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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
	§	
MIRANT CORPORATION, <u>et al.</u> ,	§	CASE NO. 03-46590-DML
	§	Jointly Administered
	§	
Debtors.	§	

**AFFIDAVIT OF JUDITH ELKIN IN SUPPORT OF THE
APPLICATION FOR INTERIM AND FINAL APPROVAL OF THE EMPLOYMENT
OF HAYNES AND BOONE, LLP AS ATTORNEYS FOR THE DEBTORS**

STATE OF TEXAS §
§
COUNTY OF DALLAS §

BEFORE ME, the undersigned authority, on this day personally appeared JUDITH ELKIN, a person known to me who, after being duly sworn, upon her oath deposed and stated as follow:

Background

1. "I am an attorney licensed to practice law in the State of Texas and have been a member in good standing of the Texas Bar since 1982. I am also admitted to practice before the

United States Supreme Court, United States Courts of Appeals for the Fifth, Sixth, and Eleventh Circuits and the United States District Courts for the Northern, Southern, Western, and Eastern Districts of Texas.

2. I am a partner in the law firm of Haynes and Boone, LLP (“Haynes and Boone” or the “Firm”). My office address is 901 Main Street, Suite 3100, Dallas, Texas 75202 Telephone 214.651.5612, Facsimile 214.651.5940, email: judith.elkin@haynesboone.com.

3. Pursuant to § 327(a) and Rule 2014(a), I make this Affidavit in Support of the Application (the “Application) for Interim and Final Approval of Employment of Haynes and Boone, LLP as Counsel for the Debtors.

General Statement

4. Neither I nor the Firm represents any interest adverse to the Debtors, as required by 11 U.S.C. §§ 327(a), 328(a), 329 and 504; additionally, we are disinterested persons, except as set forth herein. Attached hereto as Exhibit “A” is a schedule identifying and describing all presently known connections and relationships between Haynes and Boone, on the one hand, and the Debtors’ affiliates, creditors, equity holders, insiders and other parties in interest, on the other hand. In preparing the foregoing schedule, Haynes and Boone performed a review of the connections and relationships between Haynes and Boone and the Debtors’ known secured creditors, the Debtors’ 50 largest unsecured creditors (on a consolidated basis), the Debtors’ accountants, the Debtors’ principals, officers, directors and major stockholders, as well as other parties in interest with respect to these Chapter 11 cases. Attached hereto as Exhibit “B” is a schedule identifying the parties Haynes and Boone searched in its database of clients and opposing parties. In light of the extensive number of creditors and other parties in interest,

Haynes and Boone has been unable to conclusively identify all potential relationships. To the extent that I become aware of any additional relationships, I will promptly file a supplemental affidavit.

Connections Between Haynes and Boone Clients and the Debtors

5. Haynes and Boone has represented Credit Lyonnais in connection with Mirant. Credit Lyonnais is one of Mirant's Lenders. Haynes and Boone represented Credit Lyonnais in connection with Mirant's 2001 restructuring of certain bank debt. In 2003, Haynes and Boone reviewed the April waiver agreement executed by Mirant's Lenders and prepared by Deutsche Bank as agent. The waiver agreement has expired. Haynes and Boone's further representation of Credit Lyonnais in connection with Mirant has been terminated. Haynes and Boone did not represent Credit Lyonnais in connection with the June-July 2003 negotiations with Mirant's Lenders of a potential exchange offer. Haynes and Boone continues to represent Credit Lyonnais in other bankruptcy, litigation and transactional matters unrelated to Mirant, and therefore, would be unable to commence litigation against Credit Lyonnais on behalf of Mirant should that ever become necessary. Credit Lyonnais is a significant firm client. In 2001, Credit Lyonnais accounted for \$2.9 million of the firm's total revenue. In 2002, Credit Lyonnais accounted for \$4.6 million of the firm's total revenue. Total fees paid by Credit Lyonnais to date for 2003 is \$1.2 million. Credit Lyonnais has agreed to sign a waiver letter in connection with Haynes and Boone's representation of Mirant in these proceedings.

