

Thomas E Lauria
State Bar No. 11998025
WHITE & CASE LLP
Wachovia Financial Center
200 South Biscayne Blvd.
Miami, FL 33131
Telephone: (305) 371-2700
Facsimile: (305) 358-5744

Robin Phelan
State Bar No. 15903000
Judith Elkin
State Bar No. 06522200
HAYNES AND BOONE, LLP
901 Main Street
Suite 3100
Dallas, TX 75202
Telephone: (214) 651-5000
Facsimile: (214) 651-5940

ATTORNEYS FOR THE DEBTORS AND DEBTORS-IN-POSSESSION
**THE UNITED STATES BANKRUPTCY COURT
FOR THE NORTHERN DISTRICT OF TEXAS
FORT WORTH DIVISION**

In re)	
)	
MIRANT CORPORATION, <u>et al.</u>,	)	Case No. 03-46590-DML
	)	Jointly Administered
Debtors.)	
	)	Hearing Date and Time: To Be Set

**SECOND SUPPLEMENTAL APPLICATION FOR ENTRY OF AN ORDER
PURSUANT TO 11 U.S.C. § 327(e) EXPANDING SCOPE OF RETENTION
AND EMPLOYMENT OF MCDERMOTT WILL & EMERY LLP AS
SPECIAL COUNSEL FOR THE DEBTORS RETROACTIVE TO NOVEMBER 1, 2003**

TO THE HONORABLE UNITED STATES BANKRUPTCY JUDGE:

Mirant Corporation (“Mirant”) and its affiliated debtors (collectively, the “Debtors”), as debtors-in-possession, file this Second Supplemental Application for Entry of an Order Pursuant to 11 U.S.C. § 327(e) Expanding the Scope of Retention and Employment of McDermott Will & Emery LLP as Special Counsel for the Debtors Retroactive to November 1, 2003 (the “Second Supplemental Application”), and in support of this Second Supplemental Application, respectfully represent as follows:

PROCEDURAL BACKGROUND

1. **The Cases.** Mirant Corporation and 82 of its direct and indirect subsidiaries (the “Debtors”) filed voluntary chapter 11 petitions and manage and operate their businesses as debtors-in-possession pursuant to sections 1107 and 1108 of the Bankruptcy Code. The first of the voluntary chapter 11 petitions was filed on July 14, 2003 (the “Petition Date”).

2. **The Cases are Jointly Administered.** This Court has entered orders approving the joint administration of the Debtors’ chapter 11 cases.

3. **The Committees.** Three official committees (collectively, the “Committees”) have been appointed by the Office of the United States Trustee for the Northern District of Texas in these administratively consolidated cases.

Supplemental Retention of McDermott, Will & Emery

4. On August 8, 2003, the Debtors filed with the Court an Application (the “Initial Application”) for Entry of an Order Authorizing the Retention of McDermott Will & Emery LLP (“MWE”) as special counsel effective as of the Petition Date to continue to advise and represent them in connection with the Commodities Market Advice (as that term is defined in the Initial Application).

5. In support of the Initial Application, Paul J. Pantano, a partner of MWE, submitted an affidavit detailing the terms and conditions of the work MWE would be performing for the Debtors, as well as describing MWE’s connections with the Debtors, their non-debtor affiliates, as well as the Debtors’ professionals, officers and directors, significant equity holders, secured lenders, bondholders and trustees, top 50 unsecured creditors (on a consolidated basis) and other significant parties in interest (the “Pantano Affidavit”).

6. On September 10, 2003, this Court entered an interim order authorizing the Initial Application (the “Interim Order”). Pursuant to the Interim Order, the Debtors were authorized to retain MWE, on an interim basis, to represent them in connection with Commodities Market Advice. Pursuant to its terms, the Interim Order became a final order on October 7, 2003 because no party in interest objected to the retention of MWE.

7. On October 24, 2003, the Debtors filed with this Court their Supplemental Application (“First Supplemental Application”) for Entry of an Order authorizing the expansion of the scope of MWE’s representation as special counsel effective as of the Petition Date to represent them in connection with the California Regulatory Matters (as that term was defined in the First Supplemental Application). In connection with the First Supplemental Application, Paul J. Pantano submitted a supplemental declaration detailing the terms and conditions of the work the Debtors had asked MWE to perform (the “First Pantano Supplemental Declaration”). As of the date hereof, the First Supplemental Application remains pending before the Court.

8. As part of their postpetition operations and in conjunction with the development of their new business plan, as well as carrying out their duties as debtors-in-possession, the Debtors have been analyzing several of their business lines, in particular, those business lines regulated by the FCC, the New England ISO and NEPOOL. After carefully reviewing the various outside professionals available to assist the Debtors with respect to these projects, the Debtors have selected MWE to serve as their special counsel on these matters. The Debtors and MWE have agreed that the services to be rendered in connection therewith are as follows (“Expanded Services”):

- Effecting *pro forma* and other license transfers with the U.S. Federal Communications Commission (“FCC”) to reflect the bankruptcy status of the Debtors;

- Filings, notifications, waivers and other submissions with the FCC in connection with wireless license construction, renewal, and outstanding audits;
- Performing additional tasks as necessary to secure and verify FCC licenses held by or to perfect pending applications on behalf of the Debtors;
- Advising Debtors on FCC regulatory issues in connection with third party leases of antenna sites on Debtors' property and assisting with negotiating and drafting of same; and
- Advising the Debtors on local commercial market issues before the NE ISO and NEPOOL related to market or cost-of-service issues involving the Kendall and Canal Plants.

