

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

OCT 29 2004

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
NO LIABILITY 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 No Liability 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 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 disallowance of the proofs of claim identified on Exhibit A as detailed below.

7. The No Liability Claims: The Debtors object to the "No Liability Claims" listed on **Exhibit A** pursuant to Section 502(b)(1) of the Bankruptcy Code because the No Liability Claims are not enforceable against the Debtors or their property under any agreement or applicable law. Therefore, the No Liability Claims 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

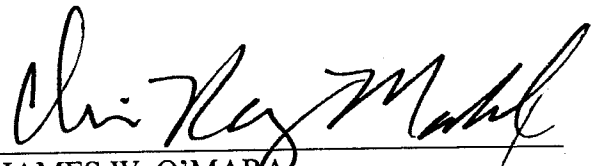
Facsimile: (601) 360-9777

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

In re: Mississippi Chemical Corporation
OMNIBUS 1: EXHIBIT A - NO LIABILITY CLAIMS

	Creditor Name / Address	Case Number	Claim Number	Total Claim Dollars	Claim Class*	Reason For Proposed Disallowance
1	ALVARADO, ANGEL PAULA ALVARADO 414 N CLIVE ST CARLSBAD NM 88220	03-02990	931	UNASCERTAINABLE	(P)	NO LIABILITY PER DEBTOR RECORDS
2	AMERICAN HOME ASSURANCE COMPANY DAVID A LEVIN DEPT BANKRUPTCY 70 PINE ST 31ST FL AIG LAW 70 PINE ST NEW YORK NY 10270-0002	03-02984	993	UNKNOWN UNKNOWN	(S) (U)	NO LIABILITY FOR PRE-PETITION INSURANCE
3	AMERICAN HOME ASSURANCE COMPANY DAVID A LEVIN DEPT BANKRUPTCY 70 PINE ST 31ST FL AIG LAW NEW YORK NY 10270	03-02987	990	UNKNOWN UNKNOWN	(S) (U)	NO LIABILITY FOR PRE-PETITION INSURANCE
4	AMERICAN HOME ASSURANCE COMPANY DAVID A LEVIN DEPT BANKRUPTCY 70 PINE ST 31ST FL AIG LAW 70 PINE ST NEW YORK NY 10270-0002	03-02993	992	UNKNOWN UNKNOWN	(S) (U)	NO LIABILITY FOR PRE-PETITION INSURANCE
5	AMERICAN HOME ASSURANCE COMPANY DAVID A LEVIN DEPT BANKRUPTCY 70 PINE ST 31ST FL AIG LAW NEW YORK NY 10270	03-02988	991	UNKNOWN UNKNOWN	(S) (U)	NO LIABILITY FOR PRE-PETITION INSURANCE
6	ARKANSAS AUDITOR DEPT OF THE STATE UNCLAIMED PROPERTY DIVISION 1400 W 3RD ST LITTLE ROCK AR 72201-1811	03-02984	500	BLANK	(U)	NO LIABILITY PER DEBTOR RECORDS
7	AWC INC 3711 LAKESIDE DR S MOBILE AL 36693-5123	03-02984	683	\$12,775.67	(U)	NO LIABILITY PER DEBTOR RECORDS
8	BENNETT, ALCIA BERNARD J FRANCIS SR & ASSOC PO BOX 566 1411 MCKINLEY ST DONALDSONVILLE LA 70346-3955	03-02993	869	\$6,000,000.00	(U)	NO LIABILITY PER DEBTOR RECORDS

In re: Mississippi Chemical Corporation
OMNIBUS 1: EXHIBIT A - NO LIABILITY CLAIMS