6. Next, Haynes and Boone, or certain partners who joined Haynes and Boone in January 2003, have represented Panda Energy International, Inc. ("Panda") and its related entities, in regards to a number of matters involving or relating to Mirant. During the first

quarter of 2003, Haynes and Boone represented Panda in connection with a possible acquisition of the Shady Hills power plant. This matter is no longer active. Additionally, Haynes and Boone has represented Panda in connection with its on-going dispute with PEPCO regarding PEPCO's alleged improper assignment to Mirant of PEPCO's contract with Panda. Haynes and Boone will continue to represent Panda in connection with its dispute with PEPCO, but will not represent either Panda or Mirant in connection with any dispute between Mirant and Panda should one arise. Panda is a significant firm client. In 2001, Panda accounted for \$3.2 million of the firm's total revenue. In 2002, Panda accounted for \$900,000.00 of the firm's total revenue. Total fees paid by Panda to date for 2003 is \$776,000.00. Panda has agreed to sign a waiver letter in connection with Haynes and Boone's representation of Mirant in these proceedings.

Miscellaneous Connection Between Debtor Professionals

7. Travis Phelan, son of Robin E. Phelan a partner with Haynes and Boone who is also participating as Debtors' counsel in these proceedings, is currently an intern at AlixPartners, one of the other professionals for the Debtors in these proceedings, and has been offered a permanent position with AlixPartners upon his graduation from college.

8. The disclosures identified above are based upon all information reasonably available to Haynes and Boone at the time of submission of the Application to the Bankruptcy Court for approval. Haynes and Boone will, to the extent necessary, supplement this Affidavit as may be required by the Bankruptcy Code and Rules if and when any other relationships exist or are modified such that further disclosure is required. Haynes and Boone will implement appropriate internal procedures to protect the interests of the Debtors in connection with the representations and relationships set forth above.

9. Except for the continuing representation of the Debtors and the parties listed on Exhibit “A” attached here, neither I nor the Firm has represented or will represent any other entity in connection with these cases, and neither I nor the Firm will accept any fee from any other party or parties in these cases, except as before mentioned. Haynes and Boone is a “disinterested person” as that term is defined in § 101(14) of the Bankruptcy Code in that Haynes and Boone, its partners, counsel and associates:

- a. Are not creditors, equity security holders, or insiders of the Debtors;
- b. Are not and were not investment bankers for any outstanding security of the Debtors;
- c. Have not been, within three (3) years before the date of the filing of the Debtors’ Chapter 11 petitions (i) investment bankers for a security of the Debtors, or (ii) an attorney for such an investment banker in connection with the offer, sale, or issuance of a security of the Debtors;
- d. Are not and were not, within two (2) years before the date of the filing of the Debtors’ Chapter 11 petitions, a director, officer, or employee of the Debtors or of any investment banker as specified in subparagraph (b) or (c) of this paragraph; and
- e. Do not have an interest materially adverse to the interest of the estates or of any class of creditors or equity security holders, by reason of any direct or indirect relationship to, connection with, or interest in, the Debtors or an investment banker specified in the subparagraph (b) or (c) of this paragraph.

Search Methods

10. We have utilized the Firm's conflicts database management system (the "System"), which is designed to reveal the potential for conflicts of interest and other connections to existing and former clients and to many thousands of third parties never represented by the Firm. Such results are printed and have been reviewed by certain of my partners and associates. We have contacted various attorneys of the Firm shown on the System report as having previously submitted relevant connections information to the System. We have also researched relevant "hits" for the information set forth above. From such attorneys and these data bases, we have obtained information and guidance with regard to the particular connections reflected.

References to the Debtors

11. Except as set forth in Paragraphs 5 and 6, above the System holds no information that would suggest that the Firm is now or has ever been adverse to the Debtors.

Parties-in-Interest

12. In order to go beyond this level of inquiry as to our past representations, and those steps to prevent future conflicts from arising, we conducted a search for connections between this Firm and the various principal parties-in-interest in these bankruptcy cases.

13. As expected, while the results of these searches revealed no conflict of interest with regard to the Firm's anticipated continued representation of the Debtors, numerous connections to parties-in-interest were revealed. Those connections are specifically outlined on the attached Exhibit "A". Each of the connections referred to on Exhibit "A" is a present, former, or affiliate relationship between the Firm and its clients, and each is wholly unrelated to

the Debtors and these cases. Nevertheless, each relationship constitutes a “connection” that we feel should be disclosed for these purposes. Haynes and Boone does not believe that a conflict of interest exists with respect to its representation of the Debtors and any of the current representations described in Exhibit “A”. In the event a dispute were to arise regarding the validity of the claims of any of the entities listed in Exhibit “A” that are current Firm clients, the Debtors would utilize the expertise of White & Case LLP, proposed co-counsel for the Debtors, or Forshey & Prostok, proposed conflicts counsel for the Debtors, for any such matters.

