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**
	)	

CERTIFICATE OF SERVICE
[Dkt ## 1453, 1459]

I, Thomas M. Hewitt, certify that on July 15, 2016, I caused to be served via United States Mail, postage prepaid, a true and correct copy of the *Notice of Objection to Claim* [Dkt. #1459], attached hereto as **Exhibit A** along with a copy of the respective *Objection to Claim* [Dkt. #1453] to each of the following:

See Exhibit B attached hereto.

Served electronically through the Court's ECF system on:

Ronald H. McAlpin
United States Trustee

THIS the 19th day of July 2016.

Respectfully submitted,

By: */s/Thomas M. Hewitt*
THOMAS M. HEWITT
Attorney for Debtor

[1] The chapter 11 cases of the following affiliated Debtors (the "***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. The chapter 11 bankruptcy case of Mississippi Phosphates Corporation is sometimes referred to herein as the "***Bankruptcy Case***."

OF COUNSEL:

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
Facsimile: (601) 985-4500
steve.rosenblatt@butlersnow.com
chris.maddux@butlersnow.com
paul.murphy@butlersnow.com
mitch.carrington@butlersnow.com
thomas.hewitt@butlersnow.com

Exhibit A

Form hn3kmslr (Rev. 12/15)

UNITED STATES BANKRUPTCY COURT
SOUTHERN DISTRICT OF MISSISSIPPI

IN RE:

Mississippi Phosphates Corporation **CASE NO. 14–51667–KMS**

DEBTOR. **CHAPTER 11**

NOTICE OF OBJECTION TO CLAIM

The Debtor has filed an Objection to your claim (Omnibus Objection filed (see exhibit A attached to objection)) (Dkt. # 1453) in this bankruptcy case.

Your claim may be reduced, modified, or eliminated. You should read these papers carefully and discuss them with your attorney, if you have one. If you do not want the Court to eliminate or change your claim, then on or before August 16, 2016 (Response Due Date) you or your lawyer must:

1. File with the Court a written response to the objection, explaining your position. Registered Users of the Electronic Case Filing (ECF) system should file any response using ECF. Non–registered users should file any response at:

   U.S. Bankruptcy Court
   Dan M. Russell, Jr. U.S. Courthouse
   2012 15th Street, Suite 244
   Gulfport, MS 39501

   If you mail your response to the Court for filing, you must mail it early enough so that the Court will receive it on or before the date stated above.

   You must also mail a copy to:

   Thomas M. Hewitt, Esq.
   1020 Highland Colony Pkwy, Ste. 1400
   Ridgeland, MS 39157

2. Attend the evidentiary hearing on the objection, scheduled to be held on August 31, 2016, at 09:00 AM, in the Bankruptcy Courtroom, 7th Floor, Dan M. Russell, Jr. U.S. Courthouse, 2012 15th Street, Gulfport, Mississippi. Testimony will be taken. Witnesses must appear.

If you or your attorney do not take these steps, the Court may decide that you do not oppose the objection to your claim. If no response is filed, the Court may consider said objection immediately after the Response Due Date. Please note that a corporation, partnership, trust, or other business entity, other than a sole proprietorship, may appear and act in Bankruptcy Court only through a licensed attorney.

Dated: July 15, 2016

Danny L. Miller, Clerk of Court
U.S. Bankruptcy Court
Dan M. Russell, Jr. U.S. Courthouse
2012 15th Street, Suite 244
Gulfport, MS 39501
228–563–1790

Courtroom Deputy
228–563–1797 (use to advise of settlement)
228–563–1841

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**
	)	

OMNIBUS OBJECTION OF MISSISSIPPI PHOSPHATES CORPORATION PURSUANT TO 11 U.S.C. § 502, FED. R. BANKR. P. 3007 AND 9014 AND MISS. BANKR. 3007-1 TO CERTAIN DUPLICATE CLAIMS

Mississippi Phosphates Corporation, the Debtor and debtor-in-possession herein (the "***Debtor***"), by and through its attorneys, file this *First Omnibus Objection of Mississippi Phosphates Corporation Pursuant to 11 U.S.C. § 502, Fed. R. Bankr. P. 3007 and 9014 and Miss. Bankr. L.R. 3007-1 to Certain Duplicate Claims* (the "***Objection***") and respectfully request that the Court enter an Order disallowing certain duplicate claims (the "***Duplicate Claims***") listed on **Exhibit A** as set forth herein. In support of the Objection, the Debtor respectfully states as follows:

JURISDICTION

1. This Court has jurisdiction over this matter pursuant to 28 U.S.C. §§ 157 and 1334. This is a core proceeding under 28 U.S.C. § 157(b)(2).

2. Venue is proper in this Court under 28 U.S.C. §§ 1408 and 1409.

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[1] The chapter 11 cases of the following affiliated Debtors (the "***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. The chapter 11 bankruptcy case of Mississippi Phosphates Corporation is sometimes referred to herein as the "***Bankruptcy Case***."

3. The Debtor files the Objection and requests the relief sought herein pursuant to 11 U.S.C. § 502, Rule 3007 and 9014 of the Federal Rules of Bankruptcy Procedure (the "***Bankruptcy Rules***"), and Miss. Bankr. L.R. 3007-1.

BACKGROUND

4. On October 27, 2014 (the "***Petition Date***"), the Debtor filed its voluntary petition for relief and thereby commenced the Bankruptcy Case under chapter 11, title 11 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 Debtor operated its business and managed its properties as debtor-in-possession.

5. An Official Committee of Unsecured Creditors was appointed by the United States Trustee in the Bankruptcy Case on November 12, 2014 [Dkt. # 161], and the Court approved the Committee's retention of Burr & Forman LLP as counsel for the Committee [Dkt. # 473].

6. The last day for creditors and parties-in-interest (the "***Claimants***"), with the exception of governmental units, to file claims or proofs of interest against the Debtors was February 24, 2015 (the "***Bar Date***"). The claims bar date for governmental units was April 25, 2015.

RELIEF REQUESTED

7. The Debtor seeks entry of an Order, pursuant to Section 502 of the Bankruptcy Code and Bankruptcy Rules 3007 and 9014, and Miss. Bankr. L.R. 3007-1, directing the disallowance and expungement of the Duplicate Claims of the Claimants as detailed herein.

8. As a result of its review, the Debtor has identified approximately twenty-four (24) Duplicate Claims that assert duplicate or multiple claims against the same Debtor asserting the same liability in the same amount. A Claimant is not entitled to multiple recoveries for a single liability against a single debtor, and it is entitled only to a single satisfaction, if at all, of any particular claim of liability against a debtor. By allowing the Claimants to assert their claims of liability under duplicate or multiple Proofs of Claim, the Debtors and their estates risk multiple recoveries by a Claimant for a single claim of liability against a Debtor. In order to confirm that the Claimants have only a single claim of liability, to clarify the claims register in these cases and to simplify the claims allowance and disallowance process, the Debtors seek to disallow any Duplicate Claims filed by a Claimant.

9. Set forth on **Exhibit A** is a list of the duplicate Proofs of Claim[2] that the Debtors have identified. For each creditor, the Duplicate Claims appear in the column labeled "Duplicate Claim Number." The claim number of the Claim to remain on file in the claims register (the "***Remaining Claim***") is set forth in the column labeled "Remaining Claim Number." Each Duplicate Claim asserts a basis for liability that is identical to and duplicative of that asserted in the proposed remaining Claim filed by such Claimant.

10. The Debtors (a) object to the Duplicate Claims listed on **Exhibit A** and (b) seek the entry of an Order disallowing and expunging the Duplicate Claims in their entirety, subject to the Debtors' further objections on any other grounds to the Claims listed under the column labeled "Remaining Claim Number."

---

[2] Pursuant to the Court's *Order Authorizing Debtors to Employ and Retain BMC Group, Inc. as Noticing and Claims Agent* [Dkt. # 257], the Debtors retained BMC Group, Inc. ("***BMC***") as the claims and noticing agent. Accordingly, BMC maintained the official claims register on behalf of the Clerk and BMC assigned the claims the BMC claim number referenced within this Objection.

11. To the extent that a Claim set forth in the column labeled "Remaining Claim Number" is not otherwise amended or superseded by a proof of claim later filed by the creditor, or subject to an objection set forth herein or subsequently filed by the Debtors, such Claim ultimately shall be allowed against the Debtor and in the case in which it was filed.

