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.	)	

AFFIDAVIT OF RICHARD N. NIXON IN SUPPORT OF APPLICATION TO EMPLOY STINSON MORRISON HECKER LLP AS SPECIAL COUNSEL FOR DEBTORS AND DEBTORS IN POSSESSION INCLUDING DISCLOSURES PURSUANT TO 11 U.S.C. § 329 AND FED. R. BANKR. P. 2014 AND 2016

STATE OF MISSOURI)
) SS.
COUNTY OF JACKSON)

Richard N. Nixon, being duly sworn, deposes and says:

1. I am an attorney at law and a partner in the law firm of Stinson Morrison Hecker LLP ("SMH"). As used herein, "Firm" refers to Stinson Morrison Hecker LLP f/k/a Morrison & Hecker LLP and Stinson, Mag & Fizzell, P.C., the latter law firm being combined with Stinson Morrison Hecker LLP on May 1, 2002. The Firm maintains offices at:

1201Walnut Street, Suite 2800
Kansas City, MO 64106

2600 Grand Boulevard
Kansas City, MO 64108

100 South Fourth Street, Suite 700
St. Louis, MO 63102

1299 Farnam Street, Suite 1501
Omaha, NE 68102

11181 Overbrook Road
Leawood, KS 66207

9200 Indian Creek Parkway
9 Corporate Woods Building, Suite 450
Overland Park, KS 66210

600 Commerce Bank Center, 150 N. Main Street
Wichita, KS 67202

1150 Eighteenth Street., N.W., Suite 800
Washington, D.C. 20036

1850 N. Central Avenue, Suite 2100
Phoenix, AZ 85004

2. To the best of my knowledge, after reasonable inquiry described below, and subject to the further disclosures noted below,

a. neither I, the Firm, nor any member or associate thereof, holds or represents any interests adverse to Debtors' estates or Debtors with respect to the matters upon which the Firm is to be employed.

b. neither I, the Firm, nor any member or associate thereof, has any connection with the Debtors, creditors, their attorneys or accountants, the United States Trustee, or any person employed in the office of the United States Trustee.

I understand that there is a continuing duty to disclose any such adverse interest, and will promptly file a supplement to this Affidavit regarding any material, new information that comes to my attention.

3. The Firm has reviewed certain draft lists of principal creditors in these cases, all affiliates of Debtors, all professionals for Debtors, and all officers and directors of Debtors. Moreover, I am informed that Debtors have approximately 8,000 employees and approximately 55,000 creditors other than employees, some of whom are unknown at this time. Based on our general familiarity with Debtors and a comparison of the above draft lists to our

database of clients, the Firm has determined that it currently provides, or has previously provided, legal services to the entities listed on Exhibit A who are, or may be, creditors or parties in interest in these cases. However, the Firm does not represent any of these entities with respect to any aspect of these cases, and we do not believe that the Firm's representation of these parties on unrelated matters is adverse to Debtors or their estates with respect to the matters for which the Firm is to be employed.

4. The Firm has the following relationships with one current employee of Debtors and one former employee of Debtors. Dennis Alt, an in-house counsel with Farmland, previously was associated with the Firm, having left the Firm to join Farmland's legal staff in May, 2000. Ned Gross joined the Firm on March 15, 2002, and previously was an in-house counsel with Farmland since May of 1987. While at Farmland, Mr. Gross handled energy matters (review and advise on pipeline transportation issues, natural gas and crude oil purchases, pipeline and electricity rate issues); managed commercial litigation; advised on various truck and rail transportation issues and agreements; managed immigration issues; provided general legal advice to Farmland's Fertilizer Division; and did some transactional work.

5. The Firm has provided significant legal representation to Debtors prior to the filing of these cases. In the past year, this representation focused on acquisitions and dispositions, corporate governance issues, litigation, general contract and real estate matters, and tax advice, including but not limited to the following:

a. Possible sale of refinery;

b. Possible sale of various other assets;

c. Arbitration over construction contracts;

d. Various joint ventures;

e. Negotiation of lease termination and release;

f. Negotiation of commodity gas swaps;

g. Investigation and defense of various propane matters;

h. Various environmental matters;

i. Various real estate matters;

j. Various contract matters;

k. Lease of grain assets; and

l. Collection of various amounts owed to Farmland.

6. From May 1, 2001 to May 29, 2002, the Firm received from Farmland Industries, Inc. an aggregate amount of approximately $1,750,000 in payment of professional fees and expenses previously provided by the Firm to the Debtors. Most, if not all, of these fees were for the matters identified above, and were not in contemplation of or in connection with these cases.

7. In addition, the Firm has received a retainer of approximately $75,000 for fees and expenses to be rendered to the Debtor in these proceedings. The Firm has applied the retainer as a credit against Debtor's account.

8. The amount of fees and expenses to be paid in the future will be as determined and allowed by the Court on a basis of hourly rates and actual costs incurred or such other basis as the Court shall authorize.

9. The sole source of the additional compensation to be paid to the Firm is property of the Debtors now or hereafter acquired.

10. For 2002, the anticipated range of hourly rates to be charged the Debtors by the Firm of Stinson Morrison Hecker LLP are as follows:

		From	To
a.	Partners:	$185	$360
b.	Associates:	$110	$210
c.	Paralegals:	$25	$120
d.	Legal Assistants	$40	$80
e.	Document Clerks:	$25	$50

11. The Firm has not shared or agreed to share any of its compensation from the Debtors with any other person, other than a partner or associate of the Firm.

/s/ Richard N. Nixon

Subscribed and sworn to before me this 31st day of May, 2002.

/s/ Kimberly A. Outlaw
Notary Public

My Commission Expires:

3/16/2006

EXHIBIT A

U. S. Bank National Association

Commerce Bank, N.A.

Agriliance LLC

Chase Manhattan Bank

CIT Communications Finance

Associate Commercial

First Union Commercial Corp.

General Electric Capital Corp.

LaSalle National Leasing Corp.

Van Waters & Rogers Inc.

CitiCorp Dealer Finance

Oneok Gas Marketing Co.

Anadarko Energy Services Co.

Universal Co-op

Bernstein Rein Advertising, Inc.

National Carriers, Inc.

W. W. Granger, Inc.

The CIT Group/Business Credit

Bank of America

Bankers Trust Company

Union Bank of Switzerland (NY)

Clune Equipment Leasing Corp.

Dean Machinery Company

Summit Bank

Home State Bank & Trust Co.

State Trust Bank & Trust Co.

AT&T Systems Leasing

SF Phosphates LTD

Anadarko Trading Co.

Cenex Energy

Triton Tire & Battery

Exxon Mobil

Farmland Insurance Agency, Inc.