

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

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

**NOTICE OF SUBMISSION OF FEES AND EXPENSES
OF CROSSROADS, LLC FOR THE PERIOD
JANUARY 1, 2003 THROUGH JANUARY 31, 2003**

COMES NOW Crossroads, LLC, Turnaround Consultants to Farmland Industries, Inc., et al., Debtors and Debtors in Possession (“Debtors”), and pursuant to 11 U.S.C. § 330, the Order Authorizing Debtors and Debtors In Possession to Employ Crossroads, LLC, and the Standing Order Establishing Procedures for Interim Compensation and Establishing Fee and Expense Guidelines (“Standing Order”), submits its statement for services rendered and expenses advanced for the period of January 1, 2003 through January 31, 2003. A true and accurate copy of the Statement of Account is available upon request.

Crossroads’ work performed during January was done at the specific request of Farmland and, in addition on various instances, also at the request of the DIP Lenders, the Official Committee of Unsecured Creditors, the Official Committee of Bondholders or their respective legal counsel and financial advisors (the “Farmland Constituencies”).

As an overview, Crossroads professional fees incurred in January 2003 may be allocated by these general project categories:

1. Restructuring Planning and Strategies

- Crossroads continued its preparation of a liquidation analysis for inclusion in the disclosure statement as requested by the Debtor. This analysis involved detailed reviews of the company’s assets, potential value recovery on those assets under a Chapter 7 liquidation scenario, as well as the claims against those assets.

- Crossroads also participated in both regular and ad hoc senior management planning and strategy sessions.

129.4 Hours \$46,337.50 Fees

2. DIP Extension/Alternative

- Crossroads assisted in the negotiation of an amendment to the DIP financing agreement.

51.0 Hours \$18,840.00 Fees

3. Asset Sales

- Crossroads was actively involved in the sale process for the Fertilizer assets. The Debtor relied heavily upon and benefited significantly from Crossroads' prior Section 363 transaction experience.
- Crossroads assisted in managing the process of selling Farmland's non-core assets and in obtaining committee and bank approval.

134.7 Hours \$51,219.00 Fees

4. Cash Projections/Variance Analysis/Monthly Financials

- Reviewed weekly cash projections, variance analyses and associated supporting documents.

16.5 Hours \$5,517.50 Fees

5. Miscellaneous Activities

- Farmland requested Crossroads' assistance in numerous issues pertaining to its restructuring efforts, including (1) Creditor communications, (2) Consultation on miscellaneous bankruptcy issues, and (3) preparation of the Fee Application. Creditor communications in particular intensified in the month of January as DIP amendment negotiations progressed.

74.0 Hours \$28,008.00 Fees

Pursuant to the Standing Order, Crossroads, LLC hereby seeks the payment of its fees and expenses in the following amounts:

Professional Fees	\$149,922.00
Expenses	<u>16,917.82</u>
Total	<u>\$166,839.82</u>

Dated: February 28, 2003

Respectfully submitted,
Crossroads, LLC

By: /s/ Dennis L. Breeden
Dennis L. Breeden (Principal)

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Turnaround Consultants for Debtors and
Debtors in Possession

CERTIFICATE OF SERVICE

The undersigned hereby certifies that a copy of the foregoing, along with a true and accurate copy of the Statement of Account, was served this 28th day of February, 2003, by regular U.S. Mail, postage prepaid, to:

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