12. The disallowance of the Duplicate Claims will not prejudice the Claimants or their substantive rights or claims against the Debtors. The Proposed Order confirms that each Claimant retains a Claim that incorporates the entire liability asserted by the Claimant.

WHEREFORE, the Debtor respectfully requests that this Court enter an order disallowing and expunging the Duplicate Claims listed on **Exhibit A** in this Objection in their entirety, subject to the Debtor's further objections on any other grounds to such Remaining Claims.

[*The remainder of this page is left blank intentionally.*]

This, the 15th day of July 2016.

Respectfully submitted,

MISSISSIPPI PHOSPHATES CORPORATION

By: */s/ Thomas M. Hewitt*

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)
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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 and also was mailed by United States mail, postage paid, to the Claimants at the addresses listed in the Duplicate Claims.

SO CERTIFIED, this the 15th day of July 2016.

/s/ Thomas M. Hewitt
THOMAS M. HEWITT

Exhibit A

Duplicate Claims

Name of Claimant	Duplicate Claim Number	Remaining Claim Number	Grounds for Objection	Cross Reference to Page in Omnibus Objection
ACE AMERICAN INSURANCE COMPANY	243	224	Duplicate Claim	pp. 4-5
ACE PROPERTY AND CASUALTY INSURANCE COMPANY	245	221	Duplicate Claim	pp. 4-5
AT&T CORPORATION	116	94	Duplicate Claim	pp. 4-5
BELLSOUTH TELECOMMUNICATIONS, INC.	115	95	Duplicate Claim	pp. 4-5
CARTER, KEVIN	188	175	Duplicate Claim	pp. 4-5
COCHRAN, CAROL J	68	46	Duplicate Claim	pp. 4-5
COCHRAN, ROGER DUANE	74	43	Duplicate Claim	pp. 4-5
COLLINS, WELBORNE K	109	92	Duplicate Claim	pp. 4-5
EZELL SR, GREGORY	129	72	Duplicate Claim	pp. 4-5
GLEN MACHINE WORKS, INC.	167	137	Duplicate Claim	pp. 4-5
GUARDIA JR, ROBERT R	69	53	Duplicate Claim	pp. 4-5
HOLLAND, RONNIE	111	100	Duplicate Claim	pp. 4-5
HOLLAND, TIMOTHY	52	38	Duplicate Claim	pp. 4-5
LAFORCE, BURNIS	70	45	Duplicate Claim	pp. 4-5
LEMON, VICTOR L	108	93	Duplicate Claim	pp. 4-5
REDDIX, DERRICK D	241	231	Duplicate Claim	pp. 4-5
TAITE, CAROL F	153	146	Duplicate Claim	pp. 4-5

Name of Claimant	Duplicate Claim Number	Remaining Claim Number	Grounds for Objection	Cross Reference to Page in Omnibus Objection
TAYLOR, ARTHUR R	131	121	Duplicate Claim	pp. 4-5
TOLES, JUDY C	67	62	Duplicate Claim	pp. 4-5
TROCHESSETT, JAMES C	96	59	Duplicate Claim	pp. 4-5
WESTCHESTER FIRE INSURANCE COMPANY	244	218	Duplicate Claim	pp. 4-5
WHITLOW, SUZETTE	150	145	Duplicate Claim	pp. 4-5
WILSON, TIMOTHY E	107	91	Duplicate Claim	pp. 4-5
WOODCOCK, JAMES K	71	51	Duplicate Claim	pp. 4-5

B10 (Official Form 10) (04/13)

UNITED STATES BANKRUPTCY COURT		PROOF OF CLAIM
Name of Debtor: Mississippi Phosphates Corporation	Case Number: 14-51667	
NOTE: *Do not use this form to make a claim for an administrative expense that arises after the bankruptcy filing. You may file a request for payment of an administrative expense according to 11 U.S.C. § 503.*		
Name of Creditor (the person or other entity to whom the debtor owes money or property): ACE American Insurance Company		COURT USE ONLY
Name and address where notices should be sent: ACE American Insurance Company c/o Wendy M. Simkulak Duane Morris LLP, 30 S. 17th St., Philadelphia, PA 19103 Telephone number: (215) 979-1000 email: wmsimkulak@duanemorris.com		☐ Check this box if this claim amends a previously filed claim. Court Claim Number:_____ (*If known*) Filed on:_____
Name and address where payment should be sent (if different from above): Telephone number: email:		☐ Check this box if you are aware that anyone else has filed a proof of claim relating to this claim. Attach copy of statement giving particulars.

RECEIVED
FEB 23 2015
BMC GROUP

1. Amount of Claim as of Date Case Filed: $ See attached

If all or part of the claim is secured, complete item 4.

If all or part of the claim is entitled to priority, complete item 5.

☐ Check this box if the claim includes interest or other charges in addition to the principal amount of the claim. Attach a statement that itemizes interest or charges.

2. Basis for Claim: Insurance policies and related agreements (see attached)
(See instruction #2)

3. Last four digits of any number by which creditor identifies debtor:	3a. Debtor may have scheduled account as: (See instruction #3a)	3b. Uniform Claim Identifier (optional): (See instruction #3b)

4. Secured Claim (See instruction #4)
Check the appropriate box if the claim is secured by a lien on property or a right of setoff, attach required redacted documents, and provide the requested information.

Nature of property or right of setoff: ☐ Real Estate ☐ Motor Vehicle ☐ Other
Describe:

Value of Property: $_____

Annual Interest Rate _____% ☐ Fixed or ☐ Variable
(when case was filed)

Amount of arrearage and other charges, as of the time case was filed, included in secured claim, if any: $_____

Basis for perfection: _____

Amount of Secured Claim: $_____

Amount Unsecured: $_____

5. Amount of Claim Entitled to Priority under 11 U.S.C. § 507 (a). If any part of the claim falls into one of the following categories, check the box specifying the priority and state the amount.

☐ Domestic support obligations under 11 U.S.C. § 507 (a)(1)(A) or (a)(1)(B).

☐ Wages, salaries, or commissions (up to $12,475*) earned within 180 days before the case was filed or the debtor's business ceased, whichever is earlier – 11 U.S.C. § 507 (a)(4).

☐ Contributions to an employee benefit plan – 11 U.S.C. § 507 (a)(5).

☐ Up to $2,775* of deposits toward purchase, lease, or rental of property or services for personal, family, or household use – 11 U.S.C. § 507 (a)(7).

☐ Taxes or penalties owed to governmental units – 11 U.S.C. § 507 (a)(8).

☐ Other – Specify applicable paragraph of 11 U.S.C. § 507 (a)(__).

Amount entitled to priority: $_____

**Amounts are subject to adjustment on 4/01/16 and every 3 years thereafter with respect to cases commenced on or after the date of adju*

6. Credits. The amount of all payments on this claim has been credited for the purpose of making this proof of claim. (See instruction #

MISS PHOSPHATES
00243

7. Documents: Attached are redacted copies of any documents that support the claim, such as promissory notes, purchase orders, invoices, itemized statements of running accounts, contracts, judgments, mortgages, security agreements, or, in the case of a claim based on an open-end or revolving consumer credit agreement, a statement providing the information required by FRBP 3001(c)(3)(A). If the claim is secured, box 4 has been completed, and redacted copies of documents providing evidence of perfection of a security interest are attached. If the claim is secured by the debtor's principal residence, the Mortgage Proof of Claim Attachment is being filed with this claim. *(See instruction #7, and the definition of "redacted".)*

DO NOT SEND ORIGINAL DOCUMENTS. ATTACHED DOCUMENTS MAY BE DESTROYED AFTER SCANNING.

If the documents are not available, please explain:

8. Signature: (See instruction #8)

Check the appropriate box.

☐ I am the creditor. ☑ I am the creditor's authorized agent. ☐ I am the trustee, or the debtor, or their authorized agent. (See Bankruptcy Rule 3004.) ☐ I am a guarantor, surety, indorser, or other codebtor. (See Bankruptcy Rule 3005.)

I declare under penalty of perjury that the information provided in this claim is true and correct to the best of my knowledge, information, and reasonable belief.

Print Name: Darlene Schneider
Title: Senior Legal Assistant
Company: ACE Group
Address and telephone number (if different from notice address above):
436 Walnut Street, WA04K
Philadelphia, PA 19106

Telephone number: email:

Darlene Schneider (Signature) 2/17/15 (Date)

Penalty for presenting fraudulent claim: Fine of up to $500,000 or imprisonment for up to 5 years, or both. 18 U.S.C. §§ 152 and 3571.

