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.	**)**	

ORDER PURSUANT TO SECTIONS 327(e) AND 328 OF THE BANKRUPTCY CODE AND BANKRUPTCY RULE 2014 AUTHORIZING DEBTORS AND DEBTORS IN POSSESSION TO RETAIN AND EMPLOY THE FIRM OF SHOOK, HARDY & BACON L.L.P. AS SPECIAL COUNSEL

Upon the application ("Application") of Farmland Industries, Inc., et al., debtors and debtors in possession ("Debtors") for an order pursuant to sections 327(e) and 328 of title 11 of the United States Code ("Bankruptcy Code") and Rule 2014 of the Federal Rules of Bankruptcy Procedure ("Bankruptcy Rules") authorizing the Debtors to retain and employ, *nunc pro tunc* to May 31, 2002 (the date of Debtors' chapter 11 filing, the "Filing Date") the law firm of Shook, Hardy & Bacon L.L.P. ("SHB") to act as the Debtors' special counsel in these chapter 11 cases;

And upon the declaration of John L. Utz, a partner of SHB, sworn to on September 17, 2002;

And it appearing that this Court has jurisdiction over the Application pursuant to 28 U.S.C. § 1334 and that this is a core proceeding pursuant to 28 U.S.C. § 157(b)(2);

And the Court being satisfied that: (i) SHB does not hold or represent any interest adverse to the Debtors or to their estates with respect to the matter on which SHB is employed; (ii) the employment and retention of SHB is necessary and in the best interests of the Debtors, their estates and their creditors; and (iii) the services to be performed by SHB are not duplicative of the services to be performed by any other professional currently retained by the Debtors;

And notice of the Application having been given to: (i) the Office of the United States Trustee; and (ii) to all parties which do not receive electronic notice in these proceedings;

And it appearing that no other or further notice of the Application need be given;

And sufficient cause appearing therefore; it is hereby

ORDERED that, pursuant to sections 327(e) and 328 of the Bankruptcy Code and Bankruptcy Rule 2014, the Debtors are authorized and empowered to retain and employ SHB under a general retainer, *nunc pro tunc* to the Filing Date as their special counsel and to continue to render the following services to the Debtors, including without limitation:

(a) advise the Debtors and their lead counsel with respect to legal issues associated with the Farmland Industries, Inc. Employee Retirement Plan, Co-op Retirement Plan, Mid-America Retirement Plan, Farmland Industries, Inc. Employee Health Plan, Farmland Industries, Inc. Employee Dental Plan, Farmland Industries, Inc. SavingsBuilder 401(k) Plan, Farmland Section 125 Tax-Savings Plan, Farmland Industries, Inc. Executive Deferred Compensation Plan, Farmland Industries, Inc. Supplemental Executive Retirement Plan, Country Energy, LLC Employee Retirement Plan, Agriliance LLC Employee Retirement Plan, Agro-Distribution, LLC Employee Retirement Plan, Farmland Midsouth Region Health Purchasing Group Plan, and the SF Services, Inc. Employees Retirement and Savings Plan (the "Plans"), as well as any trusts associated with the Plans, including but not limited to issues arising under the Employee Retirement Income Security Act ("ERISA") and the Internal Revenue Code of 1986, as amended, and draft documents relating to same;

(b) advise the Debtors and their lead counsel, and represent the Debtors, with respect to (i) any investigations, inquiries, or claims made by the Department of Labor, the Internal Revenue Service, the Pension Benefit Guaranty Corporation, or claims by Plan participants or Plan beneficiaries, which relate to the Plans, and (ii) possible litigation against Lincoln National Life Insurance Company relating to the SF Services, Inc. Employees Retirement and Savings Plan;

(c) advise the Debtors and their lead counsel with respect to environmental matters, including issues relating to environmental permits, compliance and remediation at Debtors' Dodge City Nitrogen Plant in Dodge City, Kansas; and

(d) advise the Debtors and their lead counsel, and represent Debtors with respect to environmental litigation, including possible litigation relating to environmental permitting, compliance and remediation at Debtors' Dodge City Nitrogen Plant in Dodge City, Kansas;

ORDERED that the compensation to be paid to SHB for services to be rendered to the Debtors plus reimbursement incurred in connection with such representation shall be paid upon appropriate Application therefor in accordance with sections 330 and 331 of the Bankruptcy Code, application Bankruptcy Rules, and such orders and guidelines with respect to the foregoing that may be applicable to these chapter 11 cases.

Dated: November 8, 2002.

/s/ Jerry W. Venters

UNITED STATES BANKRUPTCY JUDGE

ORDER SUBMITTED BY:

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Frazen to Serve