

In re:
Mississippi Phosphates Corporation
Debtor

Case No. 14-51667-KMS
Chapter 11

CERTIFICATE OF NOTICE

District/off: 0538-6

User: wwatson
Form ID: pdf012

Page 1 of 3
Total Noticed: 2

Date Rcvd: Mar 13, 2015

Notice by first class mail was sent to the following persons/entities by the Bankruptcy Noticing Center on Mar 15, 2015.

db #+Mississippi Phosphates Corporation, 601 Industrial Road, Pascagoula, MS 39581-3233
aty +Derek F. Meek, Burr & Forman, LLP, 420 North 20th Street, Birmingham, AL 35203-3284

Notice by electronic transmission was sent to the following persons/entities by the Bankruptcy Noticing Center.
NONE. TOTAL: 0

***** BYPASSED RECIPIENTS *****

NONE. TOTAL: 0

Addresses marked '+' were corrected by inserting the ZIP or replacing an incorrect ZIP.
USPS regulations require that automation-compatible mail display the correct ZIP.

Addresses marked '#' were identified by the USPS National Change of Address system as requiring an update.
While the notice was still deliverable, the notice recipient was advised to update its address with the court immediately.

I, Joseph Speetjens, declare under the penalty of perjury that I have sent the attached document to the above listed entities in the manner shown, and prepared the Certificate of Notice and that it is true and correct to the best of my information and belief.

Meeting of Creditor Notices only (Official Form 9): Pursuant to Fed. R. Bank. P. 2002(a)(1), a notice containing the complete Social Security Number (SSN) of the debtor(s) was furnished to all parties listed. This official court copy contains the redacted SSN as required by the bankruptcy rules and the Judiciary's privacy policies.

Date: Mar 15, 2015

Signature: /s/Joseph Speetjens

CM/ECF NOTICE OF ELECTRONIC FILING

The following persons/entities were sent notice through the court's CM/ECF electronic mail (Email) system on March 13, 2015 at the address(es) listed below:

- Alan Lee Smith on behalf of Creditor C.E. McCraw asmith@bakerdonelson.com
- Allison Cecile Carroll on behalf of Creditor United States of America on behalf of its Agency the Internal Revenue Service allison.c.carroll@usdoj.gov, southern.taxcivil@usdoj.gov
- Amy Lassitter St. Pe' on behalf of Creditor City Electric Supply Co. astpe@dwwattorneys.com, kwilkinson@dwwattorneys.com
- Andrew R. Wilson on behalf of Creditor Blue Cross & Blue Shield of Mississippi awilson@blswlaw.com, sdaniels@blswlaw.com
- BMC Group, Inc. ecfservice@bmcgroup.com
- Bess M. Parrish Creswell on behalf of Creditor Committee Official Committee of Unsecured Creditors of Mississippi Phosphates Corporation bcreswell@burr.com, mtomes@burr.com;khoffmann@burr.com;dmeek@burr.com;mstinson@burr.com
- Carey L. Menasco on behalf of Creditor Committee Premier Chemicals & Services, LLC clmenasco@liskow.com, gletman@liskow.com
- Carey L. Menasco on behalf of Creditor Committee Shrieve Chemical clmenasco@liskow.com, gletman@liskow.com
- Carter S Dobbs, III on behalf of Creditor Gregory McCloud cdobbs@pollandobbs.com, lal@pollandobbs.com
- Christopher James Steiskal, Sr. on behalf of U.S. Trustee United States Trustee Christopher.J.Steiskal@usdoj.gov, brian.r.henault@usdoj.gov;terryl.yelverton@usdoj.gov;lois.e.walker@usdoj.gov
- Christopher R. Maddux on behalf of Debtor Mississippi Phosphates Corporation chris.maddux@butlersnow.com, vj.money@butlersnow.com;velvet.johnson@butlersnow.com;ecf.notices@butlersnow.com
- Christopher R. Maddux on behalf of Debtor Sulfuric Acid Tanks Subsidiary, Inc. chris.maddux@butlersnow.com, vj.money@butlersnow.com;velvet.johnson@butlersnow.com;ecf.notices@butlersnow.com
- Christopher R. Maddux on behalf of Debtor Ammonia Tank Subsidiary, Inc. chris.maddux@butlersnow.com, vj.money@butlersnow.com;velvet.johnson@butlersnow.com;ecf.notices@butlersnow.com
- Corby Davin Boldissar on behalf of Creditor Brock Services, LLC nobankecf@lockelord.com
- David Wheeler on behalf of Interested Party Phosphate Holdings, Inc. david@wheelerattys.com
- Dean Sterling Kidd on behalf of Creditor Caterpillar Financial Services Corporation skidd@bakerdonelson.com
- Douglas C. Noble on behalf of Creditor Interoceanic Corporation dnoble@mmqnlaw.com, lrichardson@mmqnlaw.com
- Douglas Scott Draper on behalf of Interested Party Phosphate Holdings, Inc. ddraper@hellerdraper.com, kfritscher@hellerdraper.com;lwright@hellerdraper.com
- Grover C Monroe, II on behalf of Creditor Committee Premier Chemicals & Services, LLC gcmunroe@dunbarmonroe.com, slambert@dunbarmonroe.com;mbrown@dunbarmonroe.com