INSTRUCTIONS FOR PROOF OF CLAIM FORM

The instructions and definitions below are general explanations of the law. In certain circumstances, such as bankruptcy cases not filed voluntarily by the debtor, exceptions to these general rules may apply.

Items to be completed in Proof of Claim form

Court, Name of Debtor, and Case Number:
Fill in the federal judicial district in which the bankruptcy case was filed (for example, Central District of California), the debtor's full name, and the case number. If the creditor received a notice of the case from the bankruptcy court, all of this information is at the top of the notice.

Creditor's Name and Address:
Fill in the name of the person or entity asserting a claim and the name and address of the person who should receive notices issued during the bankruptcy case. A separate space is provided for the payment address if it differs from the notice address. The creditor has a continuing obligation to keep the court informed of its current address. See Federal Rule of Bankruptcy Procedure (FRBP) 2002(g).

1. Amount of Claim as of Date Case Filed:
State the total amount owed to the creditor on the date of the bankruptcy filing. Follow the instructions concerning whether to complete items 4 and 5. Check the box if interest or other charges are included in the claim.

2. Basis for Claim:
State the type of debt or how it was incurred. Examples include goods sold, money loaned, services performed, personal injury/wrongful death, car loan, mortgage note, and credit card. If the claim is based on delivering health care goods or services, limit the disclosure of the goods or services so as to avoid embarrassment or the disclosure of confidential health care information. You may be required to provide additional disclosure if an interested party objects to the claim.

3. Last Four Digits of Any Number by Which Creditor Identifies Debtor:
State only the last four digits of the debtor's account or other number used by the creditor to identify the debtor.

3a. Debtor May Have Scheduled Account As:
Report a change in the creditor's name, a transferred claim, or any other information that clarifies a difference between this proof of claim and the claim as scheduled by the debtor.

3b. Uniform Claim Identifier:
If you use a uniform claim identifier, you may report it here. A uniform claim identifier is an optional 24-character identifier that certain large creditors use to facilitate electronic payment in chapter 13 cases.

4. Secured Claim:
Check whether the claim is fully or partially secured. Skip this section if the claim is entirely unsecured. (See Definitions.) If the claim is secured, check the box for the nature and value of property that secures the claim, attach copies of lien documentation, and state, as of the date of the bankruptcy filing, the annual interest rate (and whether it is fixed or variable), and the amount past due on the claim.

5. Amount of Claim Entitled to Priority Under 11 U.S.C. § 507 (a).
If any portion of the claim falls into any category shown, check the appropriate box(es) and state the amount entitled to priority. (See Definitions.) A claim may be partly priority and partly non-priority. For example, in some of the categories, the law limits the amount entitled to priority.

6. Credits:
An authorized signature on this proof of claim serves as an acknowledgment that when calculating the amount of the claim, the creditor gave the debtor credit for any payments received toward the debt.

7. Documents:
Attach redacted copies of any documents that show the debt exists and a lien secures the debt. You must also attach copies of documents that evidence perfection of any security interest and documents required by FRBP 3001(c) for claims based on an open-end or revolving consumer credit agreement or secured by a security interest in the debtor's principal residence. You may also attach a summary in addition to the documents themselves. FRBP 3001(c) and (d). If the claim is based on delivering health care goods or services, limit disclosing confidential health care information. Do not send original documents, as attachments may be destroyed after scanning.

8. Date and Signature:
The individual completing this proof of claim must sign and date it. FRBP 9011. If the claim is filed electronically, FRBP 5005(a)(2) authorizes courts to establish local rules specifying what constitutes a signature. If you sign this form, you declare under penalty of perjury that the information provided is true and correct to the best of your knowledge, information, and reasonable belief. Your signature is also a certification that the claim meets the requirements of FRBP 9011(b). Whether the claim is filed electronically or in person, if your name is on the signature line, you are responsible for the declaration. Print the name and title, if any, of the creditor or other person authorized to file this claim. State the filer's address and telephone number if it differs from the address given on the top of the form for purposes of receiving notices. If the claim is filed by an authorized agent, provide both the name of the individual filing the claim and the name of the agent. If the authorized agent is a servicer, identify the corporate servicer as the company. Criminal penalties apply for making a false statement on a proof of claim.

ADDENDUM TO PROOF OF CLAIM OF
ACE AMERICAN INSURANCE COMPANY

1. This Addendum is attached to and a part of the proof of claim (the "Proof of Claim") filed by ACE American Insurance Company ("Claimant" and together with its affiliates, the "ACE Companies") against Mississippi Phosphates Corporation and the other entities set forth on Exhibit "A" attached hereto (collectively, the "Debtors") in their respective bankruptcy cases. As the documents supporting this claim are voluminous and contain confidential information, they are not attached to Claimant's Proof of Claim. Copies of the documents referenced herein are or should be, upon information and belief, in the possession of the Debtors, and Claimant will provide copies of such documents to other parties upon request provided that appropriate steps can be taken to ensure their confidentiality, as necessary or appropriate.

2. On October 27, 2014 (the "Petition Date"), the Debtors filed their respective voluntary petitions for bankruptcy relief under chapter 11 of title 11 of the United States Code (the "Bankruptcy Code") in the United States Bankruptcy Court for the Southern District of Mississippi (the "Court").

3. Prior to the Petition Date, the ACE Companies issued certain insurance policies (as renewed, amended, modified, endorsed or supplemented from time to time, collectively, the "Policies") to certain Debtors as named insureds.

4. Pursuant to the Policies and any agreements related thereto (collectively, the "ACE Insurance Program"), the ACE Companies provide, *inter alia*, certain property, commercial, casualty, umbrella excess, professional risk, D&O and certain other insurance for specified policy periods subject to certain limits, deductibles, retentions, exclusions, terms and conditions, as more particularly described therein; and the insureds, including one or more of the Debtors, are required to pay to the ACE Companies certain amounts including, but not limited to,

insurance premiums (including audit premiums), deductibles, funded deductibles, expenses, taxes, assessments and surcharges, as more particularly described in the ACE Insurance Program (the "Obligations").

5. To the extent that a Debtor is an insured under the ACE Insurance Program and has in the past or the present received, or in the future receives, any benefit under the ACE Insurance Program related to any claim made by or related to such Debtor under the ACE Insurance Program, including but not limited to any payment by any of the ACE Companies to or on behalf of the Debtor with respect to a claim made under the ACE Insurance Program, then the Debtor is jointly and severally liable with other insureds for the Obligations arising with respect to such claim under the ACE Insurance Program.

6. As of the date hereof, the Debtors are liable to the ACE Companies in a contingent and unliquidated amount (the "Claim") for the Obligations. The Claim is currently contingent, unliquidated and subject to further and future adjustments and estimations by the Claimant, from time to time, in accordance with the terms of the ACE Insurance Program including, without limitation, additional amounts that may become due for premium, deductibles, expenses, taxes, assessments and surcharges.

7. The Claim is evidenced by the ACE Insurance Program, including, without limitation, those Policies listed on Exhibit "B" hereto.

8. A portion of the Claim is or may be entitled to administrative expense priority under 11 U.S.C. §§ 503(b) and 507(a)(2).

9. The Claim may be secured by letters of credit, cash collateral, paid loss deposit funds, or other amounts.

10. The Claimant reserves and preserves the right: (a) to file and seek payment of additional claims for (i) administrative expenses, (ii) attorneys' fees and costs, and (iii) cure amounts or rejection damages; (b) to estimate contingent claims and assert additional claims if contingent claims are estimated or liquidated; and (c) to assert any other claims the Claimant may have against the Debtors relating to or incidental to the Obligations and the documents referenced herein. The Claimant reserves and preserves all rights to assert any and all defense, setoff and/or recoupment against the Debtors. The Claimant reserves the right to amend and/or further supplement this Proof of Claim.

11. The filing of this Proof of Claim is not intended, and should not be construed as (a) an election of remedies; (b) a waiver of any past, present or future default or event of default; (c) a waiver or limitation of the Claimant's rights or defenses; (d) a waiver of the Claimant's claims against the Debtors or any of the Debtors' subsidiaries or affiliates; (e) a waiver of the Claimant's right to draw on any collateral or security; (f) a waiver of the Claimant's claims against any other parties liable to it (whether under the ACE Insurance Program or otherwise); (g) a determination as to coverage or entitlements to benefits as to coverage under the ACE Insurance Program; or (h) a waiver of the ACE Companies' rights under the ACE Insurance Program, including the right to require arbitration.

