

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

	X	
	:	
In re	:	
	:	Case No. 14-51667-KMS
MISSISSIPPI PHOSPHATES	:	Chapter 11
CORPORATION, <i>et al.</i> ¹	:	
Debtors	:	(Jointly Administered)
	:	
	:	<u>Objection Deadline:</u> July 29, 2015 at 4:00 p.m. (ET)
	:	<u>Hearing Date:</u> To Be Determined
	X	

**SECOND INTERIM AND FINAL FEE APPLICATION OF CAPSTONE ADVISORY
GROUP, LLC, FINANCIAL ADVISOR TO THE OFFICIAL COMMITTEE OF
UNSECURED CREDITORS, FOR ALLOWANCE OF COMPENSATION AND
REIMBURSEMENT OF EXPENSES FOR SERVICES RENDERED DURING THE
PERIOD FROM DECEMBER 16, 2014 THROUGH MAY 31, 2015**

Name of Applicant:	Capstone Advisory Group, LLC
Authorized to Provide Professional Services to:	Official Committee of Unsecured Creditors
Date of Retention:	February 24, 2015 <i>nunc pro tunc</i> to December 16, 2014
Period for which Interim Compensation and Reimbursement is sought:	March 1, 2015 through May 31, 2015
Amount of interim compensation sought as actual, reasonable and necessary:	\$40,786.00 ²
Amount of interim expense reimbursement sought as actual, reasonable and necessary:	\$96.68

¹ The Debtors in these chapter 11 cases, along with the individual Bankruptcy case numbers, are: 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).

² Pursuant to the *Application of the Official Committee of Unsecured Creditors for an Order Authorizing the Employment and Retention of Capstone Advisory Group LLC as Financial Advisor Nunc Pro Tunc to December 16, 2014*, for purposes of this engagement, in the event that Capstone’s total fees divided by actual hours charged (the “Blended Hourly Rate”) exceeds \$500 per hour, we will lower our fees by the amount the Blended Hourly rate exceeds \$500 per hour multiplied by the actual hours charged. In the Second Interim Period this resulted in a reduction of \$5307.00.

Period for which Final Compensation and reimbursement is sought: December 16, 2014 through May 31, 2015

Amount of final compensation sought as actual, reasonable and necessary: \$198,136.00³

Amount of final expense reimbursement sought as actual, reasonable and necessary: \$4,253.41

This is an: ___ monthly x interim x final application

³ Pursuant to the *Application of the Official Committee of Unsecured Creditors for an Order Authorizing the Employment and Retention of Capstone Advisory Group LLC as Financial Advisor Nunc Pro Tunc to December 16, 2014*, for purposes of this engagement, in the event that Capstone's total fees divided by actual hours charged (the "Blended Hourly Rate") exceeds \$500 per hour, we will lower our fees by the amount the Blended Hourly rate exceeds \$500 per hour multiplied by the actual hours charged. In the Final Fee Period this resulted in a reduction of \$8,328.00.

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

	X	
	:	
In re	:	
	:	Case No. 14-51667-KMS
MISSISSIPPI PHOSPHATES	:	Chapter 11
CORPORATION, <i>et al.</i> ⁴	:	
Debtors	:	(Jointly Administered)
	:	
	:	<u>Objection Deadline:</u> July. 28, 2015 at 4:00 p.m. (ET)
	:	<u>Hearing Date:</u> To Be Determined
	X	

**SECOND INTERIM AND FINAL FEE APPLICATION OF CAPSTONE ADVISORY
GROUP, LLC, FINANCIAL ADVISOR TO THE OFFICIAL COMMITTEE OF
UNSECURED CREDITORS, FOR ALLOWANCE OF COMPENSATION AND
REIMBURSEMENT OF EXPENSES FOR SERVICES RENDERED DURING THE
PERIOD FROM DECEMBER 16, 2014 THROUGH MAY 31, 2015**

