Skadden, Arps' final fee application.

I declare under penalty of perjury under the law of the United States of America that the foregoing is true and correct.

Executed on April 11, 2002, in Los Angeles, California.

/s/ Richard Levin
Richard Levin

Index of Exhibits to Second Supplement

Exhibit	Description
A	Summary of Skadden, Arps' Time Charges During Application Period (by category and month)
B-1	Professional Activity Summary (summary of time billed by each professional in each category)
B-2	Hourly Rate Summary (each individual's hourly rate, total hours, and total fees)
C	Expense and Disbursement Summary (summary of expenses in each category by month)
D	Chronological Time Records, by category

Furrs Supermarkets, Inc. (DIP) (695500)
Fee Summary by Month and Matter

Matter	***Oct-01***	***Nov-01***	***Dec-01***	***Jan-02***	***Feb-02***	***Total***
3 - Asset Dispositions	$7,579.50	$4,245.00	$1,253.50	$367.50		$13,445.50
6 - Case Administration	$781.00		$952.00	$1,092.00	$495.00	$3,320.00
16 - Labor Matters	$2,080.00					$2,080.00
27 - Retention / Fee Matters (SASM&F)	$9,146.00	$2,733.00	$4,890.00	$11,463.00		$28,232.00
Total	***$19,586.50***	***$6,978.00***	***$7,095.50***	***$12,922.50***	***$495.00***	***$47,077.50***

Exhibit A

TIME SUMMARY - - ALL MATTERS
FURRS SUPERMARKETS, INC. (DIP): Through February 5, 2002

MATTER #3 Asset Dispositions

NAME	RATE	HOURS	TOTAL
ASSOCIATES			
SANDRA E. MAXFIELD	350.00	10.55	$3,692.50
JAMES A. MESCHEWSKI	290.00	18.70	5,423.00
TOTAL ASSOCIATES		**29.25**	**$9,115.50**
LEGAL ASSISTANTS			
DAVID GONZALEZ	140.00	27.50	$3,850.00
NANCY J. SCHNEIDER	120.00	4.00	480.00
TOTAL LEGAL ASSISTANTS		**31.50**	**$4,330.00**
MATTER TOTAL		**60.75**	**$13,445.50**

CH09F

Exhibit B-1

TIME SUMMARY - - ALL MATTERS
FURRS SUPERMARKETS, INC. (DIP): Through February 5, 2002

MATTER #6 Case Administration

NAME	RATE	HOURS	TOTAL
PARTNER			
RICHARD B. LEVIN	550.00	0.70	$ 385.00
TOTAL PARTNER		**0.70**	**$385.00**
ASSOCIATE			
STEPHEN J. LUBBEN	330.00	5.50	$1,815.00
TOTAL ASSOCIATE		**5.50**	**$1,815.00**
LEGAL ASSISTANTS			
LAWRENCE R. HARRIS	140.00	8.00	$1,120.00
TOTAL LEGAL ASSISTANTS		**8.00**	**$1,120.00**
MATTER TOTAL		**14.20**	**$3,320.00**

TIME SUMMARY - - ALL MATTERS
FURRS SUPERMARKETS, INC. (DIP): Through February 5, 2002

MATTER #16 Labor Matters

NAME	RATE	HOURS	TOTAL
COUNSEL			
DANIEL SILVERMAN	440.00	1.30	$ 572.00
TOTAL COUNSEL		**1.30**	**$572.00**
ASSOCIATE			
LOUIS D. WILSON	260.00	5.80	$1,508.00
TOTAL ASSOCIATE		**5.80**	**$1,508.00**
MATTER TOTAL		**7.10**	**$2,080.00**

TIME SUMMARY - - ALL MATTERS
FURRS SUPERMARKETS, INC. (DIP): Through February 5, 2002

MATTER #27 Retention/Fee Matters (SASM&F)