9. It is necessary that the Debtors employ MWE to render the Expanded

Services. MWE has stated its desire and willingness to act in these cases and render the necessary professional services as special counsel for the Debtors in connection with these matters.

10. The Debtors believe that the Expanded Services are not duplicative of the services rendered by any other of the Debtors' professionals retained in these chapter 11 cases.

11. Moreover, MWE has advised the Debtors that it will carefully coordinate its efforts with bankruptcy counsel and other professionals retained by the Debtors and make certain that its actions are not duplicative of work already being performed by another of Debtors' professionals. Rather than resulting in any extra expense to the Debtors' estates, the Debtors believe that the expanded engagement of MWE will generate operations improvements through margin enhancements and costs savings which, coupled with efficient coordination of the efforts of all of the Debtors' professionals, will promote the effective and economical administration of these chapter 11 cases.

Factors Warranting Retroactive Approval of Expanded Services

12. MWE has been rendering some of the Expanded Services since November 1, 2003, and has incurred approximately \$55,000 in fees between November 1, 2003 and February

13, 2004 in connection with the Expanded Services. The Debtors are cognizant of the Court's

directive that the Court will not approve professional retentions retroactive any further than the date an application is filed, absent cause. Under the unique circumstances described below, requisite cause exists to retroactively approve the Expanded Services. There is no doubt that the Expanded Services are critical to the Debtors' business operations and reorganization efforts. Accordingly, the Debtors spent a significant amount of time evaluating their options with respect to which firm would render the Expanded Services. There is also no doubt, as more fully explained below, that there was delay in the filing this Second Supplemental Application. This delay was not caused by any action or inaction of MWE and MWE should not be penalized for performing critical legal services at the request of the Debtors, simply because the Debtors failed to instruct the timely filing of this Second Supplemental Application.

The FCC License Services

13. At the end of October 2003, it was critical for the Debtors to employ and retain qualified counsel to prepare FCC license transfer of control applications on an expedited basis.

14. The FCC licenses are essential to Mirant's plant operations because the licenses permit the company to operate its radio communications system upon which its employees depend to ensure plant safety. Qualified legal counsel is essential to perform the legal services necessary to maintain these valuable FCC licenses. The legal work required was also time sensitive due to potential liability for fines arising out of the alleged unauthorized transfer of control upon the commencement of the Debtors' chapter 11 cases. There was (and still is) an urgency to this matter due to recent notices that some of the licenses will be cancelled by the FCC in the next thirty (30) days unless the Debtors respond to inquiries by the FCC on the status of these licenses.

15. In November 2003, the Debtors experienced the loss of a certain member of their legal department. That in-house attorney (i) was tasked with the maintenance of the FCC licenses, and (ii) specifically requested and authorized MWE to begin working on the FCC licenses. At that time, it was unclear to MWE that such services were not within the scope of its previously-authorized employment. Sometime after the “hand-over” of this matter, members of the Debtors legal department realized that MWE was rendering services that exceeded its authorization, brought the matter to the attention of outside counsel attention, and a second supplemental application was prepared.¹

16. During the period November 1, 2003 through January 31, 2004, MWE (1) advised Mirant concerning the steps necessary to bring its FCC licenses into compliance, (2) prepared FCC applications, and (3) advised Mirant concerning FCC issues with respect to the lease of wireless antenna sites on company property, and incurred the following fees:

	Fees	Costs and Other Charges	Total
November 2003	\$2,939.50	15.18	2,954.68
December 2003	425.50	0.45	425.95
January 2004	22,615.75	20.85	22,636.60
Total for Matter 35	\$25,980.75	\$36.48	\$26,017.23

17. Mirant has no legal expertise in FCC matters and has worked with MWE in the past on similar matters. To lose this expertise because of an inability to properly compensate the firm could cause unnecessary delays, create inefficiencies and threaten penalties that would not otherwise exist.

¹ Because the Debtors knew that they would be further expanding the scope of MWE’s services, the Debtors determined not to present an order on the First Supplemental Application, but would instead file the this Second Supplemental Application and request that the Court consider both Applications at the same time.

New England ISO Matters

18. The Debtors needed to seek outside advice related to the New England ISO as they develop their business plan and strategy with respect to their New England assets. In particular, one important issue is whether the Debtors can enter into a contract with a form of cost-based rate recovery in New England. MWE has particular experience and contacts with the New England ISO that were deemed important to evaluate the Debtors' strategy options and MWE was authorized to proceed to render the necessary legal services. Latham & Watkins was advising on the general, FERC-regulatory matters related to this project. Once again, there was miscommunication in the "hand over" of the matter. The Debtors' legal department devoted some time to coordinate and assess whether the New England ISO and FERC matters overlapped. The Debtors determined there was some overlap, and limited MWE's representation in this area to local representation with the New England ISO. The Debtors believe MWE's work on this matter will not be significant, but will be targeted to representing the Debtors before the New England ISO as they continue to develop and pursue their strategies.

19. During the period December 1, 2003 through January 31, 2004, MWE rendered the following services related to the New England ISO matters (1) advised regarding local commercial issues related to the New England ISO; and NEPOOL, and (2) advised on market cost of service issues related to the Kendall and Canal plants, and incurred the following fees:

	Fees	Costs and Other Charges	Total
December 2003	21,224.00	361.80	21,585.80
January 2004	5,225.00	1.80	5,226.80
Total for Matter 36	\$26,449.00	\$363.60	\$26,812.60

20. As noted, the Debtors believe that there is cause for the Court to retroactively approve the Expanded Services. There is no doubt that the Expanded Services provided by MWE are not only reasonable and necessary but also made a substantial contribution to the Debtors and the estates. There is equally no doubt that MWE was not the cause of the delay in of the filing of the application for approval of the Expanded Services.

