

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

<b>In re:</b>	)	
	)	
<b>MISSISSIPPI PHOSPHATES CORPORATION, et al.<sup>1</sup></b>	)	<b>CASE NO. 14-51667-KMS</b>
	)	<b>Chapter 11</b>
<b>Debtors.</b>	)	<b>(Jointly Administered)</b>
_____	)	

**MOTION OF THE DEBTORS FOR RELIEF FROM CERTAIN  
UNITED STATES TRUSTEE CHAPTER 11 OPERATING GUIDELINES**

Mississippi Phosphates Corporation, *et al.*, the Debtors and debtors-in-possession herein (the “*Debtors*”), by and through their attorneys, respectfully file this *Motion of the Debtors for Relief from Certain United States Trustee Chapter 11 Operating Guidelines* (the “*Motion*”). In support of the Motion, the Debtors would show the following:

**Jurisdiction**

1. The Court has jurisdiction over this Motion pursuant to 28 U.S.C. § 157 and 1334. This matter is a core proceeding pursuant to 28 U.S.C. § 157(b)(2)(A) and (O). Venue of this proceeding is proper in this district pursuant to 28 U.S.C. §§ 1408 and 1409. The Court possesses the requisite authority to grant the relief requested herein pursuant to Sections 105, 1107, and 1108 of the Bankruptcy Code and Federal Rules of Bankruptcy Procedure.

**Background**

2. On October 27, 2014 (the “*Petition Date*”), the Debtors filed their voluntary petitions for relief and thereby commenced these Bankruptcy Cases under chapter 11, title 11

<sup>1</sup> 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*.”

of the United States Code (the “*Bankruptcy Code*”), in the United States Bankruptcy Court for the Southern District of Mississippi, Southern Division (the “*Court*”). Pursuant to Sections 1107(a) and 1108 of the Bankruptcy Code, the Debtors are operating their businesses and managing their properties as debtors-in-possession.

3. An Official Committee of Unsecured Creditors (the “*Committee*”) was appointed by the United States Trustee in these Bankruptcy Cases on November 12, 2014 [Dkt. # 161], and the Court has approved the Committee’s retention of Burr & Forman LLP as counsel for the Committee [Dkt. # 473].

4. The principal place of business of the Debtors is located at 601 Industrial Road, Pascagoula, Mississippi.

#### **Relief Requested**

5. In order to supervise the administration of Chapter 11 cases, the Office of the United States Trustee for Region V (the “*United States Trustee*”) has established those certain *Chapter 11 Operating Guidelines and Reporting Requirements of the U.S. Trustee, Region 5, Judicial Districts of Louisiana and Mississippi* (the “*Guidelines*”). The Guidelines require, among other things, a debtor to maintain certain types and amounts of insurance coverage during the bankruptcy case. The particular Guideline at issue here is:

If the debtor has tangible assets susceptible to casualty loss (fire, weather, theft, vandalism, etc.), casualty insurance must be maintained at an amount at least equal to the replacement value of the property.

OGRR-11, Sec. II., D.2.(a) (the “*Insurance Guideline*”).

6. The purpose of the Insurance Guideline is to protect the property of the estate from casualty loss for the benefit of the creditors and parties in interest, particularly secured creditors which have a lien or security interest in the property to be insured, or, for the unsecured

creditors if equity exists in the property over and above the amount of the secured claim. In those instances where the debtor lacks funds to purchase the required property and casualty insurance, the secured creditor may obtain “force-placed insurance” to protect its interest in its collateral. In the vast majority of Chapter 11 cases, the Insurance Guideline provides a helpful and beneficial requirement for the protection and benefit of all parties in interest and for the proper administration of the bankruptcy case. The Debtors, however, respectfully request the Court to waive the Insurance Guideline in these Bankruptcy Cases for the reasons stated herein.

7. The Debtors’ present casualty insurance policy provides a total of \$100 million in coverage on a replacement value basis at an annual premium in the amount of \$1.5 million (plus applicable Surplus Lines Tax). The present deductible for any casualty loss is \$1.0 million per incident for the property.

8. Working with their insurance broker to reduce these premiums, the Debtors discovered that increasing the policy deductibles would not yield any significant premium reduction due to minimum premiums needed and the return on capital. Similarly, simply reducing the amount of the coverage would not produce any significant savings either. The only alternative that would produce any significant premium savings was to reduce the coverage to \$50 million on an actual cash value basis rather than on a replacement value basis. While these changes would reduce the annual premium to \$1.0 million (plus applicable Surplus Lines Tax), a savings of \$500,000, the Debtors still would be responsible for paying this annual premium.<sup>2</sup>

9. In light of these quotations, the Debtors obtained input from their investment banker on the estimated value of the Debtors’ insurable property based on the current status of the sales process being conducted. Given the costs of maintaining either casualty insurance

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<sup>2</sup> Although the annual premium is being premium-financed by Bank Direct (see *Order Granting Motion of the Debtors to Approve Commercial Insurance Premium Finance and Security Agreement with BankDirect Capital Finance* [Dkt. # 405], the Debtors still have to pay the monthly premiums.

policy, the amount of the deductible, and the estimated value of the property to be insured, the Debtors concluded that under a cost-benefit analysis, having to pay property and casualty insurance premiums at the levels of either the present casualty insurance policy or the alternative policy was a luxury the Debtors could not afford.

