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.	**)**	

APPLICATION TO EMPLOY THE FIRM OF STINSON MORRISON HECKER LLP AS SPECIAL COUNSEL FOR DEBTORS AND DEBTORS IN POSSESSION

COME NOW Farmland Industries, Inc., et al., debtors and debtors in possession ("Debtors"), and submit their Application for Employment of the Firm of Stinson Morrison Hecker LLP as Special Counsel for Debtors and Debtors in Possession (the "Application"). In support of this Application, the Debtors rely on the Affidavit of Steven R. Rhodes in Support of Chapter 11 Petitions and First Day Orders (the "Rhodes Affidavit") and the Affidavit of Richard N. Nixon (the "Nixon Affidavit"). In further support of this Application, the Debtors respectfully represent as follows:

1. By this Application, the Debtors seek to employ and retain Stinson Morrison Hecker LLP ("SMH") as their special counsel pursuant to 11 U.S.C. §327(e) to generally continue assisting them in connection with various corporate, litigation and other related services as described below.

2. Representation of Debtors by its proposed special counsel is critical to the success of the Debtors' reorganization because SMH is uniquely situated to advise and assist the Debtors with respect to their general legal affairs as more fully set forth in the Nixon Affidavit.

3. The Debtors selected SMH as their special counsel because the SMH attorneys have extensive experience with and knowledge of the Debtors' corporate affairs, and are well qualified to provide the requested services.

4. Subject to further order of this Court, SMH will be employed to continue rendering the following services to Debtors:

a. General corporate representation, including but not limited to continuation of matters involving asset dispositions, and negotiation and enforcement of contracts;

b. General litigation matters, including but not limited to collection of claims, and defense of claims;

c. Environmental matters, including investigations and negotiations for remediation of various sites.

However, SMH is not being engaged to represent Debtors in conducting the cases, or to take any actions that are directly adverse to the parties identified in the Nixon Affidavit.

5. It is in the best interests of the estates that Debtors, as debtors in possession, employ special counsel to render the foregoing professional services. Debtors are simultaneously applying to the Court to retain Bryan Cave LLP and its affiliated law practices as their general bankruptcy counsel. Debtors will take appropriate steps to avoid unnecessary duplication between the various firms.

6. The firm of SMH has indicated a willingness to act on behalf of Debtors pursuant to the terms of this Application.

7. To the best of Debtors' knowledge, the partners, counsel, and associates of SMH (i) do not have any connection with Debtors, their affiliates, creditors, or any other parties

in interest, or their respective attorneys and accountants, the United States trustee, or any person employed in the office of the United States trustee, and (ii) do not hold or represent any interest adverse to the Debtors or their estates with respect to the matters on which SMH is to be employed, except as set forth in the Nixon Affidavit.

8. Compensation for services rendered in this proceeding by the firm shall be subject to interim and final allowance by this Court.

WHEREFORE, Debtors respectfully request that the Court enter an Order authorizing Debtors to employ and retain the firm of Stinson Morrison Hecker LLP as special counsel, and for such other and further relief as the Court deems just and proper.

FARMLAND INDUSTRIES, INC., ET AL.

By: /s/ Steven R. Rhodes
Steve Rhodes, Executive Vice President and Chief Financial Officer

By: /s/ Laurence M. Frazen

Laurence M. Frazen MO #31309
Mark G. Stingley MO #26701
Cynthia Dillard Parres MO #37826
BRYAN CAVE LLP
3500 One Kansas City Place
1200 Main Street
Kansas City, Missouri 64105
Telephone: (816) 374-3200
Telecopy: (816) 374-3300

Attorneys for Debtors and Debtors in Possession