

¹IN THE UNITED STATES BANKRUPTCY COURT
FOR THE SOUTHERN DISTRICT OF MISSISSIPPI

OCT 29 2004

In re:

MISSISSIPPI CHEMICAL
CORPORATION, *et al.* ²

Debtors.

CHARLENE J. KENNEDY, CLERK
BY _____ DEPUTY

CASE NO. 03-02984 WEE
Chapter 11
Jointly Administered

**DEBTORS' FIRST OMNIBUS OBJECTION TO
CROSS-DEBTOR DUPLICATE CLAIMS**

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 Cross-Debtor Duplicate Claims (the "Objection") and respectfully request that the Court enter an Order disallowing 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

² 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

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 disallowance of the proofs of claim identified on Exhibit A as detailed below.

7. The Cross-Debtor Duplicate Claims: The Debtors object to the "Cross-Debtor Duplicate Claims" listed on **Exhibit A** attached hereto pursuant to Section 502(b)(1) of the Bankruptcy Code. The Cross-Debtor Duplicate Claims are claims that seek relief against one of the Debtors that is already encompassed in a separate (but not necessarily entirely duplicate) proof of claim filed by the creditor against a different Debtor. Article 6.2 of the Debtors' First Amended Joint Plan of Reorganization provides for the substantive consolidation of the MCC-Debtors and the Potash-Debtor for all purposes related to the Plan with the Phosphates-Debtor remaining as an unconsolidated estate for such purposes. The Debtors propose that the "Surviving Claims" noted on **Exhibit A** replace the Claims to be Expunged noted on **Exhibit A**. The Surviving Claim will not be affected by this Objection to the Duplicate Claim unless the

Company; Mississippi Phosphates Corporation; Mississippi Potash, Inc.; Eddy Potash, Inc.; Triad Nitrogen, L.L.C.; and Melamine Chemicals, Inc.

claim has also been objected to on other grounds, in which case the claimant will be served with a separate objection to the Surviving Claim. Therefore, the Duplicate Claims set forth in **Exhibit A** should be disallowed and expunged for all purposes.

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 in **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 disallowing and expunging 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

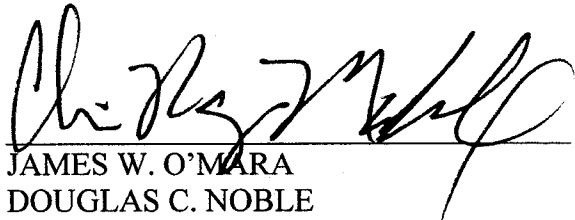
Facsimile: (601) 360-9777

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

Mississippi Chemical Corporation
OMNIBUS 1: EXHIBIT A - CROSS-DEBTOR DUPLICATE CLAIMS