10. The Debtors then approached the Agent for the DIP Lenders and the Lenders (collectively, “*Lenders*”)<sup>3</sup> to determine whether the Lenders would require the Debtors to continue to maintain casualty insurance on the collateral of the Lenders, either under the present policy or under the reduced coverage policy. The Lenders concurred with the conclusion reached by the Debtors, and agreed to waive the requirement that the Debtors maintain property and casualty insurance on their collateral.

11. The Debtors also participated in a conference call with the Committee and its counsel and financial advisor to discuss the casualty insurance issue and the Debtors’ proposal to cancel its property and casualty insurance on its property.

12. Further, the Debtors have communicated with the United States Trustee concerning the status of the Debtors’ current casualty insurance coverage, the options available to the Debtors in light of the Guidelines, and ultimately, the Debtors’ decision to file this Motion to seek relief from the Insurance Guideline. *See* OGRR-11, Sec. II., D.4.

13. In light of the cost-benefit analysis conducted by the Debtors in light of the estimated values of the property to be insured by a casualty insurance policy and the cost of available casualty insurance, it is the business judgment of the Debtors that the preferable course

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<sup>3</sup> As defined in that certain *Interim Order Pursuant to 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]*, as renewed and extended.

of action is to cancel the present casualty insurance policy. Because the Lenders also have consented to assume the primary risk of any casualty loss to their collateral, the Debtors believe the present circumstances warrant relief from the requirements of the Insurance Guideline. Further, by not having to pay the premiums for the property and casualty insurance coverage, the Debtors will reduce the amount of the DIP Loan required to be made by the amount of such premiums.

14. The Debtors, therefore, respectfully request the Court to waive the Insurance Guideline and permit the Debtors to continue in these Bankruptcy Cases without any casualty insurance coverage in place on their property.

**WHEREFORE**, the Debtors respectfully request the Court to enter an order waiving the requirement of Insurance Guideline and permitting the Debtors to not maintain a property and casualty insurance policy, and granting such other relief as may be necessary and appropriate.

Dated: May 1, 2015.

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 persons who are registered users of the CM/ECF System for the Bankruptcy Cases, as well as all persons and entities listed on the Shortened Service List approved by the Court in the Bankruptcy Cases.<sup>4</sup>

SO CERTIFIED, this the 1st day of May, 2015.

/s/ Stephen W. Rosenblatt  
STEPHEN W. ROSENBLATT

ButlerSnow 25734253

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<sup>4</sup> On January 26, 2015, the Court entered its *Order Approving Motion of the Debtors to Establish Limited Service List* [Dkt. # 425]. The "*Shortened Service List*" is those parties specified in that Order, as the Shortened Service List may be updated and amended from month to month.

## SHORTENED SERVICE LIST

ALSTON & BIRD LLP  
WILLIAM S. SUGDEN  
RE: INTEROCEANIC CORPORATION  
ONE ATLANTIC CENTER  
1201 W PEACHTREE STREET  
ATLANTA, GA 30309

ANDREW C. BURRELL, P.A.  
SHANE WHITFIELD, ESQ.  
RE: JERRY SHUMOCK  
750 EAST PASS ROAD  
GULFPORT, MS 39507

BALCH & BINGHAM LLP  
PAUL J. DELCAMBRE, JR  
RE: MISSISSIPPI POWER COMPANY  
1310 TWENTY-FIFTH AVE  
POST OFFICE BOX 130  
GULFPORT, MS 39502  
(ECF PARTY)

BALLARD SPAHR LLP  
TOBEY M DALUZ  
RE: DUPONT  
919 N MARKET STREET, 11TH FLOOR  
WILMINGTON, DE 19801

BENNETT LOTTERHOS SULSER & WILSON  
MARCUS M. WILSON  
RE: BCBSM/S  
PO BOX 98  
JACKSON, MS 39205-0098  
(ECF PARTY)

BROADBILL PARTNERS II, LP  
ATTN: STUW, LLC  
777 THIRD AVE.  
NEW YORK, NY 10009

BRUNINI GRANTHAM GROWER HEWES PLLC  
JAMES A. MCCULLOUGH II  
RE: HYDROVAC IND SERVICES  
PO DRAWER 119  
JACKSON, MS 39205  
(ECF PARTY)

BURR & FORMAN LLP  
MARC SOLOMON  
RE: COMMITTEE OF UNS CREDITORS  
420 NORTH 20TH STREET, SUITE 3400  
BIRMINGHAM, AL 35203

BUTLER SNOW LLP  
STEVE ROSENBLATT  
RE: MISSISSIPPI PHOSPHATES  
CORPORATION  
1020 HIGHLAND COLONY PKWY, STE 1400  
RIDGELAND, MS 39157  
(ECF PARTY)