Capstone Advisory Group, LLC together with its wholly-owned subsidiary Capstone Valuation Services, LLC (“CVS” and collectively, “Capstone”), financial advisor to the Official Committee of Unsecured Creditors (the “Committee”) of the above-captioned debtors and debtors-in-possession (collectively, the “Debtors”) submits this Second Interim and Final Fee Application (the “Application”) and requests an order authorizing and directing the payment of (i) compensation in the amount of \$40,786.00 for reasonable and necessary professional services rendered from March 1, 2015 through May 31, 2015 (the “Second Interim Period”); (ii) reimbursement for actual and necessary expenses incurred in the amount of \$96.68 during the *Second Interim Period*; (iii) compensation in the amount of \$198,136.00 for reasonable and necessary professional services rendered from December 16, 2014, through May 31, 2015 (the “Final Fee Period”); and (ii) reimbursement for actual and necessary expenses incurred in the

⁴ The Debtors in these chapter 11 cases, along with the individual Bankruptcy case numbers, are: 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).

amount of \$4,253.41 during the *Final Fee Period*. In support of this Application, Capstone respectfully states as follows:

JURISDICTION AND VENUE

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).

2. The statutory bases for the relief requested herein are Sections 330 and 331 of the Bankruptcy Code and Rule 2016 of the Federal Rules of Bankruptcy Procedure (the “Bankruptcy Rules”).

3. The relief requested is also made pursuant to the *Order Granting Application of the Official Committee of Unsecured Creditors for an Order Authorizing the Employment and Retention of Capstone Advisory Group, LLC as Financial Advisor Nunc Pro Tunc to December 16, 2014* [Dkt No. 528] (the “Employment Order”) and 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 No. 586] (the “Interim Fee Procedures Order”).

BACKGROUND

4. On October 27, 2014 (the “Petition Date”), Mississippi Phosphates Corporation (“MPC”), Ammonia Tank Subsidiary, Inc. (“ATS”) and Sulfuric Acid Tanks Subsidiary, Inc. (“STATS” and collectively with MPC and ATS, the “Debtors”) each filed voluntary petitions for relief under chapter 11 of the Bankruptcy Code in the U.S. Bankruptcy Court for the Southern

District of Mississippi (the “Court”). The Cases have been consolidated for procedural purposes only, and are jointly administered pursuant to Bankruptcy Rule 1015(b). See Dkt. No. 62.

5. Pursuant to §§ 1107(a) and 1108 of the Bankruptcy Code, the Debtor is authorized to operate its business and manage its property as debtor-in-possession. No trustee or examiner has been appointed in the Case.

6. On November 12, 2014, the Office of the United States Trustee for Region 5 appointed the Official Committee of Unsecured Creditors (the “Committee”) pursuant to section 1102 of the Bankruptcy Code. The Committee is currently comprised of the following members: (i) OCP, S.A., (ii) Trammo, Inc., (iii) Premier Chemicals & Services, LLC, (iv) Shrieve Chemical, (v) Central Maintenance & Welding, Inc., (vi) Mississippi Power Company and (vii) Hydrovac Industrial Services, Inc. See Dkt. # 161.

7. On November 14, 2014, the Committee selected Burr & Forman LLP to serve as its attorneys and on November 16, 2014 selected Capstone to serve as its financial advisor. On February 10, 2015 the Court entered an order authorizing the retention of Burr & Forman LLP and on February 24, 2015 the Court entered an order authorizing Capstone’s retention as financial advisor to the Committee *nunc pro tunc* to December 16, 2014.

8. The Employment Order provided that Capstone would be entitled to receive reasonable compensation and to receive reimbursement of actual, necessary expenses after notice and a hearing as contemplated by 11 U.S.C. § 330 and Rule 2016 of the Federal Rules of Bankruptcy Procedure, and any other applicable or related statutes and rules, and that any application for compensation and reimbursement for expenses filed by Capstone herein shall set forth the date of entry of all previous orders allowing compensation and expenses and the amounts so allowed.

