

In re:

MISSISSIPPI CHEMICAL
CORPORATION, *et al.* ¹
Debtors.

CHARLENE J. KENNEDY, CLERK
BY _____ DEPUTY

CASE NO. 03-02984 WEE
Chapter 11
Jointly Administered

DEBTORS' FIRST OMNIBUS OBJECTION TO CLAIMS TO RECLASSIFY

COME NOW the above-captioned debtors and debtors-in-possession, Mississippi Chemical Corporation, *et al.* (collectively, the “Debtors”), and hereby file this First Omnibus Objection to the Claims to Reclassify (the “Objection”) and respectfully request that the Court enter an Order reclassifying and allowing Claims as set forth herein, and in support thereof, the Debtors respectfully state as follows:

I. JURISDICTION

1. This Court has jurisdiction to hear this Objection pursuant to 28 U.S.C. §§ 157 and 1334. This Objection presents a core proceeding within the meaning of 28 U.S.C. § 157(b)(2)(A) & (B). The relief requested by this Objection may be granted in accordance with the provisions of 11 U.S.C. §§ 102(1), 105(a), and 502(b) and FED. R. BANKR. P. 3007.

II. BACKGROUND

2. On May 15, 2003, the Debtors filed their voluntary petitions under Chapter 11 of the Bankruptcy Code (the “Petition Date”).

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.

3. The Court entered an Order directing joint administration of the affiliated cases for procedural purposes and in the interest of convenience and judicial economy pursuant to Rule 1015(b), on May 15, 2003.

4. The Debtors have continued in possession and in operation of their businesses as debtors-in-possession pursuant to 11 U.S.C. §§ 1107 and 1108.

5. The last day for creditors and parties-in-interest, with the exception of the government, to file claims or proofs of interest against the Debtors was September 26, 2003 (the "Bar Date"). The Bar Date for governmental units was November 11, 2003.

III. RELIEF REQUESTED

6. The Debtors are seeking entry of an Order, pursuant to Bankruptcy Code Sections 102(1), 105(a), and 502(b) and FED. R. BANKR. P. 3007, directing the reclassification of the proofs of claim as identified on Exhibit A and as detailed below.

7. The Claims to Reclassify: The Debtors assert that the claims listed on **Exhibit A** do not satisfy the criteria in 11 U.S.C. § 507 for priority or secured status and should be reclassified as unsecured claims without priority status. Additionally, certain claims identified on **Exhibit A** may have their amount fixed, or reduced as applicable. Such instances may be recognized by viewing the numbers contained in the column titled "Modified Claim Amount."

8. The Debtors expressly reserve the right to amend, modify or supplement this Objection, and to file additional objections to the proofs of claim or any other claims (filed or not) that have been or may be asserted against the Debtors. Should any of the grounds of objection stated in this Objection be dismissed, the Debtors reserve their rights to object on other grounds.

9. Nothing contained in this Objection is intended to or shall be construed to constitute a waiver of any additional defenses, claims or other issues Debtors may have with the allowance or propriety of the claims identified on **Exhibit A**. Furthermore, nothing contained in this Objection is intended to or shall be construed as a representation that **Exhibit A** is a complete and final list of all objectionable claims filed in these Chapter 11 proceedings.

WHEREFORE, the Debtors respectfully request that this Court enter an order reclassifying and allowing each claim described in this Objection and shown on the Exhibit attached hereto and for such further relief as is just and proper.

THIS the 29th day of October, 2004.

Respectfully submitted,

MISSISSIPPI CHEMICAL CORPORATION, *et al.*

By: 

James W. O'Mara, MS Bar No. 3929
Douglas C. Noble, MS Bar No. 10526
Christopher R. Maddux, MS Bar No. 100501

PHELPS DUNBAR LLP

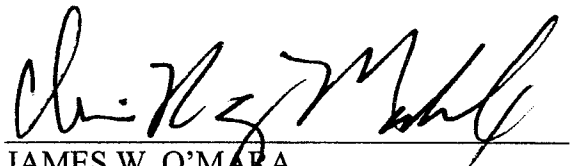
111 East Capitol, Suite 600
Post Office Box 23066
Jackson, Mississippi 39225-3066
Telephone: (601) 352-2300
Facsimile: (601) 360-9777

CERTIFICATE OF SERVICE

I do hereby certify that I have this date caused to be served via electronic mail and/or U.S. Mail, postage prepaid, a true and correct copy of the above and foregoing pleading to all parties listed below.

Thomas L. Kent Orrick, Herrington & Sutcliffe LLP 666 Fifth Avenue New York, New York 10103	Craig M. Geno Harris Geno, P.A. P.O. Box 3919 Jackson, MS 39207-3919
Ronald H. McAlpin Assistant U.S. Trustee 100 W. Capitol Street, Suite 706 Jackson, Mississippi 39269	Bankruptcy Management Corporation Attn: Tinamarie Feil 1330 E. Franklin Ave. El Segundo, CA 90245
John C. Tishler Waller, Lansden, Dortch & Davis 511 Union Street, Suite 2100 Nashville, TN 37219	J. Walter Newman, IV Newman & Newman 539 Trustmark Building Jackson, MS 39201
Mark J. Thompson David J. Mack Simpson, Thacher & Bartlett LLP 425 Lexington Avenue New York, NY 10017	Luther M. Dove, Jr. Dove & Chill 4266 I-55 North, Suite 108 Jackson, MS 3921
James W. Kapp, III Kirkland & Ellis LLP 200 E. Randolph Drive Chicago, IL 60601-6636	

SO CERTIFIED, this the 29th day of October, 2004.