ALSTON & BIRD LLP  
SUZANNE N. BOYD  
RE: INTEROCEANIC CORPORATION  
ONE ATLANTIC CENTER  
1201 W PEACHTREE STREET  
ATLANTA, GA 30309

BAKER DONELSON BEARMAN ET AL  
STERLING KIDD ESQ  
RE: CATERPILLAR FINANCIAL SERVICES  
CORP  
PO BOX 14167  
JACKSON, MS 39236  
(ECF PARTY)

BALCH & BINGHAM LLP  
MATTHEW W. MCDADE  
RE: MISSISSIPPI POWER COMPANY  
1310 TWENTY-FIFTH AVE  
POST OFFICE BOX 130  
GULFPORT, MS 39502  
(ECF PARTY)

BALLARD SPAHR LLP  
LESLIE C HEILMAN  
RE: DUPONT  
919 N MARKET STREET, 11TH FLOOR  
WILMINGTON, DE 19801  
(ECF PARTY)

BLANK ROME LLP  
ALAN LEE SMITH ESQ  
RE: INNOPHOS HOLDINGS INC  
130 N 18TH STREET  
PHILADELPHIA, PA 19103

BROADBILL PARTNERS LP  
ATTN NEIL SUBIN  
C/O BROADBILL INVESTMENT PARTNERS L  
20 WEST 22ND STREET SUITE 816  
NEW YORK, NY 10010

BRUNINI GRANTHAM GROWER HEWES PLLC  
JAMES A. MCCULLOUGH II  
RE: HYDROVAC IND SERVICES, BP ENERGY  
THE PINNACLE BUILDING  
190 EAST CAPITOL STREET, SUITE 100  
JACKSON, MS 39201  
(ECF PARTY)

BURR & FORMAN LLP  
BESS CRESWELL  
RE: COMMITTEE OF UNS CREDITORS  
RSA TOWER  
11 NORTH WATER STREET/SUITE 22200  
MOBILE, AL 36602

BUTLER SNOW LLP  
J. MITCHELL CARRINGTON II  
RE: MISSISSIPPI PHOSPHATES  
CORPORATION  
1020 HIGHLAND COLONY PKWY, STE 1400  
RIDGELAND, MS 39157  
(ECF PARTY)

ALSTON & BIRD LLP  
ALESSANDRA BACKUS  
RE: INTEROCEANIC CORPORATION  
ONE ATLANTIC CENTER  
1201 W PEACHTREE STREET  
ATLANTA, GA 30309

BAKER DONELSON BEARMAN ET AL  
ALAN LEE SMITH ESQ  
RE: C.E. MCCRAW  
4268 I-55 NORTH  
MEADOWBROOK OFFICE PARK  
JACKSON, MS 39211  
(ECF PARTY)

BALCH & BINGHAM LLP  
WILLIAM L SMITH  
RE: ROBERT E JONES  
188 EAST CAPITOL STREET, SUITE 1400  
JACKSON, MS 39201  
(ECF PARTY)

BENNETT LOTTERHOS SULSER & WILSON  
ANDREW R WILSON  
RE: BCBSM/S  
PO BOX 98  
JACKSON, MS 39205-0098  
(ECF PARTY)

BROADBILL PARTNERS II LP  
ATTN NEIL SUBIN  
C/O BROADBILL INVESTMENT PARTNERS L  
20 WEST 22ND STREET SUITE 816  
NEW YORK, NY 10010

BROADBILL PARTNERS, LP  
ATTN: STUW, LLC  
777 THIRD AVE.  
NEW YORK, NY 10009

BURR & FORMAN LLP  
KASEE SPARKS HEISTERHAGEN  
RE: COMMITTEE OF UNS CREDITORS  
RSA TOWER  
11 N WATER STREET; STE 22200  
MOBILE, AL 36602

BURR & FORMAN LLP  
DEREK MEEK  
RE: COMMITTEE OF UNS CREDITORS  
420 NORTH 20TH STREET, SUITE 3400  
BIRMINGHAM, AL 35203

BUTLER SNOW LLP  
CHRISTOPHER MADDUX  
RE: MISSISSIPPI PHOSPHATES  
CORPORATION  
1020 HIGHLAND COLONY PKWY, STE 1400  
RIDGELAND, MS 39157  
(ECF PARTY)

BUTLER SNOW LLP  
PAUL S. MURPHY  
RE: MISSISSIPPI PHOSPHATES  
CORPORATION  
1300 25TH AVENUE, STE 204  
GULFPORT, MS 39502  
(ECF PARTY)

BUTLER SNOW LLP  
THOMAS HEWITT  
RE: MISSISSIPPI PHOSPHATES  
CORPORATION  
1020 HIGHLAND COLONY PKWY, STE 1400  
RIDGELAND, MS 39157  
(ECF PARTY)

BYRD & WISER  
ROBERT A. BYRD  
RE: STUW LLC  
145 MAIN STREET  
BILOXI, MS 39530  
(ECF PARTY)