FEE PROCEDURES ORDER

9. On March 13, 2015, this Court entered its Interim Fee Procedures Order. Pursuant to the Interim Fee Procedures Order, on or before the 20th of each month the Debtors will wire transfer into the Professionals Escrow Account, the amounts in the Approved Budget for the Professionals for the Debtors and the Committee. Each month, each professional will submit a copy of its statement of the Fees and Expenses for the previous month for which payment is sought (a “Monthly Statement”) to the Recipients. Each Recipient will have 10 business days after the submission of a Monthly Statement to review the Monthly Statement and object thereto (the “Objection Deadline”). Upon the expiration of the Objection Deadline: (i) if no Recipient objects, the Debtors, through the CRO, will notify the Escrow Agent of the authorization to pay 80% of the fees and 100 % of the expenses requested in the Monthly Statement or (ii) if an objection to the Monthly Statement has been filed, the objecting Recipient and the Professional shall confer in an attempt to reach an agreement regarding the correct payment to be made. If an agreement cannot be reached within 5 days of the Notice of Objection, the matter shall be scheduled for hearing before the Court.

10. Beginning with the three (3) month period ending May 31, 2015, and at three month intervals thereafter, each professional shall file with the Court 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 the requisite time period.

SUMMARY OF SERVICES RENDERED

11. Capstone is a financial advisory firm specializing in insolvency, restructuring, forensic accounting and related matters. Since being retained by the Committee, Capstone has rendered professional services to the Committee as requested and as necessary and appropriate in

furtherance of the interests of the unsecured creditors of the Debtors' estates. Capstone respectfully submits that the professional services that it rendered on behalf of the Committee were necessary and have directly benefited the creditor constituents represented by the Committee and have contributed to the effective administration of these cases.

12. Capstone submits that the fees applied for herein for professional services rendered in performing accounting and advisory services for the Committee in this proceeding are fair and reasonable in view of the time spent, the extent of work performed, the nature of the Debtors' capitalization structure and financial condition, and the results obtained.

13. This is the Second Application filed by Capstone in this bankruptcy case. Monthly Statements filed pursuant to the Interim Fee Procedures Order and covered under this Interim and Final Fee Application, are listed in Exhibit A. Pursuant to this Application, Capstone requests allowance of compensation in the amount of \$40,786.00 and reimbursement of expenses in the amount of \$96.68 in connection with the services provided during the *Second Interim Fee Period* and compensation in the amount of \$198,136.00 and reimbursement of expenses in the amount of \$4,253.41 in connection with the services provided during the *Final Fee Period*. Capstone's fees typically are based on the actual hours charged at Capstone's standard hourly rates, which are in effect when the services are rendered. As noted in the Application (Dkt No. 436), "These hourly rates are subject to periodic adjustment, ordinarily annually and effective January 1". As of January 1, 2015, the hourly rates for the professional staff increased. The rates can be found in Exhibit B: Fees by Professional. As discussed and agreed to with the Committee, for purposes of this engagement, in the event that our total fees divided by actual hours charged (the "Blended Hourly Rate") exceeds \$500/hour, we will discount our submitted fee applications by the amount the Blended Hourly Rate exceeds \$500/hour multiplied by the actual hours charged.

14. In accordance with Bankruptcy Rule 2016(b), Capstone has neither shared, nor agreed to share, (a) any compensation it has received or may receive with another party or person other than as permitted by § 504(b) of the Bankruptcy Code; and (b) has not received any compensation from the Committee or from any other source for the services performed and expenses incurred by Capstone on behalf of the Committee during the Fee Period.

15. Capstone expended an aggregate of 88.9 hours during the *Second Interim Period* and 403.6 hours during the *Final Fee Period*, substantially all of which was expended by the professional staff of Capstone. The work involved, and thus the time expended, was carefully assigned in light of the experience and expertise required for a particular task. A small staff was utilized to optimize efficiencies and avoid redundant efforts. The staff of the Debtors or their advisors was utilized where practical and prudent.

