

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
_____)	

BALLOT SUMMARY AND CERTIFICATION

[Dkt. # 1168; 1169; and 1174]

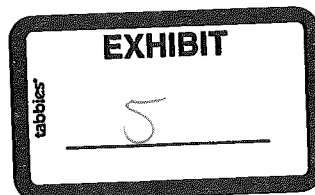
Mississippi Phosphates Corporation, *et al.* (the “*Debtors*” and “*Debtors-in-Possession*”), by and through their attorneys, one of the plan proponents of the *First Amended Joint Chapter 11 Plan of Debtors and the Official Committee of Unsecured Creditors* [Dkt. # 1168] (the “*Plan*”)², pursuant to Miss. Bankr. L.R. 3018-1, file this Ballot Summary and Certification reflecting the tabulation prepared by BMC Group, Inc. (“*BMC*”), the claims, balloting, and noticing agent for the Debtors retained pursuant to that certain *Order Authorizing Debtors to Employ and Retain BMC Group, Inc. as Noticing and Claims Agent* [Dkt. # 257], and present to the Court as follows:

1. The Plan³ specified which creditors and holders of interests were entitled to vote on the Plan. Pursuant to the Plan, and as more particularly described in the *First Amended*

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*.”

² Capitalized terms used and not otherwise specifically defined herein shall have the meaning ascribed to them in the Plan.

³ Capitalized terms used and not otherwise specifically defined herein shall have the meaning ascribed to them in the Plan.



Disclosure Statement to Accompany the Joint Chapter 11 Plan of Debtors and the Official Committee of Unsecured Creditors [Dkt. # 1169] (the “**Disclosure Statement**”), Holders of Claims in the following Classes were Impaired and were entitled to vote to accept or reject the Plan:

Class 1 Administrative Expense Claims;
Class 4 Secured Claims – Landlords, Lessors, and Utilities;
Class 6 General Unsecured Claims; and
Class 7 Subordinated Claims of EPA and MDEQ.

2. Under the Plan, as described in the Disclosure Statement, Holders of Claims in the following Classes were not Impaired and therefore were not entitled to vote to accept or reject the Plan:

Class 2 Pre-Petition Lenders Claims;
Class 3 DIP Lenders Claims; and
Class 5 Secured Claims – Jackson County, Mississippi

3. Further, under the Plan, as described in the Disclosure Statement, although Class 8 Equity Interests were Impaired under the Plan, Class 8 Equity Interests were deemed to reject the Plan, and therefore were not entitled to vote on the Plan.

4. In accordance with the solicitation procedures approved by the Court in the *Order (1) Approving Disclosure Statement to Accompany the Joint Chapter 11 Plan of Debtors and the Official Committee of Unsecured Creditors; (2) Establishing Record Date for Voting; (3) Fixing Time for Filing Acceptances or Rejections to the Joint Chapter 11 Plan; (4) Authorizing Solicitation Procedures; and (5) Notice of Hearing on Joint Chapter 11 Plan of Debtors and the Official Committee of Unsecured Creditors* [Dkt. # 1174] (the “**Disclosure Statement Order**”), as reflected in the *Affidavit of Service* filed by BMC Group [Dkt. # 1604], BMC Group, Inc., for and on behalf of the Debtors, served the following solicitation package containing the materials

set forth below to the creditors and parties-in-interest indicated therein via first class United States Mail, postage prepaid, within five (5) days of the entry of the Disclosure Statement Order:

- (a) the Disclosure Statement Order;
- (b) the Disclosure Statement;
- (c) the Plan; and
- (d) the appropriate Ballot(s) to those entitled to vote.

(collectively, the “*Solicitation Materials*”).⁴

5. The Disclosure Statement, the Plan, and the Disclosure Statement Order served as the guide by the Debtors and BMC for the solicitation and tabulation of votes to accept or reject the Plan. All ballots received were reviewed in accordance with the procedures described in the Disclosure Statement and Plan which were approved in the Disclosure Statement Order.

6. Pursuant to the Disclosure Statement Order, the Court established August 22, 2016, as the last day for the submission of ballots of acceptance or rejection of the Plan to BMC (the “*Voting Deadline*”).

7. Pursuant to the Disclosure Statement, which was approved by the Disclosure Statement Order, “[e]xcept to the extent determined by the Debtors in their sole discretion, the Debtors will not accept or count any Ballots received after the Voting Deadline; ...” Disclosure Statement, VIII, D, ii, b, at 60.

8. In consultation with BMC and counsel for the Committee, the Debtors decided to accept ballots received by BMC on or before August 25, 2016, at 5:00 p.m. (central time).

9. The following is a Ballot Summary of the Ballots by Class received by BMC on or before August 25, 2016, at 5:00 p.m. (central time):

⁴ BMC Group was authorized by the Disclosure Statement Order to send a CD-ROM or a thumb drive containing the Disclosure Statement and the Plan, together with the printed ballot and a pre-addressed, postage paid envelope, to all creditors and parties-in-interest in lieu of mailing a paper copy of the Disclosure Statement and Plan, however, any party in interest could request that a paper copy of the Disclosure Statement and the Plan be mailed to them by contacting BMC Group at the contact information specified in the Disclosure Statement Order.

Ballot Summary by Class

Class	Total #	Total \$ Amount	Total # of Accept/Reject		Total \$ Amount by Accept/Reject		Class Vote
			Accept	Reject	Accept	Reject	
1	3	\$2,211,254.74	2 66.67%	1 33.33%	\$1,511,273.62 68.34%	\$699,981.12 31.66%	Accepts
2	N/A						Deemed Accepts
3	N/A						Deemed Accepts
4	0	\$0	0	0	\$0	\$0	N/A
5	N/A						Deemed Accepts
6	44	\$6,939,570.82	43 97.73%	1 2.27%	\$6,053,404.98 87.23%	\$886,165.84 12.77%	Accepts
7	0	\$0	0	0	\$0	\$0	N/A
8	N/A						Deemed Rejects

10. The attached Ballot Summary and Certification from BMC is a summary of all ballots tabulated by BMC, which is set forth in more detail in **Exhibit "A"** hereto, and reflects the acceptance of the Plan by classes of Claims, both by numerosity as well as by dollar amount both in terms of raw dollar amount of claims, as well as and in terms of percentage of claims.

11. Pursuant to the requirement of Miss. Bankr. L.R. 3018-1(b), the Ballots cast by all creditors and parties in interest are attached hereto as **Exhibit "B"** to this Ballot Summary and Certification.

[Remainder of Page Left Blank Intentionally]

Dated: August 26, 2016.

Respectfully submitted,

MISSISSIPPI PHOSPHATES CORPORATION, *et al.*

By: /s/ Stephen W. Rosenblatt

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

Ridgeland, MS 39157

Telephone: (601) 985-4504

Steve.Rosenblatt@butlersnow.com

Chris.Maddux@butlersnow.com

Paul.Murphy@butlersnow.com

Mitch.Carrington@butlersnow.com

Thomas.Hewitt@butlersnow.com

ATTORNEYS FOR THE DEBTORS

CERTIFICATE OF SERVICE

I certify that the foregoing pleading was filed electronically through the Court's ECF system and served electronically on all parties enlisted to receive service electronically.

SO CERTIFIED, this the 26th day of August 2016.

/s/Stephen W. Rosenblatt

STEPHEN W. ROSENBLATT