Compensation

14. Haynes and Boone has represented the Debtors since April, 2003. Prior to the Petition Date, Haynes and Boone received payment from the Debtors in the amount of \$161,331.97 for services rendered and expenses incurred in connection with the preparation of these Chapter 11 cases and other related matters. Such amount has been applied to all outstanding pre-petition fees and expenses incurred. In addition, Haynes and Boone received from the Debtors a retainer in the amount of \$300,000 for services to be rendered and expenses to be incurred in connection with their representation of the Debtors in these Chapter 11 cases, plus Haynes and Boone received from the Debtors pre-payment of the approximately \$100,000 filing fee to be incurred in the filing of these cases. To the extent the filing fee prepayment exceeds the amount of the actual filing fee, the balance will be added to the \$300,000 case retainer.

15. Subject to Court approval, and in accordance with § 330(a) of the Bankruptcy Code, compensation will be payable to Haynes and Boone on an hourly basis, plus reimbursement of actual, necessary expenses incurred by Haynes and Boone. The primary

attorneys and paralegals within Haynes and Boone who will represent the Debtors and their current standard hourly rates are set forth below:

- a. Robin E. Phelan, Partner \$550.00 per hour;
- b. Judith Elkin, Partner \$495.00 per hour;
- c. Ian T. Peck, Associate \$245.00 per hour;
- d. Meredyth A. Purdy, Associate \$260.00 per hour; and
- e. Kim Morzak, Paralegal \$160.00 per hour.

The hourly rates set forth above are subject to periodic adjustments to reflect economic and other conditions. Rates are customarily adjusted on October 1 of each year. From time to time, other attorneys and paralegals from Haynes and Boone may serve the Debtors in connection with the matters for which Haynes and Boone will be retained. The hourly rates set forth above are Haynes and Boone's standard hourly rates for work of this nature. These rates are set at a level designed to fairly compensate Haynes and Boone for the work of its attorneys and paralegals and to cover fixed and routine overhead expenses. It is Haynes and Boone's policy, in all areas of practice, to charge its clients for all additional expenses incurred in connection with the client's case. The expenses charged to clients include, among other things, telephone and facsimile and other charges, mail and express mail charges, special or hand delivery charges, photocopying charges, travel expenses, expenses for "working meals," and computerized research. Haynes and Boone will charge the Debtors for these expenses in a manner and at rates consistent with charges made generally to Haynes and Boone's other clients and consistent with applicable U.S. Trustee guidelines. To date, Haynes and Boone has received no other fees in relation to these cases.


Conclusion

16. In view of the foregoing, I believe that Haynes and Boone (i) does not hold or represent an interest adverse to the Debtors and their respective estates, and (ii) is a "disinterested person" as that term is defined in § 101(14) of the Bankruptcy Code. The Firm recognizes, and takes very seriously, its continuing responsibility to be aware of, and to further disclose, any relationship or connection between it and other parties-in-interest to the Debtors' bankruptcy estates as they appear or become recognized during the cases. Accordingly, we reserve the right to, and shall, supplement this disclosure if necessary as more information becomes available to us. The foregoing constitutes the statement of Haynes and Boone pursuant to § 1103 of the Bankruptcy Code and Rule 2014(a) of the Federal Rules of Bankruptcy Procedure.

17. I declare under penalty of perjury under the laws of the United States, that the foregoing statements are true and correct."

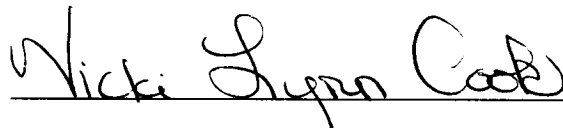
AFFIANT FURTHER SAYETH NAUGHT.

Signed this 15th day of July, 2003.



JUDITH ELKIN

SUBSCRIBED and SWORN to before me, the undersigned authority, on this 15th day of July, 2003.