NAME	RATE	HOURS	TOTAL
PARTNER			
RICHARD B. LEVIN	550.00	21.00	$11,550.00
TOTAL PARTNER		**21.00**	**$11,550.00**
COUNSEL			
PETER W. CLAPP	390.00	1.50	$ 585.00
TOTAL COUNSEL		**1.50**	**$585.00**
ASSOCIATES			
ALAN J. CARR	340.00	4.80	$1,632.00
JAMIE EDMONSON	290.00	0.40	116.00
STEPHEN J. LUBBEN	330.00	41.70	13,761.00
TOTAL ASSOCIATES		**46.90**	**$15,509.00**
LEGAL ASSISTANTS			
LAWRENCE R. HARRIS	140.00	4.20	$ 588.00
TOTAL LEGAL ASSISTANTS		**4.20**	**$588.00**
MATTER TOTAL		**73.60**	**$28,232.00**
CLIENT TOTAL		**155.65**	**$47,077.50**

TIME SUMMARY TO SUPPLEMENT TO FINAL FEE APPLICATION OF SKADDEN, ARPS, SLATE, MEAGHER & FLOM LLP (THROUGH FEBRUARY 5, 2002)

NAME	YEAR OF ADMISSION	RATE	HOURS	AMOUNT
PARTNERS				
Richard B. Levin	1975	$550	21.70	$11,935.00
	TOTAL PARTNERS		**21.70**	**$11,935.00**
COUNSEL				
Peter W. Clapp	1982	390	1.50	585.00
Daniel Silverman	1966	440	1.30	572.00
	TOTAL COUNSEL		**2.80**	**$1,157.00**
ASSOCIATES				
Alan J. Carr	1995	340	4.80	1,632.00
Jamie Edmonson	1996	290	0.40	116.00
Stephen J. Lubben	1996	330	47.20	15,576.00
Sandra E. Maxfield	1986	350	10.55	3,692.50
James A. Meschewski	1998	290	18.70	5,423.00
Louis D. Wilson	1999	260	5.80	1,508.00
	TOTAL ASSOCIATES		**87.45**	**$27,947.50**
PARAPROFESSIONALS				
David Gonzalez		140	27.50	3,850.00
Lawrence R. Harris		140	12.20	1,708.00
Nancy J. Schneider		120	4.00	480.00
	TOTAL PARAPROFESSIONALS		**43.70**	**$6,038.00**
		TOTAL	**155.65**	**$47,077.50**
		BLENDED HOURLY RATE		**$302.46**

Exhibit B-2

CH09E

Furrs Supermarkets, Inc. (DIP) (695500)
Charges and Disbursement Summary by Month and Matter

3 - Asset Dispositions	***Mar-01***	***Apr-01***	***May-01***	***Jun-01***	***Jul-01***	***Aug-01***	***Sep-01***	***Oct-01***	***Nov-01***	***Dec-01***	***Jan-02***	***Feb-02***	***Total***
Air travel - vendor feed	$0.00	$0.00	$0.00	$351.50	$0.00	($186.47)	$0.00	$0.00	$0.00	$0.00	$0.00	$0.00	$165.03
Business Meals	$0.00	$0.00	$0.00	$0.00	$0.00	$23.57	$0.00	$0.00	$0.00	$0.00	$0.00	$0.00	$23.57
Cellular Phone Expense	$0.00	$0.00	$0.00	$0.00	$0.00	$0.00	$0.00	$10.77	$0.00	$0.00	$0.00	$0.00	$10.77
In-house Reproduction	$0.00	$0.00	$0.00	$0.00	$0.00	$0.00	$0.00	$2.70	$1.20	$9.40	$0.00	$0.00	$13.30
Lexis/Nexis	$0.00	$0.00	$0.00	$0.00	$0.00	$0.00	$0.00	$31.00	$15.50	$21.70	$3.10	$0.00	$71.30
Messengers/ Courier	$0.00	$0.00	$13.01	$23.66	$0.00	$0.00	$0.00	$7.52	$0.00	$0.00	$8.28	$0.00	$52.47
Outside Research/Internet Services	$0.00	$0.00	$0.00	$0.00	$0.00	$0.00	$84.82	$0.00	$0.00	$0.00	$0.00	$0.00	$84.82
Telephone Expense	$0.00	$0.00	$0.00	$0.00	$0.00	$0.00	$0.00	$16.47	$8.57	$18.99	$2.16	$0.00	$46.19
Total	***$0.00***	***$0.00***	***$13.01***	***$375.16***	***$0.00***	***($162.90)***	***$84.82***	***$68.46***	***$25.27***	***$50.09***	***$13.54***	***$0.00***	***$467.45***

