

**UNITED STATES BANKRUPTCY COURT
WESTERN DISTRICT OF MISSOURI**

In re:)	In Proceedings Under Chapter 11
)	
FARMLAND INDUSTRIES, INC., ET AL.,)	Case No. 02-50557-JWV
)	Joint Administration
Debtors.)	

AFFIDAVIT OF JEFFREY AYRES
IN SUPPORT OF RETENTION OF LIQUIDATING TRUSTEE

STATE OF MISSOURI)
) ss.
COUNTY OF JACKSON)

Jeffrey Ayres, being duly sworn, states as follows:

1. I am currently a Director of Banc One Corporation Investment Management, with job responsibilities as the Director of Fiduciary Work Out Services for Bank One Global Corporate Trust.

2. The Bank One Global Corporate Trust portfolio was purchased by J.P. Morgan Chase Trust Company, N.A. (“JPMTC”) during 2003. The sale closed on November 14, 2003. I understand that JPMTC and Bank One intend to enter into a consulting agreement pursuant to which Bank One will make my services available to JPMTC in connection with its appointment as Liquidating Trustee.

3. I have read the affidavit of my former colleague, Victoria Pavlick, with whom I worked closely at Bank One for approximately the last eight years. I agree with her statement of the scope of services to be undertaken by JPMTC as Liquidating Trustee designated by the Debtor under the Farmland Plan. Except as otherwise indicated, all facts set forth in this Affidavit are based upon my personal knowledge, my review of relevant documents, or my opinion, based upon my experience and knowledge of JPMTC’s and Bank One’s operations,

financial condition or experience or information reported to me in the course of my duties by JPMTTC's officers, agents or employees. If I were called upon to testify, I could and would testify competently to the facts set forth herein. I am authorized to submit this Affidavit.

4. My role as consultant to the JPMTTC team for the Farmland Liquidating Trustee engagement will be to participate in the management, in collaboration with the Debtor's wind down team, counsel and the post-effective committee, of distributions, together with their related reserve calculations, claims resolution, preference prosecution and remaining asset liquidation.

**PERSONAL BACKGROUND AND EXPERIENCE RELEVANT
TO THE LIQUIDATING TRUSTEE'S SCOPE OF SERVICES**

5. I am a 1986 graduate of the Ohio State University Moritz College of Law.

6. I practiced law as a bankruptcy litigator with the Indianapolis, Indiana law firm of Baker & Daniels after graduating. In 1989 I joined the Columbus, Ohio firm of Shottenstein, Zox & Dunn, continuing to specialize in bankruptcy. During the time I practiced with these firms I became very experienced with preference litigation, contested claim resolution, bankruptcy estate administration and farm bankruptcies.

7. In 1992, I joined the Bank One Corporation Legal Department as an in-house bankruptcy litigator.

8. In 1998, I exited the in-house legal department at Bank One and took a business position with Bank One Global Corporate Trust. I then became the Director of the Fiduciary Work Out Group in 1999. This position has required me to manage an \$8 billion portfolio of defaulted bonds, asset backed securities or other forms of widely held debt. I have developed extensive expertise in this role with making distributions to large groups of debt or claim holders. I am used to working with counsel and various constituents, making and

continuously revising appropriate reserves and managing the mechanics of large scale distributions. I continue to act as Bank One's Director of the Fiduciary Work Out Group through today.

**QUALIFICATIONS OF JPMTC TO ACT
AS FARMLAND LIQUIDATING TRUSTEE**

9. The management team for the Farmland Liquidating Trustee engagement, consisting of Victoria Pavlick, Terri Steinbrenner and myself, brings significant skill and experience to each of the tasks required of a Liquidating Trustee.

10. For example, I understand the issues facing a Liquidating Trustee. I know the Code and have had very substantial experience with preferences and disputed claims. I have sat on numerous creditors' committees personally, representing JPMTC as indenture trustee, and am comfortable with a fiduciary's role in the resolution of both preferences and disputed claims. I view the Liquidating Trustee job in these areas as acting like a CEO, working with the Farmland management wind down team, counsel and the Post-Effective Committee to set policy, review and approve proposed resolutions of disputed claims and preferences.

11. I also have been significantly involved with asset liquidations of all types over the years and will assist management with any remaining asset sales that might be required. My asset sales experience includes liquidation of partnership interests, real estate, nursing homes, and airplanes among asset groups. I am currently acting as a fiduciary in connection with the liquidation of 19 K-Mart store locations and the disposition of 17 airplanes.

12. During the process leading to JPMTC's designation as Liquidating Trustee by the Debtor, I participated in meetings with members of the Farmland management wind down team. I understand the Liquidating Trustee will be working closely with this team and I have frequently, in my past business experience, as both a bankruptcy attorney and Bank One workout

officer, worked with similar management teams. In my experience, such teams provide a level of institutional knowledge and familiarity with the facts and circumstances relating to assets, claims and potential preference transactions which significantly enhance the economic returns to an estate or, in this case, liquidating trust, while minimizing administrative expenses. Based upon my interactions to date with Steve Rhodes and other members of his team, I believe the management wind down team will work smoothly with JPMTTC and will enhance JPMTTC's delivery of its services.

13. Managing over 150 cases involving defaulted issuances of debt, I also have had a great deal of experience in setting reserves and anticipating additional asset liquidation proceeds, while making multiple interim distributions to a large group of claimants. I will work with JPMTTC's state of the industry information and data processing systems in implementing all distributions for this engagement as I have many times in the past.

14. I also anticipate working closely with the Farmland management wind down team, counsel and the post-effective date committee on all Liquidating Trustee tasks and reporting regarding the status and results of such tasks, all activities with which I have had a great deal of experience.

s/ Jeffrey Ayres
Jeffrey Ayres

SUBSCRIBED TO AND SWORN
Before me this 16th day of December, 2003.

Marzale A. Fosdick
Notary Public

My commission expires: May 31, 2005