

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

U.S. BANKRUPTCY COURT
SOUTHERN DISTRICT OF MISSISSIPPI
FILED

JUN 27 2003

IN RE:

Mississippi Chemical Corporation, et al
Debtors.

CHARLENE J. KENNEDY, CLERK
BY _____ DEPUTY

Case No. 03-02984WEE
Chapter 11
Jointly Administered

**NOTICE OF MOTION FOR ORDER AUTHORIZING SETOFF, OR ALTERNATIVELY,
LIFTING AUTOMATIC STAY AS RELATES TO STATUTORY LIENS**

Notice is hereby given that Bruce Oakley, Inc. ("Oakley") has filed a Motion for Order Authorizing Setoff, or Alternatively, Lifting Automatic Stay as Relates to Statutory Liens. Copy of said Motion (without Exhibits) is attached to this Notice. The Motion, together with Exhibits, may be reviewed at the United States Bankruptcy Court, during normal business hours Monday through Friday, or a copy of the Exhibits may be obtained from the Bankruptcy Clerk at the below address upon payment of search and duplication charges.

Notice is further given that any creditor or party in interest desiring to object or respond to said Motion is required to file a written objection or response with the United States Bankruptcy Court, P. O. Box 2448, Jackson, Mississippi 39222-2448; physical address: 200 East Capitol Street, Suite 710, AmSouth Bank Building, Jackson, Mississippi 39201, and to serve a copy upon the attorney for Oakley at the address listed below; and upon the Debtors' counsel, James W. O'Mara and Douglas C. Noble, at Phelps Dunbar, LLP, Suite 500, SkyTel Centre North, 200 South Lamar Street, Jackson, Mississippi 39225; and upon the Office of the United States Trustee, Ronald H. McAlpin, Assistant United States Trustee, 100 West Capitol Street, Suite 706, Jackson, Mississippi 39269. Pursuant

to Order of the United States Bankruptcy Court dated June 17, 2003, the deadline date for filing objections to the Motion is June 30, 2003.

Notice is further given that in the event such written objection or other responsive pleading is not filed on or before June 30, 2003, said Motion for Order Authorizing setoff, or Alternatively Lifting Automatic Stay as Relates to Statutory Liens, shall be determined ex parte by the Court. If written objection is filed, the objection(s) will be set for preliminary hearing on Tuesday, July 1, 2003, at 2:30 p.m. at the U.S. Bankruptcy Courtroom, Room 526, James O. Eastland Courthouse, 245 E. Capitol Street, Jackson, Mississippi.

DATED this the 18th day of June, 2003.

Respectfully submitted,

BRUCE OAKLEY, INC.

BY: 

H. D. Brock, Attorney

MBN 4563

WHITTINGTON, BROCK, SWAYZE & DALE

P. O. Box 941

Greenwood, MS 38935

(662) 453-7325

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

03 JUN 17 PM 3:38

CHARLENE J. CLARK
CLERK

CasE No. 03-02984WEE
Chapter 11
Jointly Administered

IN RE:

Mississippi Chemical Corporation, et al
Debtors.

**MOTION FOR ORDER AUTHORIZING SETOFF, OR ALTERNATIVELY
LIFTING AUTOMATIC STAY AS RELATES TO STATUTORY LIENS**

COMES NOW Bruce Oakley, Inc. ("Oakley") by counsel, and files this Motion for the following relief:

1. Oakley is an Arkansas corporation whose principal mailing address is P. O. Box 17880, North Little Rock, Arkansas 72117. Oakley has maritime and warehouse facilities at Shreveport, Louisiana, at which most of the transactions herein referenced occurred between Oakley and Mississippi Chemical Corporation and/or other debtor entities.

2. By written agreement dated June 18, 1997, Oakley entered into a storage agreement with Mississippi Chemical Company, L.P., copy of which is attached hereto as Exhibit "A".

3. Prior to the commencement of this bankruptcy case, certain mutual indebtednesses arose between Oakley and Debtor as follows:

(a) Debtor was indebted to Oakley in the amount of \$120,304.91 for shipping and storage charges, as set forth in Proof of Claim filed in this case, Exhibit "B" hereto;

(b) Oakley was indebted to Debtor in the sum of \$489,000.00 for the pre-petition purchases by Oakley of Debtor's fertilizer products.

4. Oakley has the right to offset its claim against the Debtor against the mutual debt owed by Oakley to Debtor under the provisions of §553 of the Bankruptcy Code.

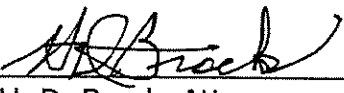
5. In seeking an order authorizing setoff of mutual debts and claims arising before the commencement of this case, pursuant to §553 of the Bankruptcy Code, Oakley does not waive its warehouseman's lien against Debtor's products in Oakley's possession pursuant to Section 75-7-209 of the Mississippi Code of 1972, as amended, for storage of Debtor's products, nor its lien under federal maritime law for carriage of goods by barge and stevedoring related to barge transportation of Debtor's fertilizer products.

WHEREFORE, PREMISES CONSIDERED, Oakley moves that this Court enter an order allowing Oakley to setoff the pre-petition mutual debt owed by Debtor to Oakley in the amount of \$120,304.91 against the pre-petition debt owed by Oakley to Debtor in the amount of \$489,000.00; alternatively, and only if the right of setoff is denied, Oakley moves that the automatic stay be lifted as regards the right of Oakley to collect the pre-petition amount of \$120,304.91 owed by Debtor to Oakley against products of Debtor in Oakley's possession under the statutory lien remedies as herein set forth.