6 - Case Administration	***Mar-01***	***Apr-01***	***May-01***	***Jun-01***	***Jul-01***	***Aug-01***	***Sep-01***	***Oct-01***	***Nov-01***	***Dec-01***	***Jan-02***	***Feb-02***	
Car Service (manual entries)	$7.70	$0.00	$0.00	$0.00	$0.00	$0.00	$0.00	$0.00	$0.00	$0.00	$0.00	$0.00	$7.70
In-house Reproduction	$0.00	$0.00	$0.00	$0.00	$0.00	$0.00	$0.00	$3.20	$0.80	$12.80	$7.00	$0.00	$23.80
Messengers/ Courier	$0.00	$0.00	$0.00	$0.00	$0.00	$0.00	$0.00	$8.00	$0.00	$0.00	$0.00	$0.00	$8.00
Outside Research/Internet Services	$0.00	$0.00	$0.00	$0.00	$0.00	$0.00	$0.00	$22.05	$0.00	$0.00	$0.00	$0.00	$22.05
Postage	$0.00	$0.00	$0.00	$0.00	$0.00	$0.00	$0.00	$0.68	$0.00	$14.61	$36.89	$0.00	$52.18
Telephone Expense	$0.00	$0.00	$0.00	$0.00	$0.00	$0.00	$0.00	$31.11	$0.00	$3.59	$7.43	$0.00	$42.13
Total	***$7.70***	***$0.00***	***$0.00***	***$0.00***	***$0.00***	***$0.00***	***$0.00***	***$65.04***	***$0.80***	***$31.00***	***$51.32***	***$0.00***	***$155.86***

27 - Retention / Fee Matters (SASM	***Mar-01***	***Apr-01***	***May-01***	***Jun-01***	***Jul-01***	***Aug-01***	***Sep-01***	***Oct-01***	***Nov-01***	***Dec-01***	***Jan-02***	***Feb-02***	***Total***
In-house Reproduction	$0.00	$0.00	$0.00	$0.00	$0.00	$0.00	$0.00	$98.00	$248.30	$0.00	$17.50	$0.00	$363.80
Lexis/Nexis	$0.00	$0.00	$0.00	$0.00	$0.00	$0.00	$0.00	$438.48	$0.00	$0.00	$0.00	$0.00	$438.48
Outside Research/Internet Services	$0.00	$0.00	$0.00	$0.00	$0.00	$0.00	$0.00	$0.00	$0.00	$47.88	$0.00	$0.00	$47.88
Postage	$0.00	$0.00	$0.00	$0.00	$0.00	$0.00	$0.00	$0.00	$73.78	$0.00	$0.34	$0.00	$74.12
Telephone Expense	$0.00	$0.00	$0.00	$0.00	$0.00	$0.00	$0.00	$1.42	$19.48	$12.69	$47.99	$0.00	$81.58
Westlaw	$0.00	$0.00	$0.00	$0.00	$0.00	$0.00	$0.00	$147.60	$0.00	$0.00	$0.00	$0.00	$147.60
Total	***$0.00***	***$0.00***	***$0.00***	***$0.00***	***$0.00***	***$0.00***	***$0.00***	***$685.50***	***$341.56***	***$60.57***	***$65.83***	***$0.00***	***$1,153.46***

