

**IN THE UNITED STATES BANKRUPTCY COURT
FOR THE WESTERN DISTRICT OF MISSOURI**

In re:)	
)	
FARMLAND INDUSTRIES, INC., et al.,)	CASE NO. 02-50557-11-JWV
)	Joint Administration
)	
Debtors.)	
)	

MOTION FOR RELIEF FROM STAY TO PERMIT OFFSET

Stinson Morrison Hecker LLP ("Movant") hereby requests that this Court enter an Order granting relief from the automatic stay of 11 U.S.C. § 362 to permit Movant to offset \$44,858.94 owed by Debtors to Movant against a credit balance owed by Movant to Debtors. In support, Movant states:

1. On May 31, 2002 (the "Filing Date"), Farmland Industries, Inc., Farmland Foods, Inc., SFA, Inc., Farmland Transportation, Inc., and Farmland Pipeline Company (collectively referred to as the "Debtor") each filed voluntary Petitions under Chapter 11 of the United States Bankruptcy Code in the United States Bankruptcy Court for the Western District of Missouri, Kansas City Division (the "Court").

2. On May 31, 2002, the Court entered its Order granting joint administration of the Debtors' bankruptcy cases.

3. On June 1, 2002, an Application Authorizing Debtors and Debtors In Possession to Employ Richard N. Nixon and the Firm of Stinson Morrison Hecker LLP as Special Corporate Counsel was filed and on June 5, 2002, this Court entered an Order granting said Application.

4. Prior to the Filing Date, Debtors made one or more payments to Movant based on estimated fees and expenses provided by Movant to Debtors, all for the purpose of ensuring that Movant was paid in full for all fees and expenses owed to Movant as of the Filing Date. These

payments were applied by Movant to Debtors' accounts prior to preparation of final statements through the Filing Date.

5. After the Filing Date, Movant prepared statements through the Filing Date which showed that Movant had been fully paid for all fees and expenses through the Filing Date, and that Debtors had an aggregate "credit balance" with Movant of \$48,339.28.

6. Subsequent to preparation of the statements referenced in the preceding paragraph, Movant has identified the following additional amounts owed by Debtors to Movant for fees and expenses affiliated with certain litigation involving Black & Veatch in which Movant represented Debtors prior to the Filing Date:

- a. \$9,858.94 paid by Movant to a third party vendor, RSI, for photocopies of certain documents; and
- b. \$35,000 paid by Movant to Baker & O'Brien, Inc. ("Baker"), a third party expert engaged by Movant on behalf of Debtors, for services rendered by Baker prior to the Filing Date.

7. Entry of an order granting the relief requested in this Motion is appropriate under relevant law, including but not limited to 11 U.S.C. §§ 362 and 553.

8. Movant reserves the right to amend or supplement this Motion, or file a new motion for relief from the automatic stay, if and when Movant identifies other amounts that should be the subject of setoff between Movant and Debtors.

WHEREFORE, Movant respectfully requests that this Court enter an Order granting the relief requested above, and granting such other or further relief as is necessary or appropriate in the circumstances.

STINSON MORRISON HECKER LLP

/s/ Paul M. Hoffmann

Paul M. Hoffmann MO Bar #31922

Stinson Morrison Hecker

1201 Walnut

Kansas City, MO 64106

Telephone: (816) 842-8600

Facsimile: (816) 474-4208

CERTIFICATE OF SERVICE

I hereby certify that a true and accurate copy of the above document was filed electronically with the above-captioned court, with notice of case activity to be generated and sent electronically by the Clerk of said court (with a copy to be mailed via First Class Mail, postage prepaid, to any individuals who do not receive electronic notice from the Clerk) on the 12th day of December 2003.

/s/ Paul M. Hoffmann

Paul M. Hoffmann