Claim To Be Expunged				Surviving Claim				
Creditor Name and Address	Case No	Claim Number	Total Claims Dollars*	Surviving Creditor Name and Address	Case No	Claim Number	Total Claims Dollars*	Reason For Proposed Disallowance
1 ABF FREIGHT SYSTEM INC DIRECTOR REVENUE ACCOUNTING PO BOX 10048 FORT SMITH AR 72917-0048	03-02984	141	\$6,948.00	ABF FREIGHT SYSTEMS INC PO BOX 10048 FORT SMITH AR 72917-0048	03-02990	588	\$6,948.00	CROSS-DEBTOR DUPLICATE
2 BENTLY NEVADA CORPORATION C/O GLENN M REISMAN ESQ PO BOX 861 STE 636 2 CORPORATE DR SHELTON CT 06484-6238	03-02987	815	\$367.00	BENTLY NEVADA CORPORATION C/O GLENN M REISMAN ESQ PO BOX 861 2 CORPORATE DR STE 636 SHELTON CT 06484-0861	03-02986	813	\$367.00	CROSS-DEBTOR DUPLICATE
3 BENTLY NEVADA CORPORATION C/O GLENN M REISMAN ESQ PO BOX 861 2 CORPORATE DR STE 636 SHELTON CT 06484-0861	03-02985	812	\$367.00	BENTLY NEVADA CORPORATION C/O GLENN M REISMAN ESQ PO BOX 861 2 CORPORATE DR STE 636 SHELTON CT 06484-0861	03-02986	813	\$367.00	CROSS-DEBTOR DUPLICATE
4 BENTLY NEVADA CORPORATION C/O GLENN M REISMAN ESQ PO BOX 861 2 CORPORATE DR STE 636 SHELTON CT 06484-0861	03-02984	810	\$367.00	BENTLY NEVADA CORPORATION C/O GLENN M REISMAN ESQ PO BOX 861 2 CORPORATE DR STE 636 SHELTON CT 06484-0861	03-02986	813	\$367.00	CROSS-DEBTOR DUPLICATE
5 DRAEGER SAFETY INC PO BOX 641556 PITTSBURGH PA 15264-1556	03-02984	1050	\$539.20	DRAEGER SAFETY INC PO BOX 120 101 TECHNOLOGY DR PITTSBURGH PA 15230	03-02990	1078	\$539.20	CROSS-DEBTOR DUPLICATE
6 GRANBERRY SUPPLY CORP PO BOX 90550 PHOENIX AZ 85066-0550	03-02984	33	\$68.42	GRANBERRY SUPPLY CORP PO BOX 7548 PHOENIX AZ 85011-7548	03-02990	9	\$68.42	CROSS-DEBTOR DUPLICATE
7 HARRIS TRUST & SAVINGS BANK LAWRENCE A MIZERA 111 W MONROE ST 11TH FL WEST CHICAGO IL 60603-4096	03-02989	793	\$159,028,500.55 UNLIQUIDATED	HARRIS TRUST & SAVINGS BANK LAWRENCE A MIZERA 11TH FL WEST 111 W MONROE ST CHICAGO IL 60603-4096	03-02984	788	\$159,028,500.55 UNLIQUIDATED	CROSS-DEBTOR DUPLICATE

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

Mississippi Chemical Corporation
OMNIBUS 1: EXHIBIT A - CROSS-DEBTOR DUPLICATE CLAIMS

Claim To Be Expunged				Surviving Claim				
Creditor Name and Address	Case No	Claim Number	Total Claims Dollars*	Surviving Creditor Name and Address	Case No	Claim Number	Total Claims Dollars*	Reason For Proposed Disallowance
8 HARRIS TRUST & SAVINGS BANK LAWRENCE A MIZERA 111 W MONROE ST 11TH FL WEST CHICAGO IL 60603-4096	03-02985	789	\$159,028,500.55 UNLIQUIDATED	HARRIS TRUST & SAVINGS BANK LAWRENCE A MIZERA 11TH FL WEST 111 W MONROE ST CHICAGO IL 60603-4096	03-02984	788	\$159,028,500.55 UNLIQUIDATED	CROSS-DEBTOR DUPLICATE
9 HARRIS TRUST & SAVINGS BANK LAWRENCE A MIZERA 111 W MONROE ST 11TH FL WEST CHICAGO IL 60603-4096	03-02986	790	\$159,028,500.55 UNLIQUIDATED	HARRIS TRUST & SAVINGS BANK LAWRENCE A MIZERA 11TH FL WEST 111 W MONROE ST CHICAGO IL 60603-4096	03-02984	788	\$159,028,500.55 UNLIQUIDATED	CROSS-DEBTOR DUPLICATE
10 HARRIS TRUST & SAVINGS BANK LAWRENCE A MIZERA 111 W MONROE ST 11TH FL WEST CHICAGO IL 60603-4096	03-02988	792	\$159,028,500.55 UNLIQUIDATED	HARRIS TRUST & SAVINGS BANK LAWRENCE A MIZERA 11TH FL WEST 111 W MONROE ST CHICAGO IL 60603-4096	03-02984	788	\$159,028,500.55 UNLIQUIDATED	CROSS-DEBTOR DUPLICATE
11 HARRIS TRUST & SAVINGS BANK LAWRENCE A MIZERA 111 W MONROE ST 11TH FL WEST CHICAGO IL 60603-4096	03-02990	794	\$159,028,500.55 UNLIQUIDATED	HARRIS TRUST & SAVINGS BANK LAWRENCE A MIZERA 11TH FL WEST 111 W MONROE ST CHICAGO IL 60603-4096	03-02984	788	\$159,028,500.55 UNLIQUIDATED	CROSS-DEBTOR DUPLICATE
12 HARRIS TRUST & SAVINGS BANK LAWRENCE A MIZERA 111 W MONROE ST 11TH FL WEST CHICAGO IL 60603-4096	03-02991	795	\$159,028,500.55 UNLIQUIDATED	HARRIS TRUST & SAVINGS BANK LAWRENCE A MIZERA 11TH FL WEST 111 W MONROE ST CHICAGO IL 60603-4096	03-02984	788	\$159,028,500.55 UNLIQUIDATED	CROSS-DEBTOR DUPLICATE
13 HARRIS TRUST & SAVINGS BANK LAWRENCE A MIZERA 111 W MONROE ST 11TH FL WEST CHICAGO IL 60603-4096	03-02992	796	\$159,028,500.55 UNLIQUIDATED	HARRIS TRUST & SAVINGS BANK LAWRENCE A MIZERA 11TH FL WEST 111 W MONROE ST CHICAGO IL 60603-4096	03-02984	788	\$159,028,500.55 UNLIQUIDATED	CROSS-DEBTOR DUPLICATE

