

UNITED STATES BANKRUPTCY COURT

DISTRICT OF NEW MEXICO

In re:

FURR'S SUPERMARKETS, INC.,
a Delaware corporation,

Case No. 11-01-10779 SA
Chapter 11

Debtor.

**STIPULATED ORDER REGARDING THE
COMMITTEE'S MOTION TO APPOINT A TRUSTEE**

This matter came before the Court on the stipulation of the Official Committee of Unsecured Creditors (the "Committee") and the Debtor and Debtor in Possession Furr's Supermarkets, Inc. (the "Debtor"), by their respective counsel. This order has been approved by Heller Financial, Inc., as agent for Fleet Capital Corporation, Bank of America N.A., Heller Financial, Inc. and Metropolitan Life Insurance Company (together the "Lenders") and by the United States Trustee.

The Court being sufficiently advised, and having determined that entry of this order is appropriate without notice to any parties other than those approving this order; it is hereby:

ORDERED:

1. The time for any party in interest to file and serve an objection to the Emergency Motion of the Official Unsecured Creditors Committee for the Immediate Appointment of a Chapter 11 Trustee, filed June 1, 2001 (the "Emergency Trustee Motion") is hereby extended to and including the date that is five (5) days after service of a written notice by the Committee specifying the new objection deadline (plus three

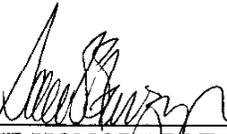
days if the notice is served by mail, for a total of 8 days) (the "5-day Notice"). If the

Committee elects to serve the 5-day Notice, the Committee shall serve such notice on each of the parties on whom the Committee served the Amended Notice of Deadline for Filing Objections to Emergency Motion of the Official Committee of Unsecured Creditors for the Immediate Appointment of a Chapter 11 Trustee, which was filed and served on June 4, 2001. In addition, if and when the Committee serves the 5-day Notice, it shall transmit a copy of the 5-day Notice by facsimile to counsel for the Debtor, counsel for the Lenders and to the United States Trustee.

2. All proceedings, including discovery, in the contested matter arising by the filing of the Emergency Trustee Motion are stayed until the Committee serves the 5-day Notice. If and when the Committee serves the 5-day Notice, the Committee's deadline to respond to the discovery served by the Debtor upon the Committee shall be on the date that is 25 days after the Committee serves the 5-day Notice, unless the Court fixes a different discovery response date. All depositions noticed by the Debtor in relation to the Emergency Trustee Motion are vacated, and may be re-scheduled only if and after the Committee serves the 5-day Notice.

3. The Committee is directed to serve a copy of this order on the same day it is filed, on those parties who have obtained a copy of the Emergency Trustee Motion from counsel for the Committee (which copies of the Emergency Trustee Motion were provided under the confidentiality restrictions set forth in the order filed June 1, 2001 providing that the Emergency Trustee Motion would be filed under seal). The ^{or who have filed an objection to the} motion. JCS

Committee shall serve such copies of this order by facsimile on all parties for whom a facsimile number is available.



THE HONORABLE JAMES S. STARZYNSKI
UNITED STATES BANKRUPTCY JUDGE

Submitted and approved by:

PEPPER HAMILTON, L.L.P.
I. William Cohen
100 Renaissance Center, 36th Floor
Detroit, Michigan 48243-1157
(313) 259-7110
(313) 259-7926 (fax)

and

DAVIS & PIERCE, P.C.

By: Approved by Telephone 6-15-01

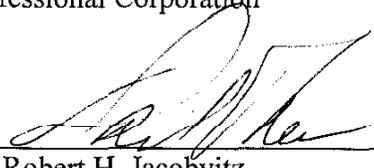
William F. Davis
P.O. Box 6
Albuquerque, New Mexico 87103-0003
(505) 243-6129
(505) 247-3185 (fax)

Attorneys for the Official Committee of
Unsecured Creditors of Furr's Supermarkets, Inc.

SKADDEN, ARPS, SLATE, MEAGHER & FLOM LLP
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

and

JACOBVITZ, THUMA & WALKER,
a Professional Corporation

By:  _____

Robert H. Jacobvitz
David T. Thuma
500 Marquette N.W., Suite 650
Albuquerque, N.M. 87102
(505) 766-9272
(505) 722-9287 (fax)

Attorneys for the Debtor
and Debtor in Possession

APPROVED:

BRENDA MOODY WHINERY
United States Trustee

By: Approved by Telephone 6-15-01 _____

Ronald E. Andazola
Leonard Martinez Metzgar
P.O. Box 608
Albuquerque, New Mexico 87103
(505) 248-6544

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:

JUN 19 2001

MODRALL SPERLING ROEHL HARRIS & SISK, P.A.

Mary B. Anderson

By: Approved by Telephone 6-15-01 _____

Paul M. Fish
500 4th St., N.W., #1000
Albuquerque, New Mexico 87103-2168
(505) 848-1800
(505) 848-1882 (fax)
Attorneys for Heller Financial, Inc., as agent for Fleet
Capital Corporation, Bank of America N.A., Heller
Financial, Inc. and Metropolitan Life Insurance Company