

UNITED STATES BANKRUPTCY COURT
DISTRICT OF NEW MEXICO

In re:

FURRS SUPERMARKETS, INC.,

Case No. 11-01-10779 SA
Chapter 11

Debtor.

**STIPULATED ORDER REGARDING TAX
CLEARANCE FOR LIQUOR LICENSE 4063**

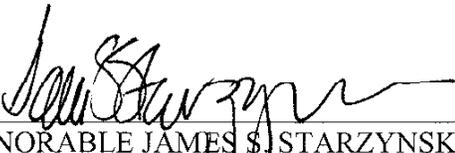
This matter came before the Court on the stipulation of the Debtor and the Taxation and Revenue Department of the State of New Mexico (“TRD”). The Debtor and Fleming Companies, Inc. (“Fleming”) entered into an Asset Purchase Agreement dated June 25, 2001 (the “Asset Purchase Agreement”) under which Fleming would purchase a substantial portion of Debtor’s assets.

Under the Asset Purchase Agreement, Fleming had the right to carve out certain assets from the purchase, and to designate that Debtor transfer certain assets that Fleming did not carve out of the purchase directly to third parties. The Court approved the Asset Purchase Agreement by an order entered July 3, 2001. Thereafter, Fleming carved out certain assets from the purchase. Fleming did not carve out of the purchase New Mexico Liquor License No. 4063. Fleming has now designated that Debtor transfer New Mexico License No. 4063 directly to Pic Quik Stores, Inc., a New Mexico corporation.

By an order entered on November 7, 2001 (the “November 7, 2001 Order”), a procedure was established for payment of the TRD for unpaid gross receipts taxes arising from Debtor’s sales of alcoholic beverages under New Mexico liquor licenses transferred or to be transferred, pursuant to the Asset Purchase Agreement, by Debtor to Fleming or by Debtor directly to third party purchasers designated by Fleming, including payment of unpaid gross receipts taxes arising from Debtor’s sales

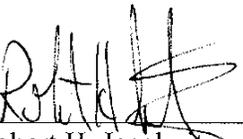
of alcoholic beverages under New Mexico Licenses 4063. The Court has determined that entry of this Order without notice is appropriate. It is

ORDERED that TRD is authorized to issue tax clearances to permit the lease and transfer of Liquor License No. 4063 to Pic Ouk Stores, Inc., a New Mexico corporation.


HONORABLE JAMES S. STARZYNSKI
UNITED STATES BANKRUPTCY COURT

APPROVED:

JACOBVITZ, THUMA & WALKER, P.C.

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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:

DEC 19 2001

Mary B. Anderson