IN THE UNITED STATES BANKRUPTCY COURT
FOR THE SOUTHERN DISTRICT OF MISSISSIPPI
SOUTHERN DIVISION

In re:	)	
	)	
MISSISSIPPI PHOSPHATES CORPORATION	)	**CASE NO. 14-51667-KMS**
	)	**Chapter 11**
	)	
	)	
Debtor	)	
	)	

MOTION OF THE DEBTOR FOR ORDER DIRECTING JOINT ADMINISTRATION OF AFFILIATED CASES PURSUANT TO BANKRUPTCY RULE 1015(B)

Mississippi Phosphates Corporation, the Debtor and debtor-in-possession (the "***Debtor***") in the above referenced chapter 11 case, by and through the undersigned attorneys, files this *Motion of the Debtor for Order Directing Joint Administration of Affiliated Cases Pursuant to Bankruptcy Rule 1015(b)* (the "***Motion***") and seeks an order directing the joint administration of this chapter 11 bankruptcy case with the cases of the affiliated debtors, Ammonia Tank Subsidiary, Inc. ("***ATS***") and Sulfuric Acid Tanks Subsidiary, Inc. ("***SATS***") and the consolidation thereof for procedural purposes only (the Debtor, ATS and SATS, collectively, the "***Debtors***"). In support of the Motion, the Debtor submits the *Declaration of David N. Phelps in Support of the Debtor's Chapter 11 Petitions and First Day Motions* (the "***Phelps Declaration***") [Dkt. # __], filed simultaneously herewith, and further shows as follows:

JURISDICTION

1. The Court has jurisdiction over this matter pursuant to 28 U.S.C. §§ 157 and 1334, 11 U.S.C. § 105(a) and other applicable sections of the United States Bankruptcy Code. Venue is proper pursuant to 28 U.S.C. §§ 1408 and 1409. This is a core proceeding pursuant to 28 U.S.C. § 157(b)(2).

BACKGROUND

2. On October 27, 2014 (the "***Petition Date***"), the Debtor filed its voluntary petition for relief and thereby commenced this bankruptcy case (the "***Lead Case***") under chapter 11, title 11 of the United States Code (the "***Bankruptcy Code***"), in the United States Bankruptcy Court for the Southern District of Mississippi, Southern Division (the "***Court***"). Pursuant to Sections 1107(a) and 1108 of the Bankruptcy Code, the Debtor is operating the business and managing the properties as debtor-in-possession. No trustee or examiner has been appointed, and no official committee of creditors or equity interest holders has yet been established.

3. The Debtor is a Delaware corporation with its principal place of business located at 601 Industrial Road, Pascagoula, Mississippi. The Debtor is a major United States producer and marketer of one of the most common types of phosphate fertilizer, diammonium phosphate ("***DAP***"). The Debtor's production facilities are located on a deep-water channel in Pascagoula, Mississippi. As of the Petition Date, the Debtor employed 224 employees and 26 "nested" third-party contract employees. The Debtor's production facilities currently yield approximately 600,000 to 650,000 tons of DAP annually.

4. On October 27, 2014, ATS filed its voluntary petition for relief and thereby commenced its bankruptcy case under chapter 11 of the Bankruptcy Code, in the United States Bankruptcy Court for the Southern District of Mississippi, Southern Division, Case No. 14-51668-KMS (the "***ATS Case***"). Pursuant to Sections 1107(a) and 1108 of the Bankruptcy Code, ATS is operating the business and managing the properties as debtor-in-possession. No trustee or examiner has been appointed, and no official committee of creditors or equity interest holders has yet been established. ATS is a Delaware corporation with its principal place of business located at 601 Industrial Road, Pascagoula, Mississippi. ATS was formed in May 2010 and is a

wholly owned subsidiary of the Debtor. ATS' facilities include an ammonia tank, which stores ammonia used in the Debtor's production of DAP.

5. On October 27, 2014, SATS filed its voluntary petition for relief and thereby commenced its bankruptcy case under chapter 11 of the Bankruptcy Code, in the United States Bankruptcy Court for the Southern District of Mississippi, Southern Division, Case No. 14-51671-KMS (the "***SATS Case***"). Pursuant to Sections 1107(a) and 1108 of the Bankruptcy Code, SATS is operating the business and managing the properties as debtor-in-possession. No trustee or examiner has been appointed, and no official committee of creditors or equity interest holders has yet been established. SATS is a Delaware corporation with its principal place of business located at 601 Industrial Road, Pascagoula, Mississippi. SATS was formed in May 2010 and is a wholly owned subsidiary of the Debtor. SATS' facilities include a sulfuric acid storage tank, which stores sulfuric acid used in the Debtor's production of DAP.