Special Disclosures of MWE

21. Other than as described herein, all of the terms and conditions of MWE's representation of the Debtors shall remain as set forth in the Initial Application.

22. To the best of Debtors' knowledge, MWE and its partners and associates do not have any connection with or any interest adverse to the Debtors, their creditors, or any other party in interest, or their respective attorneys and accountants in the matters for which they are being sought to be retained, except as may be set forth in the Second Supplemental Declaration of Paul J. Pantano, Jr., a partner of MWE annexed hereto as Exhibit "A" (the "Pantano Second Supplemental Declaration").

23. The Debtors and MWE have agreed that MWE shall be paid its customary hourly rates for the services rendered that are subject of this Second Supplemental Application and that are in effect from time to time, as set forth in the Pantano Second Supplemental Declaration.²

24. The Debtors have been advised that all of the partners in, counsel to and associates of MWE who will be performing services for the Debtors in connection with the services subject of this Second Supplemental Application are members in good standing of the courts in which they are admitted to practice. Any of the MWE attorneys who are not already

² As provided in the Pantano Second Supplemental Declaration, effective as of October 1, 2003, MWE's hourly rates for attorneys and paraprofessionals will range from \$140.00 to \$695.00.

admitted to practice before this Court, and whose appearance before this Court is necessary and appropriate, will seek admission *pro hac vice*.

25. Based on the names provided to MWE, MWE advised the Debtors that it has in the past and likely will continue representing creditors and other parties in interest in these Chapter 11 cases on matters unrelated to these Chapter 11 cases, and as detailed more fully in the Second Supplemental Pantano Supplemental Declaration. Exhibit A to the Declaration is a list of creditors and other parties in interest provided to MWE prior to the filing of MWE's Initial Application and the Pantano Affidavit. Based on supplemental information subsequently provided by the Debtors, MWE is in the process of updating its disclosure of creditors and other parties in interest it represents in matters unrelated to the debtors and these Chapter 11 cases. MWE expects this update will result in the identification of connections with creditors or other parties in interest in addition to those disclosed in the Pantano Affidavit and will submit an additional supplemental declaration.

26. MWE has further advised the Debtors that it has not rendered any services to these creditors or other parties in interest which are materially adverse to the Debtors, and that MWE's retention in these chapter 11 cases would not compromise its ability to continue to render services to these MWE clients.

27. MWE has also advised the Debtors that as part of its practice, it appears in cases, proceedings and transactions involving many different attorneys, financial advisors and creditors, some of which may represent or be claimants and/or parties-in-interest in these chapter 11 cases. MWE has further advised the Debtors that neither MWE nor any of its affiliates will have any relationship with such entity, attorney or financial advisor that would be materially adverse to the Debtors.

No Adverse Interest

28. To the best of the Debtors' knowledge, information and belief, MWE neither holds nor represents an interest adverse to the Debtors or to their estates with respect to the matters subject of this Second Supplemental Declaration. The Debtors submit that the employment of MWE would be in the best interests of the Debtors, their estates and creditors. The Pantano Second Supplemental Declaration, executed on behalf of MWE in accordance with the provisions of section 327 of the Bankruptcy Code, Federal Rule of Bankruptcy Procedure 2014, Local Bankruptcy Rule 2016(b) and U.S. Trustee Guidelines, is incorporated herein by reference. The Debtors' knowledge, information and belief regarding the matters set forth in this Second Supplemental Application are based and made in reliance upon said declaration.

WHEREFORE, the Debtors respectfully request that the Court enter an order (i) expanding the scope of the retention of McDermott, Will & Emery as special counsel for the Debtors for the purpose of allowing MWE to represent the Debtors in connection with the matters set forth in this Second Supplemental Affidavit effective as of October 24, 2003, and (ii) granting the Debtors such other and further relief as is just and proper. Alternatively, the Debtors request that the Court approve the Expanded Services as of February 13, 2004, the date upon which the Debtors notified the Court that they would be seeking to further expand MWE's scope of approved services.

RESPECTFULLY SUBMITTED this 20th day of February, 2004.

HAYNES AND BOONE, LLP
901 Main Street
Suite 3100
Dallas, TX 75202
(214) 651-5000

By: /s/ Ian T. Peck

Robin Phelan
State Bar No. 15903000
Judith Elkin
State Bar No. 06522200
Ian T. Peck
State Bar No. 24013306

-and-

WHITE & CASE LLP
Thomas E Lauria
State Bar No. 11998025
Michelle C. Campbell
State Bar No. 24001828
4900 Wachovia Financial Center
200 South Biscayne Blvd.
Miami, Florida 33131
(305) 371-2700

ATTORNEYS FOR THE DEBTORS
AND DEBTORS-IN-POSSESSION

CERTIFICATE OF SERVICE

The undersigned hereby certifies that he has authorized BSI as service agent to cause to serve a true and correct copy of the foregoing Application and Affidavit upon all parties on the attached service list via United States first class mail, postage prepaid, on the 20th day of February, 2004 in accordance with the Federal Rules of Bankruptcy Procedure.

