UNITED STATES BANKRUPTCY COURT
WESTERN DISTRICT OF MISSOURI
WESTERN DIVISION

In re:	**)**	**In Proceedings Under Chapter 11**
	)	
FARMLAND INDUSTRIES, INC., et al.,	**)**	**Case No. 02-50557-JWV**
	)	**Joint Administration**
Debtors.	**)**	

DEBTORS' OBJECTION TO PROOF OF CLAIM # 8388 FILED BY CONOCO PHILLIPS

COME NOW the above-captioned Debtors and Debtors-in-Possession (collectively, the "Debtors"), by and through their attorneys, and for their Objection to Proof of Claim # 8388 Filed by ConocoPhillips (the "Objection"), respectfully state as follows:

Background

1. On May 31, 2002, Debtors filed with the Court a voluntary petition for relief under Chapter 11 of the Bankruptcy Code. Debtors continue to operate their businesses and manage their properties as debtors in possession in accordance with Sections 1107 and 1108 of the Bankruptcy Code.

2. Debtor Farmland Industries, Inc., a Kansas corporation headquartered in Kansas City, Missouri, is organized and operated as a cooperative system of agricultural and food-related businesses. At the time the petitions were filed, Farmland, in conjunction with the debtor subsidiaries and others, as well as through joint venture relationships, (a) manufactured and marketed fertilizer, (b) operated a petroleum refinery, (c) operated an integrated food and food processing business, (d) engaged in the wholesale and retail farm supply business, and (e) engaged in the transportation brokerage business.

Jurisdiction and Venue

3. This Court has jurisdiction to consider this motion pursuant to 28 U.S.C. § 1334. This is a core proceeding pursuant to 28 U.S.C. § 157(b). Venue is proper before this Court pursuant to 28 U.S.C. §§ 1408 and 1409.

Claim

4. On January 10, 2003, ConocoPhillips filed Proof of Claim No. 8388 in the amount of $803,229.98 allegedly for remediation costs incurred from December 1, 1988 and the present. Proof of Claim, p.1.

5. ConocoPhillip's claim is apparently based upon costs it allegedly incurred in remediating contamination allegedly caused by Debtor Farmland at a Beatrice, Nebraska nitrogen plant.

Basis for Relief

6. ConocoPhillips' claim should be disallowed by this Court because its allegation is unsupported by the evidence. ConocoPhillips has not provided any evidence or documentation to show that contamination at the Beatrice site was caused by Farmland, and not by ConocoPhillips itself or a third party. Therefore, its claim for remediation costs relating to the Beatrice site should be disallowed.

7. Debtors reserve the right to assert, and do not waive, any additional objections to the claims asserted by ConocoPhillips at a later date, to the extent additional information regarding the nature of ConocoPhillips' claim is provided.

WHEREFORE, Debtor pray that this Court enter an Order disallowing the claims asserted by ConocoPhillips to the extent set forth above, and providing for such other relief as may be just and proper.

NOTICE OF DEBTORS' OBJECTION TO PROOF OF CLAIM # 8388
FILED BY CONOCO PHILLIPS

TAKE NOTICE that the Debtors have objected to proof of claim number 8388 Filed by ConocoPhillips. **Claimants have 30 days from the date of this notice to file a response to this Objection. If Claimants do not have electronic filing access, Claimants should file their written response with the Clerk of the U.S. Bankruptcy Court, 400 East 9th Street, Kansas City, Missouri 64106, with a copy to the undersigned Debtors' counsel. To be timely, any response must be received by the Clerk by no later than November 7, 2003.** If no response is timely filed an order will be entered disallowing proof of claim number 8388. If a response is timely filed, the Court will conduct an **evidentiary hearing** on February 9, 2004 at 10:00 a.m. at the United States Courthouse, Courtroom 6A, 400 East 9th Street, Kansas City, Missouri, to address said claim.

Dated: October 8, 2003

Respectfully submitted,

FARMLAND INDUSTRIES, INC, ET AL.

By: /s/ Cassandra L. Writz

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Attorneys for Debtors and Debtors in Possession

CERTIFICATE OF SERVICE

The undersigned hereby certifies that a copy of the foregoing Debtors' Objection to Proof of Claim # 8388 Filed by ConocoPhillips was served by United States mail, First-class, postage prepaid, on the party listed below on October 8, 2003.

Thomas A. Loftus III
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/s/ Cassandra L. Writz