This the 17th day of June, 2003.

Respectfully submitted,

BRUCE OAKLEY, INC.

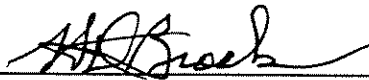
BY: 
H. D. Brock, Attorney
MBN 4563

WHITTINGTON, BROCK, SWAYZE
& DALE
P. O. Box 941
Greenwood, MS 38935
(662) 453-7325

CERTIFICATE OF SERVICE

I, H. D. Brock, do hereby certify under penalty of perjury, that I have this day forwarded a true and correct copy of the foregoing Notice of Motion by Bruce Oakley, Inc. for Order Authorizing Setoff, or Alternatively, Lifting Automatic Stay as Relates to Statutory Liens, by United States First Class Mail, postage prepaid, to the persons listed on the attached Third Amended Shortened Service List filed on June 11, 2003.

This the 18th day of June, 2003.



H. D. BROCK

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

FILED

03 JUN 11 PM 2:45

In re:

MISSISSIPPI CHEMICAL
CORPORATION, *et al.*¹

Debtors.

CASE NO. 03-02984-WEE DEPUTY
Chapter 11
Jointly Administered

THIRD AMENDED SHORTENED SERVICE LIST FILED JUNE 11, 2003

Debtors:	
John M. Flynt Mississippi Chemical Corporation P.O. Box 388 Yazoo City, MS 39194	James W. O'Mara Douglas C. Noble Pheips Dunbar LLP Suite 500, SkyTel Centre North 200 South Lamar Street Post Office Box 23066 Jackson, Mississippi 39225-3066
Alan J. Bogdanow William D. Young Vinson & Elkins L.L.P. 3700 Trammel Crow Center 2001 Ross Avenue Dallas, TX 75201-2975	Peter S. Kaufman Henry F. Owsley Gordian Group, L.L.C. 499 Park Avenue, 5th Floor New York, NY 10022
Bankruptcy Management Corporation Attn: Tinamarie Feil 1330 E. Franklin Ave. El Segundo, CA 90245	
Harris Trust and Savings Bank:	
James E. Spiotto Chapman and Cutler 111 W. Monroe Street Chicago, Illinois 60603	Stephen W. Rosenblatt Butler, Snow, O'Mara, Stevens & Cannada Post Office Box 22567 Jackson, MS 39225-2567
FTI Consulting Inc. Attn: Robert Paul 333 West Wacker Dr. Ste. 600 Chicago, IL 60606	

¹ The Debtors are the following entities: Mississippi Chemical Corporation; Mississippi Nitrogen, Inc.; MissChem Nitrogen, L.L.C.; Mississippi Chemical Company, L.P.; Mississippi Chemical Management Company; Mississippi Phosphates Corporation; Mississippi Potash, Inc.; Eddy Potash, Inc.; Triad Nitrogen, L.L.C.; and Melamine Chemicals, Inc.

Arthur F. Jernigan, Jr. W. Roberts Jones Watson & Jernigan Post Office Box 23546 Jackson, MS 39225-3546	Josef S. Athanas Jim F. Spencer, Jr. Latham & Watkins Sears Tower Suite 5500 Chicago, IL 60606
Alan H. Katz, Esq. 639 Loyola Ave. 26 th Floor New Orleans, LA 70113	Clinton P. Hansen Fagelhaber LLC 55 East Monroe St. 40 th Floor Chicago, IL 60603
T. Glover Roberts Roberts & Grant, P. C. Suite 700 3102 Oak Lawn Avenue Dallas, Texas 75219	David N. Usry 188 E. Capitol St. Ste. 500 Jackson, MS 39201
Edward E. Lawler, Jr. McKay Simpson Lawler Franklin & Foreman, PLLC Post Office Box 2488 Ridgeland, MS 39158-2488	H.D. Brock Whittington, Brock, Swayze & Dale P.O. Box 941 Greenwood, MS 38935-0941
Fletcher C. Lewis P.O. Box 410 McCrory, AR 72101	James H. Shenwick Carnegie Hall Tower 152 West 57 th Street New York, NY 10019
Kay Bushman Assistant Counsel Defense Energy Support Center 8725 John J. Kingman Road Ft. Belvoir, VA 22060	Brendan Collins Attorney, Civil Division Department of Justice P.O. Box 875 Ben Franklin Station Washington, DC 20044-0875
Marcus M. Wilson Bennett Lotterhos Sulser & Wilson, P.A. Post Office Box 98 Jackson, MS 39205-0098	

[signature on following page]

CERTIFICATE OF SERVICE

I do hereby certify that I have this date sent, a true and correct copy of the above and foregoing pleading to all parties listed below *via* electronic mail. The Debtors' Noticing Agent, BMC, shall hereafter serve a copy of same to all parties on the Shortened Service List set forth above.

James E. Spiotto Chapman and Cutler 111 W. Monroe Street Chicago, Illinois 60603	Stephen W. Rosenblatt Butler, Snow, O'Mara, Stevens Post Office Box 22567 Jackson, MS 39225-2567
Anthony Princi Thomas L. Kent Orrick, Herrington & Sutcliffe LLP 666 Fifth Avenue New York, New York 10103	Craig Geno Harris, Geno & Dunbar P.O. Box 3919 Jackson, MS 39207-3919
Ronald H. McAlpin Assistant U.S. Trustee Suite 706 100 W. Capitol Street Jackson, Mississippi 39269	

SO CERTIFIED, this the 11th day of June, 2003.



JAMES W. O'MARA
DOUGLAS C. NOBLE