SO ORDERED,

Judge Katharine M. Samson
United States Bankruptcy Judge
Date Signed: August 3, 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, *et al.*[1]	)	**CASE NO. 14-51667-KMS**
	)	**Chapter 11**
	)	
Debtors	)	**Jointly Administered**
	)	

AGREED ORDER GRANTING SECOND APPLICATION OF BUTLER SNOW LLP FOR INTERIM ALLOWANCE OF ADMINISTRATIVE CLAIM FOR COMPENSATION AND REIMBURSEMENT OF EXPENSES
[Dkt. ## 302, 586, 834]

This matter came on for consideration by the Court on the *Second Application of Butler Snow LLP for Interim Allowance of Administrative Claim for Compensation and Reimbursement of Expenses* [Dkt. # 834] (the "***Second Application***") filed by Butler Snow LLP ("***Butler Snow***")

[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***", and, collectively with MPC and ATS, the "***Debtors***"), Case No. 14-51671. These chapter 11 cases are sometimes referred to herein as the "***Bankruptcy Cases***."

in the above-styled Chapter 11 case, pursuant to 11 U.S.C. §§ 327, 330 and 331 and Rule 2016(a) of the Federal Rules of Bankruptcy Procedure, and pursuant to (i) the *Order Granting Application of Debtors to Employ Butler Snow LLP as Its Attorneys* [Dkt. # 302] (the "***Employment Order***") and (ii) the *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. # 586] (the "***Interim Fee Procedures Order***").

In the Second Application, Butler Snow sought an order authorizing and directing: (i) the allowance, on an interim basis, for fees as an administrative expense claim in the amount of $510,867.00 for services rendered as counsel to the Debtors from March 1, 2015, through May 31, 2015 (the "***Second Fee Period***"); (ii) the allowance, on an interim basis, for expenses as an administrative expense claim in the amount of $5,693.97 for expenses incurred as counsel to the Debtors during the Second Fee Period; and (iii) authorization to be paid from the Butler Snow Professional Fees Escrow Account the total amount of the 20% holdbacks for the Second Fee Period as soon as practicable after the entry of the Order Granting this Second Application.

The Court finds as follows:

1. This Court has jurisdiction over this Application pursuant to 28 U.S.C. §§ 157 and 1334. Venue is proper pursuant to 28 U.S.C. §§ 1408 and 1409. This is a core proceeding under 28 U.S.C. § 157(b)(2)(A).

2. The statutory bases for the relief requested herein are Sections 327, 330 and 331 of the Bankruptcy Code and Rule 2016 of the Federal Rules of Bankruptcy Procedure.

3. This is the second interim request for the allowance of compensation for professional services rendered in these Bankruptcy Cases by Butler Snow. The Court previously

entered its *Agreed Order Granting First Application of Butler Snow LLP for Interim Allowance of Administrative Claim for Compensation and Reimbursement of Expenses* [Dkt. # 750] in which it awarded Butler Snow (i) allowed fees as an administrative expense claim in the amount of $1,114,021.20 for services rendered as counsel to the Debtors; (ii) allowed expenses as an administrative expense claim in the amount of $17,345.58 for expenses incurred as counsel to the Debtors; and (iii) authorized the payment to Butler Snow from the Butler Snow Professional Fees Escrow Account in the amount of $223,505.24 as the amount of the holdbacks in the Butler Snow Professional Fees Escrow Account.

4. No objections or other responses were timely filed to the Application.

5. The Court finds that United States Trustee and Butler Snow have agreed that there should be adjustments and deductions to the amounts sought in the Application with respect to the Second Fee Period as follows: a reduction in allowed fees in the amount of $2,979.00 from the fees sought in the Application for the Second Fee Period. Otherwise, no other adjustments to the amounts requested in the Application are required.

6. The Application should be granted in all respects, except with respect to the amounts to be adjusted and deducted as set forth in paragraph 5 above.

IT IS, THEREFORE, ORDERED that the Application is approved, subject to the adjustments and deductions set forth in paragraph 5 above.

IT IS FURTHER ORDERED that Butler Snow shall be allowed, on an interim basis, fees as an administrative expense claim in the amount of $510,867.00, less $2,979.00, for a total allowed amount of $507,888.00 for services rendered as counsel to the Debtors during the Second Fee Period.

IT IS FURTHER ORDERED that Butler Snow shall be allowed, on an interim basis, reimbursement of expenses as an administrative expense claim in the amount of $5,693.97 for reimbursement for expenses incurred as counsel to the Debtors during the Second Fee Period.

IT IS FURTHER ORDERED that Butler Snow shall be authorized to be paid from the Butler Snow Professional Fees Escrow Account the twenty percent (20%) holdback (or $102,173.40) (the "***Holdback***") of the total amount of compensation requested for the Second Fee Period, less the total reduction in the amount of $2,979.00 in accordance with paragraph 5 above, or an adjusted Holdback payment in the amount of $99,194.40 for the Second Fee Period, with such payment of the $99,194.40 being made as soon as practicable after the entry of the Order Granting this Application.

##END OF ORDER##

ORDER PREPARED AND SUBMITTED BY:

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ONE OF THE ATTORNEYS FOR THE DEBTORS

AGREED TO AND APPROVED FOR ENTRY:

OFFICE OF THE UNITED STATES TRUSTEE

By: *s/ Christopher J. Steiskal, Sr.*
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