

UNITED STATES BANKRUPTCY COURT
DISTRICT OF NEW MEXICO

In re

FURR'S SUPERMARKETS, INC.,

Debtor.

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

**Stipulated Order Continuing Hearing and Related Discovery Dates on
Final Fee Application of Skadden, Arps, Slate, Meagher & Flom LLP**

This matter came before the Court on the agreement between Skadden, Arps, Slate, Meagher & Flom LLP ("Skadden, Arps") and the United States Trustee (the "UST").

On November 5, 2001, Skadden, Arps filed its second and final fee application (the "Final Application") with the Court. The UST has filed an objection to the Final Application. A final hearing on the Final Application is presently scheduled for January 29, 2001 (the "Final Hearing").

Skadden, Arps and the UST have reached a tentative agreement to settle the UST's Objection to the Final Application, which may require notice to parties in interest before it may be approved by the Court. To permit sufficient time to document their agreement, give notice, and seek Court approval, Skadden, Arps and the UST have agreed to the continuances set forth herein.

The Court has reviewed the Final Application, the UST's Objection, and this Stipulated Order and is familiar with the issues raised in this matter. Based thereon, and on the record in this case, the Court **FINDS**:

1. As evidenced by the proofs of service filed with the Court, Skadden, Arps gave notice of the Final Application to all parties on the service list in this case. This notice was timely, adequate, appropriate, and reasonable, and no further notice is required.

2. The UST's Objection is the only objection to the Final Application.

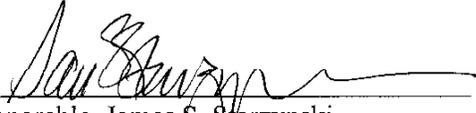
3. In light of the foregoing, and the nature of the relief requested herein, the Court has determined that entry of this Stipulated Order without further notice and the limited notice of the settlement as described in this Stipulation, are adequate and appropriate under the circumstances of this case.

Based on the foregoing, the Court hereby **ORDERS**:

1. The Final Hearing shall be and hereby is continued until further order of the Court.

2. The deadlines for production of documents set forth in this Court's "Order Resulting from Preliminary Hearings on Fee Applications" (the "Scheduling Order") shall be continued with respect to Skadden, Arps' Final Application pending further order of the Court.

3. Notice of any settlement between the UST and Skadden, Arps will be appropriate under the circumstances of this case if served on (i) the Office of the United States Trustee; (ii) the chapter 7 trustee; (iii) counsel to the Debtor's postpetition lenders; (iv) counsel to the former unsecured creditors committee, and (v) all other counsel indicated on the service list attached to the Scheduling Order, so that the foregoing parties have at least 23 days from the date of mailing to object.



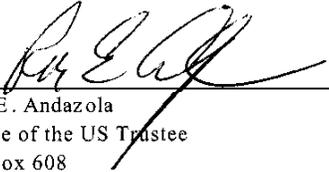
Honorable. James S. Starzynski
United States Bankruptcy Judge

Submitted By:

SKADDEN, ARPS, SLATE,
MEAGHER & FLOM LLP

By: /s/ Stephen J. Lubben
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)

UNITED STATES TRUSTEE

By: 

Ron E. Andazola
Office of the US Trustee
PO Box 608
421 Gold Avenue, SW Room 112
Albuquerque, NM 87102

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:

JAN 16 2002

Mary B. Anderson