Vicki Lynn Cook

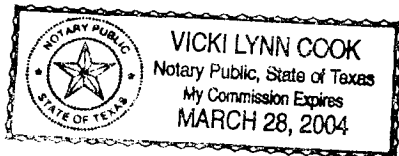


EXHIBIT A

Name of Entity Searched	Category	Name of Entity or Affiliate of Entity that is a Haynes and Boone Client	Former¹ or Current Client of Haynes and Boone	Brief Description of Representation
ABN-AMRO	Lenders (including certain former lenders)	ABN Amro	Current	H&B currently represents ABN Amro in foreclosure and bankruptcy matters unrelated to the Debtor entities.
Avista Power, LLC Dynergy, Inc.	Debtors & Affiliates (including certain former affiliates and prior names) Contract Counterparties	Dynergy, Inc.	Current	H&B has represented in the past, presently represents, and may represent in the future Dynergy, Inc. in various corporate transactional and litigation matters unrelated to the Debtor entities
Bank of America	Lenders (including certain former lenders)	Bank of America, N.A.	Current	H&B has in the past represented, represents presently, and may in the future represent Bank of America, N.A. in transactional, litigation and bankruptcy matters unrelated to the Debtor entities.
Bank of Montreal	Contract Counterparties	Bank of Montreal	Current	H&B has in the past represented, represents presently, and may in the future represent Bank of Montreal in transactional and other matters unrelated to the Debtor entities.

¹ “Former Client” is defined as a client for which Haynes and Boone (1) currently has no open or pending matters, or (ii) may have open or pending matters, but has billed no fees or expenses on those matters in the last twelve (12) months.

Name of Entity Searched	Category	Name of Entity or Affiliate of Entity that is a Haynes and Boone Client	Former ¹ or Current Client of Haynes and Boone	Brief Description of Representation
Bank of New York	Other Parties Searched	The Bank of New York; The Bank of New York Trust Company of Florida	Current	H&B has in the past represented, presently represents, and may represent in the future The Bank of New York and The Bank of New York Trust Company of Florida in various transactional and bankruptcy matters unrelated to the Debtor entities.
Bank One	Lenders (including certain former lenders)	Bank One Investment Management and Trust; Bank One, Texas, N.A.	Current	H&B has represented in the past, presently represents, and may represent in the future Bank One Investment Management and Trust and Bank One, Texas, N.A. in connection with various transactional and litigation matters unrelated to the Debtor entities.
BNP Paribas	Contract Counterparties	BNP Paribas	Current	H&B has in the past represented, represents presently, and may represent in the future BNP Paribas in miscellaneous transactional and litigation matters unrelated to the Debtor entities.
BP America Production Company / BP Canada Energy Co. / BP Canada Energy Marketing Co. / BP Canada Energy Marketing Corp. / BP Corp. North America / BP Corporation North America Inc. / BP Energy Co. / BP Energy Company / Amoco Energy Trading Corporation	Contract Counterparties and/or Other Creditors	BP America, Inc.; BP Amoco Corporation; BP Corporation; BP Capital Energy Equity Fund, L.P.	Current	H&B has in the past represented, represents presently, and may represent in the future BP America, Inc.; BP Amoco Corporation (also in the category of "Other Creditors"); BP Corporation; BP Capital Energy Equity Fund, L.P. in miscellaneous transactional and litigation matters unrelated to the Debtor entities.
CIBC	Lenders (including certain former lenders)	CIBC World Markets Group	Current	H&B has in the past represented, represents presently, and may represent in the future CIBC World Markets Group in connection with various transactional matters unrelated to the Debtor entities.