16. Capstone's approach is to utilize senior, experienced personnel and to encourage the Debtors to provide the staff-level support and analysis to minimize total cost. We believe that the compensation in this Application is based on the customary compensation charged by comparably skilled professionals in cases other than cases under Title 11.

17. Capstone's time records for the *Second Interim Period* and the *Final Fee Period* are annexed hereto as Exhibit D. These records include daily time logs describing the time spent by each Capstone professional and administrative-level person in these cases. A summary of the time expended during the *Second Interim Period* and the *Final Fee Period* by professional is annexed hereto as Exhibit B, while a summary of time expended by task code is annexed hereto as Exhibit C.

18. The general summary of the services rendered by Capstone during the *Final Fee Period* based on tasks and number of hours is set forth below.

Asset Acquisition/Disposition – Task Code 01

19. Time charged to this task code relates to review and analysis of the Debtors' asset sale process including analysis of the parties contacted, structure of proposed sales, and analysis of implied valuation metrics from proposed asset sales.

20. Capstone has expended 4.4 hours on this category for a fee of \$3,530.00.

Case Administration – Task Code 02

21. Time charged to this task code relates to analysis of work plans, review of various confidentiality agreements Capstone was required to execute in connection with these cases, and review of various case documents.

22. Capstone has expended 8.1 hours on this category for a fee of \$5,775.50.

Professional Retention/Fee Application Preparation – Task Code 05

23. Time charged to this task code relates to searches for potential conflicts, preparation of initial retention documents, preparation of monthly fee statements, and preparation of interim fee applications.

24. Capstone has expended 68.9 hours on this category for a fee of \$20,958.50.

Interaction/Meetings with Debtors/Counsel – Task Code 07

25. Time charged to this task code relates to preparation for (including drafting of questions and agendas) and participation in calls and meetings with the Debtors and/or Debtors' advisors including representatives of Deloitte, the Debtors' financial advisor, Sandler O'Neill, the Debtors' investment banker, and Butler Snow, the Debtors' bankruptcy counsel. In particular during the Fee Period, Capstone visited with the Debtors' facility in Pascagoula, MS as well as participated in a meeting with the Debtors, the Debtors' advisors, the Mississippi Department of

Environment Quality and the Environmental Protection Agency (the “EPA”) at the EPA’s Atlanta, GA offices.

26. Capstone has expended 60.4 hours on this category for a fee of \$36,380.50.

Interaction/Meetings with Creditors – Task Code 08

27. Time charged to this task code includes preparation for and participation in telephonic meetings with the Committee and Burr & Forman, counsel to the Committee. In particular, Capstone participated in numerous calls with the Committee and Burr & Forman related to the negotiation of proposed settlement between the Debtors, the Committee, and the Lenders currently before the Court (Dkt. No. 504) (the “Proposed Settlement”). Time charged to this task code also includes telephonic meetings with the representative of STUW LLC, administrative agent for the Debtors’ pre-petition and post-petition lenders (the “Lenders”) and the STUW, LLC’s counsel, Haynes & Boone. Time charged to this task code also includes meetings of the Committee and Burr & Forman to discuss a proposed settlement between various government parties, the Debtors and the secured creditors of the Debtors (the “Second Proposed Settlement”).

28. Capstone has expended 56.5 hours on this category for a fee of \$37,080.00.

Recovery/SubCon/Lien Analysis – Task Code 10

29. Time charged to this task code includes preparation of a value waterfall model, which calculates recoveries to the Debtors’ creditors under various valuation and claim amount scenarios. Capstone also prepared various analyses for the Committee and Burr & Forman analyzing potential causes of action available to the Debtors and evaluating the potential recoveries for the Debtors from these causes of action. Time charged to this task code includes review and analysis of various term sheets relating to the Proposed Settlement and the Second

Proposed Settlement. Capstone also analyzed potential recoveries for the Debtors related to the Business Economic Loss Claim relating to the Deepwater Horizon Incident (the “BP Claim”).

