

**IN THE UNITED STATES BANKRUPTCY COURT
FOR THE NORTHERN DISTRICT OF TEXAS
FORT WORTH DIVISION**

In re)	Chapter 11 Case
MIRANT CORPORATION, <u>et al.</u> ,)	Case No. 03-46590(DML)11
Debtors.)	Jointly Administered
)	

NOTICE OF (A) SOLICITATION OF VOTES TO ACCEPT OR REJECT THE SECOND AMENDED JOINT CHAPTER 11 PLAN OF REORGANIZATION FOR MIRANT CORPORATION AND ITS AFFILIATED DEBTORS, (B) HEARING TO CONSIDER CONFIRMATION OF THE SECOND AMENDED JOINT CHAPTER 11 PLAN OF REORGANIZATION FOR MIRANT CORPORATION AND ITS AFFILIATED DEBTORS AND (C) DEADLINE FOR FILING OBJECTIONS TO THE SECOND AMENDED JOINT CHAPTER 11 PLAN OF REORGANIZATION FOR MIRANT CORPORATION AND ITS AFFILIATED DEBTORS

TO ALL CREDITORS OR SHAREHOLDERS OF THE DEBTORS HOLDING EQUITY INTERESTS THAT ARE IMPAIRED UNDER THE PLAN AND OTHER PARTIES IN INTEREST:

NOTICE IS HEREBY GIVEN that on September 30, 2005, the United States Bankruptcy Court for the Northern District of Texas, Fort Worth Division (the "Court") signed the order (the "Order") approving the disclosure statement (the "Disclosure Statement") with respect to the Second Amended Joint Chapter 11 Plan of Reorganization for Mirant Corporation and its Affiliated Debtors (the "Plan") filed by Mirant Corporation and its affiliated debtors (collectively, the "Debtors"). Pursuant to the Order, solicitation materials consisting of a CD-ROM containing a copy of the Disclosure Statement, the Plan and all exhibits thereto, and a paper ballot for the purpose of voting to accept or reject the Plan have been mailed to all known holders of impaired claims and equity interests against the Debtors entitled to vote on the Plan. If you are a holder of an impaired claim against the Debtors and have not received the foregoing solicitation materials, you may obtain the same by request to Bankruptcy Services, LLC, at 1-866-316-7766. Additionally, the Plan and Disclosure Statement are available at <http://www.txnb.uscourts.gov> and <http://www.mirant-caseinfo.com>. Paper copies of the Disclosure Statement and Plan will be provided only to those holders of claims or equity interests (i) that can establish by written request that receiving a CD-ROM imposes a hardship or (ii) who purchase a paper copy of the Disclosure Statement and Plan for the cost of \$50 per copy. Please contact Bankruptcy Services, LLC at 1-866-316-7766 for information regarding submission of a written notice of hardship or how to purchase a paper copy of the Disclosure Statement and Plan.

NOTICE IS FURTHER GIVEN that except as set forth in the next paragraph, all ballots cast to accept or reject the Plan must be properly completed, executed and mailed or delivered to the Debtors' Solicitation and Tabulation Agent at P.O. Box 5014, F.D.R. Station, New York, NY 10150-5014, Attn: Mirant Ballot Tabulation, so that they are ACTUALLY RECEIVED no later

than 4:00 p.m., Prevailing Central Time, on November 10, 2005. If your ballot is not properly completed or received by such time, it will not be counted as a vote to accept or reject the Plan. Ballots transmitted by facsimile, telecopy transmission or electronic mail will not be accepted and will not be counted as a vote to accept or reject the Plan.

NOTICE IS FURTHER GIVEN that if you hold your claim or interest beneficially through a trustee, agent bank, broker dealer or other agent or nominee (a "Voting Nominee"), you may receive your solicitation materials, including your ballot (a "Beneficial Holder Ballot"), directly from such Voting Nominee. All Beneficial Holder Ballots cast to accept or reject the Plan must be properly completed, executed and returned to the Voting Nominees in such manner to allow sufficient time for the Voting Nominees to process such votes on "Master Ballots" and mail or deliver such Master Ballots to the Debtors' Solicitation and Tabulation Agent so that they are ACTUALLY RECEIVED no later than 4:00 p.m., Prevailing Central Time, on November 10, 2005.

NOTICE IS FURTHER GIVEN that the Court has fixed December 1, 2005, at 9:00 a.m. (Prevailing Central Time) as the date and time for the hearing to consider confirmation of the Plan and related matters (the "Confirmation Hearing"). The Confirmation Hearing will be held before the Honorable D. Michael Lynn, United States Bankruptcy Judge, United States Courthouse, 501 W. Tenth Street, Fort Worth, Texas. The Confirmation Hearing may be adjourned from time to time without further notice other than announcement made at the Confirmation Hearing or any adjourned hearing.

NOTICE IS FURTHER GIVEN that objections, if any, to the confirmation of the Plan must be in writing, and must (a) state the name and address of the objecting party and the nature and amount of the claim or interest of such party, (b) state with particularity the basis and nature of each objection to confirmation of the Plan, and (c) be filed, together with proof of service, with the Court and served so that they are received no later than 4:00 p.m., Prevailing Central Time, on November 10, 2005, by the Court, and the following parties: (i) White & Case LLP, Co-Attorneys for the Debtors and Debtors-in-Possession, 200 South Biscayne Boulevard, Suite 4900, Miami, Florida 33131, Attention: Thomas E Lauria, Esq.; (ii) Andrews & Kurth, L.L.P., 450 Lexington Avenue, 15th Floor, New York, New York 10017, Attention: Paul N. Silverstein, Esq.; (iii) Shearman & Sterling LLP, 599 Lexington Avenue, New York, New York 10022-6069, Attention: Fredric Sosnick, Esq.; (iv) Cadwalader, Wickersham & Taft, One World Financial Center, New York, New York 10281, Attention: Bruce R. Zirinsky, Esq.; (v) Brown Rudnick Berlack Israels LLP, 120 West 45th Street, New York, New York 10036, Attention: Edward S. Weisfelner, Esq.; (vi) Gardere Wynne Sewell LLP, 3000 Thanksgiving Tower, 1601 Elm Street, Suite 3000, Dallas, Texas 75201, Attention: Richard M. Roberson, Esq.; and (vii) The Office of the United States Trustee, Earle Cabell Federal Building, 1100 Commerce Street, Room 976, Dallas, Texas 75242, Attention: George F. McElreath.

