

UNITED STATES BANKRUPTCY COURT  
DISTRICT OF NEW MEXICO

FILED  
CLERK OF THE COURT  
2021 MAY 22 AM 8:33

In re:

FURR'S SUPERMARKETS, INC.,

Case No. 01-10779-SA

Debtor.

Chapter 11

**VERIFIED RULE 2019 STATEMENT BY HELLER FINANCIAL, INC.  
AS AGENT FOR FLEET CAPITAL CORPORATION, BANK OF AMERICA,  
N.A., HELLER FINANCIAL, INC. AND METROPOLITAN  
LIFE INSURANCE COMPANY**

Heller Financial, Inc. ("Heller") files its verified Rule 2019 Statement. Pursuant to Rule 2019, Heller states:

1. Heller Financial, Inc. is an Agent for Fleet Capital Corporation, Bank of America, N.A. and Heller Financial, Inc. (hereinafter "Pre-petition Senior Lenders") with regard to the Pre-petition Senior Indebtedness as hereinafter identified. Heller is also Agent for Metropolitan Life Insurance Company with respect to the Post-petition Loan as hereinafter identified.

**Agent Address:**

2. Heller Financial, Inc.'s address is as follows:

Heller Financial, Inc.  
500 West Monroe  
Chicago, Illinois 60661  
Attention: Legal Services/CAQ-Furr's Supermarkets, Inc.

Heller Financial, Inc. should be contacted through its counsel.

3. Bank of America, N.A.'s address is as follows:

Bank of America, N.A.  
Commercial Finance  
335 Madison Avenue, 6<sup>th</sup> Floor

496

New York, New York 10017.

4. Fleet Capital Corporation's address is as follows:

Fleet Capital Corporation  
200 Glastonbury Blvd.  
Glastonbury, CT 06033.

5. Metropolitan Life Insurance Company's address is as follows:

Metropolitan Life Insurance Company  
One Madison Avenue  
New York, New York 10010.

**Nature of the Claim:**

6. Less than one year prior to the Petition date, Fleet Financial Corporation ("Fleet"), Heller Financial, Inc., and Bank of America, N.A. loaned money and issued letters of credit to the Debtor under a Loan and Security Agreement (the "Existing Loan Agreement"), dated as of December 21, 2000, and the other loan documents (as defined therein) (the Existing Loan Agreement and other loan documents, collectively the "Pre-petition Senior Loan Documents"). The pre-petition loan documents appointed Heller as Agent for Fleet, Heller Financial, Inc. and Bank of America, N.A. A copy of the December 21, 2000, Loan and Security Agreement is attached as Exhibit A. As of the Petition date, the Debtor owed the Pre-petition Senior Lenders approximately \$47,000,000 plus all accrued and unpaid pre-petition interest, costs and fees, including professional fees and expenses and other obligations under and as defined in the existing loan agreement (collectively the "Pre-petition Senior Indebtedness").

7. On February 9, 2001, the Court entered its "Interim Order (1) Authorizing Debtor to Obtain Secured Financing, (2) Granting Adequate Protection, and (3) Granting Other Relief." Among other things, such Order authorized the Debtor to borrow

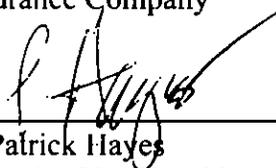
additional amounts according to the terms of the Order from the Pre-petition Senior Lenders and Metropolitan Life Insurance Company. On March 14, 2001, a "Final Order (1) Authorizing Debtor to Obtain Secured Financing, (2) Granting Adequate Protection, and (3) Granting Other Relief" (hereinafter "Final Order") was entered. The Final Order authorized the Debtor to borrow money and obtain other financial accommodations from the Pre-petition Senior Lenders.

**Heller's Role as Agent:**

8. Heller was agent for the Pre-petition Senior Lenders under the Pre-petition Senior Loan Documents. Pursuant to the Post-Petition Loan and Security Agreement dated as of March 14, 2001, between Furr's Supermarkets, Inc., as Debtor-in-Possession, Fleet Capital Corporation, as Lender, Bank of America, N.A. as Lender, Metropolitan Life Insurance Company, as Lender, and Heller Financial, Inc., as Agent and as Lender, Heller will act as Agent with respect to the Post-Petition Loan. A copy of the Post-Petition Loan and Security Agreement is attached to the Final Order.

Heller Financial, Inc. as Agent for  
Fleet Capital Corporation, Bank of  
America, N.A., and Metropolitan  
Life Insurance Company

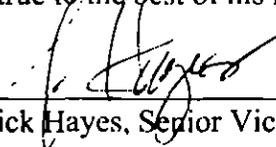
By \_\_\_\_\_

  
Patrick Hayes  
Senior Vice President

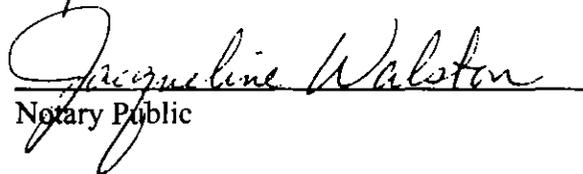
VERIFICATION

STATE OF New Mexico  
COUNTY OF Bernalillo

Patrick Hayes, being first duly sworn, says he is a Senior Vice President of Heller Financial, Inc., has read the foregoing Verified Rule 2019 Statement by Heller Financial, Inc. as Agent for Fleet Capital Corporation, Bank of America, N.A., Heller Financial, Inc. and Metropolitan Life Insurance Company and knows the content thereof, and the statements contained therein are true to the best of his knowledge and belief.

  
Patrick Hayes, Senior Vice President

Signed and sworn to before me on May 16, 2001, by Patrick Hayes.

  
Notary Public

My Commission Expires:  
02/28/02