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**PROPOSED ATTORNEYS FOR THE OFFICIAL COMMITTEE OF UNSECURED CREDITORS OF
MIRANT AMERICAS GENERATION, LLC**

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

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

**STATEMENT OF THE OFFICIAL COMMITTEE OF UNSECURED
CREDITORS OF MIRANT AMERICAS GENERATION, LLC TO THE
MOTION OF THE DEBTORS PURSUANT TO SECTIONS 327 AND 328 OF
THE BANKRUPTCY CODE FOR AUTHORIZATION TO EMPLOY
PROFESSIONALS USED IN THE ORDINARY COURSE OF BUSINESS**

TO THE HONORABLE UNITED STATES BANKRUPTCY JUDGE:

The Official Committee of Unsecured Creditors of Mirant Americas Generation, LLC (the "MAGI Committee") files this *Statement of the Official Committee of Unsecured Creditors of Mirant Americas Generation, LLC to the Motion of the Debtors Pursuant to Sections 327 and 328 of the Bankruptcy Code for Authorization to Employ Professionals Used in the Ordinary Course of Business* (the "Statement"), and respectfully represents as follows:

1. On or about July 18, 2003, Mirant Corporation ("Mirant") and its affiliated debtors, (collectively, the "Debtors"), filed the *Motion of the Debtors Pursuant to Sections 327 and 328 of the Bankruptcy Code for Authorization to Employ Professionals Used in the Ordinary Course of Business* (the "Ordinary Course Professional Motion") and supplemented on July 23, 2003 with *Notice of Submission of First Supplement to Exhibit "A" to Motion of the Debtors Pursuant to Sections 327 and 328 of the Bankruptcy Code for Authorization to Employ Professionals Used in the Ordinary Course of Business*, seeking to continue to employ and retain professionals utilized by the Debtors in the ordinary course of its business as of July 14 and 15, 2003 (the "Petition Dates"). The Debtors represent that these professionals provided services, including legal services with regard to specialized areas of the law, certain accounting services, environmental and engineering and consulting services, and related services, which are allegedly necessary to the day-to-day continuation of the Debtors' operations and are unrelated to the administration of these Chapter 11 cases.

2. At a hearing on or about July 23, 2003, the Court indicated that it would require all professionals, including the professionals sought to be retained under the Ordinary Course Professional Motion, to file the appropriate disclosures required by Fed. R. Bank. P. 2014. The MAGI Committee believes that the Court's request that each professional file an appropriate disclosure relating to their employment, including the matters for which they are retained, is essential to determining whether such professional should be retained.

3. The MAGI Committee has no objection to the procedures outlined in the Ordinary Course Professional Motion, subject to the Court's requirement that the appropriate disclosures be provided. The MAGI Committee does wish to reserve its rights to file an objection to the employment of any individual professional based on such disclosures.

4. In addition, the Ordinary Course Professional Motion requires that a professional that exceeds \$50,000 in fees in a single month file a Fee Application under Sections 330 and 331 of the Bankruptcy Code, without ever requiring the applicant to first be approved as a professional that can represent the Debtor under Section 327(a) of the Bankruptcy Code. This could lead to a potential situation that a professional with an undisclosed conflict becomes subsequently required to file a fee application that could subject the professional to either denial of the current fees or disgorgement of all fees.

WHEREFORE, the MAGI Committee respectfully requests that the Court require each professional being retained in these cases make the appropriate disclosures required by Fed. R. Bankr. P. 2014, including the matters for which such professionals are being retained, and that the MAGI Committee be allowed to reserve any right to object to such professional's employment following review of the professional's disclosures and for such other and further relief to which the MAGI Committee may be justly entitled.

Dated: July 29, 2003

Respectfully submitted,

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and

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