CAPSTONE ADVISORY GROUP, LLC  
EDWIN N ORDWAY JR  
104 WEST 40TH STREET  
16TH FLOOR  
NEW YORK, NY 10018

CATERPILLAR FINANCIAL SERVICES CORP  
P. O. BOX 730681  
DALLAS, TX 75373-0681

CITY OF MOSS POINT TAX COLLECTOR  
4320 MCINNIS AVENUE  
MOSS POINT, MS 39563

CITY OF PASCAGOULA  
CODE ENFORCEMENT  
4015 14TH STREET  
PASCAGOULA, MS 39567-1618

CITY OF PASCAGOULA  
CITY ATTORNEY  
603 WATTS AVENUE  
JACKSON, MS 39567-4220

COVINGTON & BURLING, LLP  
DIANNE F. COFFINO  
RE: OCP S.A.  
THE NEW YORK TIMES BUILDING  
620 EIGHTH AVENUE  
NEW YORK, NY 10018

DAVID N. USRY  
ASSISTANT UNITED STATES ATTORNEY  
501 EAST COURT STREET SUITE 4-430  
JACKSON, MS 39201  
(ECF PARTY)

DEAKLE, SHOLTIS & HAMIL, LLC  
JONATHAN E. SHOLTIS  
RE: JERRY DON SCUDDER JR.  
PO BOX 1031  
MOBILE, AL 36633  
(ECF PARTY)

DELOITTE (DTBA)  
JONATHAN J. NASH  
CHIEF RESTRUCTURING OFFICER  
400 W 15TH STREET, STE 1700  
AUSTIN, TX 78701

DOGAN & WILKINSON PLLC  
AMY LASSITTER ST. PE  
RE: CITY ELECTRIC SUPPLY COMPANY  
734 DELMAS AVENUE  
PO BOX 1618  
PASCAGOULA, MS 39567  
(ECF PARTY)

DUNBAR MONROE PA  
G. CLARK MONROE II  
RE: PREMIER CHEMICAL & SERVICES LLC  
270 TRACE COLONY PARK, STE A  
RIDGELAND, MS 39157  
(ECF PARTY)

DUNBAR MONROE, PA  
G. CLARK MONROE II  
RE: SHRIEVE CHEMICAL COMPANY  
270 TRACE COLONY PARK, SUITE A  
RIDGELAND, MS 39157  
(ECF PARTY)

FREEBORN & PETERS LLP  
DEVON J. EGGERT  
RE: WABASH POWER  
311 S WACKER DR, STE 3000  
CHICAGO, IL 60606

GIBBS, WHITWELL & TRAVIS PLLC  
WILLIAM LEE WATT  
RE: NICHOLAS INSULATION, RANGER  
ENVIRON  
1400 MEADOWBROOK ROAD, SUITE 100  
JACKSON, MS 39211  
(ECF PARTY)

GORE KILPATRICK & DAMBRINO PLLC  
ROGER ADAM KIRK  
RE: BROCK SERVICES LLC  
PO BOX 901  
GRENADA, MS 38901  
(ECF PARTY)

HAYNES AND BOONE LLP  
LENARD M. PARKINS  
RE: STUW LLC  
1221 MCKINNEY STREET, STE 2100  
HOUSTON, TX 77010  
(ECF PARTY)

HAYNES AND BOONE LLP  
KARL D. BURRER  
RE: STUW LLC  
1221 MCKINNEY STREET, STE 2100  
HOUSTON, TX 77010  
(ECF PARTY)

HELLER DRAPER PATRICK ET AL  
WILLIAM PATRICK  
RE: PHOSPHATE HOLDINGS INC  
650 POYDRAS STREET, STE 2500  
NEW ORLEANS, LA 70130  
(ECF PARTY)

HELLER DRAPER PATRICK ET AL  
DOUGLAS DRAPER  
RE: PHOSPHATE HOLDINGS INC  
650 POYDRAS STREET, STE 2500  
NEW ORLEANS, LA 70130  
(ECF PARTY)

HELLER DRAPER PATRICK ET AL  
HOVEY SLAYTON DABNEY, JR.  
RE: PHOSPHATE HOLDINGS INC  
650 POYDRAS STREET, STE 2500  
NEW ORLEANS, LA 70130  
(ECF PARTY)

HUDSON BAY CREDIT OPPORTUNITIES  
ATTN: STUW, LLC  
INTERMEDIATE FUND LTD.  
777 THIRD AVE.  
NEW YORK, NY 10009

HUDSON BAY FUND LP  
LENARD M PARKINS ESQ, HAYNES AND BO  
1221 MCKINNEY STREET, SUITE 2100  
HOUSTON, TX 77010  
(ECF PARTY)

HUDSON BAY FUND, LP  
ATTN: STUW, LLC  
777 THIRD AVE.  
NEW YORK, NY 10009

HUDSON BAY INTERMEDIATE FUND LTD  
LENARD M PARKINS ESQ, HAYNES AND BO  
1221 MCKINNEY STREET, SUITE 2100  
HOUSTON, TX 77010  
(ECF PARTY)

