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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 FOR ORDER (1) AUTHORIZING THE DEBTORS (OR CLAIMS AGENT) TO SEND INITIAL NOTICES AND ALL OTHER MAILINGS DIRECTLY AND (2) AUTHORIZING THE DEBTORS TO FILE A CONSOLIDATED LIST OF (i) CREDITORS (WITHOUT CLAIM AMOUNTS) AND (ii) OTHER PARTIES IN INTEREST IN ACCORDANCE WITH EXHIBIT "G" TO THE GENERAL ORDER REGARDING PROCEDURES FOR COMPLEX CHAPTER 11 CASES

TO THE HONORABLE UNITED STATES BANKRUPTCY JUDGE:

Mirant Corporation ("Mirant") and its affiliated debtors (collectively, the "Debtors"), as debtors-in-possession, file this motion (the "Motion") for entry of an order (1) authorizing the Debtors or their claims agent, Bankruptcy Services LLC (the "Claims Agent"),¹ to send initial notices and all other mailings directly, and (2) authorizing the Debtors to file a

¹ By separate motion, the Debtors have requested authority to retain Bankruptcy Services LLC as claims agent.

consolidated list of (i) creditors (without claim amounts) and (ii) other parties in interest that conforms with the flexible formatting guidelines set forth in Exhibit G to the General Order Regarding Procedures for Complex Chapter 11 Cases (the “Flexible Guidelines”), and respectfully represent as follows:

JURISDICTION AND VENUE

1. This Court has jurisdiction to consider this matter pursuant to 28 U.S.C. §§ 157 and 1334. This is a core proceeding pursuant to 28 U.S.C. § 157(b). Venue is proper before this Court pursuant to 28 U.S.C. §§ 1408 and 1409.

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.

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 hereby request authority to (i) mail directly to their creditors and other parties in interest a notice of the commencement of these cases and a notice of a meeting of creditors pursuant to section 341 of the Bankruptcy Code, as well as all other notices

to creditors and other parties in interest as directed by the Court, requested by the Office of the United States Trustee or as required by the Bankruptcy Code, the Bankruptcy Rules and the Local Rules and (ii) file a consolidated list of creditors (without claim amounts) and other parties in interest in conformance with the Flexible Guidelines.

**AUTHORIZATION FOR THE DEBTORS TO SEND INITIAL NOTICES
AND ALL OTHER MAILINGS DIRECTLY IS WARRANTED**

9. The Debtors have identified thousands of entities and persons to which notice must be given. In cases of this size, courts often direct a debtor to complete such mailings to eliminate the undue burden on the Clerk's Office that would necessarily result from such a responsibility. Accordingly, the Debtors request authorization to undertake (or have their authorized claims agent undertake) the mailing of a notice of the filing of these cases and a notice of a meeting of creditors pursuant to section 341 of the Bankruptcy Code, as well as all other notices to creditors and other parties in interest as directed by the Court or requested by the United States Trustee, or as required by the Bankruptcy Code, the Bankruptcy Rules and the Local Rules.

**AUTHORIZATION FOR THE DEBTORS TO FILE A CONSOLIDATED
LIST OF CREDITORS (WITHOUT CLAIM AMOUNTS)
THAT CONFORMS WITH THE FLEXIBLE GUIDELINES**

10. As set forth above, the Debtors have identified thousands of entities and persons to which notice must be given. The Debtors maintain lists of names and addresses of all such entities and persons on various computer programs that will permit the Debtors to print consolidated creditor lists and mailing lists.

11. Transferring this information on an individual debtor basis to the form of a mailing label matrix of the type required by the Clerk's office would be a monumental, time consuming and expensive task. In addition, the risk of error in transcription would be

significant. Moreover, in light of the size of the mailing, the Court is likely to direct the Debtors (and not the Clerk of the court) to send out mailings. Consequently, the Debtors believe it is in the best interests of the Debtors' estates and their creditors to avoid the costs and risk associated with the preparing and filing the mailing matrix on an individual debtor basis.

12. Accordingly, the Debtors request that the Court authorize the filing of a consolidated list of (i) creditors (without claim amounts) and (ii) other parties in interest, including equity security holders, in conformance with the Flexible Guidelines.

NOTICE

13. Notice of the 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 (1) authorizing the Debtors or their claims agent, Bankruptcy Services LLC to send initial notices and all other mailings directly, (2) authorizing the Debtors to file a consolidated list of (i) creditors (without claim amounts) and (ii) other parties in interest that conforms with the flexible formatting guidelines set forth in Exhibit G to the Flexible Guidelines, and (3) granting such other and further relief as is just and proper.

Dated: Fort Worth, Texas
July 15, 2003

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By s/ Robin Phelan

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**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

**ORDER (1) AUTHORIZING THE DEBTORS (OR CLAIMS AGENT) TO
SEND INITIAL NOTICES AND ALL OTHER MAILINGS DIRECTLY
AND (2) AUTHORIZING THE DEBTORS TO FILE A CONSOLIDATED LIST OF (i)
CREDITORS (WITHOUT CLAIM AMOUNTS) AND (ii) OTHER PARTIES IN
INTEREST IN ACCORDANCE WITH EXHIBIT "G" TO THE GENERAL ORDER
REGARDING PROCEDURES FOR COMPLEX CHAPTER 11 CASES**

Upon the Motion, dated July 15, 2003, (the "Motion") of Mirant Corporation and its affiliated debtors (collectively, the "Debtors"), as debtors-in-possession, for an order (1) authorizing the Debtors, or their claims agent, Bankruptcy Services LLC, to send initial notices and all other mailings to their creditors, interest holders and other interested parties directly, and (2) authorizing the Debtors to file a consolidated list of (i) creditors (without claim amounts) and

(ii) other parties in interest in accordance with Exhibit "G" to the General Order Regarding Procedures for Complex Chapter 11 Cases (the "Flexible Guidelines"), all as more fully set forth in the Motion; and the Court having jurisdiction to consider the Motion and the relief requested therein in accordance with 28 U.S.C. §§ 157 and 1334; and it appearing that the relief sought in the Motion is in the best interests of the Debtors, their respective estates, and creditors; and due notice of the Motion having been provided as set forth in the Motion and it appearing that no other or further notice need be provided; and sufficient cause appearing therefore, it is

ORDERED that, the Debtors, or their duly appointed claims agent, are authorized to send initial notices and all mailings to creditors and other parties in interest as directed by the Court, requested by the Office of the United States Trustee or as required by the Bankruptcy Code, the Federal Rules of Bankruptcy Procedure and the Local Rules, and to incur all costs relating thereto; and it is further

ORDERED that, the Debtors are authorized to file a consolidated list of (i) creditors (without claim amounts) and (ii) other parties in interest in conformance with the Flexible Guidelines.

End of Order

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**PROPOSED ATTORNEYS FOR THE DEBTORS
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CERTIFICATE OF SERVICE

The undersigned hereby certifies that she provided true and correct copies of the forgoing to Bankruptcy Services, LLC and directed them to effect 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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