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PROPOSED ATTORNEYS FOR THE DEBTORS AND DEBTORS-IN-POSSESSION

**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
)	Hearing Date and Time: To Be Set

**MOTION OF THE DEBTORS PURSUANT TO RULE 1007(c) OF THE
FEDERAL RULES OF BANKRUPTCY PROCEDURE AND N.D. TX L.B.R. 1007.1
FOR AN EXTENSION OF TIME TO FILE SCHEDULES OF ASSETS AND
LIABILITIES, SCHEDULES OF EXECUTORY CONTRACTS AND
UNEXPIRED LEASES AND STATEMENTS OF FINANCIAL AFFAIRS**

TO THE HONORABLE UNITED STATES BANKRUPTCY JUDGE:

Mirant Corporation (“Mirant”) and its affiliated debtors (collectively, the “Debtors”), as debtors-in-possession, file this motion for entry of an order pursuant to Rule 1007(c) of the Federal Rules of Bankruptcy Procedure and N.D. TX L.B.R. 1007.1 extending the Debtors’ time to file their schedules of assets and liabilities, schedules of executory contracts and statements of financial affairs (the “Motion”), and respectfully represent as follows:

JURISDICTION AND VENUE

1. This Court has jurisdiction to consider the Motion creating this contested matter pursuant to 28 U.S.C. §§ 157 and 1334. This is a core proceeding pursuant to 28 U.S.C. § 157(b)(2)(A), and (O). Venue is proper before this Court pursuant to 28 U.S.C. §§ 1408 and 1409. The relief requested in the Motion is authorized under 11 U.S.C. § 521 and § 1107(a) and may be implemented in accordance with Fed.R.Bankr.P. 1007, 9006(c), 9007, and 9014 and Local Bankruptcy Rule 1007.1(a).

PROCEDURAL BACKGROUND

2. The Cases. On July 14, 2003 (the "Petition Date"), each of the Debtors filed a voluntary petition in this court for relief under chapter 11 of title 11 of the United States Code, 11 U.S.C. §§ 101-1330, as amended (the "Bankruptcy Code"). The Debtors continue to manage and operate their businesses as debtors-in-possession pursuant to sections 1107 and 1108 of the Bankruptcy Code.

3. Joint Administration Request is Pending. Concurrently with the filing of the Motion, the Debtors have moved the court to jointly administer the bankruptcy estates of the Debtors.

4. The Creditors' Committee. No creditors' committee has yet been appointed in these cases by the United States Trustee. Further, no trustee or examiner has been requested or appointed in any of the Debtors' chapter 11 cases. In accordance with Local Bankruptcy Rule 1007.1, counsel for the Debtors has conferred with the office of the U.S. Trustee and attached is the certificate of conference confirming that the U.S. Trustee does not oppose the relief requested in this Motion.

FACTUAL BACKGROUND

5. Mirant and its direct and indirect subsidiaries comprise a competitive energy concern that generates and sells electricity in North America, the Philippines and the Caribbean. Through its direct and indirect subsidiaries, Mirant produces, sells and delivers reliable energy products and services to utilities, municipal systems, aggregators, electric-cooperative utilities, producers, generators, marketers and large industrial customers. Mirant's core business centers on the production and sale of electricity and electrical capacity (essentially the ability to produce electricity on demand). Mirant currently owns or controls more than 21,800 megawatts of electric generating capacity around the world, of which more than 18,000 megawatts is located in the United States. In 2002, Mirant produced 73 million megawatt-hours of electricity, sold 312 million megawatt-hours of electricity and sold or marketed an aggregate average of 21 billion cubic feet per day of natural gas.

6. Mirant employs in excess of 7,000 employees worldwide, of which approximately 1,100 employees are based at Mirant's corporate headquarters in Atlanta and approximately 5,900 employees are based at operating facilities. In 2002, Mirant recorded \$542 million loss in earnings before interest, taxes and depreciation ("EBITDA") on a consolidated basis. Its 2002 operating revenues were approximately \$6.4 billion.

7. A more detailed description of Mirant's assets, liabilities, and business operations, and a discussion of the events leading to the commencement of these chapter 11 cases is set forth in the Affidavit of John W. Ragan in Support of Certain First Day Motions.

RELIEF REQUESTED

8. The Debtors seek entry of an order providing an extension of the period in which to complete and file their schedules of assets and liabilities, schedules of executory contracts and unexpired leases, and statements of financial affairs (collectively, the "Schedules

and Statements”) as required by section 521 of the Bankruptcy Code and Rule 1007 of the Federal Rules of Bankruptcy Procedure (the “Bankruptcy Rules”).

9. On the Petition Date, the Debtors filed with this Court a list of (a) all creditors on a consolidated basis and (b) equity security holders. In addition, attached to each of the Debtors’ voluntary petitions is a list of creditors (excluding insiders) holding the fifty largest unsecured claims on a consolidated basis against the Debtors’ respective estates, the estimated amounts that each such creditor is owed and the basis for each such claim.

10. The substantial size, scope and complexity of these cases and the massive volume of material that must be compiled and reviewed by the Debtors’ limited staff to complete the Schedules and Statements for each of the Debtors during the hectic early days of these chapter 11 cases provides ample cause justifying, if not compelling, the requested extension.

