

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

In Re:)	In Proceedings Under Chapter 11
)	
FARMLAND INDUSTRIES, INC.,)	Case No. 02-50557	
et al.)	Jointly Administered	
Debtors.)		

**ORDER APPROVING MOTION TO AUTHORIZE FARMLAND
INDUSTRIES, INC. TO VOTE ITS OWNERSHIP INTEREST
IN SOUTHERN FARM FISH PROCESSORS, INC. AND FOR
AUTHORITY TO COMPROMISE CLAIMS**

This matter having come before the Court upon the Debtors' Motion For Order (1) Authorizing Farmland Industries, Inc. To Vote Its Ownership Interest In Southern Farm Fish Processors, Inc. ("SFFP") In Favor Of Sale By SFFP Of Substantially All Assets Of SFFP To Arkansas Catfish Growers, LLC, (2) For Authority To Compromise Claims, And (3) Request For Expedited Hearing On February 25, 2003 (the "Motion"), and the Court finding that a vote of Farmland's ownership interest in favor of the sale by SFFP of substantially all of the assets of SFFP to Arkansas Catfish Growers, LLC ("ACG"), as set forth and defined in the Motion, is an appropriate exercise of the Debtors' business judgment and should be approved, and the compromise of claims, as set forth and defined in the Motion, is an appropriate exercise of the Debtor's business judgment and should be approved; it is hereby

ORDERED that the Debtors' request for authority to vote its ownership interests in SFFP in favor of approving the sale by SFFP of substantially all of the assets of SFFP to ACG, is APPROVED, effective as of the entry of this Order; and

ORDERED that the Debtors request for authorization for compromise of claims is APPROVED, effective as of the entry of this Order.

ORDERED that the Court shall retain jurisdiction over disputes or issues related to or arising out of this Order and/or the sale transaction contemplated in the Motion.

Dated: February 27, 2003

/s/ Jerry W. Venters

UNITED STATES BANKRUPTCY JUDGE

ORDER SUBMITTED BY:

Laurence M. Frazen MO #31309
Cynthia Dillard Parres MO #37826
Robert M. Thompson MO#38156
BRYAN CAVE LLP
1200 Main Street, Suite 3500
Kansas City, Missouri 64105
Telephone: (816) 374-3200
Telecopy: (816) 374-3300

Attorneys for Debtors and Debtors in Possession

cc: Frazen to Serve