Exhibit C

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Furrs Supermarkets, Inc. (DIP)
3 Asset Dispositions

Bill Date: April 8, 2002
Bill Number: 910002

Name	Personnel Type	Rate	Tran Date	Hours	Amount	Description
MAXFIELD SE	ASSOCIATE	350	10/17/01	0.50	175.00	(XNM) TELEPHONE CALL WITH J. MESCHEWSKI REGARDING POST-CLOSING ISSUES (.2); TELEPHONE CALL WITH T. WALLOCK REGARDING SAME (.1); CONFER WITH D. GONZALEZ REGARDING CLOSING DOCUMENTS (.2)
MAXFIELD SE	ASSOCIATE	350	10/18/01	2.15	752.50	(XNM) TELEPHONE CALL WITH J. WALLOCK REGARDING SETTLEMENT OF POST-CLOSING ISSUES (.3); TELEPHONE CALL WITH J. MESCHEWSKI REGARDING SAME (.1); DRAFT LETTER TO LOUIS PRICE REGARDING SETTLEMENT OF POST-CLOSING ISSUES (1.75)
MAXFIELD SE	ASSOCIATE	350	10/19/01	0.40	140.00	(XNM) TELEPHONE CALL WITH L. PRICE REGARDING SETTLEMENT OF POST-CLOSING ISSUES (.3); TELEPHONE CALL WITH MESCHEWSKI REGARDING SETTLEMENT (.1)
GONZALEZ D	LEGAL ASSISTANT SUPPORT	140	10/19/01	3.50	490.00	(XNM) MAKE REVISIONS TO THE CLOSING CHECKLIST AS PER THE ATTORNEYS REQUEST.
MESCHEWSKI JA	ASSOCIATE	290	10/25/01	1.10	319.00	(XNM) REVIEW CLARIFICATION OF 3D AMENDMENT, 1ST THROUGH 3D AMENDMENTS, APA AND BILL OF SALE AND REVISE LATEST PROPOSAL FROM L. PRICE
MESCHEWSKI JA	ASSOCIATE	290	10/30/01	0.90	261.00	(XNM) REVIEW AND MARK-UP LATEST INVENTORY SETTLEMENT OFFER (0.70); CALL WITH L. PRICE REGARDING INVENTORY DISPUTE (0.20)

Furrs Supermarkets, Inc. (DIP)
3 Asset Dispositions

Bill Date: April 8, 2002
Bill Number: 910002

Name	Personnel Type	Rate	Tran Date	Hours	Amount	Description
MESCHEWSKI JA	ASSOCIATE	290	11/02/01	0.80	232.00	(XNM) REVIEW AND MARK-UP LATEST INVENTORY SETTLEMENT AND BILL OF TRANSFER
MESCHEWSKI JA	ASSOCIATE	290	11/05/01	0.20	58.00	(XNM) REVIEW CORRESPONDENCE FROM L. PRICE
MESCHEWSKI JA	ASSOCIATE	290	11/06/01	0.40	116.00	(XNM) REVIEW APA, BILL OF SALE AND 3D AMENDMENT CLARIFICATION (0.30); CORRESPONDENCE WITH S. MAXFIELD AND D. THUMA (0.10) REGARDING 3D AMENDMENT CLARIFICATION
MESCHEWSKI JA	ASSOCIATE	290	11/12/01	0.40	116.00	(XNM) CALLS WITH D. THUMA REGARDING 3D AMENDMENT CLARIFICATION (0.10), S. MORTENSEN REGARDING INV. DISPUTE (0.20) AND CORRESPONDENCE WITH S. MAXFIELD AND L. PRICE REGARDING 3D AMENDMENT CLARIFICATION
MAXFIELD SE	ASSOCIATE	350	11/15/01	0.25	87.50	(XNM) TELEPHONE CALL WITH J. MESCHEWSKI REGARDING STORE 893 ISSUES (.25)
MESCHEWSKI JA	ASSOCIATE	290	11/15/01	0.90	261.00	(XNM) REVIEW BILL OF SALE AND CALLS WITH T. WALLOCK AND S. MAXFIELD REGARDING 3D AMENDMENT CLARIFICATION AND ASSETS TO BE TRANSFERRED WITH STORE #893 (0.60); CALL WITH L. AKIN REGARDING LIQUOR LICENSES TRANSFERRED TO FLEMING AND REVIEW RELATED PROVISIONS OF APA AND BILL OF SALE (0.30)