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The following persons/entities were sent notice through the court's CM/ECF electronic mail (Email) system (continued)

Grover C Monroe, II on behalf of Creditor Committee Shrieve Chemical
gcmunroe@dunbarmonroe.com, slambert@dunbarmonroe.com;mbrown@dunbarmonroe.com
Hovey Slayton Dabney, Jr. on behalf of Interested Party Phosphate Holdings, Inc.
sdabney@hellerdraper.com, cnobles@hellerdraper.com
J Mitchell Carrington on behalf of Debtor Ammonia Tank Subsidiary, Inc.
Mitch.Carrington@butlersnow.com, ecf.notices@butlersnow.com,velvet.johnson@butlersnow.com
J Mitchell Carrington on behalf of Debtor Mississippi Phosphates Corporation
Mitch.Carrington@butlersnow.com, ecf.notices@butlersnow.com,velvet.johnson@butlersnow.com
J Mitchell Carrington on behalf of Debtor Sulfuric Acid Tanks Subsidiary, Inc.
Mitch.Carrington@butlersnow.com, ecf.notices@butlersnow.com,velvet.johnson@butlersnow.com
James A. McCullough, II on behalf of Interested Party BP Energy Company
jmccullough@brunini.com, dgarmon@brunini.com
James A. McCullough, II on behalf of Creditor Hydrovac Industrial Services, Inc.
jmccullough@brunini.com, dgarmon@brunini.com
James Lawson Hester on behalf of Creditor E. I. du Pont de Nemours and Company
lhester@wyattfirm.com, cmohon@wyattfirm.com;slancaster@wyattfirm.com
James S Carr on behalf of Interested Party BP Energy Company
KDWBankruptcyDepartment@KelleyDrye.com
James W. O'Mara on behalf of Creditor Trammo, Inc. omaraj@phelps.com,
jo.bankruptcy.ecf@phelps.com;donalddg@phelps.com
James W. O'Mara on behalf of Creditor Committee Trammo, Inc. omaraj@phelps.com,
jo.bankruptcy.ecf@phelps.com;donalddg@phelps.com
James W. O'Mara on behalf of Interested Party Trammo, Inc., f/k/a Transammonia, Inc.
omaraj@phelps.com, jo.bankruptcy.ecf@phelps.com;donalddg@phelps.com
Jerome C Hafter on behalf of Interested Party Trammo, Inc., f/k/a Transammonia, Inc.
hafterj@phelps.com, spellt@phelps.com
Joel L. Blackledge on behalf of Creditor KRISTOFER STEEL joel@blackledgelawfirm.com
Jonathan E Sholtis on behalf of Creditor Jerry Don Scudder, Jr. jsholtis@dshfirm.com,
lconner@dshfirm.com
Karl Fingerhood on behalf of Interested Party US Dept. Of Justice, Env. Enf. Sec
karl.fingerhood@usdoj.gov, kenneth.long@usdoj.gov
Karl Fingerhood on behalf of Interested Party Mississippi Department of Environmental
Quality karl.fingerhood@usdoj.gov, kenneth.long@usdoj.gov
Karl D. Burrer on behalf of Creditor STUW LLC, as Administrative Agent
karl.burrer@haynesboone.com, ishmael.kamara@haynesboone.com
Kasee S. Heisterhagen on behalf of Creditor Committee Official Committee of Unsecured
Creditors of Mississippi Phosphates Corporation kheisterhagen@burr.com, severett@burr.com