HUDSON BAY INTERMEDIATE FUND, LTD.  
ATTN: STUW, LLC  
777 THIRD AVE.  
NEW YORK, NY 10009

HUDSON BAY MASTER FUND LTD  
LENARD M PARKINS ESQ, HAYNES AND BO  
1221 MCKINNEY STREET, SUITE 2100  
HOUSTON, TX 77010  
(ECF PARTY)

HUDSON BAY MASTER FUND LTD  
ATTN: STUW, LLC  
777 THIRD AVE.  
NEW YORK, NY 10009



IFC ACQUISITION GROUP LLC  
ATTN: STUW, LLC  
777 THIRD AVE.  
NEW YORK, NY 10009

IFC ACQUISITION GROUP LLC  
ATTN NICK WALSH  
C/O WILFRID AUBREY LLC  
405 LEXINGTON AVENUE SUITE 3503  
NEW YORK, NY 10174

IRS  
C/O ASST. U. S. ATTORNEY  
1575 20TH AVENUE, 2ND FLOOR  
GULFPORT, MS 39501-2040

IRS  
C/O ASST. U. S. ATTORNEY  
501 E. COURT STREET, SUITE 4.430  
JACKSON, MS 39201-5025

IRS  
ALLISON CECILE CARROLL  
DEPT. OF JUSTICE, TAX DIV.  
PO BOX 14198  
WASHINGTON, DC 20004  
(ECF PARTY)

JACKSON CITY PORT AUTHORITY  
PO BOX 70  
PASCAGOULA, MS 39568-0070

JACKSON COUNTY CHANCERY COURT  
TERRY MILLER, CHANCERY CLERK  
PO BOX 998  
PASCAGOULA, MS 39568

JACKSON COUNTY ECONOMIC DEV.  
P. O. BOX 1558  
PASCAGOULA, MS 39568-1558

JACKSON COUNTY PORT AUTHORITY  
WILLIAM P. WESSLER  
1624 24TH AVENUE  
GULFPORT, MS 39501  
(ECF PARTY)

JOE TUCKER, TAX COLLECTOR  
JACKSON COUNTY  
P. O. BOX 998  
PASCAGOULA, MS 39568-0998

JOHN DEERE FINANCIAL  
P. O. BOX 650215  
DALLAS , TX 75265-0215

KELLEY DRYE & WARREN LLP  
JAMES S. CARR  
RE: BP ENERGY COMPANY  
101 PARK AVE.  
NEW YORK, NY 10178  
(ECF PARTY)

LAW OFFICES OF CRAIG M GENO, PLLC  
CRAIG M GENO  
RE: SPECIAL COUNSEL TO DEBTORS  
587 HIGHLAND COLONY PARKWAY  
RIDGELAND, MS 39157

LENTZ & LITTLE PA  
W JARRETT LITTLE  
RE: HC2 HOLDING INC  
PO BOX 927  
GULFPORT, MS 39502

LENTZ & LITTLE PA  
W J LITTLE JR  
RE: HC2 HOLDING INC  
PO BOX 927  
GULFPORT, MS 39502  
(ECF PARTY)

LISKOW & LEWIS  
CAREY L. MENASCO  
RE: PREMIER CHEMICAL & SERVICES LLC  
701 POYDRAS STREET, SUITE 5000  
NEW ORLEANS, LA 70139  
(ECF PARTY)

LISKOW & LEWIS  
CAREY L. MENASCO  
RE: SHRIEVE CHEMICAL  
ONE SHELL SQUARE  
701 POYDRAS STREET, SUITE 5000  
NEW ORLEANS, LA 70139  
(ECF PARTY)

LISKOW & LEWIS  
LACEY ELIZABETH ROCHESTER  
RE: SHRIEVE CHEMICAL  
701 POYDRAS STREET, SUITE 5000  
NEW ORLEANS, LA 70139  
(ECF PARTY)

LISKOW & LEWIS  
PHILIP K. JONES, JR.  
RE: SHRIEVE CHEMICAL  
701 POYDRAS STREET, SUITE 5000  
NEW ORLEANS, LA 70139  
(ECF PARTY)

LISKOW & LEWIS  
LACEY ELIZABETH ROCHESTER  
RE: PREMIER CHEMICAL & SERVICES LLC  
701 POYDRAS STREET, SUITE 5000  
NEW ORLEANS, LA 70139  
(ECF PARTY)

LLOYD I MILLER TRUST A-1  
ATTN ERIC W FANGMANN  
3300 S DIXIE HIGHWAY SUITE 1-365  
WEST PALM BEACH, FL 33405

LLOYD I MILLER TRUST A-1  
ATTN: STUW, LLC  
777 THIRD AVE.  
NEW YORK, NY 10009

LLOYD I MILLER TRUST A-2  
ATTN: STUW, LLC  
777 THIRD AVE.  
NEW YORK, NY 10009

LLOYD I MILLER TRUST A-2  
ATTN ERIC W FANGMANN  
3300 S DIXIE HIGHWAY SUITE 1-365  
WEST PALM BEACH, FL 33405

LMA SPC FOR AND ON BEHALF OF THE MA  
ATTN: STUW, LLC  
777 THIRD AVE.  
NEW YORK, NY 10009

LOCKE LORD LLP  
C DAVIN BOLDISSAR  
RE: BROCK SERVICES LLC  
601 POYDRAS STREET, STE 2660  
NEW ORLEANS, LA 70130-6036  
(ECF PARTY)