Furrs Supermarkets, Inc. (DIP)
3 Asset Dispositions

Bill Date: April 8, 2002
Bill Number: 910002

Name	Personnel Type	Rate	Tran Date	Hours	Amount	Description
MESCHEWSKI JA	ASSOCIATE	290	11/18/01	0.30	87.00	(XNM) REVIEW STATUS AND DISTRIBUTE UPDATE OF POST-CLOSING AMENDMENTS
MAXFIELD SE	ASSOCIATE	350	11/19/01	0.50	175.00	(XNM) ATTEND TO STORE 893 ISSUES
MESCHEWSKI JA	ASSOCIATE	290	11/19/01	0.80	232.00	(XNM) CALL WITH L. AIKIN AND CORRESPONDENCE WITH S. MAXFIELD AND L. PRICE REGARDING STATUS OF STORES 950, 952, 893, THE INVENTORY DISPUTE AND LIQUOR LICENSE 1306.
MAXFIELD SE	ASSOCIATE	350	11/26/01	0.45	157.50	(XNM) EMAILS FROM J. MESCHEWSKI REGARDING ISSUES WITH STORE 893 (.2); TELEPHONE CALL WITH MESCHEWSKI REGARDING EQUIPMENT AND LIQUOR LICENSE ISSUE FOR STORE 893 (.25)
MESCHEWSKI JA	ASSOCIATE	290	11/26/01	0.60	174.00	(XNM) REVIEW CLARIFICATION OF 3D AMENDMENT AND BILL OF TRANSFER (0.50); CALLS WITH CLIENT (0.10)
MAXFIELD SE	ASSOCIATE	350	11/27/01	0.10	35.00	(XNM) TELEPHONE CALL WITH T. HURST (.1)
MESCHEWSKI JA	ASSOCIATE	290	11/27/01	0.50	145.00	(XNM) REVIEW REVISED CLARIFICATION TO 3D AMENDMENT AND BILL OF SALE
MAXFIELD SE	ASSOCIATE	350	11/28/01	0.60	210.00	(XNM) TELEPHONE CALL WITH MESCHEWSKI REGARDING STORE 893 (.2); EMAILS FROM AND TO D. THUMA REGARDING ASSIGNMENT OF LEASE (.2); TELEPHONE CALL WITH L. AIKIN (.1); TELEPHONE CALL WITH D. THUMA REGARDING LEASE ASSIGNMENT (.1)

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TTORNEY WORK PRODUCT
LEGED AND CONFIDENTIAL

Bill Date: April 8, 2002
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V AND COMMENT ON
NSFER DOCS, REVIEW
MT, BILL OF SALE, 1ST 3
S TO PURCHASE
LICENSE TRANSFER
(3.30);
ENCE WITH L. PRICE, L.
ENT (0.50)

V REVISED TRANSFER

HONE CALL WITH J.
REGARDING CHAPTER 7
NCE CALL WITH T.
D J. MESCHEWSKI
HAPTER 7 AND SIGNING
TION TO THIRD
(.2); TELEPHONE CALL
OCK REGARDING RS
EMS QUESTION
ISBURSEMENTS (.2);
ALL WITH T. HURST AT
STEMS (.1)

