

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

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

**DEBTORS' EXPEDITED MOTION FOR LEAVE TO FILE DOCUMENTS
RELATING TO THE DEBTORS' KEY EMPLOYEE RETENTION
AND INCENTIVE TARGET PLAN UNDER SEAL**

Farmland Industries, Inc., et al., Debtors and Debtors in Possession, pursuant to 11 U.S.C. § 107(b) and for their Expedited Motion for Leave to File Documents Relating to the Debtors' Key Employee Retention and Incentive Target Plan Under Seal (the "Motion"), respectfully state as follows:

1. Simultaneously with the filing of this Motion, the Debtors' are filing their Expedited Motion of the Debtors Pursuant to Sections 105(a), 363(b)(1), and 365 of the Bankruptcy Code for an Order Approving the Adoption of a Key Employee Retention and Incentive Target Plan, Including the Assumption and Modification of Certain Employment Agreements (the "KERIT Motion").

2. Pursuant to the KERIT Motion, the Debtors are requesting authorization to implement an integrated Key Employee Retention and Incentive Target Plan (the "KERIT Plan") in order to retain necessary employees and incentivize them to maximize value for creditors and these estates.

3. Attached as Exhibit A to the KERIT Motion is a copy of the summary document outlining the provisions of the KERIT Plan. Both the KERIT Motion and the KERIT Plan refer to Schedules 1 and 2 to the KERIT Plan. Schedule 1 is a copy of the Debtors' variable compensation plan for fiscal year 2003 (the "V-Comp Plan"). Schedule 2 is a list of all KERIT

Plan participants and information regarding their compensation and allotted severance payments under the KERIT Plan. Pursuant to 11 U.S.C. § 107(b), the Debtors seek leave to file Schedules 1 and 2 and the information contained therein under seal with this Court.

4. The Debtors seek leave to file Schedules 1 and 2 under seal to prevent disclosure of the information contained in those Schedules to third parties, as the information is sensitive, confidential and not appropriate for public dissemination. The Debtors' V-Comp Plan, described in Schedule 1, is proprietary in nature and relates to the Debtors' competitive compensation structure. Schedule 2 lists the personal salaries and other compensation information of individual employees of the Debtors. Clearly, the information in Schedules 1 and 2 is of a confidential nature and constitutes "commercial information" within the purview of 11 U.S.C. § 107(b). In re Orion Pictures Corp., 21 F.3d 24, 27 (2d Cir. 1994). The Debtors wish to avoid making the Schedules publicly available, as the information contained therein could easily be used for improper purposes by third parties, including the Debtors' competitors.

5. The Debtors will provide Schedules 1 and 2 to this Court for use in reviewing the terms of the KERIT Motion. In addition, the Debtors will provide the Schedules to the Official Committee of Unsecured Creditors, the Official Committee of Bondholders, the United States Trustee and the Debtors' prepetition and postpetition lenders, with the understanding that all of the information contained in Schedules 1 and 2 be held in strict confidence. The Debtors will also provide the Schedules to such other necessary parties as this Court may direct.

6. The Debtors request that the time required for notice of this Motion be shortened so that it may be heard along with the KERIT Motion at the scheduled hearing on October 29, 2002 at 1:30 p.m. The Debtors have also requested that the KERIT Motion be heard

on shortened notice due to the immediate need for the relief requested therein. No party in interest will be adversely affected by shortening the time for notice of this Motion. This Court has the power to shorten the time for notice of the hearing on the Motion pursuant to Federal Rule of Bankruptcy Procedure 9006(c).

WHEREFORE, for the foregoing reasons, the Debtors respectfully request that this Court enter its Order (i) approving the Debtors' request to file the Schedules under seal, (ii) reducing the required time for notice of the hearing on this Motion to six days, and (iii) granting such other and further relief as this Court deems just and proper.

Dated: October 23, 2002

Respectfully submitted,

FARMLAND INDUSTRIES, INC.. ET AL.

By: /s/ Laurence M. Frazen

Laurence M. Frazen MO #31309

Lloyd A. Palans MO #22650

Cynthia Dillard Parres MO #37826

BRYAN CAVE LLP

1200 Main Street, Suite 3500

Kansas City, Missouri 64105

Telephone: (816) 374-3200

Telecopy: (816) 374-3300

Attorneys for Debtors and Debtors in Possession

CERTIFICATE OF SERVICE

The undersigned hereby certifies that the above referenced Expedited Motion for Leave to File Documents Relating to the Debtors' Key Employee Retention and Incentive Target Plan Under Seal was served on those parties which do not receive electronic notice in these proceedings, via U.S. Mail, postage prepaid, on October 23, 2002.

/s/ Laurence M. Frazen