12. All notices to the Claimant relating to this Proof of Claim should be sent to the Claimant as follows:

c/o ACE USA
436 Walnut Street
Philadelphia, PA 19106
Attention: Collateral Manager

With a copy to counsel for the Claimant:

Wendy M. Simkulak, Esquire

DUANE MORRIS LLP
30 S. 17th Street
Philadelphia, PA 19103

13. This Proof of Claim is filed as a separate claim from other claims that may be filed by or on behalf of the Claimant or any of its affiliates against the Debtors, and does not replace or supersede such other claims.

EXHIBIT A

DEBTOR NAMES

	Debtor Name	Case No.
1.	Mississippi Phosphates Corporation	14-51667
2.	Ammonia Tank Subsidiary, Inc.	14-51668
3.	Sulfuric Acid Tanks Subsidiary, Inc.	14-51671

EXHIBIT B

The ACE Companies' Claim is evidenced by, without limitation, the Policies, and includes, without limitation, the following and all other documents, instruments, agreements or policies, and any and all endorsements, addenda, amendments, renewals, supplements and modifications to any of the following:

Policies include, but are not limited to:

Policy Number	Policy Period	Insurer	Type of Coverage
D36883194	12/22/2011 – 12/22/2012	ACE American Insurance Company	Commercial
D36883194	12/22/2010 – 12/22/2011	ACE American Insurance Company	Casualty
D36883194	12/22/2009 – 12/22/2010	ACE American Insurance Company	Casualty
D36883194	12/22/2008 – 12/22/2009	ACE American Insurance Company	Casualty
D36883194	12/22/2007 – 12/22/2008	ACE American Insurance Company	Casualty
D36883194	12/22/2006 – 12/22/2007	ACE American Insurance Company	Casualty
D36883194	12/22/2005 – 12/22/2006	ACE American Insurance Company	Casualty
G23889237	12/22/2007 – 12/22/2008	ACE Property and Casualty Insurance Company	Umbrella Excess
G24650005	12/22/2008 – 12/22/2009	ACE American Insurance Company	Umbrella Excess
G24903849	12/22/2009 – 12/22/2010	ACE American Insurance Company	Umbrella Excess
N00862101	12/22/2004 – 6/22/2006	ACE American Insurance Company	Property
PHF100250	12/22/2004 – 12/22/2005	ACE American Insurance Company	Casualty
D38275616	12/22/2014 – 12/22/2015	ACE American Insurance Company	Commercial
D38275616	12/22/2013 – 12/22/2014	ACE American Insurance Company	Commercial
D38275616	12/22/2012 – 12/22/2013	ACE American Insurance Company	Commercial
G21652015 005	12/22/2008 – 12/22/2009	ACE American Insurance Company	Professional Risk
G21652015 004	12/22/2007 – 12/22/2008	ACE American Insurance Company	Professional Risk
G21652015 003	12/22/2006 – 12/22/2007	ACE American Insurance Company	Professional Risk
G21652015 002	12/21/2005 – 12/22/2006	ACE American Insurance Company	Professional Risk
G21652015 001	12/21/2004 – 12/21/2005	ACE American Insurance Company	Professional Risk
G21652052 005	12/22/2008 – 12/22/2009	Westchester Fire Insurance Company	D&O
G21652052 004	12/22/2007 – 12/22/2008	Westchester Fire Insurance Company	D&O
G21652052 003	12/22/2006 – 12/22/2007	Westchester Fire Insurance Company	D&O
G21652052 002	12/21/2005 – 12/22/2006	ACE American Insurance Company	D&O
G21652052 001	12/21/2004 – 12/21/2005	ACE American Insurance Company	D&O
G23572771	12/22/2005 – 12/22/2006	ACE American Insurance Company	Umbrella Excess
G23871014	12/22/2006 – 12/22/2007	ACE American Insurance Company	Umbrella Excess
G25008108	12/22/2009 – 12/22/2010	Westchester Fire Insurance Company	Professional Risk

Reservation of Rights

The brief summary of the Policies contained herein is for descriptive purposes only and is not intended to be binding on the ACE Companies or constitute their position with respect to the proper interpretation and meaning thereof. For a complete and accurate explanation of the terms and conditions of the Policies, reference should be made to the actual Policies.

Southern District of Mississippi
Claims Register

14-51667-KMS Mississippi Phosphates Corporation

Judge: Katharine M. Samson
Office: Gulfport-6 Divisional Office
Trustee:

Chapter: 11
Last Date to file claims: 02/24/2015
Last Date to file (Govt): 04/25/2015

Creditor: (3903948) ACE American Insurance Company c/o Wendy M. Simkulak Duane Morris, LLP 30 S. 17th St. Philadelphia, PA 19103	**Claim No: 132** *Original Filed Date:* 02/20/2015 *Original Entered Date:* 02/20/2015	*Status:* *Filed by:* CR *Entered by:* Sheryl W. Bey *Modified:*

No amounts claimed

History:

Details	132-1	02/20/2015	Claim #132 filed by ACE American Insurance Company, Amount claimed: (Bey, Sheryl)

Description:
Remarks: (132-1) The claim may be secured by letters of credit, cash collateral, paid loss deposit funds or other amounts.

Claims Register Summary

Case Name: Mississippi Phosphates Corporation
Case Number: 14-51667-KMS
Chapter: 11
Date Filed: 10/27/2014
Total Number Of Claims: 1
No Amounts Claimed

B10 (Official Form 10) (04/13)

UNITED STATES BANKRUPTCY COURT		PROOF OF CLAIM
Name of Debtor: Mississippi Phosphates Corporation	Case Number: 14-51667	
NOTE: *Do not use this form to make a claim for an administrative expense that arises after the bankruptcy filing. You may file a request for payment of an administrative expense according to 11 U.S.C. § 503.*		
Name of Creditor (the person or other entity to whom the debtor owes money or property): ACE American Insurance Company		COURT USE ONLY
Name and address where notices should be sent: ACE American Insurance Company c/o Wendy M. Simkulak Duane Morris LLP, 30 S. 17th St., Philadelphia, PA 19103 Telephone number: (215) 979-1000 email: wmsimkulak@duanemorris.com		☐ Check this box if this claim amends a previously filed claim. Court Claim Number:_____ (*If known*) Filed on:_____
Name and address where payment should be sent (if different from above): Telephone number: email:		☐ Check this box if you are aware that anyone else has filed a proof of claim relating to this claim. Attach copy of statement giving particulars.

RECEIVED
FEB 20 2015
BMC GROUP

1. Amount of Claim as of Date Case Filed: $ See attached

If all or part of the claim is secured, complete item 4.

If all or part of the claim is entitled to priority, complete item 5.

☐ Check this box if the claim includes interest or other charges in addition to the principal amount of the claim. Attach a statement that itemizes interest or charges.

2. Basis for Claim: Insurance policies and related agreements (see attached)
(See instruction #2)

3. Last four digits of any number by which creditor identifies debtor:	3a. Debtor may have scheduled account as: (See instruction #3a)	3b. Uniform Claim Identifier (optional): (See instruction #3b)

4. Secured Claim (See instruction #4)
Check the appropriate box if the claim is secured by a lien on property or a right of setoff, attach required redacted documents, and provide the requested information.

Nature of property or right of setoff: ☐ Real Estate ☐ Motor Vehicle ☐ Other
Describe:

Value of Property: $_____

Annual Interest Rate _____% ☐ Fixed or ☐ Variable
(when case was filed)

Amount of arrearage and other charges, as of the time case was filed, included in secured claim, if any: $_____

Basis for perfection: _____

Amount of Secured Claim: $_____

Amount Unsecured: $_____

5. Amount of Claim Entitled to Priority under 11 U.S.C. § 507 (a). If any part of the claim falls into one of the following categories, check the box specifying the priority and state the amount.

☐ Domestic support obligations under 11 U.S.C. § 507 (a)(1)(A) or (a)(1)(B).

☐ Wages, salaries, or commissions (up to $12,475*) earned within 180 days before the case was filed or the debtor's business ceased, whichever is earlier – 11 U.S.C. § 507 (a)(4).

☐ Contributions to an employee benefit plan – 11 U.S.C. § 507 (a)(5).

☐ Up to $2,775* of deposits toward purchase, lease, or rental of property or services for personal, family, or household use – 11 U.S.C. § 507 (a)(7).

☐ Taxes or penalties owed to governmental units – 11 U.S.C. § 507 (a)(8).

☐ Other – Specify applicable paragraph of 11 U.S.C. § 507 (a)(__).

