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ELIAS C. ALVORD (1942)  
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OF COUNSEL  
URBAN A. LESTER

November 19, 2002

Mr. Vernon A. Williams  
Secretary  
Surface Transportation Board  
Washington, D.C. 20423

RECORDATION NO. 19358-A FILED  
NOV 19 '02 2-34 PM

Dear Mr. Williams:

**SURFACE TRANSPORTATION BOARD**

Enclosed for recordation pursuant to the provisions of 49 U.S.C. Section 11301(a) are two (2) copies of an Order Rejecting Certain Unexpired Railcar Leases with MetLife Capital, dated as of July 11, 2002, a secondary document as defined in the Board's Rules for the Recordation of Documents.

The enclosed document relates to the Non-Recourse Assignment of Lease Schedule which was previously filed with the Commission under Recordation Number 19358.

The names and addresses of the parties to the enclosed document are:

Lessor:	MetLife Capital Corporation 10900 N.E. 4 <sup>th</sup> Street Suite 500 Bellevue, Washington 98004
Lessee:	Farmland Industries, Inc. 3315 North Oak Trafficway Kansas City, Missouri 64116

Mr. Vernon A. Williams  
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A description of the railroad equipment covered by the enclosed document is:

Thirty-nine (39) tank cars within the series FLIX 953200 - FLIX 953239.

A short summary of the document to appear in the index is:

Order Rejecting Certain Unexpired Railcar Leases with MetLife Capital.

Also enclosed is a check in the amount of \$30.00 payable to the order of the Surface Transportation Board covering the required recordation fee.

Kindly return stamped copies of the enclosed document to the undersigned.

Very truly yours,



Robert W. Alvord

RWA/anm  
Enclosures

RECORDATION NO. 19358-A FILED

IN THE UNITED STATES BANKRUPTCY COURT  
FOR THE WESTERN DISTRICT OF MISSOURI

2-34PM

SURFACE TRANSPORTATION BOARD

In Re: )  
 )  
FARMLAND INDUSTRIES, INC., et al. ) Chapter 11  
 )  
Debtors. ) Case No. 02-50557-JWV  
 ) Joint Administration

**ORDER REJECTING CERTAIN UNEXPIRED RAILCAR LEASES  
WITH METLIFE CAPITAL**

This matter constituting a core proceeding coming on to be heard on the motion ("Motion") of Farmland Industries, Inc., debtor in possession ("Farmland"), to reject certain unexpired railcar leases with Metlife Capital ("Metlife") pursuant to section 365 of the Bankruptcy Code, due notice of the filing of the Motion and the conduct of this hearing having been given to all parties entitled thereto, the Court having considered the Motion, the Court having considered the record and having concluded that cause has been shown for the rejection of the unexpired leases, and the Court being fully advised in the premises:

It Hereby Is Ordered:

1. The Motion is granted.
2. The following described unexpired leases between Metlife, as lessor, and

Farmland, as lessee, are rejected as of the date hereof:

<u>No. Cars</u>	<u>Car Type</u>	<u>Farmland Rider#</u>	<u>Service</u>	<u>Expiration</u>	<u>Per Car Monthly Rent</u>
39	GP Tank	Trust 40 Trin	UAN	12/24/09	\$458.00
59	GP Tank	Trust 60 Trin	UAN	04/24/10	\$408.00

3. The automatic stay imposed by 11 U.S.C. § 362 is vacated to enable Metlife to take possession of the railcars in accordance with the terms and conditions set forth herein.

4. As and when railcars come into Farmland's possession and become available for pickup by Metlife, Farmland shall provide Metlife with written notice that it may pick up the railcars (the "Notification").

5. The costs of delivery of the railcars to Metlife shall be borne solely by Metlife. Farmland shall not be liable for any such costs, except that such costs may be included in any pre-petition claim filed by Metlife with respect to the leases herein rejected.

6. Nothing herein contained shall affect or impair the rights of Metlife and Farmland with respect to unexpired leases or executory contracts existing between them not rejected by this order.

Dated July 11, 2002

/s/ Jerry W. Venters  
UNITED STATES BANKRUPTCY JUDGE

ORDER SUBMITTED BY:

Laurence M. Frazen, MO #31309  
Mark G. Stingley, MO #26701  
Cynthia Dillard Parres, MO #37826  
BRYAN CAVE LLP  
1200 Main Street, Suite 3500  
Kansas City, Missouri 64105  
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Facsimile: (816) 374-3300

Attorneys for Debtors and Debtors in Possession  
Frazen to Serve

*ECF*  
*DOCUMENT*

I hereby attest and certify this is a printed copy of a document which was electronically filed with the United States Bankruptcy Court for the Western District of Missouri.

Date Filed: 11/13/02

PL. BRUNE, CLERK

By: M. Sanderson Deputy Clerk