LOCKE LORD LLP  
STEVE BRYANT  
RE: BROCK SERVICES LLC  
2800 JPMORGAN CHASE TOWER  
600 TRAVIS  
HOUSTON, TX 77002

MCCRANEY MONTAGNET QUIN NOBLE PLLC  
DOUGLAS C NOBLE  
RE: INTEROCEANIC CORPORATION  
602 STEED ROAD, STE 200  
RIDGELAND, MS 39157  
(ECF PARTY)

MCDOWELL KNIGHT ROEDDER&SLEDGE LLC  
RICHARD GAAL  
RE: FLEXICREW STAFFING INC  
11 NORTH WATER STREET, STE 13290  
MOBILE, AL 36602  
(ECF PARTY)

MCDOWELL KNIGHT ROEDDER&SLEDGE LLC  
ROBERT B MCGINLEY JR  
RE: FLEXICREW STAFFING INC  
11 NORTH WATER STREET, STE 13290  
MOBILE, AL 36602  
(ECF PARTY)

MDEQ  
515 E. AMITE STREET  
JACKSON, MS 39201-2709

MDEQ AND COMMISSION  
C WELLS  
PO BOX 2261  
JACKSON, MS 39225-2261

MDEQ AND COMMISSION  
R FURRH  
PO BOX 2261  
JACKSON, MS 39225-2261  
(ECF PARTY)

MDEQ AND COMMISSION  
T LAMPTON  
PO BOX 2261  
JACKSON, MS 39225-2261  
(ECF PARTY)

MILAM HOWARD NICANDRI DEES & GILLAM  
MICHAEL T FACKLER ESQ  
RE: BASTECH LLC  
14 EAST BAY STREET  
JACKSONVILLE, FL 32202

MILFAM I LP  
ATTN ERIC W FANGMANN  
3300 S DIXIE HIGHWAY SUITE 1-365  
WEST PALM BEACH, FL 33405

MILFAM I LP  
ATTN: STUW, LLC  
777 THIRD AVE.  
NEW YORK, NY 10009

MILFAM II LP  
ATTN: STUW, LLC  
777 THIRD AVE.  
NEW YORK, NY 10009

MILFAM II LP  
ATTN ERIC W FANGMANN  
3300 S DIXIE HIGHWAY SUITE 1-365  
WEST PALM BEACH, FL 33405

MOTLEY RICE LLC  
JOSEPH F RICE  
RE: SPECIAL COUNSEL FOR DEBTORS  
38 BRIDGESIDE BLVD  
MT. PLEASANT, SC 29464

MS AND JACKSON COUNTY PORT  
P. O. BOX 720399  
JACKSON, MS 39272-0399

MS COURT COLLECTIONS  
26 EASTGATE DRIVE  
BRANDON, MS 39042

MS DEPARTMENT OF TRANS.  
401 NORTH WEST STREET  
JACKSON, MS 39201-1010

MS DEPT. OF ENVIR. QUALITY  
ATTN: JENNIFER PARISH  
P. O. BOX 2339  
JACKSON, MS 39225-2339

MS DEPT. OF REVENUE  
500 CLINTON CENTER DRIVE  
CLINTON, MS 39056-5673

MS SECRETARY OF STATE  
DELBERT HOSEMANN  
401 MISSISSIPPI STREET  
JACKSON, MS 39201-1004

MS STATE DEPT. OF HEALTH  
BUREAU OF PUBLIC WATER SUPPLY  
SUITE U-232  
P. O. BOX 1700  
JACKSON, MS 39215-1700

MS STATE HWY. DEPT.  
P. O. BOX 958  
JACKSON, MS 39205-0958

MS STATE TAX COMMISSION  
BANKRUPTCY SECTION  
P. O. BOX 22808  
JACKSON, MS 39225-2808

OFFICE OF THE UNITED STATES TRUSTEE  
501 EAST COURT STREET SUITE 6-430  
JACKSON, MS 39201  
(ECF PARTY)

OFFICE OF THE UNITED STATES TRUSTEE  
CHRISTOPHER J. STEISKAL, SR.  
501 EAST COURT STREET SUITE 6-430  
JACKSON, MS 39201  
(ECF PARTY)

PAUL WEISS RIFKIND ET AL  
BRIAN HERMANN  
RE: HC2 HOLDING INC  
1285 AVENUE OF THE AMERICAS  
NEW YORK, NY 10019-6064

PAUL WEISS RIFKIND ET AL  
JULIE MARTINELLI  
RE: HC2 HOLDING INC  
1285 AVENUE OF THE AMERICAS  
NEW YORK, NY 10019-6064

