

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

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

**ORDER APPROVING MOTION TO AUTHORIZE FARMLAND
INDUSTRIES, INC. TO VOTE ITS OWNERSHIP INTERESTS IN
FARMLAND HYDRO, L.P. AND TO ENTER ANCILLARY AGREEMENTS**

This matter having come before the Court upon the Debtors' Second Amended Motion For Order Authorizing Farmland Industries, Inc. To Vote Its Ownership Interests In Farmland Hydro, L.P. ("FHLP") In Favor Of Sale By FHLP Of Substantially All Assets Of FHLP To Cargill Fertilizer, Inc. And To Enter Ancillary Agreements (the "Motion"), and the Court finding that a vote of Farmland's ownership interests in favor of the sale by FHLP of substantially all of the assets of FHLP to Cargill Fertilizer, Inc. ("CGI") and entering into the Ancillary Agreements, as set forth and defined in the Motion, is an appropriate exercise of the Debtors' business judgment and should be approved; it is hereby

ORDERED that the Debtors request for authority to vote its ownership interests in FHLP in favor of approving the sale by FHLP of substantially all of the assets of FHLP to CGI, and request for approval to enter into the Ancillary Agreements is APPROVED, effective as of the entry of this Order.

Dated: October 23, 2002.

/s/ Jerry W. Venters
US BANKRUPTCY JUDGE

ORDER SUBMITTED BY:

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

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