

**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.)	
)	

**ORDER GRANTING AUTHORITY TO SETTLE AND COMPROMISE LINERBOARD
ANTITRUST CLAIMS WITHOUT ADDITIONAL HEARING UPON LIMITED
NOTICE WITH OPPORTUNITY TO OBJECT**

This matter having come before this Court on the Motion of Farmland FOODS, Inc. (“Debtor” or “Farmland”) under Rule 9019(b) of the Federal Rules of Bankruptcy Procedure (the “Bankruptcy Rules”) and Section 105(a) of the Bankruptcy Code, 11 U.S.C. §§ 101-1330 (the “Bankruptcy Code”), requesting this Court to enter an Order fixing a class of controversies arising from all antitrust claims held by the Debtor in connection with the Linerboard Litigation and authorizing the Debtor to compromise or settle all controversies and claims within such class without further hearing and upon limited notice with an opportunity to object (the “Motion”). The Court having determined that the legal and factual bases set forth in the Motion establish just cause for the relief granted herein;

THE COURT HEREBY FINDS THAT:

- A. The Court has jurisdiction over this matter pursuant to 28 U.S.C. §§ 157 and 1334.
- B. This is a core proceeding pursuant to 28 U.S.C. § 157(b)(2).
- C. Notice of the Motion was sufficient under the circumstances.
- D. The granting of the Motion is in the best interests of the Debtor and its estate and creditors.

IT IS HEREBY ORDERED THAT:

1. The Motion is GRANTED in its entirety.
2. Capitalized terms not otherwise defined herein have the meanings given to them in the Motion.
3. Pursuant to Bankruptcy Rule 9019(b), the Debtor is authorized to enter into binding and final settlement agreements with respect to its claims against the Linerboard Defendants, provided that the Debtor gives written notice of the terms of the settlements, which may be by facsimile transmission or email, to counsel for (1) the Official Committee of Unsecured Creditors, (2) the Official Committee of Bondholders, and (3) the Lender Group, and provided that no written objection to the proposed settlement is received by the Debtors' counsel within ten (10) days of receipt of the notice.
4. The Debtors and/or Special Linerboard Litigation Counsel are authorized to execute such documents as may be necessary or appropriate to effectuate the settlements authorized by this Order.

Dated: December 16, 2003

/s/ Jerry W. Venters
UNITED STATES BANKRUPTCY JUDGE

ORDER SUBMITTED BY:

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Attorneys for Debtor and Debtor in Possession to Serve