PAUL WEISS RIFKIND ET AL  
D MEYERS  
RE: HC2 HOLDING INC  
1285 AVENUE OF THE AMERICAS  
NEW YORK, NY 10019-6064

PHELPS DUNBAR LLP  
RICHARD MONTAGUE  
RE: TRAMMO INC FKA TRANSAMMONIA INC  
4270 I-55 NORTH  
PO BOX 16114  
JACKSON, MS 39225-6114  
(ECF PARTY)

PHELPS DUNBAR LLP  
JEROME C HAFTER  
RE: TRAMMO INC FKA TRANSAMMONIA INC  
4270 I-55 NORTH  
PO BOX 16114  
JACKSON, MS 39225-6114  
(ECF PARTY)

PHELPS DUNBAR LLP  
JIM O'MARA  
RE: TRAMMO INC FKA TRANSAMMONIA INC  
4270 I-55 NORTH  
PO BOX 16114  
JACKSON, MS 39225-6114  
(ECF PARTY)

PINE RIVER CREDIT RELATIVE VALUE MA  
ATTN: STUW, LLC  
777 THIRD AVE.  
NEW YORK, NY 10009

PINE RIVER DEERWOOD FUND, LTD.  
ATTN: STUW, LLC  
777 THIRD AVE.  
NEW YORK, NY 10009

PINE RIVER FIXED INCOME MASTER FUND  
ATTN: STUW, LLC  
777 THIRD AVE.  
NEW YORK, NY 10009

PINE RIVER MAP  
ATTN: STUW, LLC  
777 THIRD AVE.  
NEW YORK, NY 10009

PINE RIVER MASTER FUND LTD.  
ATTN: STUW, LLC  
777 THIRD AVE.  
NEW YORK, NY 10009

POLLAN DOBBS PLLC  
ROB LUNSFORD, CARTER DOBBS  
RE: GREGORY MCCLLOUD  
125 S CONGRESS STREET, SUITE 1208  
JACKSON, MS 39201

PREMIER CHEMICALS & SERVICES, LLC  
FRANCIS MAYER  
4856 REVERE AVENUE, SUITE A  
BATON ROUGE, LA 70808

RICOH USA INC  
OLIVIA MOODY  
RECOVERY & BANKRUPTCY GROUP  
3920 ARKWRIGHT ROAD, STE 400  
MACON, GA 31210

ROETZEL & ANDRESS LPA  
 PATRICIA B FUGÉE  
 RE: DRESSER-RAND  
 ONE SEAGATE, STE 1700  
 TOLEDO, OH 43604

SEC  
 C/O ASST. U. S. ATTORNEY  
 1575 20TH AVENUE, 2ND FLOOR  
 GULFPORT, MS 39501-2040

SEC  
 C/O ASST. U. S. ATTORNEY  
 501 E. COURT STREET, SUITE 4.430  
 JACKSON, MS 39201-5025

SHUMAKER, LOOP & KENDRICK, LLP  
 HUGO S. 'BRAD' DEBEAUBIEN  
 RE: CENTRAL MAINTENANCE & WELDING,  
 INC.  
 BANK OF AMERICA PLAZA  
 101 EAST KENNEDY BLVD., SUITE 2800  
 TAMPA, FL 33602

SILVER VOIT & THOMPSON  
 LAWRENCE B VOIT  
 RE: SPI/MOBILE PULLEY WORKS INC  
 ATTORNEYS AT LAW PC  
 4317-A MIDMOST DRIVE  
 MOBILE, AL 36609-5589  
 (ECF PARTY)

SILVER, VOIT & THOMPSON  
 LAWRENCE B VOIT  
 RE: NICHOLAS INSULATION, RANGER  
 ENVIRON  
 ATTORNEYS AT LAW, PC  
 4317-A MIDMOST DRIVE  
 MOBILE, AL 36609-5589  
 (ECF PARTY)

SIROTE & PERMUTT PC  
 STEPHEN B PORTERFIELD  
 RE: SHOOK & FLETCHER INSULATION CO  
 PO BOX 55727  
 2311 HIGHLAND AVENUE SOUTH  
 BIRMINGHAM, AL 35255-5727

STUW LLC AS ADMINISTRATIVE AGENT  
 LENARD M PARKINS ESQ  
 HAYNES AND BOONE LLP  
 1221 MCKINNEY STREET, SUITE 2100  
 HOUSTON, TX 77010  
 (ECF PARTY)

STUW LLC, AS ADMINISTRATIVE AGENT  
 TREVOR R. HOFFMAN  
 HAYNES AND BOONE, LLP  
 30 ROCKERFELLER PLAZA, 26TH FL  
 NEW YORK, NY 10112

STUW, LLC  
 ATTN: MARK SOLE  
 ATTN: STUW, LLC  
 777 THIRD AVE.  
 NEW YORK, NY 10009

U. S. DEPT. OF JUSTICE  
 KENNETH G. LONG  
 ENV. AND NATURAL RESOURCES DIV.  
 BEN FRANKLIN STATION P. O. BOX 7611  
 WASHINGTON, DC 20044-7611  
 (ECF PARTY)

