U.S. BANKRUPTCY COURT
SOUTHERN DISTRICT OF MISSISSIPPI
FILED
MAR 0 2 2004
CHARLENE J. KENNEDY, CLERK
BY _____ DEPUTY

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

In re:	)	
	)	
MISSISSIPPI CHEMICAL	)	
CORPORATION, *et al.* [1]	)	CASE NO. 03-02984 WEE
	)	Chapter 11
Debtors.	)	**Jointly Administered**
	)	

ORDER APPROVING SECOND QUARTERLY FEE APPLICATION
OF VINSON & ELKINS LLP

THIS CAUSE came before the Court on the Second Quarterly Fee Application of Vinson & Elkins LLP for Interim Allowance of Administrative Claim for Compensation and Reimbursement of Expenses (the "Second V&E Fee Application") for *interim* approval of its compensation and reimbursement of expenses for the Fee Period of October 1, 2003 through December 31, 2003 as special corporate counsel for the Debtors and Debtors-in-Possession (the "Debtors") in the above-captioned Chapter 11 case. The Court, having considered the Second V&E Fee Application and the premises, finds that the Second V&E Fee Application was duly noticed pursuant to the Bankruptcy Rules, that the time for objections to the Second V&E Fee Application has expired, that no timely objection was filed thereto, and that the Second V&E Fee Application should be granted, good cause having been shown therefor.

IT IS THEREFORE ORDERED that the Second V&E Fee Application is approved on an *interim* basis in the amounts of $489,801.00 of reasonable compensation for actual, necessary

[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.

services rendered by Vinson & Elkins LLP plus $6,712.98 of reimbursement for actual, necessary expenses; and

IT IS FURTHER ORDERED that the Debtors are authorized to pay Vinson & Elkins LLP said total amount of $496,513.98 from the Debtors' funds in this estate.

SO ORDERED, this the 2 day of March, 2004.

Original Signed By
EDWARD ELLINGTON
US BANKRUPTCY JUDGE

EDWARD ELLINGTON
United States Bankruptcy Judge

APPROVED:

Ronald H. McAlpin
Assistant United States Trustee