Name of Entity Searched	Category	Name of Entity or Affiliate of Entity that is a Haynes and Boone Client	Former ¹ or Current Client of Haynes and Boone	Brief Description of Representation
Citibank / Citicorp / Citigroup Global Markets, Inc.	Lenders (including certain former lenders) and/or Bondholders	Citibank, N.A.; CitibankUSA, Inc.; Citicorp N.A. Special Assets Group; Citigroup Global Markets, Inc.; Citicorp North America, Inc.; Citicorp Real Estate, Inc; and the Associates	Current	H&B has in the past represented, represents presently, and may represent in the future Citibank, N.A.; CitibankUSA, Inc.; Citicorp N.A. Special Assets Group; Citigroup Global Markets, Inc.; Citicorp North America, Inc.; Citicorp Real Estate, Inc; and The Associates (CitiFinancial) in connection with various litigation, bankruptcy and transactional matters and in connection with workouts unrelated to the Debtor entities.
Colorado River Commission	Contract Counterparties	Colorado River Commission of Nevada	Former	H&B recently represented the Colorado River Commission of Nevada in connection with a declaratory action filed by Pioneer Americas, LLC in Houston, TX, which is now concluded. H&B has no other present representation of the Colorado River Commission of Nevada. Separate litigation involving the Colorado River Commission of Nevada and Mirant is ongoing in Nevada, but H&B is not involved in such litigation.
Commerzbank	Lenders (including certain former lenders)	Commerzbank AG, New York Branch	Current	H&B has in the past represented and may represent in the future Commerzbank AG, New York Branch in transactional matters unrelated to the Debtor entities.
Conoco, Inc.	Other Creditors	ConocoPhillips	Current	H&B has in the past represented, presently represents, and may in the future represent Conoco Phillips in litigation and corporate transactional matters unrelated to the Debtor entities.

Name of Entity Searched	Category	Name of Entity or Affiliate of Entity that is a Haynes and Boone Client	Former ¹ or Current Client of Haynes and Boone	Brief Description of Representation
Coral Energy Holding, L.P.	Contract Counterparties	Shell Oil Company and certain affiliates (including Coral Energy Holding, L.P.)	Current	Coral Energy Holding, L.P. is a 90% subsidiary of Shell Oil Company. H&B is currently representing both entities in connection with litigation matters unrelated to the Debtor entities. Additionally, H&B has in the past represented, presently represents, and may in the future represent Shell Oil Company and certain affiliates in connection with litigation and related matters unrelated to the Debtor entities.

Name of Entity Searched	Category	Name of Entity or Affiliate of Entity that is a Haynes and Boone Client	Former ¹ or Current Client of Haynes and Boone	Brief Description of Representation
Credit Industriel et Commercial (CIC) (Other Parties Searched) ANR Pipeline Company Coastal Merchant Energy, L.P. El Paso Merchant Energy LP / El Paso Production Oil & Gas El Paso Production Oil & Gas Southern Company / Southern Company Energy Marketing GP	Other Parties Searched Contract Counterparties Contract Counterparties Contract Counterparties Contract Counterparties Debtors & Affiliates (including certain former affiliates and prior names)	El Paso Corporation and affiliates (firm handles one litigation matter for El Paso Merchant Energy Petroleum Co f/k/a Coastal Refining and Marketing, Inc.)	Current	H&B has in the past represented, represents presently, and may represent in the future El Paso Corporation and affiliates in connection with various litigation and transactional matters unrelated to the Debtor entities.

Name of Entity Searched	Category	Name of Entity or Affiliate of Entity that is a Haynes and Boone Client	Former ¹ or Current Client of Haynes and Boone	Brief Description of Representation
Credit Suisse First Boston	Lenders (including certain former lenders)	Credit Suisse First Boston LLC	Current	H&B has in the past represented, represents presently, and may represent in the future Credit Suisse First Boston, LLC in connection with various litigation and related matters which are unrelated to the Debtor entities.
CSX Transportation, Inc.	Other Creditors	CSX Transportation, Inc.	Current	H&B recently acted as local counsel in a bankruptcy matter unrelated to the Debtor entities and such representation has recently concluded.
Dominion Resources, Inc. / Dominion State Line, Inc.	Debtors & Affiliates (including certain former affiliates and prior names)	Texas Independent Exploration, Inc.	Current-	H&B has in the past represented, presently represents, and may in the future represent Texas Independent Exploration, Inc. on a number of litigation and transactional matters unrelated to the Debtor entities. Texas Independent Exploration, Inc. is a small independent exploration and production company active in acquiring properties and drilling and producing well in South Texas and is a regular client of the firm. In 2002, Texas Independent Exploration, Inc. entered into a purchase and sale agreement with Dominion Resources, Inc., in which H&B was involved, but such purchase and sale agreement was ultimately terminated by the parties by mutual agreement. H&B has no current representation of Texas Independent Exploration, Inc. that is related to the Debtor entities
Duke Energy Field Services / Duke Energy Marketing LP / Duke Energy Trading & Marketing	Contract Counterparties	Duke Ventures, Inc.	Current	H&B has in the past represented and may represent in the future Duke Ventures, Inc. in transactional matters unrelated to the Debtor entities. H&B does not presently represent Duke Ventures, Inc. in any matter.