Amount entitled to priority:
$_____

**Amounts are subject to adjustment on 4/01/16 and every 3 years thereafter with respect to cases commenced on or after the da.*

MISS PHOSPHATES
00224

6. Credits. The amount of all payments on this claim has been credited for the purpose of making this proof of claim. (See instruction #6)

7. Documents: Attached are **redacted** copies of any documents that support the claim, such as promissory notes, purchase orders, invoices, itemized statements of running accounts, contracts, judgments, mortgages, security agreements, or, in the case of a claim based on an open-end or revolving consumer credit agreement, a statement providing the information required by FRBP 3001(c)(3)(A). If the claim is secured, box 4 has been completed, and **redacted** copies of documents providing evidence of perfection of a security interest are attached. If the claim is secured by the debtor's principal residence, the Mortgage Proof of Claim Attachment is being filed with this claim. *(See instruction #7, and the definition of "redacted".)*

DO NOT SEND ORIGINAL DOCUMENTS. ATTACHED DOCUMENTS MAY BE DESTROYED AFTER SCANNING.

If the documents are not available, please explain:

8. Signature: (See instruction #8)

Check the appropriate box.

☐ I am the creditor. ☑ I am the creditor's authorized agent. ☐ I am the trustee, or the debtor, or their authorized agent. (See Bankruptcy Rule 3004.) ☐ I am a guarantor, surety, indorser, or other codebtor. (See Bankruptcy Rule 3005.)

I declare under penalty of perjury that the information provided in this claim is true and correct to the best of my knowledge, information, and reasonable belief.

Print Name: Darlene Schneider
Title: Senior Legal Assistant
Company: ACE Group
Address and telephone number (if different from notice address above):
436 Walnut Street, WA04K
Philadelphia, PA 19106

Telephone number: email:

Darlene Schneider 2/17/15
(Signature) (Date)

Penalty for presenting fraudulent claim: Fine of up to $500,000 or imprisonment for up to 5 years, or both. 18 U.S.C. §§ 152 and 3571.

INSTRUCTIONS FOR PROOF OF CLAIM FORM

The instructions and definitions below are general explanations of the law. In certain circumstances, such as bankruptcy cases not filed voluntarily by the debtor, exceptions to these general rules may apply.

Items to be completed in Proof of Claim form

Court, Name of Debtor, and Case Number:
Fill in the federal judicial district in which the bankruptcy case was filed (for example, Central District of California), the debtor's full name, and the case number. If the creditor received a notice of the case from the bankruptcy court, all of this information is at the top of the notice.

Creditor's Name and Address:
Fill in the name of the person or entity asserting a claim and the name and address of the person who should receive notices issued during the bankruptcy case. A separate space is provided for the payment address if it differs from the notice address. The creditor has a continuing obligation to keep the court informed of its current address. See Federal Rule of Bankruptcy Procedure (FRBP) 2002(g).

1. Amount of Claim as of Date Case Filed:
State the total amount owed to the creditor on the date of the bankruptcy filing. Follow the instructions concerning whether to complete items 4 and 5. Check the box if interest or other charges are included in the claim.

2. Basis for Claim:
State the type of debt or how it was incurred. Examples include goods sold, money loaned, services performed, personal injury/wrongful death, car loan, mortgage note, and credit card. If the claim is based on delivering health care goods or services, limit the disclosure of the goods or services so as to avoid embarrassment or the disclosure of confidential health care information. You may be required to provide additional disclosure if an interested party objects to the claim.

3. Last Four Digits of Any Number by Which Creditor Identifies Debtor:
State only the last four digits of the debtor's account or other number used by the creditor to identify the debtor.

3a. Debtor May Have Scheduled Account As:
Report a change in the creditor's name, a transferred claim, or any other information that clarifies a difference between this proof of claim and the claim as scheduled by the debtor.

3b. Uniform Claim Identifier:
If you use a uniform claim identifier, you may report it here. A uniform claim identifier is an optional 24-character identifier that certain large creditors use to facilitate electronic payment in chapter 13 cases.

4. Secured Claim:
Check whether the claim is fully or partially secured. Skip this section if the claim is entirely unsecured. (See Definitions.) If the claim is secured, check the box for the nature and value of property that secures the claim, attach copies of lien documentation, and state, as of the date of the bankruptcy filing, the annual interest rate (and whether it is fixed or variable), and the amount past due on the claim.

5. Amount of Claim Entitled to Priority Under 11 U.S.C. § 507 (a).
If any portion of the claim falls into any category shown, check the appropriate box(es) and state the amount entitled to priority. (See Definitions.) A claim may be partly priority and partly non-priority. For example, in some of the categories, the law limits the amount entitled to priority.

6. Credits:
An authorized signature on this proof of claim serves as an acknowledgment that when calculating the amount of the claim, the creditor gave the debtor credit for any payments received toward the debt.

7. Documents:
Attach redacted copies of any documents that show the debt exists and a lien secures the debt. You must also attach copies of documents that evidence perfection of any security interest and documents required by FRBP 3001(c) for claims based on an open-end or revolving consumer credit agreement or secured by a security interest in the debtor's principal residence. You may also attach a summary in addition to the documents themselves. FRBP 3001(c) and (d). If the claim is based on delivering health care goods or services, limit disclosing confidential health care information. Do not send original documents, as attachments may be destroyed after scanning.

8. Date and Signature:
The individual completing this proof of claim must sign and date it. FRBP 9011. If the claim is filed electronically, FRBP 5005(a)(2) authorizes courts to establish local rules specifying what constitutes a signature. If you sign this form, you declare under penalty of perjury that the information provided is true and correct to the best of your knowledge, information, and reasonable belief. Your signature is also a certification that the claim meets the requirements of FRBP 9011(b). Whether the claim is filed electronically or in person, if your name is on the signature line, you are responsible for the declaration. Print the name and title, if any, of the creditor or other person authorized to file this claim. State the filer's address and telephone number if it differs from the address given on the top of the form for purposes of receiving notices. If the claim is filed by an authorized agent, provide both the name of the individual filing the claim and the name of the agent. If the authorized agent is a servicer, identify the corporate servicer as the company. Criminal penalties apply for making a false statement on a proof of claim.

ADDENDUM TO PROOF OF CLAIM OF
ACE AMERICAN INSURANCE COMPANY

1. This Addendum is attached to and a part of the proof of claim (the "Proof of Claim") filed by ACE American Insurance Company ("Claimant" and together with its affiliates, the "ACE Companies") against Mississippi Phosphates Corporation and the other entities set forth on Exhibit "A" attached hereto (collectively, the "Debtors") in their respective bankruptcy cases. As the documents supporting this claim are voluminous and contain confidential information, they are not attached to Claimant's Proof of Claim. Copies of the documents referenced herein are or should be, upon information and belief, in the possession of the Debtors, and Claimant will provide copies of such documents to other parties upon request provided that appropriate steps can be taken to ensure their confidentiality, as necessary or appropriate.

2. On October 27, 2014 (the "Petition Date"), the Debtors filed their respective voluntary petitions for bankruptcy relief under chapter 11 of title 11 of the United States Code (the "Bankruptcy Code") in the United States Bankruptcy Court for the Southern District of Mississippi (the "Court").

3. Prior to the Petition Date, the ACE Companies issued certain insurance policies (as renewed, amended, modified, endorsed or supplemented from time to time, collectively, the "Policies") to certain Debtors as named insureds.

4. Pursuant to the Policies and any agreements related thereto (collectively, the "ACE Insurance Program"), the ACE Companies provide, *inter alia*, certain property, commercial, casualty, umbrella excess, professional risk, D&O and certain other insurance for specified policy periods subject to certain limits, deductibles, retentions, exclusions, terms and conditions, as more particularly described therein; and the insureds, including one or more of the Debtors, are required to pay to the ACE Companies certain amounts including, but not limited to,

insurance premiums (including audit premiums), deductibles, funded deductibles, expenses, taxes, assessments and surcharges, as more particularly described in the ACE Insurance Program (the "Obligations").

5. To the extent that a Debtor is an insured under the ACE Insurance Program and has in the past or the present received, or in the future receives, any benefit under the ACE Insurance Program related to any claim made by or related to such Debtor under the ACE Insurance Program, including but not limited to any payment by any of the ACE Companies to or on behalf of the Debtor with respect to a claim made under the ACE Insurance Program, then the Debtor is jointly and severally liable with other insureds for the Obligations arising with respect to such claim under the ACE Insurance Program.