/s/ Ian T. Peck

EXHIBIT “A”

Thomas E Lauria
State Bar No. 11998025
WHITE & CASE LLP
Wachovia Financial Center
200 South Biscayne Blvd.
Miami, FL 33131
Telephone: (305) 371-2700
Facsimile: (305) 358-5744

Robin Phelan
State Bar No. 15903000
Judith Elkin
State Bar No. 06522200
HAYNES AND BOONE, LLP
901 Main Street
Suite 3100
Dallas, TX 75202
Telephone: (214) 651-5000
Facsimile: (214) 651-5940

ATTORNEYS FOR THE DEBTORS AND DEBTORS-IN-POSSESSION

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
	)	Jointly Administered
Debtors.)	
_____	)	Hearing Date and Time: To Be Set

**DECLARATION UNDER PENALTY OF PERJURY OF PAUL J. PANTANO, JR., IN
SUPPORT OF SECOND SUPPLEMENTAL APPLICATION FOR ENTRY OF AN
ORDER PURSUANT TO 11 U.S.C. § 327(e) EXPANDING SCOPE OF
RETENTION AND EMPLOYMENT
OF MCDERMOTT WILL & EMERY AS SPECIAL COUNSEL
FOR THE DEBTORS EFFECTIVE AS OF THE PETITION DATE**

I, Paul J. Pantano, Jr., do hereby declare as follows:

1. I am a partner of the firm of McDermott, Will & Emery ("MW&E"), and head of MW&E's Energy and Derivatives Markets Practice Group. I am admitted to practice before the United States District Court for the District of Columbia and other federal courts of appeals and district courts. I am a member in good standing of the Bar of the District of Columbia. Unless otherwise noted, I have personal knowledge of the facts stated herein. To the extent that any information disclosed herein requires amendment or modification upon MW&E's

completion of further analysis or as additional creditor information becomes available to it, a supplemental affidavit will be submitted to the Court reflecting same.

2. I make this declaration in support of the Second Supplemental Application of Mirant Corporation (“Mirant”) and its affiliated debtors (collectively, the “Debtors”), as debtors-in-possession, for Entry of an Order Pursuant to 11 U.S.C. § 327(e) Expanding Scope of Retention and Employment of MW&E as Special Counsel for the Debtors effective as of the Petition Date (the “Second Supplemental Application”).

3. I also submit this declaration as the statement required pursuant to sections 328(a), 329 and 504 of title 11, United States Code (11 U.S.C. §§ 101 et seq.) (the “Bankruptcy Code”) and Rules 2014(a) and 2016(b) of the Federal Rules of Bankruptcy Procedure (the “Bankruptcy Rules”).

4. On August 8, 2003, the Debtors filed with this Court their Application (the “Initial Application”) for Entry of an Order Authorizing them to Retain MW&E as special counsel effective as of the Petition Date to continue to advise and represent them in connection with Commodities Market Advice (as that term is defined in the Initial Application).

5. In support of the Initial Application, I submitted a declaration detailing the terms and conditions of the work MW&E would be performing for the Debtors post-petition, as well as describing MW&E’s connections with the Debtors, their non-debtor affiliates, the Debtors’ professionals, officers and directors, significant equity holders, secured lenders, bondholders and trustees, top 50 unsecured creditors (on a consolidated basis) and other significant parties in interest (the “Initial Pantano Declaration”). I hereby incorporate, as if fully set forth herein, the Initial Pantano Declaration.

6. After further review of the Initial Pantano Declaration in connection with this Declaration, it appears that there is a reference therein to Exhibit A, which is a list identifying the parties MW&E searched in its database of clients and opposing parties. Exhibit A was apparently omitted from my Initial Declaration. To correct the record, I attach hereto a true and correct copy of Exhibit A. It should be further noted that paragraph 9 in my Initial Declaration discloses all MW&E's known connections with creditors and other parties in interest in these cases as identified in Exhibit A. To the extent that additional information becomes available, a further supplemental Declaration will be submitted to the Court reflecting same.

7. On September 10, 2003, this Court entered an Interim Order authorizing the Initial Application. Pursuant to the Interim Order, the Debtors were authorized to retain MW&E, on an interim basis, to represent them in connection with the Commodities Market Advice. The Interim Order became a Final Order on October 7, 2003.

8. On October 24, 2003, the Debtors filed with this Court their Supplemental Application ("First Supplemental Application") for Entry of an Order authorizing the expansion of the scope of MW&E's representation as special counsel effective as of the Petition Date to represent them in connection with the California Regulatory Matters (as that term was defined in the First Supplemental Application).

9. In support of the First Supplemental Application, I submitted a supplemental declaration detailing the terms and conditions of the work MW&E would be performing for the Debtors post-petition on the California Regulatory Matters, including pending cases, investigations, annual filings and other proceedings and regulatory matters that may arise in the future ("First Supplemental Pantano Declaration"). I hereby incorporate, as if fully set forth herein, the First Supplemental Pantano Declaration.

10. The First Supplemental Application remains pending before the Court.

11. As indicated in the Second Supplemental Application, the Debtors have requested that MW&E represent them in connection with the Communications Regulatory and New England Regulatory Matters (as those terms are defined in the Second Supplemental Application), which include, in summary form:

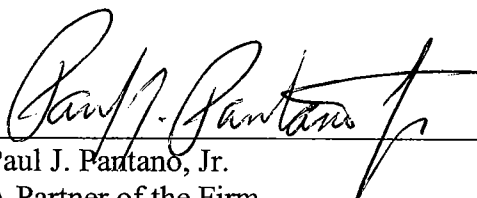
- Effecting *pro forma* and other license transfers with the U.S. Federal Communications Commission (“FCC”) to reflect the bankruptcy status of the Debtors;
- Filings, notifications, waivers and other submissions with the FCC in connection with wireless license construction, renewal, and outstanding audits;
- Performing additional tasks as necessary to secure and verify FCC licenses held by or to perfect pending applications on behalf of the Debtors;
- Advising Debtors on FCC regulatory issues in connection with third party leases of antenna sites on Debtors’ property and assisting with negotiating and drafting of same; and
- Advising the Debtors on local commercial issues before the NE ISO and NEPOOL related to market or cost-of-service issues involving the Kendall and Canal plants.