Kenneth Gordon Long on behalf of Interested Party US Dept. Of Justice, Env. Enf. Sec
Kenneth.long@usdoj.gov, efile_ees@usdoj.gov
Kenneth Gordon Long on behalf of Interested Party Mississippi Department of Environmental
Quality Kenneth.long@usdoj.gov, efile_ees@usdoj.gov
Lacey Elizabeth Rochester on behalf of Creditor Committee Premier Chemicals & Services, LLC
lrochester@liskow.com, lprice@liskow.com
Lacey Elizabeth Rochester on behalf of Creditor Committee Shrieve Chemical
lrochester@liskow.com, lprice@liskow.com
Lawrence B. Voit on behalf of Creditor Nicholas Insulation Services, Inc. lvoit@silvervoit.com
Lawrence B. Voit on behalf of Creditor SPI/Mobile Pulley Works, Inc. lvoit@silvervoit.com
Lawrence B. Voit on behalf of Creditor Ranger Environmental Services, LLC lvoit@silvervoit.com
Lenard M. Parkins on behalf of Creditor STUW LLC, as Administrative Agent
lenard.parkins@haynesboone.com
Leslie C. Heilman on behalf of Creditor E. I. du Pont de Nemours and Company
heilmanl@ballardspahr.com
Marc. P. Solomon on behalf of Creditor Committee Official Committee of Unsecured Creditors of
Mississippi Phosphates Corporation msolomon@burr.com
Marcus M. Wilson on behalf of Creditor Blue Cross & Blue Shield of Mississippi
mwilson@blswlaw.com, sdaniels@blswlaw.com
Matthew Ward McDade on behalf of Creditor VIP International, Inc. mmcdade@balch.com,
bmarshall@balch.com;smhollis@balch.com
Matthew Ward McDade on behalf of Creditor Scott Company, LLC mmcdade@balch.com,
bmarshall@balch.com;smhollis@balch.com
Matthew Ward McDade on behalf of Creditor APRM, Inc. d/b/a Plant Maintenance Services
mmcdade@balch.com, bmarshall@balch.com;smhollis@balch.com
Matthew Ward McDade on behalf of Creditor Mississippi Power Company mmcdade@balch.com,
bmarshall@balch.com;smhollis@balch.com
Michael D Watson, Jr on behalf of Creditor International Welding & Fabrication, Inc.
michael@watsonlegal.ms
Paul J. Delcambre, Jr on behalf of Creditor Mississippi Power Company pdelcambre@balch.com,
dbeat@balch.com;smhollis@balch.com
Paul S. Murphy on behalf of Debtor Sulfuric Acid Tanks Subsidiary, Inc.
paul.murphy@butlersnow.com, kitty.logan@butlersnow.com;ecf.notices@butlersnow.com
Paul S. Murphy on behalf of Debtor Ammonia Tank Subsidiary, Inc. paul.murphy@butlersnow.com,
kitty.logan@butlersnow.com;ecf.notices@butlersnow.com
Paul S. Murphy on behalf of Debtor Mississippi Phosphates Corporation
paul.murphy@butlersnow.com, kitty.logan@butlersnow.com;ecf.notices@butlersnow.com
Philip K. Jones, Jr on behalf of Creditor Committee Shrieve Chemical pkjones@liskow.com,
dleblanc@liskow.com
Richard A. Montague, Jr. on behalf of Creditor Trammo, Inc. montagur@phelps.com,
colleen.wheeler@phelps.com

