



SO ORDERED,

Judge Katharine M. Samson
United States Bankruptcy Judge
Date Signed: March 10, 2015

The Order of the Court is set forth below. The docket reflects the date entered.

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

In re:)	
)	
MISSISSIPPI PHOSPHATES)	CASE NO. 14-51667-KMS
CORPORATION, <i>et al.</i> , ¹)	Chapter 11
)	
)	
Debtors.)	
)	
)	

ORDER GRANTING MOTION OF THE DEBTORS TO RENEW AND EXTEND INTERIM ORDER UNDER SECTIONS 105, 361, 362, 363, 364 AND 507 OF THE BANKRUPTCY CODE AND FEDERAL RULES OF BANKRUPTCY PROCEDURE 2002, 4001 AND 9014 (I) AUTHORIZING THE DEBTORS TO INCUR POST-PETITION SENIOR SECURED SUPERPRIORITY INDEBTEDNESS; (II) AUTHORIZING USE OF CASH COLLATERAL; (III) GRANTING POST-PETITION PRIMING AND SENIOR PRIORITY SECURITY INTERESTS AND SUPERPRIORITY CLAIMS; (IV) GRANTING ADEQUATE PROTECTION; (V) MODIFYING THE AUTOMATIC STAY; AND (VI) SCHEDULING A FINAL HEARING ON THE MOTION

[Dkt. ## 66, 548 and 567]

This matter came before the Court on the *Motion of the Debtors to Renew and Extend Interim Order Pursuant to Sections 105, 361, 362, 363, 364 and 507 of the Bankruptcy Code and*

¹ The Chapter 11 cases of the following affiliated Debtors have been administratively consolidated pursuant to this Court's Order of October 29, 2014 [Dkt. #62]: Mississippi Phosphates Corporation ("MPC"), Ammonia Tank Subsidiary, Inc. ("ATS") and Sulfuric Acid Tanks Subsidiary, Inc. ("SATS").

*Federal Rules of Bankruptcy Procedure 2002, 4001 and 9014 (I) Authorizing the Debtors to Incur Post-Petition Senior Secured Superpriority Indebtedness; (II) Authorizing Use of Cash Collateral; (III) Granting Post-Petition Priming and Senior Priority Security Interests and Superpriority Claims; (IV) Granting Adequate Protection; (V) Modifying the Automatic Stay; and (VI) Scheduling a Final Hearing on the Motion (the “**Motion**”) filed by the debtors and debtors-in-possession (the “**Debtors**”) in the above-captioned Chapter 11 cases (the “**Chapter 11 Cases**”) seeking to extend and renew the Interim DIP Order² on the terms set forth in the Motion. The Court, having considered the Motion and the premises, finds that good and sufficient cause exists to grant the relief requested in Motion, that no creditor or other party-in interest has filed an objection or otherwise responded to the Motion, and that the Motion is well-taken and should be granted.*

IT IS, THEREFORE ORDERED that the Motion is GRANTED.

IT IS FURTHER ORDERED that the Interim DIP Order is renewed, extended and approved to remain in effect for forty-five (45) days from the date of this Order if the Final DIP Order has not been entered by the Court prior to such date.

IT IS FURTHER ORDERED that the Debtors are authorized to obtain financing and use cash collateral under the terms of the Interim Order, as renewed, extended and approved pursuant to this Order, including the terms of the Amended Term Sheet and Amended Approved Budget.

IT IS FURTHER ORDERED that this Court shall retain jurisdiction over all matters pertaining to the implementation, interpretation and enforcement of this Order.

###END OF ORDER###

² All otherwise undefined terms have the meanings ascribed in the Motion.

ORDER PREPARED AND SUBMITTED BY:

/s/ Stephen W. Rosenblatt

Stephen W. Rosenblatt (Miss. Bar No. 5676)
Christopher R. Maddux (Miss. Bar No.100501)
BUTLER SNOW LLP
1020 Highland Colony Parkway, Suite 1400
Ridgeland, MS 39157
Telephone: (601) 985-4502
Facsimile: (601) 985-4500
steve.rosenblatt@butlersnow.com
chris.maddux@butlersnow.com

ATTORNEY FOR THE DEBTORS

AGREED TO AND APPROVED FOR ENTRY:

STUW LLC, AS ADMINISTRATIVE AGENT

BYRD & WISER

By: /s/ Robert Alan Byrd

Robert Alan Byrd (MB No. 7651)
145 Main Street
P.O. Box 1939
Biloxi, Mississippi 39533
Telephone: 228.432.8123
Facsimile: 228.432.7029
Email: rab@byrdwiser.com

– and –

HAYNES AND BOONE, LLP
Lenard M. Parkins (TBN 15518200)
Karl Burrer (TBN 24043584)
1221 McKinney Street, Suite 2100
Houston, TX 77010
Telephone: 713-547-2000
Facsimile: 713-547-2600
Email: lenard.parkins@haynesboone.com
Email: karl.burrer@haynesboone.com

**ATTORNEYS FOR STUW LLC
AS ADMINISTRATIVE AGENT**

OFFICIAL COMMITTEE OF UNSECURED CREDITORS

By: /s/ Marc P. Solomon
Bess M. Parrish Creswell (pro hac vice)
Kasee Sparks Heisterhagen (MB# 103521)
Burr & Forman, LLP
RSA Tower
11 North Water Street
Suite 22200
Mobile, Alabama 36602
Telephone: (251) 344-5151
Facsimile: (251) 344-9696
bcreswell@burr.com
ksparks@burr.com

and

Derek M. Meek (pro hac vice)
Marc P. Solomon (pro hac vice)
Burr & Forman, LLP
420 North 20th Street
Birmingham, Alabama 35203
Telephone: (205) 251-3000
Facsimile: (205) 458-5100
dmEEK@burr.com
msolomon@burr.com

ATTORNEYS FOR THE COMMITTEE

**UNITED STATES DEPARTMENT OF JUSTICE, ENVIRONMENTAL
ENFORCEMENT SECTION**

By: /s/ Karl J. Fingerhood
Kenneth G. Long
Karl J. Fingerhood
Senior Trial Attorney
P.O. Box 7611 Ben Franklin Station
Washington, D.C. 20044-7611
Telephone: (202) 514-2840
Fax: (202) 616-6584
Email: Kenneth.Long@usdoj.gov
Email: Karl.Fingerhood@usdoj.gov

ITS ATTORNEYS

MISSISSIPPI DEPARTMENT OF ENVIRONMENTAL QUALITY

By: /s/ Roy H. Furrh

Roy H. Furrh (MB No. 4321)

Theodore D. Lampton (MB No. 101199)

P.O. Box 2261

Jackson, MS 39225-2261

Telephone: 601-961-5260

Facsimile: 601-961-5349

Email: Roy_Furrh@deq.state.ms.us

Email: Ted_Lampton@deq.state.ms.us

ITS ATTORNEYS

ButlerSnow 25092677v1