12. I have made or caused to be made diligent inquiry to determine whether the proposed expanded scope of MW&E’s representation of the Debtors would create or implicate any connection with parties in interest in these cases, would result in MW&E holding or representing any interest adverse to the Debtors’ bankruptcy estate with respect to the Communications Regulatory and New England Regulatory Matters, or would otherwise subject MW&E to any disqualification which would prevent it from continuing to serve as special counsel to the Debtors in these cases. Based on the results of that inquiry, I am informed and believe that MW&E has no such connections, other than as previously disclosed in the Initial and First Supplemental Pantano Declarations.

13. In the Initial Pantano Declaration, I stated that MW&E's current hourly rates for attorneys and paraprofessionals for services that MW&E will provide to the Debtors range from \$140.00 to \$600.00 per hour. I also noted that these rates are subject to period change in the ordinary course of business. As noted in the First Supplemental Pantano Declaration, subsequent to the filing of the Initial Pantano Declaration, MW&E has set new rates for services that it renders. As of October 1, 2003, the hourly rates for attorneys and paraprofessionals for services that MW&E will provide to the Debtors will range from \$140.00 to \$695.00. This same range of rates will apply to the Communications Regulatory and New England Regulatory Matters, subject to periodic changes in the ordinary course of MW&E's business. There have been no other changes to MW&E's hourly rates for services to be provided to the Debtors. Christine Gill will be the primary MW&E attorney representing the Debtors in connection with the Communications Regulatory Matter. Doron Ezickson and Gregory Lawrence will be the primary attorneys representing the Debtors in connection with the New England Regulatory Matter.

14. Other than as set forth herein, the terms and conditions of MW&E's representation of the Debtors shall continue to be as set forth in the Initial Application and the First Supplemental Application.

I declare under penalty of perjury that the foregoing is true and correct to the best of my knowledge, information and belief.



Paul J. Pantano, Jr.
A Partner of the Firm

Executed this 18th day of February, 2004

EXHIBIT “A”

TO

AFFIDAVIT

Debtors & Affiliates (including certain former Affiliates and Prior Names)
Aberdare Collieries Pty Ltd.
Aelous Energia S.r.l.
Allied Queensland Coalfields Pty Ltd.
AQC (Kogan Creek) Pty Ltd.
AQC (Wilkie Creek) Pty Ltd.
ARB Power Ventures, Inc.
Avista Power, LLC
Axonm, L.L.C.
Balagarh Operating Company Private Limited
Balagarh Power Company Limited
Balagarh Power
Barangay Electrification
Bay Area Power Services L.L.C.
Bayview Beach Resort Co., Ltd.
Bayview Resort
Birchwood Power Partners, L.P.
Bulacan Power
BVR Holding Company Limited
Castex LaTerre, Inc.
Cataula Generating Company, L.P.
Cayman Energy Traders
CEMIG Investments, LLC
CEPA (Kogan Creek) Holding Pty Ltd.
CEPA (Kogan Creek) Leasing I Pty Ltd.
CEPA (Kogan Creek) Leasing II Pty Ltd.
CEPA (Kogan Creek) Leasing III Pty Ltd.
CEPA (Kogan Creek) Leasing IV Pty Ltd.
CEPA Development (Mauritius) Company Limited
CEPA Energy Investment (Mauritius Limited)
CEPA Holding Australia Pty Ltd.
CEPA Operations (Philippines) Corp.
CEPA Pakistan (BVI) Limited
CEPA Services Corp.
CEPA Tileman Philippines (BVI) Corp.
Cheng Power Systems, Inc.
China Johnston Southern, Limited
Clarke Generating Company, L.P.
Cleco Corporation

Debtors & Affiliates (including certain former Affiliates and Prior Names)
CMS Generation Cebu Limited Duration Company
Companhia Energetica de Minas Gerais (CEMIG)
Consolidated Electric Power Asia (India) Private Limited
Coyote Springs 2, LLC
CUC Holdings, N.V.
Curacao Energy Company, Ltd.
Curacao Utilities Company N.V.
Curacao Utilities Operating Company N.V.
Dominion Resources, Inc.
Dominion State Line, Inc.
Ecozone
Energia del Pacifico Limitada
Energy Trading Platform Holding Company, Inc.
Enerpac Inversiones S.A.
Ever Come Investments Limited
Freeport Power Company Limited
Gasoducto Nor Andino Argentina S.A.
Grand Bahama Power Company Limited
Greenhost, Inc.
Guangdong Guanghope Power Co. Ltd.
Gunderboom, Inc.
Hackremco (No. 1845) Limited
Hackremco (No. 1846) Limited
Hackremco (No. 1851) Limited
Hackremco (No. 1870) Limited
Hackremco (No. 1871) Limited
Hawaiian Cogenerators, Inc.
HEI Power Corp. Guam
Hijos de F. Escano, Inc.
Hirma Power Private Limited
Hopewell Mobile Power Systems Corp.
Hopewell Power (Philippines), Corp.
Hopewell Tileman (Philippines) Corp.
Hudson Valley Gas Corporation
Hyder Industrial Group Limited
Hyder Ltd.
Hyundai Energy Co. Ltd.
Hyundai Energy Co. Ltd.
ICD Utilities Limited
Ilijan Power