	Creditor Name / Address	Case Number	Claim Number	Total Claim Dollars	Claim Class*	Reason For Proposed Disallowance
9	BLOUNT, NATE C/O BRENT COON & ASSOCIATES 3550 FANNIN ST BEAUMONT TX 77701-3805	03-02987	957	BLANK	(U)	NO LIABILITY PER DEBTOR RECORDS
10	BORNHOFT, ROBERT PO BOX 359 HARRISBURG AR 72432-0359	03-02984	995	UNKNOWN	(U)	NO LIABILITY PER DEBTOR RECORDS 1994 IPO SHAREHOLDER
11	CANADIAN NATIONAL 277 FRONT ST WEST 5TH FL TORONTO ON M5V 2X7 CANADA	03-02990	874	\$2,900.00	(U)	NO LIABILITY PER DEBTOR RECORDS
12	CETINER ENGINEERING CORP 315 CANTRELL PL SW CALGARY AB T2W 2A3 CANADA	03-02992	335	\$39,887.96	(U)	NO LIABILITY PER DEBTOR RECORDS
13	DE LAGE LANDEN FINANCIAL SERVICES INC TKA TOKAI FINANCIAL 1111 OLD EAGLE SCHOOL RD WAYNE PA 19087-1453	03-02992	950	\$169,214.75	(S)	NO LIABILITY PER DEBTOR RECORDS
14	DOCKSIDE SVCS PO BOX 122 MOBILE AL 36601-0122	03-02984	106	\$550.00	(U)	NO LIABILITY PER DEBTOR RECORDS
15	DONALD CAUTHRON ET UX BAGGETT MCCALL BURGESS & WATSON 3006 COUNTRY CLUB RD LAKE CHARLES LA 70605-5920	03-02992	785	UNKNOWN	(U)	NO LIABILITY PER DEBTOR RECORDS
16	ELKINS, OLLIE PO BOX 472 SAINT AMANT LA 70774-0472	03-02992	736	UNKNOWN	(U)	NO LIABILITY PER DEBTOR RECORDS
17	FIREMAN'S FUND INSURANCE CO THELMA THOMPSON CORP CREDIT SM3 777 SAN MARIN DR NOVATO CA 94998-1000	03-02984	593	\$5,000.00	(U)	NO LIABILITY PER DEBTOR RECORDS
18	FRANCHISE TAX BOARD SPECIAL PROCEDURES SECTION PO BOX 2952 SACRAMENTO CA 95812-2952	03-02990	512	\$53.08 \$5,924.66	(P) (U)	NO LIABILITY PER DEBTOR RECORDS

In re: Mississippi Chemical Corporation
OMNIBUS 1: EXHIBIT A - NO LIABILITY CLAIMS

	Creditor Name / Address	Case Number	Claim Number	Total Claim Dollars	Claim Class*	Reason For Proposed Disallowance
19	GATX RAIL ATTN DOLORES DELANEY 500 W MONROE ST CHICAGO IL 60661-3671	03-02988	778	\$2,688,685.00 \$63,799.70	(A) (U)	NO LIABILITY PER DEBTOR RECORDS
20	GENERAL ELECTRIC CAPITAL CORPORATION PO BOX 3083 CEDAR RAPIDS IA 52406-3083	03-02984	667	\$7,293.41	(S)	NO LIABILITY PER DEBTOR RECORDS
21	GENERAL ELECTRIC CAPITAL CORPORATION PO BOX 3083 CEDAR RAPIDS IA 52406-3083	03-02984	666	\$834.55	(S)	NO LIABILITY PER DEBTOR RECORDS
22	GENERAL ELECTRIC COMPANY C/O GLENN M REISMAN ESQ PO BOX 861 2 CORPORATE DR STE 636 SHELTON CT 06484-0861	03-02992	811	\$1,182.14	(P)	NO LIABILITY PER DEBTOR RECORDS
23	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	(S)	NO LIABILITY PER REPLACEMENT DIP AGREEMENT
24	HARTFORD FIRE INSURANCE COMPANY BANKRUPTCY UNIT PO BOX 2073 HARTFORD CT 06101-2073	03-02984	130	UNKNOWN	(U)	NO LIABILITY PER DEBTOR RECORDS
25	JPMORGAN CHASE BANK ATTN RICHARD S LASKER ESQ 825 EIGHTH AVE WORLDWIDE PLAZA CRAVATH SWAINE & MOORE LLP NEW YORK NY 10019	03-02984	921	UNKNOWN	(S)	NO LIABILITY PER DEBTOR RECORDS
26	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	(S)	NO LIABILITY PER DEBTOR RECORDS