6. As of the date hereof, the Debtors are liable to the ACE Companies in a contingent and unliquidated amount (the "Claim") for the Obligations. The Claim is currently contingent, unliquidated and subject to further and future adjustments and estimations by the Claimant, from time to time, in accordance with the terms of the ACE Insurance Program including, without limitation, additional amounts that may become due for premium, deductibles, expenses, taxes, assessments and surcharges.

7. The Claim is evidenced by the ACE Insurance Program, including, without limitation, those Policies listed on Exhibit "B" hereto.

8. A portion of the Claim is or may be entitled to administrative expense priority under 11 U.S.C. §§ 503(b) and 507(a)(2).

9. The Claim may be secured by letters of credit, cash collateral, paid loss deposit funds, or other amounts.

10. The Claimant reserves and preserves the right: (a) to file and seek payment of additional claims for (i) administrative expenses, (ii) attorneys' fees and costs, and (iii) cure amounts or rejection damages; (b) to estimate contingent claims and assert additional claims if contingent claims are estimated or liquidated; and (c) to assert any other claims the Claimant may have against the Debtors relating to or incidental to the Obligations and the documents referenced herein. The Claimant reserves and preserves all rights to assert any and all defense, setoff and/or recoupment against the Debtors. The Claimant reserves the right to amend and/or further supplement this Proof of Claim.

11. The filing of this Proof of Claim is not intended, and should not be construed as (a) an election of remedies; (b) a waiver of any past, present or future default or event of default; (c) a waiver or limitation of the Claimant's rights or defenses; (d) a waiver of the Claimant's claims against the Debtors or any of the Debtors' subsidiaries or affiliates; (e) a waiver of the Claimant's right to draw on any collateral or security; (f) a waiver of the Claimant's claims against any other parties liable to it (whether under the ACE Insurance Program or otherwise); (g) a determination as to coverage or entitlements to benefits as to coverage under the ACE Insurance Program; or (h) a waiver of the ACE Companies' rights under the ACE Insurance Program, including the right to require arbitration.

12. All notices to the Claimant relating to this Proof of Claim should be sent to the Claimant as follows:

c/o ACE USA
436 Walnut Street
Philadelphia, PA 19106
Attention: Collateral Manager

With a copy to counsel for the Claimant:

Wendy M. Simkulak, Esquire

DUANE MORRIS LLP
30 S. 17th Street
Philadelphia, PA 19103

13. This Proof of Claim is filed as a separate claim from other claims that may be filed by or on behalf of the Claimant or any of its affiliates against the Debtors, and does not replace or supersede such other claims.

EXHIBIT A

DEBTOR NAMES

	Debtor Name	Case No.
1.	Mississippi Phosphates Corporation	14-51667
2.	Ammonia Tank Subsidiary, Inc.	14-51668
3.	Sulfuric Acid Tanks Subsidiary, Inc.	14-51671

EXHIBIT B

The ACE Companies' Claim is evidenced by, without limitation, the Policies, and includes, without limitation, the following and all other documents, instruments, agreements or policies, and any and all endorsements, addenda, amendments, renewals, supplements and modifications to any of the following:

Policies include, but are not limited to:

Policy Number	Policy Period	Insurer	Type of Coverage
D36883194	12/22/2011 – 12/22/2012	ACE American Insurance Company	Commercial
D36883194	12/22/2010 – 12/22/2011	ACE American Insurance Company	Casualty
D36883194	12/22/2009 – 12/22/2010	ACE American Insurance Company	Casualty
D36883194	12/22/2008 – 12/22/2009	ACE American Insurance Company	Casualty
D36883194	12/22/2007 – 12/22/2008	ACE American Insurance Company	Casualty
D36883194	12/22/2006 – 12/22/2007	ACE American Insurance Company	Casualty
D36883194	12/22/2005 – 12/22/2006	ACE American Insurance Company	Casualty
G23889237	12/22/2007 – 12/22/2008	ACE Property and Casualty Insurance Company	Umbrella Excess
G24650005	12/22/2008 – 12/22/2009	ACE American Insurance Company	Umbrella Excess
G24903849	12/22/2009 – 12/22/2010	ACE American Insurance Company	Umbrella Excess
N00862101	12/22/2004 – 6/22/2006	ACE American Insurance Company	Property
PHF100250	12/22/2004 – 12/22/2005	ACE American Insurance Company	Casualty
D38275616	12/22/2014 – 12/22/2015	ACE American Insurance Company	Commercial
D38275616	12/22/2013 – 12/22/2014	ACE American Insurance Company	Commercial
D38275616	12/22/2012 – 12/22/2013	ACE American Insurance Company	Commercial
G21652015 005	12/22/2008 – 12/22/2009	ACE American Insurance Company	Professional Risk
G21652015 004	12/22/2007 – 12/22/2008	ACE American Insurance Company	Professional Risk
G21652015 003	12/22/2006 – 12/22/2007	ACE American Insurance Company	Professional Risk
G21652015 002	12/21/2005 – 12/22/2006	ACE American Insurance Company	Professional Risk
G21652015 001	12/21/2004 – 12/21/2005	ACE American Insurance Company	Professional Risk
G21652052 005	12/22/2008 – 12/22/2009	Westchester Fire Insurance Company	D&O
G21652052 004	12/22/2007 – 12/22/2008	Westchester Fire Insurance Company	D&O
G21652052 003	12/22/2006 – 12/22/2007	Westchester Fire Insurance Company	D&O
G21652052 002	12/21/2005 – 12/22/2006	ACE American Insurance Company	D&O
G21652052 001	12/21/2004 – 12/21/2005	ACE American Insurance Company	D&O
G23572771	12/22/2005 – 12/22/2006	ACE American Insurance Company	Umbrella Excess
G23871014	12/22/2006 – 12/22/2007	ACE American Insurance Company	Umbrella Excess
G25008108	12/22/2009 – 12/22/2010	Westchester Fire Insurance Company	Professional Risk

Reservation of Rights

The brief summary of the Policies contained herein is for descriptive purposes only and is not intended to be binding on the ACE Companies or constitute their position with respect to the proper interpretation and meaning thereof. For a complete and accurate explanation of the terms and conditions of the Policies, reference should be made to the actual Policies.

NEW YORK
LONDON
SINGAPORE
PHILADELPHIA
CHICAGO
WASHINGTON, DC
SAN FRANCISCO
SILICON VALLEY
SAN DIEGO
SHANGHAI
BOSTON
HOUSTON
LOS ANGELES
HANOI
HO CHI MINH CITY

DuaneMorris®

FIRM and AFFILIATE OFFICES

WENDY M. SIMKULAK
DIRECT DIAL: +1 215 979 1547
PERSONAL FAX: +1 215 689 4951
E-MAIL: wmsimkulak@duanemorris.com

www.duanemorris.com

ATLANTA
BALTIMORE
WILMINGTON
MIAMI
BOCA RATON
PITTSBURGH
NEWARK
LAS VEGAS
CHERRY HILL
LAKE TAHOE
MYANMAR
OMAN
A GCC REPRESENTATIVE OFFICE OF DUANE MORRIS

MEXICO CITY
ALLIANCE WITH
MIRANDA & ESTAVILLO
SRI LANKA
ALLIANCE WITH
GOWERS INTERNATIONAL

February 19, 2015

VIA FEDEX

BMC Group, Inc.
Attn: Mississippi Phosphates Corporation
Claims Processing
18675 Lake Drive East
Chanhassen, MN 55317

Re: In re: Mississippi Phosphates Corporation, *et al.*
Case No. 14-51667 (Jointly Administered)

Dear Sir/Madam:

Enclosed for filing please find an original and one (1) copy each of three (3) Proofs of Claim (collectively, the "Claims") of ACE American Insurance Company. As set forth thereon, one Claim is to be filed in each of the three (3) bankruptcy cases listed on the attached list (collectively, the "Cases"). Please file each Claim in the corresponding Case. Kindly acknowledge receipt of the Claims by returning one (1) stamped copy of each Claim in the enclosed return Federal Express envelope.

Please feel free to contact me with any questions. Thank you for your attention to this matter.