6. Additional information about the Debtor's business and the events leading up to the Petition Date can be found in the Phelps Declaration.

RELIEF REQUESTED

7. This Motion has been designated by the Debtor as a First Day Motion and has been approved by the Court for expedited consideration. The Debtor has filed this Motion contemporaneously with its petition, seeking to procedurally consolidate the Lead Case, the ATS Case and the SATS Case for administrative purposes only. The Debtor is not seeking to substantively consolidate these cases.

8. Notwithstanding the considerable efforts of the Debtor and its professionals and advisors, the Debtor now believes that chapter 11 is the mechanism by which the Debtors will best be able to (i) obtain necessary working capital to address their immediate liquidity concerns,

and (ii) maximize the value of their businesses for the benefit of all creditor and other interested parties.

9. Rule 1015(b) of the Federal Rules of Bankruptcy Procedure (the "***Bankruptcy Rules***") authorizes joint administration of separate cases when filed by affiliated debtors. The Debtors constitute "affiliates" as the term is defined in Section 101(2) of the Bankruptcy Code due to the fact that, as set forth above and in the Phelps Declaration, the Debtor owns, either directly or indirectly, all equity interests in ATS and SATS.

10. More importantly, the Debtors' business operations, structure, financing and purpose are closely related and intertwined. All of the entities are managed from their corporate headquarters in Pascagoula, Mississippi, and all of the administrative and management services necessary to oversee the operations of the Debtors are provided by MPC and its management in Pascagoula, Mississippi.

11. The Debtors are all financed in the same manner and by the same principal lender(s), and their assets are pledged to secure the obligations owed thereunder. The Debtors also share a centralized cash management system that operates in conjunction with their obligations to the lender(s). For more information, *see* the Phelps Declaration.

12. As a result of the inseparable nature of the relationships of the Debtors, their common operating structure and their consolidated financial obligations, the Debtor believes that the interests of all bankruptcy estates and all interested parties therein require that the Lead Case, the ATS Case and the SATS Case be jointly administered under Bankruptcy Rule 1015(b).

13. Additionally, joint administration of the Lead Case, the ATS Case and the SATS Case will result in the significant reduction in administrative expenses and effort in the handling of these cases for all parties. The expenses of the Debtors and their counsel will be tremendously

reduced due to their ability to consolidate functions such as filing and noticing. Furthermore, the Court and the Clerk will enjoy reduced expense of time and effort upon administrative consolidation of these cases, furthering the interests of judicial economy.

14. The Debtor suggests that, upon entry of an Order granting this Motion, all documents filed in the Lead Case, the ATS Case and the SATS Case should be filed with the following caption:

IN THE UNITED STATES BANKRUPTCY COURT
FOR THE SOUTHERN DISTRICT OF MISSISSIPPI
SOUTHERN DIVISION

In re:	)	
	)	
MISSISSIPPI PHOSPHATES	)	
CORPORATION, *et al.*[1]	)	**CASE NO. 14-51667-KMS**
	)	**Chapter 11**
	)	**Jointly Administered**
Debtors	)	
	)	

15. The Debtor requests that all pleadings be filed in the Lead Case, *Mississippi Phosphates Corporation, et al.*, Case No. 14-51667-KMS. The Debtor requests that proofs of claim not be included in the joint administration. Proofs of claim should be filed by creditors in each particular case and maintained in each bankruptcy cases' respective claims register. Further, the Debtor acknowledges that the purpose of this Motion is for joint administration and is not a consolidation of the bankruptcy estates and assets between the Lead Case and the ATS Case and the SATS Case.

16. Notice and Service of this Motion were provided to all parties listed on Exhibit "A" attached hereto in the form and manner set forth therein, and the Debtor submits that such notice and service are sufficient under the circumstances.

[1] The Debtors are the following: Mississippi Phosphates Corporation ("***MPC***"), Ammonia Tank Subsidiary, Inc. ("***ATS***") and Sulfuric Acid Tanks Subsidiary, Inc. ("***SATS***").