Debtors & Affiliates (including certain former Affiliates and Prior Names)
Industrial Technology Ventures, LP
Industrikraft Midt-Norge AS
Integrated Utility Holdings Company, N.V.
Intercontinental Exchange, Inc.
Intercontinental Exchange, LLC
Inversores de Electricidad S.A.
Island Energization
Jamaica Public Service Company Limited
JEG Development Corporation
KEPCO Iijan Corporation
Kinder Morgan Power Company
Kompania di Produksjon di Awa I Elektrisidal de Korsou
Laito Company Limited
Lemon Grove Investments Pty Ltd.
LISP III Power Corporation
LNG Power, Ltd. (BVI)
MAI-I Resources Corporation
MAP Asia-Pacific Operations (Hong Kong) Limited
MAP (Holding) Denmark ApS
MAP Asia-Pacific Operations (Hong Kong) Limited
MAP Australia (BV) Limited
MAP Balagarh (BVI) Limited
MAP Construction (Hong Kong) Limited
MAP Financial Services Limited
MAP Fuels Limited
MAP Guangdong (BVI) Limited
MAP Hirma (BVI) Limited
MAP India (BVI) Limited
MAP International Finance Corporation
MAP Investments (BVI) Limited
MAP Mobile Power Systems (BVI) Corporation
MAP Navotas I Limited
MAP Nevada I, Limited
MAP Nominee Services Limited
MAP Pagbilao Limited
MAP Pangasinan Limited
MAP Project Management and Engineering (BVI) Limited
MAP Thailand (BVI) Limited
MC Equipment Revolver Statutory Trust, Citibank
MCM Energy Ventures, Inc.

Debtors & Affiliates (including certain former Affiliates and Prior Names)
Meter Reading Services Limited
Midway Energy Center, L.L.C.
Mint Farm Generation, LLC
Mirant (Bermuda), Ltd.
Mirant (British Virgin Islands) I Investments, Ltd.
Mirant (British Virgin Islands) II Investments, Ltd.
Mirant (British Virgin Islands) III Investments, Ltd.
Mirant (Navotas II) Corporation
Mirant (Philippines) Corporation
Mirant (Philippines) Energy Corporation
Mirant (Philippines) Island Generation Corporation
Mirant (Philippines) Mobile Corporation
Mirant (Philippines) Operations Corporation
Mirant (Philippines) Project Holdings Corporation
Mirant (Philippines) Resources and Development Corporation
Mirant (Philippines) Rural Power Corporation
Mirant (Philippines) Services Corporation
Mirant (SIPD) Investments, Inc.
Mirant Americas Development Capital, LLC
Mirant Americas Development, Inc.
Mirant Americas Energy Capital Assets, LLC
Mirant Americas Energy Capital, LP
Mirant Americas Energy Marketing Canada, LTD.
Mirant Americas Energy Marketing Investments, Inc.
Mirant Americas Energy Marketing, LP
Mirant Americas Gas Marketing I, LLC
Mirant Americas Gas Marketing II, LLC
Mirant Americas Gas Marketing III, LLC
Mirant Americas Gas Marketing IV, LLC
Mirant Americas Gas Marketing V, LLC
Mirant Americas Gas Marketing VI, LLC
Mirant Americas Gas Marketing VII, LLC
Mirant Americas Gas Marketing VIII, LLC
Mirant Americas Gas Marketing IX, LLC
Mirant Americas Gas Marketing X, LLC
Mirant Americas Gas Marketing XI, LLC
Mirant Americas Gas Marketing XII, LLC
Mirant Americas Gas Marketing XIII, LLC
Mirant Americas Gas Marketing XIV, LLC
Mirant Americas Gas Marketing XV, LLC

Debtors & Affiliates (including certain former Affiliates and Prior Names)
Mirant Americas Gas Marketing, LP
Mirant Americas Generation, Inc.
Mirant Americas Generation, LLC
Mirant Americas Procurement, Inc.
Mirant Americas Production Company
Mirant Americas Retail Energy Marketing, LP
Mirant Americas, Inc.
Mirant Asia-Pacific (Dutch) B.V.
Mirant Asia-Pacific (Europe) Financial Services Limited
Mirant Asia-Pacific (Europe) Investments Limited
Mirant Asia-Pacific (Europe) Limited
Mirant Asia-Pacific (Guam) Investments, Inc.
Mirant Asia-Pacific (India) Private Limited
Mirant Asia-Pacific (Korea) Development Limited
Mirant Asia-Pacific (Korea) Ventures B.V.
Mirant Asia-Pacific Capital Management Limited
Mirant Asia-Pacific Capital, Inc.
Mirant Asia-Pacific Construction (Hong Kong) Limited
Mirant Asia-Pacific Holdings, Inc.
Mirant Asia-Pacific Investments B.V.
Mirant Asia-Pacific Limited
Mirant Asia-Pacific Operations (Hong Kong) Limited
Mirant Asia-Pacific Services Limited
Mirant Asia-Pacific Singapore Pte. Limited
Mirant Asia-Pacific Ventures, Inc.
Mirant Asset Development and Procurement B.V.
Mirant Australia Holdings Pty Ltd.
Mirant Bahamas Holdings Limited
Mirant Bahamas Investments Limited
Mirant Balagarh Investments Limited
Mirant Bay Area Procurement, LLC
Mirant Beteiligungs GmbH
Mirant Birchwood, Inc.
Mirant Bowline, LLC
Mirant Brand, LLC
Mirant California Investments, Inc.
Mirant California, LLC
Mirant Canada Energy Capital, Ltd.
Mirant Canada Energy Financial Products, Ltd.
Mirant Canada Energy Marketing (HUB 1), Ltd.
Mirant Canada Energy Marketing (HUB 2), Ltd.

