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

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

In re

MIRANT CORPORATION, et al.,

Debtors.

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Chapter 11 Case

CASE NO. 03-46590(DML) 11
(Jointly Administered)

**STIPULATION OF UNDISPUTED FACTS BETWEEN
THE DEBTORS AND THE OFFICIAL COMMITTEE OF
UNSECURED CREDITORS OF MIRANT AMERICAS GENERATION, LLC**

Mirant Corporation ("Mirant") and each of its affiliated debtors (collectively with Mirant, the "Debtors"), and the Official Committee of Unsecured Creditors of Mirant Americas Generation LLC (the "MAGI Committee") hereby agree and stipulate that the following facts relating to the *Debtors' Emergency Motion Pursuant to Sections 105(a), 362 and 541 of the Bankruptcy Code for Interim and Final Order Establishing Procedures for (I) Requiring Notice in Advance of Certain Transactions Regarding Claims against and Equity Interests in Mirant Corporation, and (II) The Imposition of Sanctions for Violating the Notification Procedures* (the

"Motion")¹ are undisputed. The Debtors and the MAGI Committee each reserve the right to object to the materiality or relevance of any such fact.

1. The Debtors presently have not formulated a chapter 11 plan of reorganization for any of the Debtors, including Mirant Americas Generation, LLC ("MAGI").

2. The Debtors presently can not state with any degree of certainty what the terms of the chapter 11 plan of reorganization they ultimately will propose for or on behalf of MAGI will be.

3. The Debtors presently can not state with any degree of certainty that a chapter 11 plan of reorganization proposed for or on behalf of MAGI would provide for the issuance of Mirant stock to MAGI creditors in exchange for all or part of their claims.

4. The Debtors presently do not have a business plan or financial projections, whether in draft form or completed and finalized, that are sufficiently current and reliable to be the basis for formulating a chapter 11 plan of reorganization on behalf of any of the Debtors, including MAGI.

5. The Debtors presently can not state with any degree of certainty when they will have completed and finalized the business plan and/or financial projections that are necessary for the formulation of a plan of reorganization for the Debtors, including MAGI.

6. The Debtors presently can not state with any degree of certainty that after taking into account the reduction in tax attributes that will occur as a result of any cancellation of debt pursuant to any chapter 11 plan of reorganization involving Mirant and/or MAGI, any of the Debtors will have remaining NOLs or other similar tax attributes that may be utilized to offset tax liabilities.

¹ All capitalized, undefined terms utilized herein shall have the meanings ascribed to them in the Motion.

7. The Debtors presently can not state with any degree of certainty whether the preservation of any of their alleged NOLs will, in the future, have any benefit to the MAGI estate.

8. The Debtors presently can not state with any degree of certainty that the relief available under Section 382(l)(5) will be available to the Debtors at the time of confirmation of a chapter 11 plan of reorganization for any of the Debtors, including MAGI.

9. At the time of confirmation of a chapter 11 plan of reorganization for any of the Debtors, including MAGI, the application of Section 382(l)(6) may be more beneficial to the Debtors' estates than the application of Section 382(l)(5).

10. At the time of confirmation of a chapter 11 plan of reorganization for any of the Debtors, including MAGI, the application of Section 382(l)(5) may be more beneficial to the Debtors' estates than the application of Section 382(l)(6).

11. The document created by the Debtors and entitled "Summary of Taxable Income (Loss) for Mirant Americas, Inc. and Mirant Americas Generation, LLC Subsidiaries for the Tax Year Ending December 31, 2002," reflecting the amounts as reported on the amended corporate tax return filed on or about September 12, 2003 is an accurate statement of the taxable income or NOLs generated by MAGI and its affiliates for the period described therein.

12. Section 3.1 of the Tax Allocation Agreement, dated as of April 3, 2001, by and among Mirant Corporation and the other signatories thereto, provides that members of the Mirant Group (as defined therein) may utilize NOLs or other tax attributes generated by Mirant Americas, Inc., and any compensation for such use shall be paid at the sole discretion of Mirant.

13. Placing restrictions on positions in MAGI debt over \$250 million, as provided in the proposed Order granting the Motion, may limit liquidity within the market for MAGI's debt securities.

14. A Bankruptcy Court-ordered sell-down of certain positions in MAGI debt, as provided in the proposed Order granting the Motion, may adversely affect the price received for such claims.

15. Other than the Affidavit of Gary S. Lewbel and this Stipulation, the Debtors do not intend to offer any additional evidence at the hearing on the Motion.

16. The proposed Order granting the Motion may require an Electing Claimholder (as that term is defined in such Order) holding MAGI debt to sell its MAGI claims, even though a plan of reorganization for the Debtors is neither confirmable nor actually confirmed by the Bankruptcy Court.

Dated: September __, 2003

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Attorneys for the
Official Committee of Unsecured Creditors of
Mirant Americas Generation, LLC

Attorneys for the Debtors

CERTIFICATE OF SERVICE

I hereby certify that on September 16, 2003, a true and correct copy of the foregoing *Stipulation* was sent via U.S. First Class Mail, postage pre-paid, to the parties listed on the Official Shortened Service List and was also sent via electronic mail to the parties listed below:

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/s/ Thomas Rice

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