

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

In Re:	§	Chapter 11
	§	
FARMLAND INDUSTRIES, INC., ET AL,	§	Case No. 02-50557-JWV
	§	Joint Administration
Debtors.	§	

AGREED ORDER LIFTING STAY

CAME ON TO BE CONSIDERED El Paso Merchant Energy-Petroleum Company's ("El Paso") Motion to Lift Stay to Setoff Mutual Claims and the Debtor being in agreement, and the Court, having considered the same, is of the opinion that said Motion should be, in all respects **GRANTED**. It is, therefore,

ORDERED that the automatic stay imposed by 11 U.S.C. § 362 is hereby lifted to allow El Paso Merchant Energy-Petroleum Company to offset \$32,550.00 owed by it to Farmland pursuant to the invoice attached to the Motion as Exhibit 3, against the amounts owed by Debtor Farmland Industries, Inc. to El Paso Merchant Energy-Petroleum Company under other Contracts described in the Motion, it is further,

ORDERED that after allowing for all offsets and recoupment previously and properly exercised by El Paso, including the \$32,550 offset described above, El Paso has a remaining claim against Debtor Farmland Industries, Inc. in the amount of \$4,130,486.50.

SIGNED this 17th day of October, 2002.

/s/ Jerry W. Venters
UNITED STATES BANKRUPTCY JUDGE

cc: Frazen to Serve

Order Submitted by:

LOCKE LIDDELL & SAPP, LLP

/s/ Patricia Williams Prewitt

Patricia Williams Prewitt
Missouri State Bar No. 40198
Texas State Bar No. 21566370
Federal I.D. No. 10440
3400 JPMorgan Chase Tower
600 Travis Street
Houston, Texas 77002-3095
Telephone: (713) 226-1200
Facsimile: (713) 223-3717
pprewitt@lockeliddell.com

ATTORNEY-IN-CHARGE FOR
EL PASO MERCHANT ENERGY-PETROLEUM COMPANY

AGREED AS TO FORM
AND SUBSTANCE:

FARMLAND INDUSTRIES, INC., et al.

By: /s/ Laurence M. Frazen

Laurence M. Frazen	MO #31309
Cynthia Dillard Parres	MO #37826
Robert M. Thompson	MO #38156

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