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

Mississippi Chemical Corporation
OMNIBUS 1: EXHIBIT A - CROSS-DEBTOR DUPLICATE CLAIMS

Claim To Be Expunged				Surviving Claim				
Creditor Name and Address	Case No	Claim Number	Total Claims Dollars*	Surviving Creditor Name and Address	Case No	Claim Number	Total Claims Dollars*	Reason For Proposed Disallowance
14 HARRIS TRUST & SAVINGS BANK LAWRENCE A MIZERA 111 W MONROE ST 11TH FL WEST CHICAGO IL 60603-4096	03-02993	797	\$159,028,500.55 UNLIQUIDATED	HARRIS TRUST & SAVINGS BANK LAWRENCE A MIZERA 11TH FL WEST 111 W MONROE ST CHICAGO IL 60603-4096	03-02984	788	\$159,028,500.55 UNLIQUIDATED	CROSS-DEBTOR DUPLICATE
15 HARRIS TRUST & SAVINGS BANK LAWRENCE A MIZERA 111 W MONROE ST 11TH FL WEST CHICAGO IL 60603-4096	03-02987	791	\$159,028,500.55 UNLIQUIDATED	HARRIS TRUST & SAVINGS BANK LAWRENCE A MIZERA 11TH FL WEST 111 W MONROE ST CHICAGO IL 60603-4096	03-02984	788	\$159,028,500.55 UNLIQUIDATED	CROSS-DEBTOR DUPLICATE
16 HSBC BANK USA ATTN JOHN TISHLER ESQ 511 UNION ST STE 2700 WALLER LANSDEN DORTCH & DAVIS NASHVILLE TN 37219	03-02986	954	\$207,250,840.00 UNLIQUIDATED	HSBC BANK USA ATTN JOHN TISHLER ESQ 511 UNION ST 511 UNION ST STE 2100 NASHVILLE TN 37219-1760	03-02984	952	\$207,250,840.00 UNLIQUIDATED	CROSS-DEBTOR DUPLICATE
17 HSBC BANK USA ATTN JOHN TISHLER ESQ 511 UNION ST STE 2700 WALLER LANSDEN DORTCH & DAVIS NASHVILLE TN 37219	03-02985	953	\$207,250,840.00 UNLIQUIDATED	HSBC BANK USA ATTN JOHN TISHLER ESQ 511 UNION ST 511 UNION ST STE 2100 NASHVILLE TN 37219-1760	03-02984	952	\$207,250,840.00 UNLIQUIDATED	CROSS-DEBTOR DUPLICATE
18 IUPE, JOE PO BOX 2736 MADISON MS 39130-2736	03-02984	36	\$2,380.00	J S IUPE'S PO BOX 2736 MADISON MS 39130-2736	03-02990	149	\$2,380.00	CROSS-DEBTOR DUPLICATE
19 JAMES INDUSTRIAL CONSTRUCTORS LLC MARCUS M WILSON ESQUIRE BENNETT LOTTERHOS SULSER PO BOX 98 JACKSON MS 39205-0098	03-02984	961	\$420,770.80	JAMES INDUSTRIAL CONSTRUCTORS LLC MARCUS M WILSON ESQUIRE PO BOX 98 BENNETT LOTTERHOS SULSER JACKSON MS 39205-0098	03-02989	962	\$420,770.80 UNLIQUIDATED	CROSS-DEBTOR DUPLICATE