Sincerely,

Wendy M. Simkulak

wms:ceo
Enclosures

DEBTOR NAMES

	Debtor Name	Case No.
1.	Mississippi Phosphates Corporation	14-51667
2.	Ammonia Tank Subsidiary, Inc.	14-51668
3.	Sulfuric Acid Tanks Subsidiary, Inc.	14-51671

PS|Ship - FedEx Label

From: (215) 979-1000
Wendy Simkulak
Duane Morris LLP
30 South 17th Street

Philadelphia, PA 19103

Origin ID: REDA

FedEx Express

J151015011403uv

Ship Date: 19FEB15
ActWgt: 0.5 LB
CAD: 103436538/WSXI2750

Delivery Address Bar Code

SHIP TO: (952) 404-5700 BILL SENDER

BCM Group, Inc.
Attn:Mississippi Ph. Claims Process
18675 Lake Drive East

Chanhassen, MN 55317

Ref # D0883.00362
Invoice #
PO #
Dept #

RECEIVED
FEB 20 2015

RELEASE#: 3785346

BMC GROUP

FRI - 20 FEB 10:30A
PRIORITY OVERNIGHT

TRK# 0201 7802 3678 7519

XH FBLA

55317
MN-US
MSP

537J2/D3CE/EE4B

FOLD on this line and place in shipping pouch with bar code and delivery address visible

1. Fold the first printed page in half and use as the shipping label.
2. Place the label in a waybill pouch and affix it to your shipment so that the barcode portion of the label can be read and scanned.
3. Keep the second page as a receipt for your records. The receipt contains the terms and conditions of shipping and information useful for tracking your package.

Legal Terms and Conditions

Tendering packages by using this system constitutes your agreement to the service conditions for the transportation of your shipments as found in the applicable FedEx Service Guide, available upon request. FedEx will not be responsible for any claim in excess of the applicable declared value, whether the result of loss, damage, delay, non-delivery, misdelivery, or misinformation, unless you declare a higher value, pay an additional charge, document your actual loss and file a timely claim. Limitations found in the applicable FedEx Service Guide apply. Your right to recover from FedEx for any loss, including intrinsic value of the package, loss of sales, income interest, profit, attorney's fees, costs, and other forms of damage whether direct, incidental, consequential, or special is limited to the greater of 100 USD or the authorized declared value. Recovery cannot exceed actual documented loss. Maximum for items of extraordinary value is 500 USD, e.g. jewelry, precious metals, negotiable instruments and other items listed in our Service Guide. Written claims must be filed within strict time limits, see applicable FedEx Service Guide. FedEx will not be liable for loss or damage to prohibited items in any event or for your acts or omissions, including, without limitation, improper or insufficient packaging, securing, marking or addressing, or the acts or omissions of the recipient or anyone else with an interest in the package. See the applicable FedEx Service Guide for complete terms and conditions. To obtain information regarding how to file a claim or to obtain a Service Guide, please call 1-800-GO-FEDEX (1-800-463-3339).

B10 (Official Form 10) (04/13)

UNITED STATES BANKRUPTCY COURT		PROOF OF CLAIM
Name of Debtor: Mississippi Phosphates Corporation	Case Number: 14-51667	
NOTE: *Do not use this form to make a claim for an administrative expense that arises after the bankruptcy filing. You may file a request for payment of an administrative expense according to 11 U.S.C. § 503.*		
Name of Creditor (the person or other entity to whom the debtor owes money or property): ACE Property and Casualty Insurance Company		COURT USE ONLY
Name and address where notices should be sent: ACE Property and Casualty Insurance Company, c/o Wendy M. Simkulak, Duane Morris LLP, 30 S. 17th St., Philadelphia, PA 19103. Telephone number: (215) 979-1000 email: wmsimkulak@duanemorris.com		☐ Check this box if this claim amends a previously filed claim. Court Claim Number: _____ (*If known*) Filed on: _____
Name and address where payment should be sent (if different from above): Telephone number: email:	RECEIVED	☐ Check this box if you are aware that anyone else has filed a proof of claim relating to this claim. Attach copy of statement giving particulars.

1. Amount of Claim as of Date Case Filed: $ See attached

FEB 23 2015

If all or part of the claim is secured, complete item 4.

If all or part of the claim is entitled to priority, complete item 5.

BMC GROUP

☐ Check this box if the claim includes interest or other charges in addition to the principal amount of the claim. Attach a statement that itemizes interest or charges.

2. Basis for Claim: Insurance policies and related agreements (see attached)
(See instruction #2)

3. Last four digits of any number by which creditor identifies debtor:	3a. Debtor may have scheduled account as: (See instruction #3a)	3b. Uniform Claim Identifier (optional): (See instruction #3b)

4. Secured Claim (See instruction #4)
Check the appropriate box if the claim is secured by a lien on property or a right of setoff, attach required redacted documents, and provide the requested information.

Nature of property or right of setoff: ☐ Real Estate ☐ Motor Vehicle ☐ Other
Describe:

Value of Property: $_____

Annual Interest Rate _____% ☐ Fixed or ☐ Variable
(when case was filed)

Amount of arrearage and other charges, as of the time case was filed, included in secured claim, if any: $_____

Basis for perfection: _____

Amount of Secured Claim: $_____

Amount Unsecured: $_____

5. Amount of Claim Entitled to Priority under 11 U.S.C. § 507 (a). If any part of the claim falls into one of the following categories, check the box specifying the priority and state the amount.

☐ Domestic support obligations under 11 U.S.C. § 507 (a)(1)(A) or (a)(1)(B).

☐ Wages, salaries, or commissions (up to $12,475*) earned within 180 days before the case was filed or the debtor's business ceased, whichever is earlier – 11 U.S.C. § 507 (a)(4).

☐ Contributions to an employee benefit plan – 11 U.S.C. § 507 (a)(5).

☐ Up to $2,775* of deposits toward purchase, lease, or rental of property or services for personal, family, or household use – 11 U.S.C. § 507 (a)(7).

☐ Taxes or penalties owed to governmental units – 11 U.S.C. § 507 (a)(8).

☐ Other – Specify applicable paragraph of 11 U.S.C. § 507 (a)(__).

Amount entitled to priority: $_____

**Amounts are subject to adjustment on 4/01/16 and every 3 years thereafter with respect to cases commenced on or after the date of adjustment.*

6. Credits. The amount of all payments on this claim has been credited for the purpose of making this proof of claim. (See instruc

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7. Documents: Attached are redacted copies of any documents that support the claim, such as promissory notes, purchase orders, invoices, itemized statements of running accounts, contracts, judgments, mortgages, security agreements, or, in the case of a claim based on an open-end or revolving consumer credit agreement, a statement providing the information required by FRBP 3001(c)(3)(A). If the claim is secured, box 4 has been completed, and redacted copies of documents providing evidence of perfection of a security interest are attached. If the claim is secured by the debtor's principal residence, the Mortgage Proof of Claim Attachment is being filed with this claim. *(See instruction #7, and the definition of "redacted".)*

DO NOT SEND ORIGINAL DOCUMENTS. ATTACHED DOCUMENTS MAY BE DESTROYED AFTER SCANNING.

If the documents are not available, please explain:

8. Signature: (See instruction #8)

Check the appropriate box.

☐ I am the creditor. ☑ I am the creditor's authorized agent. ☐ I am the trustee, or the debtor, or their authorized agent. (See Bankruptcy Rule 3004.) ☐ I am a guarantor, surety, indorser, or other codebtor. (See Bankruptcy Rule 3005.)

I declare under penalty of perjury that the information provided in this claim is true and correct to the best of my knowledge, information, and reasonable belief.

Print Name: Darlene Schneider
Title: Senior Legal Assistant
Company: ACE Group
Address and telephone number (if different from notice address above):
436 Walnut Street, WA04K
Philadelphia, PA 19106

Telephone number: email:

Darlene Schneider (Signature) 2/17/15 (Date)

Penalty for presenting fraudulent claim: Fine of up to $500,000 or imprisonment for up to 5 years, or both. 18 U.S.C. §§ 152 and 3571.

INSTRUCTIONS FOR PROOF OF CLAIM FORM

The instructions and definitions below are general explanations of the law. In certain circumstances, such as bankruptcy cases not filed voluntarily by the debtor, exceptions to these general rules may apply.

Items to be completed in Proof of Claim form

Court, Name of Debtor, and Case Number:
Fill in the federal judicial district in which the bankruptcy case was filed (for example, Central District of California), the debtor's full name, and the case number. If the creditor received a notice of the case from the bankruptcy court, all of this information is at the top of the notice.

Creditor's Name and Address:
Fill in the name of the person or entity asserting a claim and the name and address of the person who should receive notices issued during the bankruptcy case. A separate space is provided for the payment address if it differs from the notice address. The creditor has a continuing obligation to keep the court informed of its current address. See Federal Rule of Bankruptcy Procedure (FRBP) 2002(g).