30. Capstone has expended 104.2 hours on this category for a fee of \$54,647.50.

Claim Analysis/Accounting – Task Code 11

31. Time charged to this task code relates to analysis of the financial impact of the Debtors motions related to health insurance runoff, 503(b)(9) claims, and lease rejections. Time charged to this task code also includes analysis of the Debtors’ potential environmental claims.

32. Capstone has expended 16.5 hours on this category for a fee of \$8,993.00.

Operating and Other Reports – Task Code 18

33. Time charged to this task code relates to preparation of reports and analyses provided to the Committee and/or Burr & Forman including reports on potential recoveries on account of the BP Claim, causes of action, updates on liquidity and the Debtors’ weekly cash projections, observations on the Debtors’ facilities, updates on the Debtors’ sale process, and recoveries for the Debtors’ creditors under various waterfall scenarios and assumptions.

34. Capstone has expended 43.6 hours on this category for a fee of \$20,911.50.

Cash Flow/Cash Management Liquidity – Task Code 19

35. Time charged to this task code relates to analysis of the Debtors’ weekly cash projections and variance reports. During the Fee Period, the Debtors issues several updated weekly cash projections, which we analyzed for changes and reasonableness. Our analyses of the weekly projections were included in various reports to the Committee and Burr & Forman.

36. Capstone has expended 41.0 hours on this category for a fee of \$18,187.50.

ACTUAL AND NECESSARY EXPENSES

37. Capstone incurred actual out-of-pocket expenses in connection with the rendition of the professional services to the Committee as summarized above, in the amount of \$96.68 for the *Second Interim Period* and \$4,253.41 for the *Final Fee Period*, for which Capstone respectfully requests reimbursement in full. A summary schedule of expenses for the *Second Interim Period* and *Final Fee Period* by category is annexed hereto as Exhibit E. An itemized schedule of expenses within each category, including description, incurred in connection with these cases and the amounts for which reimbursement is requested is annexed hereto as Exhibit F.

38. The disbursements and expenses were incurred in accordance with Capstone's normal practice of charging clients for expenses clearly related to and required by particular matters.

39. Capstone's billing rates do not include charges for photocopying, telephone and telecopier charges, computerized research, travel expenses, secretarial overtime, postage and certain other office services, because Capstone charges each of its clients only for the costs actually incurred related to performing services for such client. Capstone has endeavored to minimize these expenses to the fullest extent possible and does not consider such charges to constitute "overhead".

40. Consistent with the Guidelines, Capstone charges (a) \$.10 per page for in-house photocopying services, (b) the actual cost from the vendor for computerized charges, and (c) \$.10 per page for out-going facsimile transmissions, with no charge for incoming facsimiles. No such charges for photocopying or facsimile transmissions were incurred during the *Final Fee Period*.

41. Capstone's travel time policy is for professional personnel to travel outside of business hours when possible. Such time is not charged to a client unless productive work is

performed during the travel period. In this engagement, non-productive travel time is not being charged to the Debtors.

42. In providing a reimbursable service such as copying or telephone, Capstone does not make a profit on that service. In charging for a particular service, Capstone does not include in the amount for which reimbursement is sought the amortization of the cost of any investment, equipment or capital outlay. In seeking reimbursement for a service, which Capstone justifiably purchased or contracted for from a third party, Capstone requests reimbursement only for the amount billed to Capstone by such third party vendor and paid by Capstone to that vendor.

43. Capstone's policy with respect to word processing and document preparation and handling services provided by Capstone employees is to bill clients by the hour for such time, but only if the employees' time is clearly and exclusively devoted to work performed for that particular client, such as for the preparation, collation and binding of a report for a client. Such services are billed to the Debtors at a rate commensurate with that which would be charged by a third party provider such as a temporary employment agency. No such charges were incurred during the *Final Fee Period*.