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

Mississippi Chemical Corporation
OMNIBUS 1: EXHIBIT A - CROSS-DEBTOR DUPLICATE CLAIMS

Claim To Be Expunged					Surviving Claim				
Creditor Name and Address	Case No	Claim Number	Total Claims Dollars*	Surviving Creditor Name and Address	Case No	Claim Number	Total Claims Dollars*	Reason For Proposed Disallowance	
20 LASALLE NATIONAL LEASING CORPORATIO RANDALL L HAGEN ESQUIRE OBER KALER GRIMES & SHRIVER 120 E BALTIMORE ST BALTIMORE MD 21202-1674	03-02984	739	\$362,834.81	LASALLE NATIONAL LEASING CORPORATION RANDALL L HAGEN ESQUIRE 120 E BALTIMORE ST OBER KALER GRIMES & SHRIVER BALTIMORE MD 21202-1643	03-02990	741	\$362,834.81	CROSS-DEBTOR DUPLICATE	
21 POINT LISAS NITROGEN LIMITED MARCUS M WILSON ESQUIRE PO BOX 98 BENNETT LOTTERHOS SULSER JACKSON MS 39205-0098	03-02989	928	\$2,621,442.02 UNLIQUIDATED	POINT LISAS NITROGEN LIMITED MARCUS M WILSON ESQUIRE PO BOX 98 BENNETT LOTTERHOS SULSER JACKSON MS 39205-0098	03-02985	926	\$2,621,442.02 UNLIQUIDATED	CROSS-DEBTOR DUPLICATE	
22 POINT LISAS NITROGEN LIMITED MARCUS M WILSON ESQUIRE BENNETT LOTTERHOS SULSER PO BOX 98 JACKSON MS 39205-0098	03-02987	927	\$2,621,442.02 UNLIQUIDATED	POINT LISAS NITROGEN LIMITED MARCUS M WILSON ESQUIRE PO BOX 98 BENNETT LOTTERHOS SULSER JACKSON MS 39205-0098	03-02985	926	\$2,621,442.02 UNLIQUIDATED	CROSS-DEBTOR DUPLICATE	
23 POINT LISAS NITROGEN LIMITED MARCUS M WILSON ESQUIRE PO BOX 98 BENNETT LOTTERHOS SULSER JACKSON MS 39205-0098	03-02984	925	\$2,621,442.02 UNLIQUIDATED	POINT LISAS NITROGEN LIMITED MARCUS M WILSON ESQUIRE PO BOX 98 BENNETT LOTTERHOS SULSER JACKSON MS 39205-0098	03-02985	926	\$2,621,442.02 UNLIQUIDATED	CROSS-DEBTOR DUPLICATE	
24 SBC COMMUNICATIONS SOUTHWESTERN BELL PO BOX 981268 WEST SACRAMENTO CA 95798-1268	03-02984	590	\$389.16	SBC COMMUNICATIONS SBC SOUTHWESTERN BELL PO BOX 981268 WEST SACRAMENTO CA 95798-1268	03-02990	880	\$389.16	CROSS-DEBTOR DUPLICATE	
Total Claims Expunge		24	Total Dollars Expunged:	\$1,854,417,542.40		Total Claims Remaining:	11	Total Dollars Remaining	\$369,695,079.96

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