

UNITED STATES BANKRUPTCY COURT
DISTRICT OF NEW MEXICO

In re: §
§
FURRS SUPERMARKETS, INC., § Case No. 11-01-10779-SA
§ Chapter 11
§
Debtor. §

**AGREED ORDER APPROVING EMPLOYMENT OF
AKIN, GUMP, STRAUSS, HAUER & FELD, L.L.P.
AS SPECIAL COUNSEL FOR THE DEBTOR**

This matter came before the Court upon the Debtor's Motion to Employ Akin, Gump, Strauss, Hauer & Feld, L.L.P. as Special Counsel for the Debtor filed March 21, 2001 (the "Retention Application") and the Motion for Order Authorizing Payment of Interim Compensation and Reimbursement of Expenses of Debtor's Professionals, filed February 20, 2001. The "Retention Compensation Motion" and the "Motion for Order Authorizing Payment of Interim Compensation and Reimbursement of Expenses of Debtor's Professionals" are together called the "Motions." By the Motions, the Debtor in Possession, Furr's Supermarkets, Inc. (the "Debtor") seeks (i) Bankruptcy Court approval of its employment of Akin, Gump, Strauss, Hauer & Feld, L.L.P. ("Akin Gump") pursuant to Bankruptcy Code § 327(e) as special counsel for the Debtor in this case, to represent the Debtor in all labor and employment matters as Debtor may request matters, and (ii) authority to make interim payment of compensation to Akin Gump.

The Court FINDS: (a) on March 21, 2001 Akin Gump filed its attorney disclosure pursuant to Bankruptcy Rules 2014 and 2016; (b) on March 21, 2001, the Debtor gave notice of the Motions to all persons on the limited mailing matrix maintained for this Chapter 11 case, as shown by the Proof of Service filed March 21, 2001 (the "Notice"); (c) the Notice was sufficient and appropriate in the particular circumstances; (d) the Notice specified a deadline of twenty

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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 Motions; (e) the objection deadline expired on April 9, 2001, with no objections to the Motions having been filed except by the Office of the United States Trustee; (f) on May 4, 2001, Akin Gump filed the Supplemental Attorney Disclosure of Akin, Gump, Strauss, Hauer & Feld, L.L.P. pursuant to Bankruptcy Rules 2014 and 2016 (the "Supplemental Disclosure") which clarified and modified its prior disclosure and terms of employment in response to the objection of the United States Trustee; (g) no further notice of the Motions or of this order is necessary in the particular circumstances, prior to entry of this order; (h) the Regional Rates set forth in attached Exhibit A which apply to all services rendered to the Debtor by Akin Gump are reasonable; (i) Akin Gump's employment as special counsel for the Debtor, as set forth below and in the Supplemental Disclosure, should be approved; and (j) entry of this order is appropriate.

IT IS, THEREFORE, ORDERED:

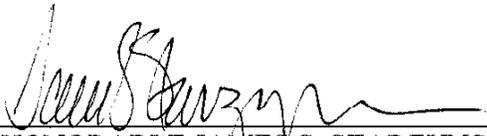
1. The Debtor's employment of Akin Gump as its special counsel for labor and employment matters, pursuant to Bankruptcy Code § 327(e), at the Regional Rates specified in the attached Exhibit A, is hereby approved effective as of March 21, 2001 (the "Effective Date"). Such approval shall not extend to matters involving administration of the Estate.

2. Akin Gump may be compensated pursuant to the order on the Interim Compensation Motion. Akin Gump shall file interim fee applications approximately every 180 days.

3. The Debtor shall pay Akin Gump a post-petition security deposit of \$10,000 to secure only post-petition expenses.

4. Akin Gump shall provide monthly billing statements to the U.S. Trustee and the Unsecured Creditors Committee.

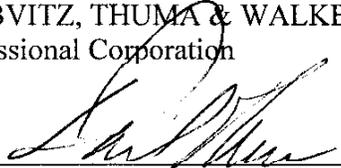
Dated: _____



THE HONORABLE JAMES S. STARZYNSKI
UNITED STATES BANKRUPTCY JUDGE

AGREED AND SUBMITTED BY:

JACOBVITZ, THUMA & WALKER,
a Professional Corporation

By: 

Robert H. Jacobvitz
David T. Thuma
500 Marquette N.W., Suite 650
Albuquerque, New Mexico 87102
(505) 766-9272
(505) 766-9287 (fax)

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:

ATTORNEYS FOR THE DEBTOR AND
DEBTOR IN POSSESSION

MAY 21 2001

Mary B. Anderson

AGREED:

OFFICE OF THE UNITED STATES TRUSTEE

By: *telephonically approved 5/15/01*

Ron E. Andazola
Assistant United States Trustee
P.O. Box 608
Albuquerque, New Mexico 87103
(505) 248-6544

BILLING RATES

LABOR AND EMPLOYMENT LAW SECTION
Akin, Gump, Strauss, Hauer & Feld, L.L.P.
Dallas, Texas*

ATTORNEY	REGIONAL RATE	STANDARD RATE
Laura M. Franze, Partner ('79)	\$375.00	\$425.00
Walter S. Cowger, Partner ('76)	\$325.00	\$375.00
J. Patrick Tielborg, Partner ('78)	\$300.00	\$375.00
John V. Jansonius, Partner ('80)	\$350.00	\$425.00
M. Brett Burns, Partner ('91)	\$300.00	\$375.00
Shannon B. Schmoyer, Partner ('91)	\$300.00	\$365.00
Roland M. Juarez, Counsel ('92)	\$300.00	\$365.00
Clay A. Hartmann, Counsel ('94)	\$275.00	\$340.00
Andrew M. Gould, Counsel ('94)	\$275.00	\$340.00
Marcia N. Jackson, Counsel ('94)	\$275.00	\$340.00
Rani Garcia, Associate ('95)	\$240.00	\$295.00
Stephanie Osteen, Associate ('97)	\$215.00	\$255.00
Richard Cortez, Jr. Associate ('98)	\$200.00	\$235.00
Tom Buchanan, Associate ('99)	\$185.00	\$210.00
Stephanie Cleveland, Associate ('99)	\$185.00	\$210.00
Deidre Rehfeld, Associate ('99)	\$150.00	\$185.00
Sarah Bredemeier, Associate ('00)	\$150.00	\$185.00
Stephanie Hubbard, Associate ('00)	\$150.00	\$185.00
Jennifer Sweeney, Associate ('00)	\$150.00	\$185.00
Vicki M. Martin, Paralegal	\$125.00	\$125.00

*If labor specialists from other offices are used we will supply those rates separately.

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11/30/00