44. As per the Guidelines and the Capstone Retention Order, Capstone has not requested reimbursement of expenses related to overhead charges, such as secretarial services.

SUMMARY

45. Capstone believes that this Application substantially complies with the Bankruptcy Rules and the Interim Fee Procedures Order. To the extent there has not been material compliance with any particular rule or guideline, Capstone respectfully requests a waiver or an opportunity to cure.

NOTICE AND NO PRIOR APPLICATION

46. Notice of this application has been given to (a) the Debtors; (b) counsel to the Debtors; (c) the Agent for the Pre-petition Lenders and the DIP Lenders (d) Counsel for the Agent; (e) counsel to the Committee; (f) the Office of the United States Trustee for Region 5; and (g) the Shortened Service List

47. This is Capstone's second application pursuant to sections 330 and 331 of the Bankruptcy Code for allowance of fees and reimbursement of expenses in this case. Capstone has made no prior or other application to this or any other Court for the relief requested herein.

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WHEREFORE, the Applicant respectfully requests that this Court enter an order, granting Capstone the following relief: (i) that the Application be approved, (ii) that Capstone be allowed fees as an administrative expense claim in the amount of \$40,786.00 for professional services rendered to and on behalf of the Committee during the *Second Interim Period*, (iii) that Capstone be allowed expenses as an administrative expense claim in the amount of \$96.68 for actual, reasonable, and necessary expenses incurred in connection with its services during the *Second Interim Period*, (iv) that Capstone be allowed fees as an administrative expense claim in the amount of \$198,136.00 for professional services rendered to and on behalf of the Committee during the *Final Fee Period*, (v) that Capstone be allowed expenses as an administrative expense claim in the amount of \$4,253.41 for actual, reasonable, and necessary expenses incurred in connection with its services during the *Final Fee Period* (vi) that Capstone be authorized to be paid from the Committee's Professional Fees Escrow Account the sum of \$202,455.09 as the amount of fees and expenses incurred for the *Final Fee Period* as soon as practicable after the entry of the Order Granting this Application, and (v) for the granting of such other and further relief as the Court may deem just and proper.

Date: July 7, 2015

Capstone Advisory Group, LLC

By 

Edwin N. Ordway Jr.
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/s/ Bess M. Parrish Creswell

Bess M. Parrish Creswell (*pro hac vice*)
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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. I further certify that the foregoing pleading was served on all persons and entities listed on the Shortened Service List approved by the Court in the Bankruptcy Cases.

Dated: July 8, 2015.

/s/ Bess M. Parrish Creswell

EXHIBIT A
SHORTENED SERVICE LIST

ALSTON & BIRD LLP
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G. CLARK MONROE II
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270 TRACE COLONY PARK, STE A
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DUNBARMONROE, PA
G. CLARK MONROE II
RE: SHRIEVE CHEMICAL COMPANY
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DEVON J. EGGERT
RE: WABASH POWER
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ROGER ADAM KIRK
RE: BROCK SERVICES LLC
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KARL D. BURRER
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LENARD M. PARKINS
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WILLIAM PATRICK
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W JARRETT LITTLE
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LENTZ & LITTLE PA
W J LITTLE JR
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LLOYD I MILLER TRUST A-1
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LLOYD I MILLER TRUST A-1
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LLOYD I MILLER TRUST A-2
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LLOYD I MILLER TRUST A-2
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ATTN: STUW, LLC
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LOCKE LORD LLP
STEVE BRYANT
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LOCKE LORD LLP
C DAVIN BOLDISSAR
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BRIAN HERMANN
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JULIE MARTINELLI
RE: HC2 HOLDING INC
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D MEYERS
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PINE RIVER CREDIT RELATIVE VALUE MA
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PINE RIVER DEERWOOD FUND, LTD.
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PINE RIVER FIXED INCOME MASTER FUND
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PINE RIVER MAP
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PINE RIVER MASTER FUND LTD.
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