NOTICE IS FURTHER GIVEN that the Court has fixed November 30, 2005, at 9:00 a.m. (Prevailing Central Time) as the date and time for the pre-Confirmation Hearing status conference (the "Plan Status Conference"). The Plan Status Conference will be held before the Honorable D. Michael Lynn, United States Bankruptcy Judge, United States Courthouse, 501 W. Tenth Street, Fort Worth, Texas. All parties who intend to participate in the Confirmation Hearing must appear at the Plan Status Conference.

NOTICE IS FURTHER GIVEN that the Debtors intend to file the Schedule of Assumed and Assumed and Assigned Executory Contracts and Unexpired Leases as Schedule 12 to the

Disclosure Statement (as may be supplemented from time to time prior to the entry of an order confirming the Plan) (the “Assumption Schedule”) with the Court setting forth the list of executory contracts and unexpired leases to be assumed, or assumed and assigned, by the Debtors pursuant to the Plan. Unless otherwise provided in the Plan or otherwise listed on the Assumption Schedule, all executory contracts and unexpired leases of the Debtors not previously assumed by the Debtors, including, but not limited to, those agreements listed and described in the “Schedule of Rejected Executory Contracts and Unexpired Leases” attached as Schedule 11 to the Disclosure Statement (as may be supplemented from time to time prior to the entry of an order confirming the Plan), shall be rejected by the Debtors, as of the effective date of the Plan, pursuant to the provisions of section 365 of the Bankruptcy Code. Any claims arising from the rejection of an executory contract or unexpired lease must be asserted in accordance with the terms of the Plan or such claims will be forever barred and unenforceable against the Debtors, New Mirant, their respective Affiliates, or the Assets (each, as defined in the Plan).

NOTICE IS FURTHER GIVEN that the Plan provides that substantially all of the Assets of Mirant will be transferred to New Mirant, a corporation organized under the laws of Delaware, which will serve as the corporate parent of the Debtors’ business enterprise on and after the effective date of the Plan. Except as otherwise provided in the Plan, New Mirant shall not have, and shall not be construed to have or maintain, any liability, claim, or obligation that is based in whole or in part on any act, omission, transaction, event, other occurrence or thing occurring or in existence on or prior to the effective date of the Plan (including, without limitation any liability or claims arising under applicable non-bankruptcy law as a successor to Mirant) and no such liabilities, claims, or obligations for any acts shall attach to New Mirant.

NOTICE IS FURTHER GIVEN that the Plan provides that the trading and marketing business of Mirant Americas Development, Inc., Mirant Americas Production Company, Mirant Americas Energy Marketing, LP, Mirant Americas Retail Energy Marketing, LP, Mirant Americas Gas Marketing I - XV, LLC (collectively, the “Trading Debtors”) shall be transferred to Mirant Energy Trading LLC (“MET”), a Delaware limited liability company. Except as otherwise provided in the Plan, MET shall not have, and shall not be construed to have or maintain, any liability, claim, or obligation that is based in whole or in part on any act, omission, transaction, event, other occurrence or thing occurring or in existence on or prior to the effective date of the Plan (including, without limitation any liability or claims arising under applicable non-bankruptcy law as a successor to the Trading Debtors) and no such liabilities, claims, or obligations for any acts shall attach to MET.

NOTICE IS FURTHER GIVEN that the Plan contains an injunction which, with certain exceptions, permanently enjoins any holder of any claim (other than holders of Allowed MAG Long-term Note Claims) or equity interest from, among other things, taking any of the following actions against or affecting New Mirant and its Affiliates, the Debtors and the Estates (as defined in the Plan), the Assets, or the Disbursing Agent under the Plan (as defined in the Plan), or any of their current or former respective members, directors, managers, officers, employees, agents, and professionals, successors and assigns or their respective assets and property with respect to such claims or equity interests (other than actions brought to enforce any rights or obligations under the Plan): (i) commencing, conducting or continuing in any manner, directly or indirectly, any suit, action or other proceeding of any kind; (ii) enforcing, levying, attaching, collecting or otherwise recovering by any manner or means, whether directly or indirectly, any judgment, award, decree or order; (iii) creating, perfecting or otherwise enforcing in any manner, directly or indirectly, any encumbrance; and (iv) asserting any setoff, right of subrogation or recoupment of

any kind. In addition, except as provided in the Plan, upon the occurrence of the effective date of the Plan, the Debtors shall be discharged from all claims and causes of action to the fullest extent permitted by section 1141 of the Bankruptcy Code, and, except as otherwise provided in the Plan, all holders of claims and equity interests shall be precluded from asserting against New Mirant and its Affiliates, the Debtors, the Assets, or any property dealt with under the Plan, any further or other cause of action based upon any act or omission, transaction, event, thing, or other activity of any kind or nature that occurred or came into existence prior to the effective date of the Plan.

Dated: Miami, FL
September 30, 2005

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