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Total Noticed: 2

Date Rcvd: Mar 13, 2015

The following persons/entities were sent notice through the court's CM/ECF electronic mail (Email) system (continued)

Richard A. Montague, Jr. on behalf of Interested Party Trammo, Inc., f/k/a Transammonia, Inc.
montagur@phelps.com, colleen.wheeler@phelps.com
Richard Mark Gaal on behalf of Creditor Flexicrew Staffing, Inc. ,
pholder@mcdowellknight.com;aminor@mcdowellknight.com
Robert Alan Byrd on behalf of Plaintiff STUW LLC, as Administrative Agent rab@byrdwiser.com,
wrs@byrdwiser.com;WandaRitaStanovich@gmail.com
Robert Alan Byrd on behalf of Creditor STUW LLC, as Administrative Agent rab@byrdwiser.com,
wrs@byrdwiser.com;WandaRitaStanovich@gmail.com
Robert Ball McGinley, Jr. on behalf of Creditor Flexicrew Staffing, Inc.
rmcginley@mcdowellknight.com,
rgaal@mcdowellknight.com;aminor@mcdowellknight.com;ssmith@mcdowellknight.com;mkrscourtdocs@gmail.
com
Roger Adam Kirk on behalf of Creditor Brock Services, LLC akirk@gorekilpatrick.com
Roy Hendee Furrh on behalf of Interested Party US Dept. Of Justice, Env. Enf. Sec
roy_furrh@deg.state.ms.us, royhfurrh@aol.com
Roy Hendee Furrh on behalf of Interested Party Mississippi Department of Environmental
Quality roy_furrh@deg.state.ms.us, royhfurrh@aol.com
Shane Whitfield on behalf of Creditor Jerry Shumock shane@andrewburrell.com,
kristina@andrewburrell.com
Stephen W. Rosenblatt on behalf of Debtor Mississippi Phosphates Corporation
Steve.Rosenblatt@butlersnow.com,
velvet.johnson@butlersnow.com;VJ.Money@butlersnow.com/ecf.notices@butlersnow.com
Stephen W. Rosenblatt on behalf of Debtor Sulfuric Acid Tanks Subsidiary, Inc.
Steve.Rosenblatt@butlersnow.com,
velvet.johnson@butlersnow.com;VJ.Money@butlersnow.com/ecf.notices@butlersnow.com
Stephen W. Rosenblatt on behalf of Debtor Ammonia Tank Subsidiary, Inc.
Steve.Rosenblatt@butlersnow.com,
velvet.johnson@butlersnow.com;VJ.Money@butlersnow.com/ecf.notices@butlersnow.com
Ted Lampton on behalf of Interested Party Mississippi Department of Environmental Quality
ted_Lampton@deg.state.ms.us
Ted Lampton on behalf of Interested Party US Dept. Of Justice, Env. Enf. Sec
ted_Lampton@deg.state.ms.us
Thomas A McKnight, Jr. on behalf of Creditor McCain Engineering Co., Inc.
tmcknight@wallacejordan.com, rrogers@wallacejordan.com
Thomas M Hewitt on behalf of Debtor Sulfuric Acid Tanks Subsidiary, Inc.
thomas.hewitt@butlersnow.com, ecf.notices@butlersnow.com,velvet.johnson@butlersnow.com
Thomas M Hewitt on behalf of Debtor Mississippi Phosphates Corporation
thomas.hewitt@butlersnow.com, ecf.notices@butlersnow.com,velvet.johnson@butlersnow.com
Thomas M Hewitt on behalf of Debtor Ammonia Tank Subsidiary, Inc.
thomas.hewitt@butlersnow.com, ecf.notices@butlersnow.com,velvet.johnson@butlersnow.com
United States Trustee USTPRegion05.JA.ECF@usdoj.gov
William H Patrick, III on behalf of Interested Party Phosphate Holdings, Inc.
wpatrick@hellerdraper.com, kfritscher@hellerdraper.com
William J. Little, Jr. on behalf of Creditor HC2 Holding Inc. ecf@lentszlittle.com
William L Smith on behalf of Creditor Robert E Jones bsmith@balch.com, bbryant@balch.com
William Lee Watt on behalf of Creditor Nicholas Insulation Services, Inc.
lwatt@gibbswhitwell.com, akelly@gibbswhitwell.com
William P. Wessler on behalf of Creditor Jackson County Port Authority wwessler@cableone.net

TOTAL: 84



SO ORDERED,

Judge Katharine M. Samson
United States Bankruptcy Judge
Date Signed: March 13, 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)	
CORPORATION, <i>et al.</i> ¹)	CASE NO. 14-51667-KMS
)	Chapter 11
)	
Debtors)	Jointly Administered
)	

**ORDER GRANTING MOTION OF THE DEBTORS FOR AN ADMINISTRATIVE
ORDER PURSUANT TO 11 U.S.C. §§ 331 AND 503 TO ESTABLISH A
PROCEDURE FOR INTERIM COMPENSATION AND REIMBURSEMENT OF
EXPENSES OF EMPLOYED PROFESSIONALS OF THE DEBTORS AND
THE OFFICIAL COMMITTEE OF UNSECURED CREDITORS**

[Dkt. # 440]

This matter came before the Court on the *Motion of the Debtors for an Administrative Order Pursuant to 11 U.S.C. §§ 331 and 503 to Establish a Procedure for Interim Compensation and Reimbursement of Expenses of Employed Professionals of the Debtors and the Official Committee of Unsecured Creditors* (the "*Motion*") [Dkt. # 440] filed herein by Mississippi Phosphates Corporation, et al., the debtors and debtors-in-possession (collectively, 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 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*."

“**Debtors**”). The Court, having considered the Motion and the premises, finds that (i) the Court has jurisdiction over this matter pursuant to 28 U.S.C. §§ 157 and 1334; (ii) this is a core proceeding pursuant to 28 U.S.C. § 157(b); (iii) venue is proper pursuant to 28 U.S.C. §§ 1408 and 1409; (iv) cause exists, within the meaning of Sections 105(a) and 331 of the Bankruptcy Code to permit the Debtors to establish certain procedures for interim compensation and reimbursement of expenses of Professionals; and (v) that the legal and factual basis set forth in the Motion and at the hearing establish just cause for the relief granted herein.