1. Amount of Claim as of Date Case Filed:
State the total amount owed to the creditor on the date of the bankruptcy filing. Follow the instructions concerning whether to complete items 4 and 5. Check the box if interest or other charges are included in the claim.

2. Basis for Claim:
State the type of debt or how it was incurred. Examples include goods sold, money loaned, services performed, personal injury/wrongful death, car loan, mortgage note, and credit card. If the claim is based on delivering health care goods or services, limit the disclosure of the goods or services so as to avoid embarrassment or the disclosure of confidential health care information. You may be required to provide additional disclosure if an interested party objects to the claim.

3. Last Four Digits of Any Number by Which Creditor Identifies Debtor:
State only the last four digits of the debtor's account or other number used by the creditor to identify the debtor.

3a. Debtor May Have Scheduled Account As:
Report a change in the creditor's name, a transferred claim, or any other information that clarifies a difference between this proof of claim and the claim as scheduled by the debtor.

3b. Uniform Claim Identifier:
If you use a uniform claim identifier, you may report it here. A uniform claim identifier is an optional 24-character identifier that certain large creditors use to facilitate electronic payment in chapter 13 cases.

4. Secured Claim:
Check whether the claim is fully or partially secured. Skip this section if the claim is entirely unsecured. (See Definitions.) If the claim is secured, check the box for the nature and value of property that secures the claim, attach copies of lien documentation, and state, as of the date of the bankruptcy filing, the annual interest rate (and whether it is fixed or variable), and the amount past due on the claim.

5. Amount of Claim Entitled to Priority Under 11 U.S.C. § 507 (a).
If any portion of the claim falls into any category shown, check the appropriate box(es) and state the amount entitled to priority. (See Definitions.) A claim may be partly priority and partly non-priority. For example, in some of the categories, the law limits the amount entitled to priority.

6. Credits:
An authorized signature on this proof of claim serves as an acknowledgment that when calculating the amount of the claim, the creditor gave the debtor credit for any payments received toward the debt.

7. Documents:
Attach redacted copies of any documents that show the debt exists and a lien secures the debt. You must also attach copies of documents that evidence perfection of any security interest and documents required by FRBP 3001(c) for claims based on an open-end or revolving consumer credit agreement or secured by a security interest in the debtor's principal residence. You may also attach a summary in addition to the documents themselves. FRBP 3001(c) and (d). If the claim is based on delivering health care goods or services, limit disclosing confidential health care information. Do not send original documents, as attachments may be destroyed after scanning.

8. Date and Signature:
The individual completing this proof of claim must sign and date it. FRBP 9011. If the claim is filed electronically, FRBP 5005(a)(2) authorizes courts to establish local rules specifying what constitutes a signature. If you sign this form, you declare under penalty of perjury that the information provided is true and correct to the best of your knowledge, information, and reasonable belief. Your signature is also a certification that the claim meets the requirements of FRBP 9011(b). Whether the claim is filed electronically or in person, if your name is on the signature line, you are responsible for the declaration. Print the name and title, if any, of the creditor or other person authorized to file this claim. State the filer's address and telephone number if it differs from the address given on the top of the form for purposes of receiving notices. If the claim is filed by an authorized agent, provide both the name of the individual filing the claim and the name of the agent. If the authorized agent is a servicer, identify the corporate servicer as the company. Criminal penalties apply for making a false statement on a proof of claim.

ADDENDUM TO PROOF OF CLAIM OF
ACE PROPERTY AND CASUALTY INSURANCE COMPANY

1. This Addendum is attached to and a part of the proof of claim (the "Proof of Claim") filed by ACE Property and Casualty Insurance Company ("Claimant" and together with its affiliates, the "ACE Companies") against Mississippi Phosphates Corporation and the other entities set forth on Exhibit "A" attached hereto (collectively, the "Debtors") in their respective bankruptcy cases. As the documents supporting this claim are voluminous and contain confidential information, they are not attached to Claimant's Proof of Claim. Copies of the documents referenced herein are or should be, upon information and belief, in the possession of the Debtors, and Claimant will provide copies of such documents to other parties upon request provided that appropriate steps can be taken to ensure their confidentiality, as necessary or appropriate.

2. On October 27, 2014 (the "Petition Date"), the Debtors filed their respective voluntary petitions for bankruptcy relief under chapter 11 of title 11 of the United States Code (the "Bankruptcy Code") in the United States Bankruptcy Court for the Southern District of Mississippi (the "Court").

3. Prior to the Petition Date, the ACE Companies issued certain insurance policies (as renewed, amended, modified, endorsed or supplemented from time to time, collectively, the "Policies") to certain Debtors as named insureds.

4. Pursuant to the Policies and any agreements related thereto (collectively, the "ACE Insurance Program"), the ACE Companies provide, *inter alia*, certain property, commercial, casualty, umbrella excess, professional risk, D&O and certain other insurance for specified policy periods subject to certain limits, deductibles, retentions, exclusions, terms and conditions, as more particularly described therein; and the insureds, including one or more of the

Debtors, are required to pay to the ACE Companies certain amounts including, but not limited to, insurance premiums (including audit premiums), deductibles, funded deductibles, expenses, taxes, assessments and surcharges, as more particularly described in the ACE Insurance Program (the "Obligations").

5. To the extent that a Debtor is an insured under the ACE Insurance Program and has in the past or the present received, or in the future receives, any benefit under the ACE Insurance Program related to any claim made by or related to such Debtor under the ACE Insurance Program, including but not limited to any payment by any of the ACE Companies to or on behalf of the Debtor with respect to a claim made under the ACE Insurance Program, then the Debtor is jointly and severally liable with other insureds for the Obligations arising with respect to such claim under the ACE Insurance Program.

6. As of the date hereof, the Debtors are liable to the ACE Companies in a contingent and unliquidated amount (the "Claim") for the Obligations. The Claim is currently contingent, unliquidated and subject to further and future adjustments and estimations by the Claimant, from time to time, in accordance with the terms of the ACE Insurance Program including, without limitation, additional amounts that may become due for premium, deductibles, expenses, taxes, assessments and surcharges.

7. The Claim is evidenced by the ACE Insurance Program, including, without limitation, those Policies listed on Exhibit "B" hereto.

8. A portion of the Claim is or may be entitled to administrative expense priority under 11 U.S.C. §§ 503(b) and 507(a)(2).

9. The Claim may be secured by letters of credit, cash collateral, paid loss deposit funds, or other amounts.

10. The Claimant reserves and preserves the right: (a) to file and seek payment of additional claims for (i) administrative expenses, (ii) attorneys' fees and costs, and (iii) cure amounts or rejection damages; (b) to estimate contingent claims and assert additional claims if contingent claims are estimated or liquidated; and (c) to assert any other claims the Claimant may have against the Debtors relating to or incidental to the Obligations and the documents referenced herein. The Claimant reserves and preserves all rights to assert any and all defense, setoff and/or recoupment against the Debtors. The Claimant reserves the right to amend and/or further supplement this Proof of Claim.

11. The filing of this Proof of Claim is not intended, and should not be construed as (a) an election of remedies; (b) a waiver of any past, present or future default or event of default; (c) a waiver or limitation of the Claimant's rights or defenses; (d) a waiver of the Claimant's claims against the Debtors or any of the Debtors' subsidiaries or affiliates; (e) a waiver of the Claimant's right to draw on any collateral or security; (f) a waiver of the Claimant's claims against any other parties liable to it (whether under the ACE Insurance Program or otherwise); (g) a determination as to coverage or entitlements to benefits as to coverage under the ACE Insurance Program; or (h) a waiver of the ACE Companies' rights under the ACE Insurance Program, including the right to require arbitration.

12. All notices to the Claimant relating to this Proof of Claim should be sent to the Claimant as follows:

c/o ACE USA
436 Walnut Street
Philadelphia, PA 19106
Attention: Collateral Manager

With a copy to counsel for the Claimant:

Wendy M. Simkulak, Esquire

DUANE MORRIS LLP
30 S. 17th Street
Philadelphia, PA 19103

13. This Proof of Claim is filed as a separate claim from other claims that may be filed by or on behalf of the Claimant or any of its affiliates against the Debtors, and does not replace or supersede such other claims.

EXHIBIT A

DEBTOR NAMES

	Debtor Name	Case No.
1.	Mississippi Phosphates Corporation	14-51667
2.	Ammonia Tank Subsidiary, Inc.	14-51668
3.	Sulfuric Acid Tanks Subsidiary, Inc.	14-51671