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 AUTHORIZING ALLOWANCE AND PAYMENT OF CONTINGENT PROFESSIONAL FEES RELATED TO THE NOVUS, REILLY, TAKEDA, LONZA, AND ROCHE/DEGUSSA SETTLEMENTS IN CONNECTION WITH THE VITAMIN LITIGATION TO SPECIAL LITIGATION CO-COUNSEL DICKSTEIN SHAPIRO MORIN & OSHINSKY LLP, SCHMIEDESKAMP, ROBERTSON, NEU & MITCHELL, AND LINDQUIST & VENNUM, P.L.L.P.

The matter having come before this Court on the Verified Application of Special Litigation Counsel Dickstein Shapiro Morin & Oshinsky LLP ("Dickstein"), Schmiedeskamp, Robertson, Neu & Mitchell ("Schmiedeskamp"), and Lindquist & Vennum P.L.L.P. ("Lindquist ") for Allowance and Payment of Contingent Professional Fees related to the Novus, Reilly, Takeda, Lonza, and Roche/Degussa Settlements in Connection with the Vitamin Litigation (the "Contingent Fee Application"), and the Court having determined that the legal and factual bases set forth in the Contingent Fee Application 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 Contingent Fee Application was sufficient under the circumstances.

IT IS HEREBY ORDERED THAT:

1. The Contingent Fee Application is GRANTED.

2. Capitalized terms not otherwise defined herein have the meanings given to them in the Contingent Fee Application.

3. The contingency fees earned by (i) Dickstein and Schmiedeskamp in connection with the Novus Settlements in the amount of $74,052.37, (ii) Dickstein, Schmiedeskamp and Lindquist in connection with the Reilly, Takeda and Lonza Settlements in the amount of $302,146.26, and (iii) Dickstein, Schmiedeskamp and Lindquist in connection with the Roche/Degussa Settlements in the amount of $7,530,892.34 (collectively, the "Contingency Fees") are hereby approved.

4. Dickstein is hereby authorized to release the Contingency Fees from Dickstein's IOLTA trust account and to pay such Contingency Fees to Dickstein, Schmiedeskamp and Lindquist in accordance with the terms of the Retention Order.

Dated: February 27, 2003

/s/ Jerry W. Venters
UNITED STATES BANKRUPTCY JUDGE

Order Submitted by:

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cc: Frazen to Serve