In re: Mississippi Chemical Corporation
OMNIBUS 1: EXHIBIT A - NO LIABILITY CLAIMS

	Creditor Name / Address	Case Number	Claim Number	Total Claim Dollars	Claim Class*	Reason For Proposed Disallowance
27	LEMON, WAYNE WALTER DUMAS ESQ PO BOX 1366 BATON ROUGE LA 70821-1366	03-02992	604	UNKNOWN	(U)	NO LIABILITY PER DEBTOR RECORDS
28	MA, ZHONGXIN R 300 FEATHER GLEN DR RIDGELAND MS 39157	03-02984	934	\$181,241.39	(U)	NO LIABILITY PER DEBTOR RECORDS
29	MS ENGINNERING SOCIETY 5425 EXECUTIVE PL STE D JACKSON MS 39206-4182	03-02984	964	\$1,000.00	(U)	NO LIABILITY PER DEBTOR RECORDS
30	MS MENTORING NETWORK INC PO BOX 3612 JACKSON MS 39207-3612	03-02984	407	BLANK	(U)	NO LIABILITY PER DEBTOR RECORDS
31	NEW YORK STOCK EXCHANGE INC ATTN CONTROLLER'S DEPT 8TH FL 20 BROAD ST NEW YORK NY 10005-2601	03-02984	508	\$35,000.00	(U)	NO LIABILITY PER DEBTOR RECORDS
32	NORTH, CLARENCE GERTLER GERTLER VINCENT 129 127 CARONDELET ST NEW ORLEANS LA 70130-2501	03-02992	970	\$80,000.00	(U)	NO LIABILITY PER DEBTOR RECORDS
33	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	(U)	NO LIABILITY PER CONTRACT ASSUMPTION
34	POTASH & PHOSPHATE INSTITUTE INC 655 ENGINEERING DR STE 110 NORCROSS GA 30092	03-02990	909	\$81,422.00	(U)	NO LIABILITY PER DEBTOR RECORDS
35	POTASH & PHOSPHATE INSTITUTE INC 655 ENGINEERING DR STE 110 NORCROSS GA 30092-2843	03-02989	910	\$77,344.00	(U)	NO LIABILITY PER DEBTOR RECORDS
36	PSC INDUSTRIAL OUTSOURCING INC PO BOX 4955 HOUSTON TX 77210-4955	03-02989	294	\$45,128.94	(U)	NO LIABILITY PER DEBTOR RECORDS

In re: Mississippi Chemical Corporation
OMNIBUS 1: EXHIBIT A - NO LIABILITY CLAIMS

	Creditor Name / Address	Case Number	Claim Number	Total Claim Dollars	Claim Class*	Reason For Proposed Disallowance
37	RLI INSURANCE COMPANY ATTN JIM GORDON 525 W VAN BUREN ST STE 305 CONGRESS CENTER CHICAGO IL 60607	03-02984	908	\$255,000.00	(S)	NO LIABILITY PER DEBTOR RECORDS
38	SHERMAN, JAMES T C/O BRENT COON & ASSOCIATES 188 E CAPITOL ST STE 1375 JACKSON MS 39201-2133	03-02987	924	BLANK	(U)	NO LIABILITY PER DEBTOR RECORDS
39	STOVALL, HOLLY C/O BRENT COON & ASSOCIATES 3550 FANNIN ST BEAUMONT TX 77701-3805	03-02987	958	BLANK	(U)	NO LIABILITY PER DEBTOR RECORDS
40	TRUJILLO, ERIC 1401 W CHISUM AVE ARTESIA NM 88210-1746	03-02990	623	UNASCERTAINABLE	(U)	NO LIABILITY PER DEBTOR RECORDS
41	WISCO SUPPLY INC PO BOX 214 815 S SAINT VRAIN ST EL PASO TX 79901-3010	03-02984	249	\$1,293.03	(U)	NO LIABILITY PER DEBTOR RECORDS
				totals:	\$159,823,678.07	(S)
					\$2,688,685.00	(A)
					\$1,235.22	(P)
					\$9,254,709.37	(U)