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.	)	

MOTION FOR LEAVE TO FILE AMENDMENT TO AGREEMENT WITH MISSISSIPPI CHEMICAL CORPORATION CONCERNING JOINT SALE OF INTERESTS IN FARMLAND MISSCHEM LIMITED AND FMCL LIMITED LIABILITY COMPANY UNDER SEAL

COME NOW the above-captioned Debtors and Debtors-in-Possession (collectively, the "Debtors"), by and through their attorneys, pursuant to 11 U.S.C. § 107(b), and for their Motion for Leave to File Amendment to Agreement with Mississippi Chemical Corporation Concerning Joint Sale of Interests in Farmland MissChem Limited and FMCL Limited Liability Company Under Seal (the "Motion"), respectfully state as follows:

1. Simultaneously with the filing of this Motion, the Debtors' are filing their Motion for Order Approving Amendment to Agreement with Mississippi Chemical Corporation Concerning Joint Sale of Interests in Farmland MissChem Limited and FMCL Limited Liability Company (the "MCC Motion").

2. Pursuant to the Motion, Debtors seek approval of an amendment (the "Amendment") to a letter agreement with Mississippi Chemical Corporation ("MCC") concerning the joint marketing and sale of their respective interests in Farmland MissChem Limited and FMCL Limited Liability Company (the "Agreement"). The Agreement was approved by the Court's Order dated January 15, 2003.

3. Pursuant to this Motion, and in the Debtors' MCC Motion, Debtors seek leave to file the Amendment to the Agreement with MCC under seal with this Court, pursuant to 11 U.S.C. § 107(b).

4. The Debtors seek leave to file the Amendment to the Agreement under seal to prevent disclosure of certain sensitive commercial information contained therein pertaining to the marketing and sale of the parties' interests in FMCL JV.

5. Debtors wish to avoid making such information publicly available, due to substantial harm which will likely result if such information is publicly disclosed. The Debtors believe that public disclosure of such information will negatively impact on the value which may ultimately be realized from sale of the parties' interests in FMCL JV, in turn adversely affecting the value to be received by creditors of these estates.

6. The Debtors will provide the Amendment to this Court for use in reviewing the terms of the MCC Motion. In addition, the Debtors will provide the Amendment to counsel to the Committees, the Lenders and the United States Trustee, with the understanding that all of the information contained in the Amendment be held in strict confidence. The Debtors will also provide the Amendment to such other necessary parties as this Court may direct. Additionally, the Debtors have set for the in the MCC Motion most of the salient terms of the Amendment.

7. Clearly, information regarding the Debtor and MCC's interests in FMCL JV, as pertaining to the marketing and sale of those assets, are 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).

8. The Debtors believe that submitting the Amendment under seal is not only appropriate, but essential to preserving the value of the Debtors' on-going business interests, maximizing the value of these assets for the benefit of the estates, and is in the best interests of the bankruptcy estates, all creditors and parties in interests.

WHEREFORE, for the foregoing reasons, the Debtors respectfully request that this Court enter its Order granting Debtors leave to file the Amendment to the Agreement with Mississippi Chemical Corporation under seal, and granting such other and further relief as this Court deems just and proper.

Dated: January 21, 2003

Respectfully submitted,

FARMLAND INDUSTRIES, INC., ET AL.

By: /s/ Laurence M. Frazen

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