SPONDENCE WITH L.
OCK, S. MORTENSEN
E; FINALIZE TRANSFER

SPONDENCE WITH H.
OBVITZ, T. WALLOCK
REGARDING TRANSFER
EVIEW TRANSFER DCOS

Furrs Supermarkets, Inc. (DIP)
3 Asset Dispositions

Bill Date: April 8, 2002
Bill Number: 910002

Name	Personnel Type	Rate	Tran Date	Hours	Amount	Description
MAXFIELD SE	ASSOCIATE	350	12/08/01	0.20	70.00	(XNM) TELEPHONE CALL WITH J. MESCHEWSKI REGARDING FURTHER LIQUOR LICENSE TRANSFERS (.2)
MESCHEWSKI JA	ASSOCIATE	290	12/08/01	0.10	29.00	(XNM) REVIEW CORRESPONDENCE FROM L. PRICE
MESCHEWSKI JA	ASSOCIATE	290	12/10/01	0.20	58.00	(XNM) CALL WITH L. PRICE REGARDING LIQUOR LICENSE # 4063, REVIEW TRANSFER DOCS
MAXFIELD SE	ASSOCIATE	350	12/12/01	0.20	70.00	(XNM) READ FAX FROM LIQUOR LICENSING BROKERAGE (.2)
MAXFIELD SE	ASSOCIATE	350	12/14/01	0.25	87.50	(XNM) TELEPHONE CALL WITH J. MESCHEWSKI, D. THUMA AND B. JACOBVITZ REGARDING LIQUOR LICENSE MATTERS AND THAT JACOBVITZ IS DOING THE WORK FOR FURRS (.25)
SCHNEIDER NJ	LEGAL ASSISTANT SUPPORT	120	12/17/01	4.00	480.00	(XNM) OBTAIN DOCUMENTS REGARDING PHARMACY FROM W&N ENTERPRISES.
MAXFIELD SE	ASSOCIATE	350	12/18/01	0.30	105.00	(XNM) TELEPHONE CALL WITH N. SCHNEIDER REGARDING W&N BILL OF SALE (.2); TELEPHONE CALL WITH D.THUMA REGARDING SAME (.1)
MAXFIELD SE	ASSOCIATE	350	12/20/01	0.10	35.00	(XNM) EMAIL T. HURSH REGARDING STATUS (.1)

LP AND AFFILIATES

EY WORK PRODUCT
AND CONFIDENTIAL

ll Date: April 8, 2002
Bill Number: 910002

ALL WITH T.
DISBURSEMENTS
HONE CALL WITH
. THUMA (.10);
WITH R.
MA REGARDING
(.30).

ALL WITH J.
RDING CLOSING

Furrs Supermarkets, Inc. (DIP)
6 Case Administration

Bill Date: April 8, 2002
Bill Number: 910002

Name	Personnel Type	Rate	Tran Date	Hours	Amount	Description
LEVIN RB	PARTNER	550	10/01/01	0.70	385.00	(XNM) TELEPHONE CALLS WITH R. SILVERMAN, R. JACOBVITZ REGARDING WIND-DOWN BUDGET.
LUBBEN SJ	ASSOCIATE	330	10/02/01	0.70	231.00	(XNM) REVIEW NEW PLEADING, RETURN CREDITOR CALLS.
LUBBEN SJ	ASSOCIATE	330	10/23/01	0.50	165.00	(XNM) RETURN SEVERAL CREDITOR CALLS.
HARRIS LR	LEGAL ASSISTANT	140	12/03/01	3.20	448.00	(XNM) WORK INCLUDED PREPARING, SERVING, AND FILING CASE DOCUMENTS.
HARRIS LR	LEGAL ASSISTANT	140	12/20/01	3.60	504.00	(XNM) WORK INCLUDED PREPARING AND SERVING COURT PAPERS.
LUBBEN SJ	ASSOCIATE	330	01/03/02	0.30	99.00	(XNM) TWO CREDITOR CALLS.
LUBBEN SJ	ASSOCIATE	330	01/11/02	1.90	627.00	(XNM) DRAFT MOTION, ETC., TO WITHDRAW.
LUBBEN SJ	ASSOCIATE	330	01/14/02	0.60	198.00	(XNM) REVISE AND FINALIZE WITHDRAWAL MOTION.
HARRIS LR	LEGAL ASSISTANT	140	01/14/02	1.20	168.00	(XNM) PREPARED COURT FILING AND DISTRIBUTION.
LUBBEN SJ	ASSOCIATE	330	02/04/02	1.50	495.00	(XNM) DRAFT AND SUBMIT ORDER REGARDING MOTION TO WITHDRAW.
TOTAL				**14.20**	**3,320.0000000000**	