Name of Entity Searched	Category	Name of Entity or Affiliate of Entity that is a Haynes and Boone Client	Former ¹ or Current Client of Haynes and Boone	Brief Description of Representation
Entergy-Koch Trading, LP	Contract Counterparties	Entergy Corporation , Entergy Power Development Corporation, and certain affiliates	Current	H&B has in the past represented, represents presently, and may in the future represent Entergy Corporation, Entergy Power Development Corporation, and certain affiliates in transactional matters unrelated to the Debtor entities.
Entergy-Koch Trading, LP	Contract Counterparties	Koch Mid-Stream Services Company	Current	H&B previously performed labor and employment work for Delhi Gas Pipeline, which was later acquired by Koch. Subsequent to the acquisition, due to a conflict, the firm ceased to represent Koch Mid-Stream Services Company in labor and employment matters.
Fleet Bank Boston / Fleet Securities, Inc.	Lenders (including certain former lenders) and/or Bondholders	Fleet National Bank	Current	H&B has in the past represented, represents presently, and may represent in the future Fleet National Bank in various transactional matters unrelated to the Debtors.

Name of Entity Searched	Category	Name of Entity or Affiliate of Entity that is a Haynes and Boone Client	Former ¹ or Current Client of Haynes and Boone	Brief Description of Representation
General Electric/General Electric Power Systems	Other Creditors	Haynes and Boone, LLP does not represent and has not represented any of the GE entities that are creditors of the Debtors. Haynes and Boone, LLP has represented certain affiliates of General Electric as set forth in "Brief Description" column.	Current	<p>GE Capital Public Finance, Inc. is a recent former client on a bankruptcy matter unrelated to the Debtor entities. GE Commercial Distribution Finance is a recent former client on certain bankruptcy or litigation matters unrelated to the Debtors.</p> <p>The following current H&B clients were recently purchased by GE after H&B's representation of them began: (a) Heller Financial Leasing, Inc. (firm has served as local counsel in one bankruptcy matter which is nearly concluded); and (b) Pipeline Integrity International ("PII") (the Firm handles only one environmental/NTSB matter for this pipeline services provider, relating to a pipeline leak on a pipeline near the Potomac River that was owned by Pepco at the time of the leak; coincidentally Mirant later bought the pipeline, but Mirant is not in any way involved in this matter as it acquired the pipeline long after the leak occurred). H&B has been informed by Mirant that some current Mirant employees were employees of the prior owner at the time the leak occurred and may serve as fact witnesses in the proceedings.</p>
HSBC Bank	Other Parties Searched	HSBC Bank USA	Current	H&B has in the past represented, represents presently, and may in the future represent HSBC Bank USA in transactional matters unrelated to the Debtor entities.
ING	Lenders (including certain former lenders)	ING (U.S.) Capital Corporation; ING Aetna Financial Services	Current	H&B has in the past represented, represents presently, and may in the future represent ING (U.S.) Capital Corporation, ING Aetna Financial services and certain affiliates in litigation, transactional, and benefits matters unrelated to the Debtor entities.

Name of Entity Searched	Category	Name of Entity or Affiliate of Entity that is a Haynes and Boone Client	Former ¹ or Current Client of Haynes and Boone	Brief Description of Representation
J. P. Morgan Chase	Lenders (including certain former lenders) and/or Bondholders	JP Morgan Chase Bank; Chase Bank of Texas, N.A.; Chase Manhattan.	Current	H&B has in the past represented, represents presently, and may in the future represent JP Morgan Chase Bank, Chase Bank of Texas, N.A., and Chase Manhattan in transactional matters unrelated to the Debtor entities.
Jamaica Public Service Company Limited; Mirant Corporation	Debtors & Affiliates (including certain former affiliates and prior names)	The Nolan Group, Inc.	Current	The Nolan Group, Inc. is a firm client. In 2002, H&B assisted The Nolan Group, Inc. with preliminary negotiations of a possible acquisition of power facilities from Mirant Corporation. In addition, the firm assisted The Nolan Group, Inc. in handling certain litigation relating to a terminated power development project in Jamaica between Mirant and a limited liability company in which The Nolan Group, Inc. is a member. H&B does not currently represent The Nolan Group, Inc. in any matters related to and/or adverse to the Debtor entities.
KPMG	Professionals	KPMG Consulting, Inc.	Current	H&B has in the past represented and may in the future represent KPMG Consulting, Inc. in intellectual property and related matters, which are unrelated to the Debtor entities. Any representation of KPMG Consulting, Inc. has concluded.
Lehman	Lenders (including certain former lenders)	Lehman Brothers	Current	H&B has in the past represented, represents presently, and may in the future represent Lehman Brothers in matters unrelated to the Debtor entities.
Mirant Americas Development, et al.	Debtors & Affiliates (including certain former affiliates and prior names)	Stroud Oil Properties, Inc	Former	H&B assisted this Stroud Oil Properties, Inc., a former firm client, in 2001 with a financing transaction with a Mirant Corporation affiliate. The transaction has since been refinanced and Stroud Oil Properties, Inc. is no longer a client of the firm.

