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 APPROVING CURRENT SETTLEMENTS WITH BASF CORPORATION AND BASF A.G. AND GRANTING AUTHORITY TO SETTLE AND COMPROMISE REMAINING VITAMIN ANTITRUST CLAIMS WITHOUT ADDITIONAL HEARING UPON NOTICE WITH OPPORTUNITY TO OBJECT

This matter having come before this Court on the Motion of Farmland Industries, Inc. ("Debtor" or "Farmland") under Rules 9019(a) and (b) of the Federal Rules of Bankruptcy Procedure (the "Bankruptcy Rules") and Section 105(a) of the Bankruptcy Code, 11 U.S.C. §§ 101-1330 (the "Bankruptcy Code"), requesting this Court to enter an Order (i) approving the proposed settlement of the Debtor's antitrust claims against BASF Corporation and BASF A.G. (the "BASF Settlement") pursuant to Bankruptcy Rule 9019(a); and (ii) fixing a class of controversies arising from all remaining pre-petition antitrust claims held by the Debtor and authorizing the Debtor to compromise or settle all controversies and claims within such class, pursuant to Bankruptcy Rule 9019(b) (the "Motion"). The Court having determined that the legal and factual bases set forth in the Motion establish just cause for the relief granted herein;

THE COURT HEREBY FINDS THAT:

A. The Court has jurisdiction over this matter pursuant to 28 U.S.C. §§ 157 and 1334.

B. This is a core proceeding pursuant to 28 U.S.C. § 157(b)(2).

C. Notice of the Motion was sufficient under the circumstances.

D. The granting of the Motion is in the best interests of the Debtor and its estate and

creditors.

E. The Debtor has agreed to provide the Committee of Unsecured Creditors, the Committee of Bondholders, and the Counsel for the Lender Group with notice of proposed settlement agreements with respect to the remaining Vitamin Defendants with a 10-day opportunity to object.

IT IS HEREBY ORDERED THAT:

1. The Motion is GRANTED in its entirety subject to the following modifications.

2. Capitalized terms not otherwise defined herein have the meanings given to them in the Motion.

3. Pursuant to Bankruptcy Rule 9019(a), the BASF Settlement is hereby approved.

4. Pursuant to Bankruptcy Rule 9019(b), the Debtor is authorized to enter into binding and final settlement agreements with respect to its remaining claims against the Vitamin Defendants, provided that the Debtor gives written notice of the terms of the settlements, which may be by fax or email, to counsel for (1) Official Committee of Unsecured Creditors, (2) Official Committee of Bondholders, and (3) the Lender Group and provided that no written objection to the proposed settlement is received by the Debtors' counsel within ten (10) days of receipt of the notice.

5. The Debtors and/or Special Vitamin Litigation Counsel are authorized to execute such documents as may be necessary or appropriate to effectuate the settlements authorized by this Order.

Dated: June 21, 2002

/s/ Jerry W. Venters
UNITED STATES BANKRUPTCY JUDGE

ORDER SUBMITTED BY:

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Frazen to serve