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**
	)	**Jointly Administered**
Debtors	)	

DECLARATION OF JONATHAN J. NASH IN SUPPORT OF THE APPLICATION OF 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. # 1602]

I, Jonathan J. Nash, hereby declare under penalty of perjury that the following is true and correct to the best of my knowledge, information and belief:

1. I am the founder and Chief Executive Officer of Meadowlark Advisors, LLC ("***Meadowlark***" or the "***Firm***"), a strategic and financial advisory firm located in Austin, Texas. I have served as the Chief Restructuring Officer ("***CRO***") for the Debtors since mid-November 2014, while I was a Principal in the Corporate Restructuring Group ("***CRG***") of Deloitte Transactions and Business Analytics LLP ("***DTBA***"). I submit this declaration (the "***Declaration***") in support of the *Application of 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*

[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 Debtors 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 Nunc Pro Tunc to May 29, 2016 (the "***Application***")[2] Except as otherwise noted, I have personal knowledge of the matters set forth herein.

QUALIFICATIONS

2. The statements set forth in this Declaration are based upon my personal knowledge, upon information and belief, and upon client matter records kept in the ordinary course of business that were reviewed by me or other personnel of Meadowlark.

3. Meadowlark is an advisory firm in the field of restructuring that provides financial and operational guidance to companies in distressed situations.

4. I have substantial experience in providing restructuring and reorganization services both as a Restructuring Principal of DTBA and, previously, as a Managing Partner of CRG. I have extensive international experience having lived in China, and have managed companies in the Pacific Rim, the Middle East, China, and Europe. With more than 16 years of senior-management experience in a broad mix of companies, I have extensive experience providing strategic leadership in crisis situations, solving short-term cash related issues, and implementing financial planning, budgeting, and expense control. Some of these notable engagements include functioning as CRO or CEO for TMP Directional Marketing (CRO in its Chapter 11 case) and for Western Non-Wovens (CEO in its Chapter 11 case).

SERVICES TO BE PROVIDED

5. Subject to this Court's approval, and pursuant to the engagement letter dated as of July 13, 2016, (a copy of which is attached to the Application as **Exhibit A** thereto) (the "***Engagement Letter***"), Meadowlark has agreed to provide the Debtors with a CRO, and I will serve in that capacity. Among other things, the scope of the services Meadowlark will include

[2] Capitalized terms not otherwise defined herein shall have the meanings ascribed to such terms in the Application.

providing assistance, as requested by the Debtors and agreed to by Meadowlark, for the following:[3]

- Assist the Debtors obtain confirmation of the First Amended Joint Chapter 11 Plan;
- Oversee the relationship with Debtors' creditors and parties in interest in the Bankruptcy Cases;
- Oversee the management of Debtors' liquidity issues;
- Oversee 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; and
- Perform the day to day functions customarily and reasonably associated with the position of a Chief Restructuring Officer in companies of similar size and complexity.

6. Upon approval of its retention, Meadowlark will report to, and receive direction from, the Board of Directors of the Debtors. Moreover, I will act under the direction, control, and guidance of the Board of Directors of the Debtors as long as I remain as the CRO.

DISINTERESTEDNESS AND ELIGIBILITY

7. To check upon and displace possible relationships with interested parties in these Chapter 11 cases, Meadowlark has performed reasonable due diligence to determine, and to disclose, whether it or its affiliates is or has been employed by or has other relationships with any of the Debtors, their significant creditors, professionals or other entities with significant relationships with the Debtors. To the best of my knowledge, Meadowlark does not have conflicts or relationships that would impair or preclude its and my ability to serve the Debtors pursuant to the Engagement Letter. In this regard, if Meadowlark discovers additional material

[3] The summary of the terms of the Engagement Letter set forth in this Declaration is for convenience only. Except as set forth below, to the extent of any discrepancies between such summary and the terms of the Engagement Letter, the Engagement Letter shall govern.

information that it determines requires disclosure, it will file a supplemental disclosure promptly with the Court.

8. Furthermore, I am not aware of any connection between myself or any other personnel of Meadowlark and its affiliates who may assist me in the role of the Debtors' chief restructuring officer and the United States Bankruptcy Judge presiding in these chapter 11 cases and the United States Trustee's Office.

9. Meadowlark has received no promises regarding compensation in these chapter 11 cases other than in accordance with the Bankruptcy Code and as set forth in the Engagement Letter. Meadowlark has no agreement with any nonaffiliated entity to share any compensation paid by the Debtors.

I declare under penalty of perjury that the foregoing is true and correct to the best of my knowledge, information, and belief.

THIS, the 10th day of August 2016.

JONATHAN J. NASH

SUBMITTED BY:

/s/ Thomas M. Hewitt
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
Ridgeland, MS 39157
Telephone: (601) 948-5711
Email: steve.rosenblatt@butlersnow.com
Email: chris.maddux@butlersnow.com
Email: thomas.hewitt@butlersnow.com

ATTORNEYS FOR THE DEBTORS