Name of Entity Searched	Category	Name of Entity or Affiliate of Entity that is a Haynes and Boone Client	Former ¹ or Current Client of Haynes and Boone	Brief Description of Representation
Mirant Corporation	Debtors & Affiliates (including certain former affiliates and prior names)	Swiss Re New Markets Company	Current	Over a year ago, H&B represented Swiss Re New Markets Company as special energy co-counsel in connection with Swiss Re New Markets Company's attempt to structure a financing transaction for Mirant Corporation's energy trading business, which financing transaction did not ultimately go forward. This matter has been concluded and H&B no longer represents Swiss Re New Markets Company in connection with any matter relating to the Debtor entities.
Mitsui and Company USA, Inc.	Other Creditors	Mitsui Mining & Smelting Co. Ltd.	Current	H&B has represented in the past, presently represents, and may in the future represent Mitsui Mining & Smelting Co., Ltd. in connection with various corporate, licensing, litigation, and customs and trade matters unrelated to the Debtor entities.
Mizuho Financial Group	Lenders (including certain former lenders)	Mizuho Corporate Bank, Ltd.	Current	Mizuho Corporate Bank, Ltd. is the result of a merger among The Industrial Bank of Japan, Fuji Bank and Dai-ichi Kango Bank. H&B represented all three predecessors. H&B has in the past represented, represents presently, and may in the future represent Mizuho Corporate Bank, Ltd. in real estate lending, transactional and bankruptcy matters unrelated to the Debtor entities.
Morgan Stanley Capital Group Inc.	Other Creditors	Morgan Stanley; Morgan Stanley Bank; Morgan Stanley Mortgage Capital, Inc.	Current	H&B has in the past represented, represents currently, and may in the future represent Morgan Stanley; Morgan Stanley Bank; and Morgan Stanley Mortgage Capital, Inc. in various litigation and transactional matters unrelated to the Debtor entities.

Name of Entity Searched	Category	Name of Entity or Affiliate of Entity that is a Haynes and Boone Client	Former¹ or Current Client of Haynes and Boone	Brief Description of Representation
Occidental Energy Marketing, Inc.	Contract Counterparties	Occidental Energy Marketing, Inc., Occidental Chemical Corporation, Occidental Petroleum Company and certain affiliates	Current	H&B has in the past represented, represents presently, and may in the future represent Occidental Energy Marketing, Inc., Occidental Chemical Corporation and affiliates in litigation and bankruptcy matters unrelated to the Debtor entities.
PG&E Energy Trading Inc.	Other Creditors	PG&E – National Energy Group	Current	H&B has in the past represented, presently represents, and may in the future represent PG&E – National Energy Group in matters unrelated to the Debtor entities.
PPM America, Inc.	Bondholders	PPM Finance	Current	H&B has in the past represented, presently represents, and may in the future represent PPM Finance in transactional matters unrelated to the Debtor entities.
PricewaterhouseCoopers	Professionals	PricewaterhouseCoopers	Current	H&B has in the past represented, represents presently, and may in the future represent PricewaterhouseCoopers in various litigation matters unrelated to the Debtor entities.
Prudential	Other Parties Searched	Prudential Carbon Mesa	Current	H&B has in the past represented, represents presently, and may in the future represent Prudential Carbon Mesa in transactional matters unrelated to the Debtor entities.
Royal Bank of Scotland	Lenders (including certain former lenders)	Bank of Scotland	Current	H&B has in the past represented, represents currently, and may in the future represent Bank of Scotland in transactional matters unrelated to the Debtor entities.
SE Capital Partners Management, LLC / SE Finance Capital Corporation / SE Newco Limited	Debtors & Affiliates (including certain former affiliates and prior names)	Texas American Resources Holdings, L.L.C.	Former	H&B previously represented Texas American Resources Holdings, L.L.C. in connection with the acquisition of SE Share Partners, Ltd., but that representation has since concluded.