The Court therefore ORDERS as follows:

1. The Motion is hereby GRANTED as set forth in this Order.
2. The procedure approved herein requires the payment by the Debtors by the twentieth (20th) day of each month for the budgeted amounts for each of the Professionals covered by these procedures into a Professional Fees Escrow Account for each Professional or group of Professionals (i.e., the “*Butler Snow Professional Fees Escrow Account*” and the “*Committee Professional Fees Escrow Account*”) at Trustmark National Bank. No funds can be disbursed from the Escrow Account except as provided herein.
3. Each of the attorney Professionals shall present a detailed monthly statement of services rendered and expenses incurred by each for each month to the following persons:
 - A. Christopher J. Steiskal, Sr., Esq., Trial Attorney, Office of the United States Trustee, 501 East Court Street, Suite 6.430, Jackson, MS 39201, at christopher.j.steiskal@usdoj.gov;
 - B. The Debtors: Mississippi Phosphates Corporation, *et al.*, 601 Industrial Road, Pascagoula, Mississippi 39581-3233 with a copy to Mr. Jonathan J. Nash, Chief Restructuring Officer for Mississippi Phosphates Corporation, *et al.*, 601 Industrial Road, Pascagoula, MS 39581-3233, jonnash@deloitte.com;
 - C. Counsel for the Debtors: Stephen W. Rosenblatt, Esq. and Christopher R. Maddux, Esq., Butler Snow LLP, 1020 Highland Colony Parkway, Suite 1400, Ridgeland, MS 39157, steve.rosenblatt@butlersnow.com and chris.maddux@butlersnow.com;

D. The Agent for the Pre-petition Lenders and the DIP Lenders: STUW LLC, 777 Third Avenue, 30th Floor, New York, NY 10017, Attn: Marc Sole, msole@hudsonbaycapital.com;

E. Counsel for the Agent: Lenard M. Parkins, Esq., Haynes and Boone, LLP, 30 Rockefeller Plaza, 26th Floor, New York, NY 10112, lenard.parkins@haynesboone.com and Karl D. Burrer, Esq., Haynes and Boone, LLP, 1221 McKinney Street, Suite 2100, Houston, TX 77010, karl.burrer@haynesboone.com; and

F. Counsel for the Committee: Derek F. Meek, Esq. and Marc P. Solomon, Esq., Burr & Forman LLP, 420 North 20th Street, Suite 3400, Birmingham, AL 35203, dmeek@burr.com and msolomon@burr.com and Bess M. Parrish Creswell, Esq., 11 North Water Street, Suite 22200, Mobile, AL 36602, bcreswell@burr.com.

(collectively, the “*Recipients*”).

4. If there is no timely objection by a Recipient, the Professional would receive payment from the Debtors equal to eighty percent (80%) of the amount of compensation requested for the month, with a twenty percent (20%) holdback (the “*Holdback*”), and one hundred percent (100%) of the reimbursable expenses requested for the month. These payments, along with the payment of the Holdback, are subject to the Court’s subsequent approval as part of the normal interim fee application process, which interim fee application process shall be made in three (3) month intervals as set forth herein. These payments are also part of any Final Fee Application process after the conclusion of these Bankruptcy Cases.

5. The Debtors shall fund deposits in the amount of all budgeted fees for the Debtors’ Professionals and the Committee’s Professionals into a Professionals Fees Escrow Account with the Escrow Agent, under the terms set forth below (the “*Cash Deposits*”). The Escrow Agent shall hold the Cash Deposits subject to the terms set forth below.

6. The following procedure will govern the payment of interim compensation on a monthly basis to the Professionals for their Fees and Expenses:

- A. On or before the 20th day of each month during the pendency of these Bankruptcy Cases, the Debtors will wire transfer into the Debtors' Professional Fees Escrow Account and the Committee's Professional Fees Escrow Account to be maintained with Trustmark National Bank in Jackson, Mississippi (collectively, the "*Professionals Escrow Account*"), the amounts in the Approved Budget for the Professionals for the Debtors and for the Committee.
- B. Each month during the pendency of these Bankruptcy Cases, each Professional will submit a copy of its statement of the Fees and Expenses for the previous month for which payment is sought (each, a "*Monthly Statement*") to each of the Recipients.
- C. Each Recipient shall have ten (10) business days after the submission of a Monthly Statement to review the Monthly Statement. If no Recipient objects as provided in paragraph (D) below, the Debtors, through the CRO, will notify the Escrow Agent that the Escrow Agent is authorized and directed to pay the Professional the percentages of compensation and reimbursable expenses provided for in Paragraph 4 of this Order. Any such payments of Fees and Expenses are paid or reimbursed on an interim basis and are subject ultimately to being approved by the Bankruptcy Court.
- D. In the event any Recipient believes that the compensation or expense reimbursement sought in any particular Monthly Statement by any Professional is inappropriate or unreasonable, the Recipient shall serve upon the Professional within ten (10) business days after the submission of the Monthly Statement a "*Notice of Objection to Monthly Statement*" setting forth the precise nature of the objection and the amount at issue. Thereafter, the objecting Recipient and the Professional shall meet or otherwise confer in an attempt to reach an agreement regarding the correct payment to be made. If an agreement cannot be reached or if no meeting or conference takes place within five (5) business days from the date of the Notice of Objection to Monthly Statement, the matter shall be scheduled for hearing before the Court at the next regularly scheduled hearing date or other date otherwise agreeable to the Professional, the Debtors, and the objecting Recipient, at which time the Court will consider and resolve the objection.
- E. The first Monthly Statement submitted by a Professional may cover the partial month of the next entire month following the effective date of the retention of such Professional.
- F. The Professionals identified in the Motion as being retained under Sections 327 or 1103 of the Bankruptcy Code and covered by these procedures shall file their first applications for interim approval and allowance by the Court, pursuant to 11 U.S.C. §§ 331 and 503, of the compensation and

reimbursement of expenses on or before the date that is fourteen (14) days after the date of the entry of this Order.

- G. Beginning with the three (3) month period ending May 31, 2015, and at three (3) month intervals thereafter, each Professional shall file with the Court and serve on the Shortened Service List, as well as the parties identified in Paragraph 3 above, an application for interim approval and allowance by the Court, pursuant to 11 U.S.C. §§ 331 and 503, of the compensation and reimbursement of expenses requested for that requisite time period.
- H. Neither the payment of, nor the failure to pay, in whole or in part, monthly interim compensation and reimbursement of expenses as provided herein shall bind any party in interest or the Court with respect to the allowance of applications for compensation or reimbursement of expenses of Professionals.
- I. These procedures are without prejudice to the right of any party in interest to file an objection to the final fee applications of any Professional.
- J. A Professional can be paid from its respective Professional Fees Escrow Account without first exhausting any existing retainer.
- K. The DIP Lenders shall have a lien on the unused portion of the escrowed funds and the unused portion of any retainers held by any Professional. Any unused escrow funds in the Professionals Escrow Account and any unused portion of such retainers, in each case, as of the conclusion of these Bankruptcy Cases will be returned to the DIP Lenders for application to any outstanding DIP Obligations (as defined in the DIP Order) and if no DIP Obligations are then outstanding, to the Debtors' bankruptcy estates.

7. The Debtors, the Agent for the DIP Lenders, the Debtors' Professionals, the Committee's Professionals, and the Escrow Agent are authorized to take such steps as are necessary to implement the terms of this Order.

8. The Professionals covered by this Order will submit their executed Stipulations in substantially the form attached hereto as Exhibit "A" to the Office of the United States Trustee within seven (7) days of the entry of this Order.

9. This Order shall be immediately effective and enforceable upon its entry, notwithstanding Rules 7062 or 9024 of the Federal Rules of Bankruptcy Procedure or any other Bankruptcy Rule or Local Rule or Rule 62(a) of the Federal Rules of Civil Procedure.

##END OF ORDER##

ORDER PREPARED AND SUBMITTED BY:

Stephen W. Rosenblatt (Miss. Bar No. 5676)
BUTLER SNOW LLP
1020 Highland Colony Parkway, Suite 1400
Ridgeland, MS 39157
Telephone: (601) 985-4504
steve.rosenblatt@butlersnow.com

ONE OF THE ATTORNEYS FOR THE DEBTORS

AGREED TO AND APPROVED FOR ENTRY:

OFFICIAL COMMITTEE OF UNSECURED CREDITORS

By: /s/ Marc P. Solomon
Derek F. Meek
Marc P. Solomon
Bess M. Parrish Creswell
Burr & Forman LLP
420 North 20th Street, Suite 3400
Birmingham, AL 35203
Telephone: (205) 458-5471
Email: dmeek@burr.com
Email: msolomon@burr.com
Email: bcreswell@burr.com

ATTORNEYS FOR COMMITTEE

**STUW LLC, AS ADMINISTRATIVE AGENT;
HUDSON BAY FUND LP; HUDSON BAY INTERMEDIATE FUND, LTD.; AND
HUDSON BAY MASTER FUND, LTD**

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

THEIR ATTORNEYS

OFFICE OF THE UNITED STATES TRUSTEE

By: /s/ Christopher J. Steiskal, Sr.
Christopher J. Steiskal, Sr.
Trial Attorney
United States Department of Justice
Office of the United States Trustee
501 East Court Street
Suite 6.430
Jackson, MS 39201
Telephone: (601) 965-5447
Email: christopher.j.steiskal@usdoj.gov