JAMES W. O'MARA
DOUGLAS C. NOBLE
CHRISTOPHER R. MADDUX

In re: Mississippi Chemical Corporation
OMNIBUS 1: EXHIBIT A - RECLASSIFY CLAIMS

	Creditor Name / Address	Claim Number	Total Claim Dollars*	Claim Class**	Modified Claim Amount*	Claim Class**	Reason For Modification
1	BARTON, DARRYL K 1225 COUNTY ROAD 121 NEW ALBANY MS 38652-9763	356	BLANK	(U)	\$8.68	(U)	NO BASIS FOR PRIORITY CLAIM - RECLASSIFY TO UNSECURED
2	BLOSSMAN GAS INC PO BOX 1110 OCEAN SPRINGS MS 39566-1110	1039	\$129.67	(P)	\$0.00 \$129.67	(P) (U)	NO BASIS FOR PRIORITY CLAIM. RECLASSIFY TO UNSECURED.
3	BRUNER, JOHN 1154 LOVEWOOD RD GRACEVILLE FL 32440-4774	558	BLANK	(U)	\$59.04	(U)	NO BASIS FOR PRIORITY CLAIM - RECLASSIFY TO UNSECURED
4	BULK SURVEYING OF VICKSBURG 102 DEER CIRCLE VICKSBURG MS 39180-9260	46	\$323.40	(P)	\$0.00 \$323.40	(P) (U)	NO BASIS FOR PRIORITY CLAIM - RECLASSIFY TO UNSECURED
5	BULK SURVEYING OF VICKSBURG 120 DEER CIRCLE VICKSBURG MS 39180-9260	47	\$361.80	(P)	\$0.00 \$361.80	(P) (U)	NO BASIS FOR PRIORITY CLAIM - RECLASSIFY TO UNSECURED
6	ESTATE OF DOROTHY S CLARK C/O CLARK & CLARK ATTORNEYS PO BOX 270 HATTIESBURG MS 39403-0270	138	UNASCERTAINABLE	(U)	\$18.60	(U)	NO BASIS FOR PRIORITY CLAIM - RECLASSIFY TO UNSECURED
7	GROTH EQUIPMENT CORPORATION PO BOX 117 GEISMAR LA 70734-0117	702	\$2,277.61	(P)	\$0.00 \$2,277.61	(P) (U)	NO BASIS FOR PRIORITY CLAIM - RECLASSIFY TO UNSECURED
8	JAMES INDUSTRIAL CONSTRUCTORS LLC MARCUS M WILSON ESQUIRE PO BOX 98 BENNETT LOTTERHOS SULSER JACKSON MS 39205-0098	962	\$420,770.80	(P)	\$0.00 \$80,791.30	(P) (U)	NO BASIS FOR PRIORITY CLAIM - RECLASSIFY TO UNSECURED. SEE ALSO REDUCE AND ALLOW OBJECTION.
9	MEADOWS, W D 795 BREWER RD KINGSTON GA 30145-1854	625	UNASCERTAINABLE	(U)	\$20.46	(U)	NO BASIS FOR PRIORITY CLAIM - RECLASSIFY TO UNSECURED
10	SEALING DEVICES INC 202 FAMILY PARK RD HOT SPRINGS AR 71913-4753	530	\$1,318.05	(S)	\$0.00 \$1,318.05	(S) (U)	NO BASIS FOR SECURED CLAIM - RECLASSIFY TO UNSECURED
11	TERRAL RIVER SERVICE INC 10100 HIGHWAY 65 S LAKE PROVIDENCE LA 71254-4019	679	\$2,136.88	(P)	\$0.00 \$2,136.88	(P) (U)	NO BASIS FOR PRIORITY CLAIM - RECLASSIFY TO UNSECURED

*Plus, in certain instances, additional contingencies, unliquidated amounts, interest, penalties and/or fees.

**** (A) - Administrative (S) - Secured**
(P) - Priority (U) - Unsecured

In re: Mississippi Chemical Corporation
OMNIBUS 1: EXHIBIT A - RECLASSIFY CLAIMS

Creditor Name / Address		Claim Number	Total Claim Dollars*	Claim Class**	Modified Claim Amount*	Claim Class**	Reason For Modification
12	THE TITAN COMPANY PAT PHELAN 518 AVENUE H LEVELLAND TX 79336-3727	61	\$21,183.03	(P)	\$0.00 \$19,391.73	(P) (U)	NO BASIS FOR PRIORITY CLAIM - RECLASSIFY TO UNSECURED. SEE ALSO REDUCE AND ALLOW OBJECTION.
totals:			\$1,318.05	(S)	\$0.00	(S)	
			\$447,183.19	(P)	\$0.00	(P)	
					\$106,837.22	(U)	

*Plus, in certain instances, additional contingencies, unliquidated amounts, interest, penalties and/or fees.

****(A) - Administrative** **(S) - Secured**
(P) - Priority **(U) - Unsecured**