

**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.)	

**STIPULATED ORDER ON MOTION OF NLRB PURSUANT TO RULE 3018
FOR TEMPORARY ALLOWANCE OF ITS CLAIM TO VOTE ON DEBTORS'
SECOND AMENDED PLAN OF REORGANIZATION, AS MODIFIED**

This Stipulated Order on the motion filed by the National Labor Relations Board (“NLRB”) pursuant to Rule 3018 for temporary allowance of its claim to vote on the Debtors’ Second Amended Plan of Reorganization, as Modified is proposed by the Debtors, the NLRB and the Official Committee of Bondholders (the “Bondholders Committee”).

RECITALS

1. On May 31, 2002, the Debtors filed with this Court a voluntary petition for relief under Chapter 11 of the Bankruptcy Code. The Debtors continue to operate their businesses and manage their properties as debtors in possession in accordance with Sections 1107 and 1108 of the Bankruptcy Code.

2. The Bondholders Committee has standing to enter into this Stipulated Order as a duly appointed committee of creditors and may appear and be heard on any issue in this case. 11 U.S.C. § 1109(b).

3. On November 28, 2003, the NLRB filed a Motion of NLRB Pursuant to Rule 3018 for Temporary Allowance of its Claim to Vote on Debtors’ Second Amended Plan of Reorganization, as Modified (the “Motion”) (docket #6896).

STIPULATED ORDER

4. The NLRB's general unsecured claim shall be temporarily allowed in the amount of \$11,046,395.28, solely for the purpose of voting on the Debtors' Second Amended Plan of Reorganization, as Modified.

5. Each person proposing this Stipulated Order represents that he or she has full authority and capacity to make the commitment contained in this Stipulated Order.

SO ORDERED

Dated: December 16, 2003

/s/ Jerry W. Venters
Honorable Jerry W. Venters
United States Bankruptcy Judge

AGREED TO AND ACCEPTED:

BRYAN CAVE LLP

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ATTORNEYS FOR DEBTORS AND DEBTORS IN POSSESSION

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ATTORNEYS FOR THE OFFICIAL COMMITTEE OF BONDHOLDERS OF
FARMLAND INDUSTRIES, INC., ET AL.

Parties to receive electronic notice.

NATIONAL LABOR RELATIONS BOARD

By: /s/ Margery E. Lieber

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