Debtors & Affiliates (including certain former Affiliates and Prior Names)
Mirant Canada Energy Marketing Investments, Inc.
Mirant Canada Energy Marketing, Ltd.
Mirant Canada Energy Resources, Ltd.
Mirant Canada Energy Services, Ltd.
Mirant Canada Energy Trading Partnership
Mirant Canada Gas Marketing, Ltd.
Mirant Canal II, LLC
Mirant Canal, LLC
Mirant Capital Management, LLC
Mirant Capital Partners, LLC
Mirant Capital, Inc.
Mirant Caribbean Services, LLC
Mirant Caribbean, Inc.
Mirant Caribbean, Ltd.
Mirant Caribe, Inc.
Mirant Central Texas, LP
Mirant Chalk Point Development, LLC
Mirant Chalk Point LLC
Mirant Chile S.A.
Mirant Construction Holdings, LLC
Mirant Corporate Political Action Committee, Inc.
Mirant Corporate State Political Action Committee, Inc.
Mirant Corporation
Mirant Corporation Michigan Political Action Committee, Inc.
Mirant Corporation Political Action Committee, Inc.
Mirant Curacao Investments, Ltd.
Mirant D.C. O&M, LLC
Mirant Danville, LLC
Mirant de Mexico S. de R.L. de C.V.
Mirant Delta, LLC
Mirant Deutschland GmbH
Mirant Development Funding, L.L.C.
Mirant Development UK Limited
Mirant Diamond Holding Corporation
Mirant Dickerson Development, L.L.C.
Mirant Dijan Investments Ltd. Partnership
Mirant do Brasil Ltda.
Mirant Eastern Power Plant Limited
Mirant EcoElectrica Investments I, Ltd.
Mirant EcoElectrica Investments II, Ltd.

Debtors & Affiliates (including certain former Affiliates and Prior Names)
Mirant EcoElectrica Investments III, Ltd.
Mirant EcoElectrica Investments IV, Ltd.
Mirant EcoElectrica Investments V, Ltd.
Mirant EcoElectrica LNG Finance, Ltd.
Mirant EcoElectrica LNG Investments, Ltd.
Mirant EcoElectrica LNG Marketing, Ltd.
Mirant EcoElectrica O&M, Ltd.
Mirant EcoElectrica Services, Ltd.
Mirant Energy Marketing Austria GmbH
Mirant Energy Marketing Nordic AB
Mirant Energy Marketing Switzerland GmbH
Mirant Energy Opportunities Fund, LP
Mirant Energy Trading, LLC
Mirant Europe B.V.
Mirant Europe plc
Mirant Fund 2001, LLC
Mirant Gastonia, LLC
Mirant Generation and Trading ICHP Ltd.
Mirant Generation Cebu Limited Duration Company
Mirant Generation Citta S. Angelo S.r.l.
Mirant Generation Europe B.V.
Mirant Generation Italia S.r.l.
Mirant Generation Portoguardo S.r.l.
Mirant Generation San Severo S.r.l.
Mirant Global Finance (Luxembourg)
Mirant Global Finance Holdings
Mirant Global Finance Investments Limited
Mirant Global Finance Preferred Investments Ltd.
Mirant Grand Bahama Limited
Mirant Guam (Tanguisson) Corp.
Mirant Guangdong (Shajiao C) Limited
Mirant Hirma Investments Limited
Mirant Holdings Beteiligungsgesellschaft MBH
Mirant Holdings Europe UK, Inc.
Mirant Holdings Germany, Inc.
Mirant Holdings Immingham Limited
Mirant Holdings Netherlands, Inc.
Mirant Hong Kong Membership, Inc.
Mirant ICE Investments, Inc.
Mirant Ilijan Investments Ltd. Partnership

Debtors & Affiliates (including certain former Affiliates and Prior Names)
Mirant Illinois Investments, Inc.
Mirant Intellectual Asset Management and Marketing, LLC
Mirant International Investments, Inc.
Mirant International Ventures I, Inc.
Mirant International Ventures II, Inc.
Mirant Investments Advisors, LLC
Mirant Investments Europe B.V.
Mirant Investments Europe UK, Inc.
Mirant Investments Europe, Inc.
Mirant Investments Germany, Inc.
Mirant Investments UK Limited
Mirant Italia S.r.l.
Mirant JPSCO (Barbados) SRL
Mirant JPSCO I Investments, Limited
Mirant JPSCO II Investments, Limited
Mirant JPSCO Development Services, LLC
Mirant Kendall, LLC
Mirant Las Vegas, LLC
Mirant Lovett, LLC
Mirant Management Europe, Inc.
Mirant Maryland Investments, Inc.
Mirant MD Ash Management, LLC
Mirant Michigan Investments, Inc.
Mirant Mid-Atlantic Investments, Inc.
Mirant Mid-Atlantic Investments, LLC
Mirant Mid-Atlantic Management, Inc.
Mirant Mid-Atlantic Services, LLC
Mirant Mid-Atlantic, LLC
Mirant Navotas Corporation
Mirant Neenah, LLC
Mirant Nevada Investments, Inc.
Mirant Nevada Management, Inc.
Mirant Nevada Wellcom, LLC
Mirant New England Investments, Inc.
Mirant New England, Inc.
Mirant New England, LLC
Mirant New York Investments, Inc.
Mirant New York Management, Inc.
Mirant New York, Inc.
Mirant North Carolina Investments, Inc.