WHEREFORE, the Debtor requests that the Court enter an Order directing joint administration of the Lead Case, the ATS Case and the SATS Case under the Lead Case, *Mississippi Phosphates Corporation, et al.*, case number and that all documents to be filed thereafter be captioned as set forth above. The Debtor requests such other relief that the Court deems necessary and just.

THIS, the 27th day of October, 2014.

Respectfully submitted,

MISSISSIPPI PHOSPHATES CORPORATION

By: */s/ Stephen W. Rosenblatt*

Stephen W. Rosenblatt (Miss. Bar No. 5676)
Christopher R. Maddux (Miss. Bar No. 100501)
Paul S. Murphy (Miss. Bar No. 101396)
J. Mitchell Carrington (Miss. Bar No. 104228)
Thomas M. Hewitt (Miss. Bar No. 104589)
BUTLER SNOW LLP
1020 Highland Colony Parkway, Suite 1400
Ridgeland, MS 39157
Telephone: (601) 985-4504
Fax: (601) 985-4500
Steve.Rosenblatt@butlersnow.com
Chris.Maddux@butlersnow.com
Paul.Murphy@butlersnow.com
Mitch.Carrington@butlersnow.com
Thomas.Hewitt@butlersnow.com

ATTORNEYS FOR THE DEBTOR

CERTIFICATE OF SERVICE

I certify that the foregoing pleading was filed electronically through the Court's ECF system and served electronically on all parties enlisted to receive service electronically and was separately served by e-mail on the following:

David N. Usry
Assistant United States Attorney
501 East Court Street
Suite 4-430
Jackson, MS 39201
David.Usry@usdoj.gov

Office of the United States Trustee
501 East Court Street
Suite 6-430
Jackson, MS 39201
USTPRegion05.AB.ECF@usdoj.gov

Christopher J. Steiskal, Sr.
Office of the United States Trustee
501 East Court Street
Suite 6-430
Jackson, MS 39201
Christopher.J.Steiskal@usdoj.gov

The 20 Largest Unsecured Creditors identified on the attached Exhibit "A" hereto.

SO CERTIFIED, this the 27th day of October 2014.

/s/ Stephen W. Rosenblatt
STEPHEN W. ROSENBLATT

Exhibit "A"

B4 (Official Form 4) (12/07)

United States Bankruptcy Court
Southern District of Mississippi

In re **Mississippi Phosphates Corporation** Debtor(s) Case No. _____ Chapter **11**

LIST OF CREDITORS HOLDING 20 LARGEST UNSECURED CLAIMS

Following is the list of the debtor's creditors holding the 20 largest unsecured claims. The list is prepared in accordance with Fed. R. Bankr. P. 1007(d) for filing in this chapter 11 [*or* chapter 9] case. The list does not include (1) persons who come within the definition of "insider" set forth in 11 U.S.C. § 101, or (2) secured creditors unless the value of the collateral is such that the unsecured deficiency places the creditor among the holders of the 20 largest unsecured claims. If a minor child is one of the creditors holding the 20 largest unsecured claims, state the child's initials and the name and address of the child's parent or guardian, such as "A.B., a minor child, by John Doe, guardian." Do not disclose the child's name. See 11 U.S.C. § 112; Fed. R. Bankr. P. 1007(m).