EXHIBIT "A"

**STIPULATION REGARDING UNIFORM PROCEDURES
FOR ATTORNEY TIMEKEEPING, BILLING, AND BUDGETING**

Code, or (b) are ordered by the Court to follow the procedures (“*Retained Attorneys*”) but not Ordinary Course Professionals or Special Counsel who are not subject to this Stipulation.³

2. The Debtors will serve a copy of this Stipulation (including **Exhibit “A”**) on any Retained Attorney who is or hereafter will be subject to the Procedures within 15 days of an Order either approving the retention of any Retained Attorney or making the Procedures applicable to such Retained Attorney.

Dated: March __, 2015.

Respectfully submitted,

MISSISSIPPI PHOSPHATES CORPORATION, *et al.*

By: _____

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
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ATTORNEYS FOR THE DEBTORS

³ The Debtors may file a Motion to Retain Other Professionals in the Ordinary Course of Business (the “*Ordinary Course of Business Motion*”) so that the professionals covered under that Ordinary Course of Business Motion (“*Ordinary Course Professionals*”) will be compensated pursuant to the terms of an Order with respect to the Ordinary Course of Business Motion rather than being within the scope of the present Order. Further, the Debtors have also filed motions to retain special counsel for special purposes (“*Special Counsel*”), and those Special Counsel should not be subject to these Procedures either.

Henry G. Hobbs
United States Trustee
Region 5, Judicial Districts of Louisiana and Mississippi

By: _____
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EXHIBIT A

ATTORNEY TIMEKEEPING, BILLING, AND BUDGETING PROCEDURES

The following uniform procedures (collectively, the “*Billing Procedures*”) with respect to the preparation and submission of billing records, budgets, and staffing plans shall be followed by all attorneys who: (i) have been or are hereafter retained pursuant to Sections 327 or 1103 of the Bankruptcy Code; or (ii) are authorized to receive compensation from the estate and who are designated by order of the Court as being subject to these Billing Procedures (“*Retained Attorneys*”):

1. Electronic Billing Records. Billing records (detailed time and service entries) substantiating an interim and/or final fee application will be provided in an open and searchable electronic data format, and will be provided with the interim and/or final fee application: (i) to the court, the debtors-in-possession or trustee, any official committee, the United States Trustee, and any fee review committee, fee examiner, or fee auditor; and (ii) upon request, to any other party in interest.

2. The Retained Attorneys may provide the electronic data in the manner in which it maintains it, but if possible, the data should be provided in the LEDES format.

3. A Retained Attorney that does not maintain billing data electronically shall consult with the United States Trustee about how it maintains its billing data and what alternatives exist for providing the billing records, including paper copies and searchable PDFs of the paper copies.

4. A Retained Attorney’s submission of electronic data does not relieve the Retained Attorney of its obligations under the Bankruptcy Code, Bankruptcy Rules, and Local Rules, including any obligation to provide paper copies.

5. Project Categories for Billing Records. All time and service entries will be coded by project categories. Timekeepers for Retained Attorneys should be consistent in their use of

categories, both within their firm and with different firms working on the same matter. Retained Attorneys should discuss the categories in advance and agree generally on how activities will be categorized. Only one category should be used per time entry.

6. The project categories below will be used as applicable, but the list of project categories is not exclusive. All Retained Attorneys will consult with the United States Trustee as appropriate regarding the need to formulate case-specific project billing:

- (a) Asset Analysis and Recovery: Identification and review of potential assets including causes of action and non-litigation recoveries.
- (b) Asset Disposition: Sales, leases (Section 365 of the Bankruptcy Code matters), abandonment, and related transaction work related to asset disposition.
- (c) Assumption and Rejection of Leases and Contracts: Analysis of leases and executory contracts and preparation of motions specifically to assume or reject.
- (d) Avoidance Action Analysis: Review of potential avoiding actions under Sections 544-549 of the Bankruptcy Code to determine whether adversary proceedings are warranted.
- (e) Budgeting (Case): Preparation, negotiation, and amendment to budgets for applicant.
- (f) Business Operations: Issues related to debtors-in-possession operating in chapter 11 such as employee, vendor, tenant issues, and other similar problems.
- (g) Case Administration: Coordination and compliance activities not specifically covered by another category.
- (h) Claims Administration and Objections: Specific claim inquiries; bar date motions; analyses, objections and allowances of claims.
- (i) Corporate Governance and Board Matters: Preparation for and attendance at Board of Directors meetings; analysis and advice regarding corporate governance issues, including trustee, examiner, and CRO issues; review and preparation of corporate documents (e.g., articles and bylaws, etc.).