U.S. SECURITIES AND EXCHANGE COM.  
 OFFICE OF REORGANIZATION  
 950 EAST PACES FERRY ROAD SUITE 900  
 ATLANTA, GA 30326-1382

U.S. SECURITIES AND EXCHANGE COM.  
 C/O ASST. U. S. ATTORNEY  
 501 E. COURT STREET, SUITE 4.430  
 JACKSON, MS 39201-5025

US DEPARTMENT OF JUSTICE  
 LLOYD H RANDOLPH ESQ  
 RE: UNITED STATES OF AMERICA  
 CIVIL DIVISION  
 1100 L STREET, NW ROOM 10032  
 WASHINGTON, DC 20005  
 (ECF PARTY)

US DEPARTMENT OF JUSTICE  
 KARL J FINGERHOOD  
 RE: US ENVIRONMENTAL PROTECTION  
 AGENCY  
 ENVIRONMENTAL ENFORCEMENT SECTION  
 PO BOX 7611  
 WASHINGTON, DC 20044-7611  
 (ECF PARTY)

US ENVIRONMENTAL PROTECTION AGENCY  
 C/O ASST. U. S. ATTORNEY  
 501 E. COURT STREET, SUITE 4.430  
 JACKSON, MS 39201-5025

US ENVIRONMENTAL PROTECTION AGENCY  
 ATTN: JOAN REDLEAF-RUBIN/REGION 4  
 SAM NUNN ATLANTA FEDERAL CENTER  
 61 FORSYTH STREET, SW  
 ATLANTA, GA 30303-8960

US FUSION  
 2324 S. COMMERCE AVE.  
 GONZALES, LA 70737

VIRTUS ANGELS FUND LP  
 ATTN STEVE GIDUMAL  
 C/O VIRTUS CAPITAL LP  
 14 WALL STREET 20TH FLOOR  
 NEW YORK, NY 10005

VIRTUS ANGELS FUND, LP  
 ATTN: STUW, LLC  
 777 THIRD AVE.  
 NEW YORK, NY 10009

VIRTUS CAPITAL LP  
 ATTN: STUW, LLC  
 777 THIRD AVE.  
 NEW YORK, NY 10009

VIRTUS CAPITAL LP  
 STEVE GIDUMAL  
 14 WALL STREET 20TH FLOOR  
 NEW YORK, NY 10005

VIRTUS DB RECOVERY LP  
 STEVE GIDUMAL  
 VIRTUS CAPITAL LP  
 14 WALL STREET 20TH FLOOR  
 NEW YORK, NY 10005

VIRTUS DB RECOVERY LP  
 ATTN: STUW, LLC  
 777 THIRD AVE.  
 NEW YORK, NY 10009

VIRTUS KG FUND LP  
 ATTN STEVE GIDUMAL  
 C/O VIRTUS CAPITAL LP  
 14 WALL STREET 20TH FLOOR  
 NEW YORK, NY 10005

VIRTUS KG FUND LP  
 ATTN: STUW, LLC  
 777 THIRD AVE.  
 NEW YORK, NY 10009

VIRTUS TK LLC  
 ATTN STEVE GIDUMAL  
 C/O VIRTUS CAPITAL LP  
 14 WALL STREET 20TH FLOOR  
 NEW YORK, NY 10005

VIRTUS TK LLC  
 ATTN: STUW, LLC  
 777 THIRD AVE.  
 NEW YORK, NY 10009

WALLACE, JORDAN, RATLIFF & BRANDT  
 THOMAS A. MCKNIGHT, JR.  
 RE: MCCAIN ENGINEERING CO., INC.  
 800 SHADES CREEK PARKWAY, SUITE 400  
 BIRMINGHAM, AL 35209

WATSON LEGAL PLLC  
 MICHAEL D WATSON JR  
 RE: INTERNATIONAL WELDING &  
 FABRICATION  
 PO BOX 964  
 PASCAGOULA, MS 39568  
 (ECF PARTY)

WHEELER & WHEELER, PLLC  
DAVID WHEELER  
RE: PHOSPHATE HOLDINGS INC  
PO BOX 265  
BILOXI, MS 39533  
(ECF PARTY)

WILFRID GLOBAL OPPORTUNITY FUND LP  
ATTN NICK WALSH  
C/O WILFRID AUBREY LLC  
405 LEXINGTON AVENUE SUITE 3503  
NEW YORK, NY 10174

WILFRID GLOBAL OPPORTUNITY FUND, LP  
ATTN: STUW, LLC  
777 THIRD AVE.  
NEW YORK, NY 10009

WILLIAM P WESSLER ATTORNEY AT LAW  
WILLIAM P WESSLER  
RE: BASTECH LLC  
1624 24TH AVENUE  
GULFPORT, MS 39501  
(ECF PARTY)

WYATT TARRANT & COMBS LLP  
J LAWSON HESTER  
RE: DUPONT  
4450 OLD CANTON ROAD, STE 210  
JACKSON, MS 39211  
(ECF PARTY)