Furrs Supermarkets, Inc. (DIP)
16 Labor Matters

Bill Date: April 8, 2002
Bill Number: 910002

Name	Personnel Type	Rate	Tran Date	Hours	Amount	Description
SILVERMAN D	COUNSEL	440	10/11/01	0.30	132.00	(XNM) DISCUSSION ON UNFAIR LABOR CASE
WILSON LD	ASSOCIATE	260	10/11/01	1.60	416.00	(XNM) CONTACT AND CONFER NLRB ON CHARGES AND INFO REQUEST (.4); REVIEW LETTER SENT BY NLRB ON SAME AND DISCUSS OPTIONS WITH SILVERMAN (.5); CONTACT CLIENT ON SAME (.2)' REVIEW RELEVANT PROVISIONS OF CBA RELATING TO INFO REQUEST (.5).
SILVERMAN D	COUNSEL	440	10/12/01	1.00	440.00	(XNM) DRAFT RESPONSE TO NLRB
WILSON LD	ASSOCIATE	260	10/12/01	1.90	494.00	(XNM) REVIEW NLRB CORRESPONDENCE AND DISCUSS SAME WITH SILVERMAN (.4); DRAFT RESPONSE AND REVIEW SAME WITH SILVERMAN (1); CONTACT CLIENT ON SAME (.2); ARRANGE FOR TRANSMISSION OF SAME (.3).
WILSON LD	ASSOCIATE	260	10/15/01	1.00	260.00	(XNM) REVIEW CORRESPONDENCE RECEIVED FROM NLRB AND SILVERMAN (.4); CONTACT CLIENT ON SAME (.2); REVIEW STNDS FOR INFO REQUEST (.4).
WILSON LD	ASSOCIATE	260	10/16/01	0.50	130.00	(XNM) DISCUSS ISSUES REGARDING ULP WITH CLIENT AND BOARD (.5)
WILSON LD	ASSOCIATE	260	10/19/01	0.80	208.00	(XNM) REVIEW UNION SUBPOENA SCHEDULE AND CONTACT CLIENT AND DISCUSS INFO REQUEST FROM UNION (.3); CONTACT NLRB AND DISCUSS SAME (.2); DRAFT LETTER DETAILING SAME (.3)

Furrs Supermarkets, Inc. (DIP)
16 Labor Matters

Bill Date: April 8, 2002
Bill Number: 910002

Name	Personnel Type	Rate	Tran Date	Hours	Amount	Description
TOTAL				**7.10**	**2,080.0000000000**	

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Furrs Supermarkets, Inc. (DIP)
27 Retention/Fee Matters (SASM&F)

Bill Date: April 8, 2002
Bill Number: 910002

Name	Personnel Type	Rate	Tran Date	Hours	Amount	Description
LEVIN RB	PARTNER	550	01/27/02	0.30	165.00	(XNM) REVIEW COURT'S ORDER ON DAVIS AND PIERCE.
LEVIN RB	PARTNER	550	01/30/02	1.50	825.00	(XNM) TELEPHONE CALL WITH R. JACOBVITZ REGARDING CARVE-OUT ISSUES; MEMO REGARDING SAME.
TOTAL				**73.60**	**28,232.000000 0000**	