- (j) Employee Benefits and Pensions: Review and preparation related to employee and retiree benefit issues, including compensation, bonuses, severance, insurance benefits, and 401K, pensions, or other retirement plans.
- (k) Employment Applications: Preparation of employment applications for self or others.
- (l) Fee Applications: Preparation of fee applications for self or others; motions to establish interim.
- (m) Fee Application Objections: Review of and objections to the fee applications of others.
- (n) Financing and Cash Collateral: Matters under Sections 361, 363 and 364 of the Bankruptcy Code including cash collateral and secured claims; loan document analysis.
- (o) Litigation: Contested Matters and Adversary Proceedings (not otherwise within a specific project category), each identified separately by caption and adversary number, or title of motion or application and docket number, and using the Uniform Task Based Management System (“*UTBMS*”) Litigation Task Code Set.
- (p) Meetings and Communications with Creditors: Preparation for and attendance at Section 341(a) of the Bankruptcy Code meeting and any other meetings with creditors and creditors’ committees.
- (q) Non-Working Travel: Non-working travel where the court reimburses at less than full hourly rates.
- (r) Plan and Disclosure Statement: Formulation, presentation and confirmation; compliance with the plan confirmation order, related orders and rules; disbursement and case closing activities, except those related to the allowance and objections to allowance of claims.
- (s) Real Estate: Review and analysis of real estate-related matters, including purchase agreements and lease provisions (e.g., common area maintenance clauses).
- (t) Relief from Stay and Adequate Protection: Matters relating to termination or continuation of automatic stay under 11 U.S.C. § 362 and motions for adequate protection under 11 U.S.C. § 361.
- (u) Reporting: Statement of financial affairs, schedules, monthly operating reports, and any other accounting or reporting activities; contacts with the United States Trustee not included in other categories.

- (v) Tax: Analysis of tax issues and preparation of federal and state tax returns.
- (w) Valuation: Appraise or review appraisals of assets.

7. Expense Categories for Billing Records. All expense entries should be coded by expense categories. The expense categories set forth below will be used, as applicable:

- (x) Copies
- (y) Outside Printing
- (z) Telephone
- (aa) Facsimile
- (bb) Online Research
- (cc) Delivery Services/Couriers.
- (dd) Postage
- (ee) Local Travel
- (ff) Out-of-town Travel:
 - (i) Transportation
 - (ii) Hotel
 - (iii) Meals
 - (iv) Ground transportation
 - (v) Other (please specify)
- (gg) Meals (local)
- (hh) Court Fees
- (ii) Subpoena Fees
- (jj) Witness Fees
- (kk) Deposition Transcripts
- (ll) Trial Transcripts
- (mm) Trial Exhibits

- (nn) Litigation Support Vendors
- (oo) Experts
- (pp) Investigator
- (qq) Arbitrators/Mediators
- (rr) Other (please specify).

8. Unusual expense items shall be explained in detail and should be allocated, where practicable, to specific projects.

9. Billing Increments; Prohibition of Block Billing and Lumping: All time entries shall be recorded in increments of .1 of an hour.

10. All discrete tasks shall be recorded separately. Each timekeeper, however, may record one daily entry that combines tasks for a particular project that total a *de minimis* amount of time if those tasks do not exceed .5 hours on that day.

11. Budget and Staffing Plans: Retained Attorneys shall formulate budgets and staffing plans as soon as feasible after being retained or becoming subject to the Procedures by Court order. A sample budget and a sample staffing plan can be found at Exhibit C-1 and Exhibit C-2 to the UST Larger Case Guidelines. The UST Larger Case Guidelines and fillable form exhibits are available at http://www.justice.gov/ust/eo/rules_regulations/guidelines/index.htm.

12. Budgets and staffing plans shall be agreed to between the Retained Attorney and its client.

13. Budgets can and should be amended as necessary to reflect changed circumstances or unanticipated developments.

14. The appropriate budget period should be decided between the Retained Attorney and its client. The staffing plan must use the same time period as the budget.

15. The staffing plan will disclose both the number of timekeepers expected to work on the matter during the budget period and either the category of timekeeper (e.g., 25 associates) or the number of years of experience (e.g., 15 lawyers with 8-14 years of experience).

16. Fee Applications: The budget and staffing plan for a fee period, interim or final, shall be filed with the fee application. Forward-looking budgets and staffing plans should not be filed with the fee application or provided to the United States Trustee.

17. To the extent feasible, Retained Attorneys are encouraged to share their budgets on a prospective basis. All other budget and staffing plans will be disclosed retrospectively with a fee application.

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