11. Specifically, the Debtors are large and complex enterprises with operations throughout the United States and abroad. The Debtors are comprised of at least 75 affiliated debtor estates; have reported approximately \$8.9 billion of funded debt on a consolidated basis. Because of: (a) the substantial size and scope of the Debtors’ businesses; (b) the complexity of their financial affairs; (c) the limited staffing available to perform the required internal review of their accounts and affairs; and (d) the press of business incident to the commencement of these chapter 11 cases, the Debtors were unable to assemble, prior to the Petition Date, all of the information necessary to complete and file the Schedules and Statements despite their best efforts. Further, given the multitude of complex issues the Debtors were required to address in the days leading to the commencement of these cases and the critical and weighty matters that the Debtors’ limited staff of accounting and legal personnel had to address

prior to the Petition Date, the Debtors would not be in a position to complete the Schedules and Statements by the dates required under Bankruptcy Rules 1007(a) and 1007(c).

12. Completing the Schedules and Statements for each of the Debtors requires the collection, review and assembly of a massive amount of information from multiple locations throughout the United States and abroad and relates to thousands of transactions. For example, on a monthly basis, the Debtors enter into thousands of trades for the purchase and sale of energy with a substantial number of trading counterparties. Collection and analysis of the necessary information requires an expenditure of substantial time and effort on the part of the Debtors' employees. Given the significant burdens already imposed on the Debtors' management by the commencement of these chapter 11 cases, the Debtors request additional time to complete and file the required Schedules and Statements. The Debtors have mobilized their employees to work diligently assembling the necessary information. The Debtors anticipate that they will be able to file their Schedules and Statements, all in the appropriate formats prescribed by the Bankruptcy Code, the Bankruptcy Rules, and the Local Bankruptcy Rules of this Court, within one hundred eighty (180) days after the Petition Date. While the Debtors believe that the requested extension will provide sufficient time to permit the Debtors to complete and file the Schedules and Statements, the Debtors reserve the right to seek additional extensions on appropriate notice and motion to the Court.

13. Bankruptcy Rule 1007(c) provides for the extension, for cause, of the time for the filing of the Schedules and Statements. In view of the size of the Debtors' cases and the amount of information that must be assembled and compiled, ample cause exists for the requested extension. Further, this Court has previously granted similar relief. See, e.g., In re

CoServ, LLC, Case No. 01-48684 (Bankr. N.D. Tex. Dec. 4, 2001); In re Kevco, Inc., Case No. 01-40783 (Bankr. N.D. Tex. Feb. 12, 2001).

NOTICE

14. Notice of this Motion has been provided to the Office of the United States Trustee for the Northern District of Texas; the holders of the fifty largest unsecured claims against the Debtors on a consolidated basis; and certain governmental entities, counsel and parties-in-interest; all as set forth in more detail on the Certificate of Service attached hereto. The Debtors submit that no other or further notice need be provided.

CONCLUSION

WHEREFORE, the Debtors respectfully request entry of an order pursuant to Rule 1007(c) of the Federal Rules of Bankruptcy Procedure and N.D. TX L.B.R. 1007.1 extending the Debtors' time to file their schedules of assets and liabilities, schedules of executory contracts and statements of financial affairs until one hundred eighty (180) days after the Petition Date, and granting such other and further relief as is just and proper.

Dated: Fort Worth, Texas
July 14, 2003

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By s/s Robin Phelan
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)	Chapter 11 Case
MIRANT CORPORATION, <u>et al.</u> ,)	Case No. 03-46590(DML)11
)	Jointly Administered
Debtors.)	
)	

**ORDER PURSUANT TO BANKRUPTCY RULE 1007(c)
GRANTING EXTENSION OF TIME TO FILE SCHEDULE OF ASSETS
AND LIABILITIES, SCHEDULES OF EXECUTORY CONTRACTS
AND UNEXPIRED LEASES AND STATEMENTS OF FINANCIAL AFFAIRS**

Upon the Motion, dated July 14, 2003 (the "Motion"), of Mirant Corporation and its affiliated debtors, (collectively, the "Debtors"), as debtors-in-possession, for an order pursuant to Federal Rule of Bankruptcy Procedure ("Bankruptcy Rule") 1007(c), extending the time within which the Debtors may file their schedules of assets and liabilities, schedules of executory contracts and unexpired leases and statements of financial affairs, all as more fully set forth in the Motion; and upon consideration of the Affidavit of John W. Ragan in Support of First Day Motions and Applications sworn to on the 14th day of July, 2003; and it appearing that the Court has jurisdiction over this matter; and it appearing that due notice of the Motion has been provided as set forth in the Motion, and that no other or further notice need be provided; and it further appearing that the relief requested in the Motion is in the best interests of the Debtors and their estates and creditors; and upon all of the proceedings had before the Court; and after due deliberation and sufficient cause appearing therefor, it is

ORDERED that, the time within which the Debtors shall file their schedules of assets and liabilities, schedules of executory contracts and unexpired leases, and statements of financial affairs is extended pursuant to Bankruptcy Rule 1007(c) for a period of one hundred

eighty (180) days from the Petition Date, without prejudice to the Debtors' right to seek an additional extension upon cause therefor.

End of Order

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CERTIFICATE OF SERVICE

The undersigned hereby certifies that she provided true and correct copies of the foregoing to Bankruptcy Services, LLC and directed them to effort service upon all persons on the attached Service List via facsimile or email transmission, where indicated, or via overnight courier, on the 15th day of July, 2003.

/s/ Judith Elkin

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