

UNITED STATES BANKRUPTCY COURT  
DISTRICT OF NEW MEXICO

In re:

FURR'S SUPERMARKETS, INC.

Debtor.

Case No. 11-01-10779 SA  
Chapter 11

**STIPULATED SUPPLEMENTAL ORDER AUTHORIZING DISBURSEMENT  
OF CERTAIN PROCEEDS OF THE FLEMING SALES TRANSACTION TO  
GE CAPITAL**

This matter came before the Court on the following motions and notices filed by the Debtor Furr's Supermarkets, Inc.'s (the "Debtor"):

- i. Motion for Order Approving Sale of Some or All of Debtor's Operating Assets and Granting Related Relief, filed June 1, 2001 (the "Sale Motion");
- ii. Order (i) Approving Asset Purchase Agreement with Fleming Companies, Inc., (ii) Authorizing the Sale of All or Substantially All of the Debtor's Operating Assets and the Transactions Contemplated by Asset Purchase Agreement, and (iii) Granting Related Relief, entered on or about July 9, 2001 (the "Sale Order");
- iii. Motion for Order Approving Procedure Relating to the §365(f)(2) Adequate Assurance Requirement for Assignment of Leases, filed July 16, 2001;
- iv. Amended Motion For Order Approving Procedure Relating To The §365(B)(1) Cure And Adequate Assurance Requirements For Assumption Of Leases, filed July 16, 2001;
- v. Notice of Proposed Cure Amounts, served August 6, 2001 (the "Cure Notice");

vi. Various Notices Relating to the §365(f)(2) Adequate Assurance Requirement for Assignment of Store Leases, Lease Estoppel, and of Final Hearing;

vii. Stipulated Order with General Electric Capital Business Asset Funding Corporation (“GE”) on (1) Objections to Assumption and Assignment of Leases, (2) Store-By-Store Treatment or Severability of Leases, (3) Amounts Owed Under Leases, and (4) Adversary Proceeding No. 01-1159M and Order Approving Rejection of GE Equipment Lease as to Store Number 898 (the “GE Settlement Order”), entered on August 30, 2001; and

viii. Stipulated Order Authorizing Disbursement of Certain Proceeds of the Fleming Sales Transaction (the “Disbursement Order”), entered on August 31, 2001.

The Court, being duly advised in the premises and noting that the Debtor has reached an agreement with its secured creditors as set forth below, hereby FINDS as follows:

A. Good cause exists for the entry of this Supplemental Order.

B. The Debtor’s proposed use of a portion of the proceeds from the sale of certain of its assets to Fleming Companies, Inc. (“Fleming”) pursuant to the Sale Order is fair and reasonable under the circumstances, and is in the best interests of the Debtor, the estate, and the Debtor’s creditors and other parties in interest.

C. Entry of this Supplemental Order without further notice is appropriate under the particular circumstances of this matter.

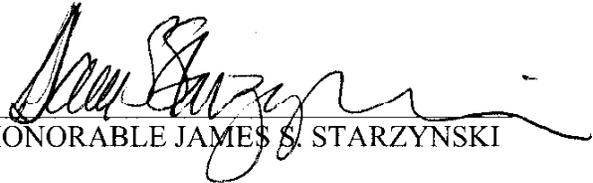
**IT IS THEREFORE ORDERED:**

1. The Debtor is hereby authorized to pay to GE by wire transfer the amount described in Paragraph 4 of the GE Settlement Order in the amount of \$26,621.10

for the pro rata rental due on the portion of the Lease covering the Rejected Equipment (as those terms are described in the GE Settlement Order) from the proceeds obtained from the Fleming Sales Transaction.

2. The payment to GE authorized by this Supplemental Order shall be paid out of the funds authorized for disbursement in the Disbursement Order. The total amount authorized for disbursement in the Disbursement Order is not increased by this Supplemental Order.

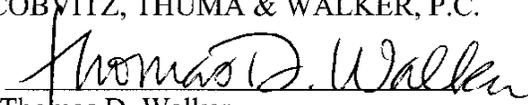
3. Immediately Effective. This Supplemental Order shall be effective immediately upon entry. No automatic stay under Fed. R. Civ. P. 62(a) or Bankruptcy Rule 6004(g) applies to this Order.

  
HONORABLE JAMES S. STARZYNSKI

Submitted and Approved:

JACOBYVITZ, THUMA & WALKER, P.C.

By:

  
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Approved as to form:

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By: Approved by telephone September 6, 2001 *TDW*

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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:

SEP 07 2001

Mary B. Anderson