

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

<p>In re:)</p> <p style="padding-left: 100px;">))</p> <p>MISSISSIPPI PHOSPHATES)</p> <p style="padding-left: 40px;">CORPORATION, et al.¹)</p> <p style="padding-left: 100px;">Debtors)</p> <hr style="width: 50%; margin-left: 0;"/>	<p>)</p> <p>)</p> <p>)</p> <p>)</p> <p>)</p> <p>)</p> <p>)</p>	<p>CASE NO. 14-51667-KMS</p> <p>Chapter 11</p> <p>Jointly Administered</p>
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COMPENSATION STATEMENT
OF MEADOWLARK ADVISORS, LLC
[Dkt. # 1617]

This Compensation Statement of Meadowlark Advisors, LLC is being filed pursuant to that certain Order Authorizing the Debtors, pursuant to 11 U.S.C. §§ 105(a) and 363(b), to (I) Retain Meadowlark Advisors, LLC to Provide the Debtors with a Chief Restructuring Officer, and (II) Designate Jonathan J. Nash as Chief Restructuring Officer for the Debtors, nunc pro tunc to May 29, 2016 [Dkt. # 1617] (the “*Meadowlark Retention Order*”), which approved Meadowlark’s retention as CRO and its professional fees for the engagement at the flat rate of \$25,000 from the Retention Date to the Effective Date of the Plan (the “*Retention Period*”). The Meadowlark Retention Order also provided that Meadowlark will be entitled to reimbursement of reasonable expenses incurred in connection with this engagement, including travel, meals and lodging, and delivery services. Meadowlark was to file with the Court and serve on counsel to the Debtors, the United States Trustee, the Agent for the Debtors’ pre-petition and post-petition secured lenders, and the Committee (collectively, the “*Notice Parties*”) at the end of its engagement a report of compensation earned and expenses incurred during the

¹ The chapter 11 cases of the following affiliated Debtors have been administratively consolidated for joint administration pursuant to that certain *Order Granting Motion of the Debtor for Order Directing Joint Administration of Affiliated Cases Pursuant to Bankruptcy Rule 1015(b)*, dated October 29, 2014 [Dkt. # 62]: Mississippi Phosphates Corporation (“*MPC*”), Case No. 14-51667, Ammonia Tank Subsidiary, Inc. (“*ATS*”), Case

Engagement (the “*Compensation Report*”), which Compensation Report will summarize the services provided during the Retention Period, identify the compensation earned, itemize expenses incurred, and provide for an objection period. All such compensation and expenses is subject to review by this Court if an objection were to be filed, and any request for final payment for fees and expenses is subject to review by this Court under a reasonableness standard.

Attached hereto as **Exhibit A** is a summary of the services provided by Meadowlark and attached hereto as **Exhibit B** are the expenses incurred by Meadowlark during the Retention Period. A Notice Party has twenty-one (21) days from the date hereof to file an objection to the amount or reasonableness of the fees or expenses incurred by Meadowlark.

This, the 17th day of November, 2016.

Respectfully submitted,

MEADOWLARK ADVISORS, LLC

By: *s/ Jonathan J. Nash*
Jonathan J. Nash
Its Member

By: */s/ Stephen W. Rosenblatt*
Stephen W. Rosenblatt (Miss. Bar No. 5676)
Christopher R. Maddux (Miss. Bar No. 100501)
Thomas M. Hewitt (Miss. Bar No. 104589)
BUTLER SNOW LLP
1020 Highland Colony Parkway, Suite 1400
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ATTORNEYS FOR THE DEBTOR

No. 14-51668 and Sulfuric Acid Tanks Subsidiary, Inc. (“*SATS*”), Case No. 14-51671. These chapter 11 cases are sometimes referred to herein as the “*Bankruptcy Cases*.”

Exhibit A

Summary of Meadowlark's Services Rendered During the Retention Period

Generally, the scope of the services Meadowlark rendered to the Debtors during the Retention Period included the following:

- Performed the day to day functions customarily and reasonably associated with the position of a Chief Restructuring Officer in companies of similar size and complexity.
- Managed the relationship with Debtors' creditors and parties in interest in the Bankruptcy Cases, dealing primarily with counsel for the Debtors, as well as the professionals for the Official Committee of Unsecured Creditors, the MPC Liquidation Trustee, and the MPC Plan Trustee;
- Managed the Debtors' liquidity issues;
- Managed the implementation of Board-approved bankruptcy efforts of the Debtors, including being the Debtors' witness in the bankruptcy court on matters incident to the Debtors' bankruptcy cases, specifically at the claims objections hearing and at the confirmation hearing; and
- Assisted the Debtors in obtaining the confirmation of the First Amended Joint Chapter 11 Plan.

Specifically, since May 29, 2016, working closely with counsel for the Debtors, Meadowlark provided various professional services to the Debtors, including:

- (a) Finalizing the *First Amended Joint Chapter 11 Plan of the Debtors and the Official Committee of Unsecured Creditors* [Dkt. # 1168] (the "**Plan**") and the *First Amended Disclosure Statement to Accompany the Joint Chapter 11 Plan of the Debtors and the Official Committee of Unsecured Creditors* [Dkt. # 1169] (the "**Disclosure Statement**");
- (b) Communications with professionals for the Official Committee of Unsecured Creditors regarding the Plan and Disclosure Statement;
- (c) Communications with counsel for the MPC Liquidation Trust and the MPC Environmental Trust with respect to various matters, including notices of maturity of tax sales, the Plan and Disclosure Statement, insurance policies, transitional and operational issues;

- (d) Communications with BMC Group, the claims and noticing agent for the Debtors, with respect to issues for noticing of the plan and disclosure statement;
- (e) Addressing means of resolving and consummating settlements of pending workers compensation claims;
- (f) Communications with professionals for the MPC Liquidation Trust regarding the final survey and legal descriptions of the property transferred by the Debtors to the MPC Liquidation Trust and the MPC Environmental Trust;
- (g) Resolving the Objection to the John Deere proof of claim;
- (h) Communications with representatives of Arthur J. Gallagher and counsel for the Committee concerning the status of certain D&O insurance policies;
- (i) Communications with Horne LLP with respect to its being retained to prepare and file the 2015 federal and state income tax returns
- (j) Filing more than 125 objections to claims of various claimants seeking severance pay from MPC and various other claims objections;
- (k) Attending the hearing on objections to claims;
- (l) Attending and testifying at the confirmation hearing on the Plan and administering to the necessary follow-up items related to the confirmation hearing;
- (m) Responding to motions seeking to modify the automatic stay to permit workers' compensation claims and Longshore and Harbor Workers Act compensation claims;
- (n) Coordinating and filing the Chapter 11 Ballot Summary and Certification, including (i) the tabulation of the voted by BMC Group, Inc., the Court-approved claims and noticing agent, and (ii) the ballots that were cast on the First Amended Joint Plan [Dkt. # 1657]; and
- (o) Coordinating with other professionals to resolve certain objections to the confirmation of the Plan filed by The Chemours Company, LLC and the United States Trustee.

Exhibit B

Expenses Incurred by Meadowlark During the Retention Period

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