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ALBUQUERQUE, N.M.

UNITED STATES BANKRUPTCY COURT
DISTRICT OF NEW MEXICO

In re

FURR'S SUPERMARKETS, INC.,

Debtor.

Case No. 11-01-10779-SA
Chapter 11

THIRD SUPPLEMENTAL DECLARATION OF RICHARD LEVIN IN SUPPORT OF APPLICATION FOR ORDER APPROVING RETENTION OF SKADDEN, ARPS, SLATE, MEAGHER & FLOM LLP AND AFFILIATED LAW PRACTICE ENTITIES AS ATTORNEYS FOR DEBTOR-IN-POSSESSION

I, Richard Levin, declare that:

1. I submit this Declaration to supplement my three previous declarations dated February 7, 2001, March 23, 2001, and April 19, 2001.

2. Except as otherwise indicated, I have personal knowledge of the matters set forth in this Declaration and, if called as a witness, would testify competently to those matters. Certain of the statements in this Declaration relate to matters within the knowledge of other attorneys or the accounting department at Skadden, Arps, Slate, Meagher & Flom LLP and its affiliated law practice entities

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(collectively, "Skadden, Arps" or "the firm") and are based on information provided by them.

3. In the prior declarations, Skadden, Arps disclosed its representation of certain parties in interest on unrelated matters. As part of its continuing disclosure obligations, Skadden, Arps conducts periodic conflicts checks on parties that have filed notices of appearance in the case. This Declaration reports Skadden, Arps' connections with these parties.

4. Skadden, Arps represents Comdisco, Inc., a party to certain equipment leases with the Debtor, and PNM Gas Services, one of the Debtor's utility providers, on matters unrelated to the Debtor. Comdisco, Inc. represented 0.0185% and PNM Gas Services represented 0.0006% of the firm's year-2000 billings.

5. Skadden, Arps represents or has represented Jeffrey Chanin and Co. LLC, the official Committee of Unsecured Creditors' proposed investment bankers, and its affiliates (collectively, "Chanin") on matters unrelated to the Debtor. Chanin represented 0.0042% of the firm's year-2000 billings.

6. Skadden, Arps previously represented Georgia-Pacific Corporation, a party in interest in the present matter, and Texas Utilities Electric Company, one of the Debtor's utility providers, on matters unrelated to the Debtor. Both representations ceased in 1998.

I declare under penalty of perjury under the laws of the United States of America that the foregoing is true and correct to the best of my knowledge, information, and belief.

Executed this 24th day of May, 2001, in Los Angeles, California.

Richard Levin