Name of Entity Searched	Category	Name of Entity or Affiliate of Entity that is a Haynes and Boone Client	Former ¹ or Current Client of Haynes and Boone	Brief Description of Representation
Southern Company / Southern Company Energy Marketing GP, LLC	Debtors & Affiliates (including certain former affiliates and prior names)	Central Louisiana Electric Company	Current	H&B has represented in the past, presently represents, and may in the future represent Central Louisiana Electric Company in connection with regulatory matters unrelated to the Debtor entities.
TECO Pipeline Company	Contract Counterparties	Frontera Generation Limited Partnership; TECO Electric & Machinery Co., Ltd.; TECO Energy, Inc.; TECO Energysource, Inc.; TECO Power Services Corporation	Current	H&B has represented in the past, presently represents, and may in the future represent Frontera Generation Limited Partnership; TECO Electric & Machinery Co., Ltd.; TECO Energy, Inc.; TECO Energysource, Inc.; and TECO Power Services Corporation before the Public Utilities Commission of Texas in regulatory matters unrelated to the Debtor entities.
Texaco, Inc.	Other Creditors	Caltex Corporation (wholly owned subsidiary of Chevron Texaco)	Current	H&B has in the past represented, presently represents, and may in the future represent Caltex Corporation in connection with general corporate, litigation, trademark and labor and employment matters unrelated to the Debtor entities.
Texaco, Inc.	Other Creditors	Chevron Texaco	Current	H&B has in the past represented, represents presently, and may in the future represent Chevron Texaco in regulatory matters unrelated to the Debtor entities.
Toronto Dominion	Lenders (including certain former lenders)	The Toronto Dominion Bank / TD Securities (USA), Inc.	Current	H&B has in the past represented, presently represents, and may in the future represent The Toronto Dominion Bank in connection with various transactional matters unrelated to the Debtor entities.
UBS Warburg	Lenders (including certain former lenders)	UBS AG	Current	H&B has in the past represented, presently represents, and may in the future represent UBS AG in litigation matters unrelated to the Debtor entities.

Name of Entity Searched	Category	Name of Entity or Affiliate of Entity that is a Haynes and Boone Client	Former ¹ or Current Client of Haynes and Boone	Brief Description of Representation
Vastar Gas Marketing, Inc.	Contract Counterparties and Debtors & Affiliates (including certain former affiliates and prior names)	Atlantic Richfield Corporation (ARCO)	Current	H&B has in the past represented, represents presently and may in the future represent Atlantic Richfield Corporation (ARCO) in intellectual property and related matters, which are unrelated to the Debtor entities.
Vastar Gas Marketing, Inc.	Debtors & Affiliates (including certain former affiliates and prior names)	Marathon Oil Company	Current	H&B has in the past represented, presently represents, and may in the future represent Marathon Oil Company in various transactional and litigation matters unrelated to the Debtors.
Wachovia	Lenders (including certain former lenders)	Wachovia Bank, National Association	Current	H&B has in the past represented, represents presently, and may in the future represent Wachovia Bank, National Association in various transactional matters unrelated to the Debtor entities.
Wells Fargo Bank Minnesota, N.A.	Lenders (including certain former lenders) and/or Bondholders	Wells Fargo Bank Texas, N.A.; Wells Fargo Bank, N.A.; Wells Fargo Energy Capital; Wells Fargo Home Mortgage, Inc. Wells Fargo Bank Minnesota, N.A.	Current	H&B has in the past represented, represents presently, and may in the future represent Wells Fargo Bank Texas, N.A.; Wells Fargo Bank, N.A.; and Wells Fargo Energy Capital; Wells Fargo Home Mortgage, Inc. in transactional matters unrelated to the Debtor entities. H&B has in the past represented Well Fargo Bank Minnesota, N.A. in transactional and-bankruptcy matters unrelated to the Debtor entities, but such representation has concluded.