

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

In re:)
)
MISSISSIPPI PHOSPHATES)
CORPORATION, *et al.*¹)
)
)
)
Debtors)
_____)

CASE NO. 14-51667-KMS
Chapter 11

Jointly Administered

AFFIDAVIT OF JONATHAN J. NASH IN SUPPORT
OF DEBTORS' APPLICATION TO EMPLOY THE LAW OFFICES
OF CRAIG M. GENO, PLLC AS ITS SPECIAL COUNSEL

Jonathan J. Nash, after first being duly sworn, deposes, and states as follows:

1. I am the Chief Restructuring Officer ("**CRO**") of Mississippi Phosphates Corporation (the "**Company**" or "**MPC**"), one of the Debtors herein.
2. I have served as CRO of the Debtors since the effective date of the *Amended Order Authorizing the Debtors pursuant to 11 U.S.C. §§ 105(a) and 363(b) to (I) Retain Deloitte Transactions and Business Analytics LLP 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 November 10, 2014* [Dkt. # 367].
3. As CRO, I oversee all of the Debtors' operations with respect to the Bankruptcy Cases as detailed in the Debtors' *Application of the Debtors Pursuant to 11 U.S.C. §§ 105(a) and 363(b) to (I) Retain Deloitte Transactions and Business Analytics LLP to Provide the Debtors*

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 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**."

with a Chief Restructuring Officer, and (II) Designate Jonathan J. Nash as Chief Restructuring Officer for the Debtors Nunc Pro Tunc to November 10, 2014 [Dkt. # 205].

4. I have substantial experience in providing restructuring and reorganization services both as a Principal of Deloitte Transactions and Business Analytics LLP (“*DTBA*”) and, previously, as a Managing Partner of CRG, LLC.

5. I am familiar with the material terms of the engagement of Craig M. Geno and the Law Offices of Craig M. Geno, PLLC (collectively, the “*Special Counsel*” or “*Geno*”) in its representation of the Debtors as special counsel in these Bankruptcy Cases. The Special Counsel will serve the Debtors in connection with the review and analysis of claims involving British Petroleum, arising out of the Deepwater Horizon disaster (the “*BP Claim*”) and will provide advice, analysis, and counsel with respect rights of various parties to the BP Claim and other related matters that may arise during the course of the Bankruptcy Cases. The Special Counsel will not prosecute the BP Claim; I am presently seeking authority to retain other counsel for those responsibilities.

6. I have substantial prior experience in dealing with and managing lawyers and other professionals. The Debtors have established the following procedures to supervise the Special Counsel and to manage fees and expenses:

(a) The Special Counsel is hired on an hourly basis to advise me on matters related to the BP Claim;

(b) I intend to communicate as needed with Special Counsel through correspondence, telephone calls, conference calls, and meetings;

(c) I sought to hire special counsel who would handle matters effectively and efficiently and who would provide value for its clients.

(d) I sought to hire special counsel with an excellent reputation, with sufficient seniority, skill level, experience and knowledge commensurate with the complex issues in these chapter 11 cases on which special counsel may be called;

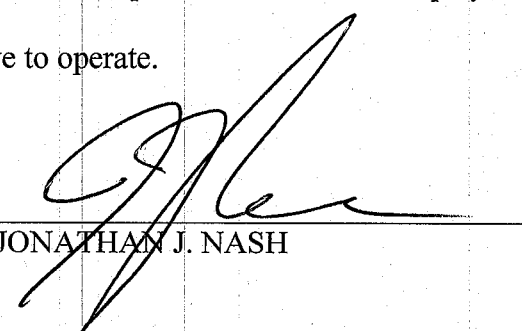
(e) I sought to hire special counsel that would be able to work together with the Debtors' bankruptcy counsel (Butler Snow) to coordinate with the work of special counsel, but to avoid or reduce any duplication of effort or services; and

(f) I expect to address the needs of the Debtors, the time sensitivity of particular matters, and the costs involved in particular undertakings with Special Counsel on an as-needed basis.

7. In the short time I have served as CRO of the Debtors, it is my view that Geno fulfills the requirements of what I am seeking as special counsel to handle matters related to the BP Claim (other than the prosecution of the BP Claim) for these Bankruptcy Cases.

8. Further, it is my view that the Debtors have appropriate procedures in place with the Special Counsel to manage the Debtors' legal fees and expenses in these Bankruptcy Cases within the budgetary constraints under which we have to operate.

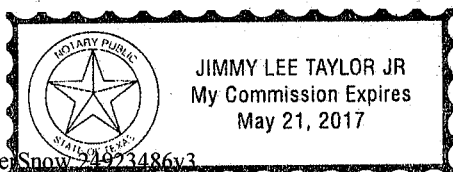
FURTHER AFFIANT SAYETH NAUGHT.

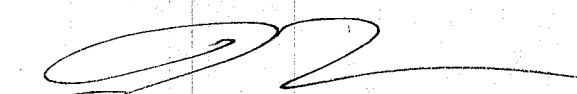

JONATHAN J. NASH

STATE OF Texas

COUNTY OF Travis

SWORN TO AND SUBSCRIBED BEFORE ME, this the 9 day of March of February 2015.




Notary Public

Butler Snow 21623486v3