(1) *Name of creditor and complete mailing address including zip code*	(2) *Name, telephone number and complete mailing address, including zip code, of employee, agent, or department of creditor familiar with claim who may be contacted*	(3) *Nature of claim (trade debt, bank loan, government contract, etc.)*	(4) *Indicate if claim is contingent, unliquidated, disputed, or subject to setoff*	(5) *Amount of claim [if secured, also state value of security]*
OCP Office Cherifien Des Ocpangle Route D'el Jadida De La Grand Ceiinture Casablanca, Morocco	OCP Office Cherifien Des Ocpangle Route D'el Jadida De La Grand Ceiinture Casablanca, Morocco			4,690,253.50
Transammonia, Inc. 320 Park Ave 10th Floor New York, NY 10022	Transammonia, Inc. 320 Park Ave 10th Floor New York, NY 10022			1,967,000.00
Oxbow Sulphur Inc. 1450 Lake Robbins Dr. Ste 500 The Woodlands, TX 77380	Oxbow Sulphur Inc. 1450 Lake Robbins Dr. Ste 500 The Woodlands, TX 77380			1,741,326.46
Central Maintenance & Weld 2620 Keysville Road Lithia, FL 33547	Central Maintenance & Weld 2620 Keysville Road Lithia, FL 33547			1,541,778.51
Premier Chemicals 4664 James Ave Ste 125 Baton Rouge, LA 70808	Premier Chemicals 4664 James Ave Ste 125 Baton Rouge, LA 70808			1,455,651.75
Shrieve Chemical P. O. Box 671515 Dallas, TX 75267-1667	Shrieve Chemical P. O. Box 671515 Dallas, TX 75267-1667			1,167,705.95
Int'l Welding & Fabricatio 11401 Hwy 63 Moss Point, MS 39562	Int'l Welding & Fabricatio 11401 Hwy 63 Moss Point, MS 39562			1,072,519.16
Hydrovac Industrial Ser. P. O. Box 83006 Chicago, IL 60691-3010	Hydrovac Industrial Ser. P. O. Box 83006 Chicago, IL 60691-3010			975,105.72
Unimin Lime P. O. Box 181 Calera, AL 35040	Unimin Lime P. O. Box 181 Calera, AL 35040			877,322.96
Envir. Acid Solutions 24838 NC Hwy 33 East Aurora, NC 27806	Envir. Acid Solutions 24838 NC Hwy 33 East Aurora, NC 27806			666,920.17
Duponte Sulfur Prod. 586 Hwy 44 La Place, LA 70068	Duponte Sulfur Prod. 586 Hwy 44 La Place, LA 70068			629,045.00

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B4 (Official Form 4) (12/07) - Cont.

In re **Mississippi Phosphates Corporation** Case No. _____

Debtor(s)

LIST OF CREDITORS HOLDING 20 LARGEST UNSECURED CLAIMS

(Continuation Sheet)

(1) *Name of creditor and complete mailing address including zip code*	(2) *Name, telephone number and complete mailing address, including zip code, of employee, agent, or department of creditor familiar with claim who may be contacted*	(3) *Nature of claim (trade debt, bank loan, government contract, etc.)*	(4) *Indicate if claim is contingent, unliquidated, disputed, or subject to setoff*	(5) *Amount of claim [if secured, also state value of security]*
MS Power Company P. O. Box 4275 Gulfport, MS 39502-4275	**MS Power Company P. O. Box 4275 Gulfport, MS 39502-4275**			**508,779.67**
Carrier Rental Systems 6282 Hwy 73 Geismar, LA 70734	**Carrier Rental Systems 6282 Hwy 73 Geismar, LA 70734**			**502,440.40**
Dresser-Rand Company P. O. Box 7247-6149 Philadelphia, PA 19170-6149	**Dresser-Rand Company P. O. Box 7247-6149 Philadelphia, PA 19170-6149**			**414,730.91**
Jackson Cty Port Auth. P. O. Box 70 Pascagoula, MS 39568-0070	**Jackson Cty Port Auth. P. O. Box 70 Pascagoula, MS 39568-0070**			**386,721.27**
Plant Maintenance Ser. 37110 Hwy 30 Geismar, LA 70734	**Plant Maintenance Ser. 37110 Hwy 30 Geismar, LA 70734**			**352,135.92**
RPW, Inc. P. O. Box 2151 Pascagoula, MS 39569	**RPW, Inc. P. O. Box 2151 Pascagoula, MS 39569**			**284,301.76**
VIP International 6638 Pecue Lane Baton Rouge, LA 70817-4400	**VIP International 6638 Pecue Lane Baton Rouge, LA 70817-4400**			**271,406.26**
BP Energy Co. 209 Public Square Cleveland, OH 44114-2375	**BP Energy Co. 209 Public Square Cleveland, OH 44114-2375**			**235,878.91**
Brook Services LTD P. O. Box 8406 Dallas, TX 75284-0640	**Brook Services LTD P. O. Box 8406 Dallas, TX 75284-0640**			**227,968.71**

DECLARATION UNDER PENALTY OF PERJURY ON BEHALF OF A CORPORATION OR PARTNERSHIP

I, the CFO of the corporation named as the debtor in this case, declare under penalty of perjury that I have read the foregoing list and that it is true and correct to the best of my information and belief.

Date **October 27, 2014** Signature /s/ Robert Kerley

Robert Kerley
CFO

Penalty for making a false statement or concealing property: Fine of up to $500,000 or imprisonment for up to 5 years or both. 18 U.S.C. §§ 152 and 3571.

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