Debtors & Affiliates (including certain former Affiliates and Prior Names)
Mirant Norway AS
Mirant NY-Gen, LLC
Mirant Oregon Investments, Inc.
Mirant Oregon, LLC
Mirant Pagbilao Corporation
Mirant Parker, LLC
Mirant Peaker, LLC
Mirant Perryville Investments, Inc.
Mirant Philippines Foundation, Inc.
Mirant Philippines Industrial Power Corporation
Mirant Piney Point, LLC
Mirant PJM Marketing, LLC
Mirant Portage County Investments, Inc.
Mirant Portage County, LLC
Mirant Potomac River, LLC
Mirant Potreto, LLC
Mirant Risk Management Investments, Inc.
Mirant Rockdale, LLC
Mirant Services LLC
Mirant Shajiao C Investments Limited
Mirant South America and Caribbean Finance, Ltd.
Mirant South America and Caribbean, Inc.
Mirant South Louisiana Fee, LLC
Mirant South Louisiana Production, LLC
Mirant Special Procurement, Inc.
Mirant State Line Ventures, Inc.
Mirant Sual Corporation
Mirant Sual Investments Corporation
Mirant Sugar Creek Holdings, Inc.
Mirant Sugar Creek Ventures, Inc.
Mirant Sugar Creek, LLC
Mirant Texas Investments, Inc.
Mirant Texas Management, Inc.
Mirant Texas, LLC
Mirant Texas, LP
Mirant Toledo Holdings Corporation
Mirant Trinidad Investments, Inc.
Mirant Trust I
Mirant Virgin Islands, LLC
Mirant Virginia Investments, Inc.

Debtors & Affiliates (including certain former Affiliates and Prior Names)
Mirant Washington Investments, Inc.
Mirant West Indies Investments, Ltd.
Mirant Wichita Falls Investments, Inc.
Mirant Wichita Falls Management, Inc.
Mirant Wichita Falls, LP
Mirant Wisconsin Investments, Inc.
Mirant Wrightsville Investments, Inc.
Mirant Wrightsville Management, Inc.
Mirant Wyandotte, LLC
Mirant Yulchon Generation Co. Ltd.
Mirant Zeeland, LLC
MLW Development, LLC
MMD ONE, Inc.
MMD TWO, Inc.
Mobile Development Company
Navotas II Holdings (BVI) Corp.
Nevada Power Services, Inc.
New Whitwood Collieries Pty Ltd.
Northwest Pacific Energy Marketing, Inc.
P.T. Tarahan Power Company
Pagbilao Power
Pagbilao Shipping Corporation
Pangasinan Electric Corporation
Peace River Station, L.L.C.
Perryville Energy Partners, LLC
Philippine Power and Infrastructure Holding Corporation
Philstar.com, Inc.
Phonex Broadband Corporation
Power Generation Company Trinidad and Tobago Limited
Propiedades Punta Mexicana S de R.L. de C.V.
Puerto Rico Power Investments, Ltd.
Oriental Mindoro Power
Ravensdown Assets Limited
Refineria di Korsou N.V.
Riverview Coal Terminal Pty Ltd.
SC Ashwood Holdings, Inc.
SC Energy Ventures, Inc.
SE Capital Partners Management, LLC
SE Capital Partners, Inc.
SE China Investments, Inc.

Debtors & Affiliates (including certain former Affiliates and Prior Names)
SE Finance Capital Corporation
SE Newco Limited
SEAP Balagarh (BVI) Limited
SEAP Eastern Power Plan Limited
SEAP Financial Services Limited
SEAP Fuels Limited
SEAP Hirma (BVI) Limited
SEAP International Finance Corporation
SEAP Investments (Mauritus) Limited
SEAP Mobile Power Systems (BVI) Corporation
SEAP Navotas I Limited
SEAP Nominee Services Limited
SEAP Project Management and Engineering (BVI) Limited
SEI - Europe UK Limited
SEI Birchwood, Inc.
SEI Brazil Holdings, Inc.
SEI del Cuyo S.A.
SEI Germany – BEWAG, Inc.
SEI Hawaiian Cogenerators, Inc.
SEI Holdings IX, Inc.
SEI Holdings, Inc.
SEI Illinois, Inc.
SEI Illinois, L.L.C.
SEI Inversora S.A.
SEI Michigan Holdings, Inc.
SEI Michigan, L.L.C.
SEI New England, Inc.
SEI Newco 1, Inc.
SEI Newco 2, Inc.
SEI South America, Inc.
SEI State Line, Inc.
SEI Sugar Creek Holdings, Inc.
SEI Sugar Creek, Inc.
SEI Sugar Creek, L.L.C.
SEI Texas (G.P.), Inc.
SEI Texas, L.P.
SEI Texas, LLC
SEI Trust I
SEI Wichita Falls, L.P.
SEI Wisconsin Holdings, Inc.
SEI Wisconsin, L.L.C.

Debtors & Affiliates (including certain former Affiliates and Prior Names)
SEI Worldwide Holdings, Inc.
SEMAR Ltd.
SET Associados, S/A
Shady Hills Power Company, L.L.C.
Shajiao C
Shandong International Power Development Company Limited
Shenzhen Eastern Power Station
SIUK Capital Trust 1
SIUK Finance
SIUK Investments
SIUK plc.
South Wales TPL Investments Limited
Southern Company
Southern Company Energy Market Etc. Inc.
Southern Company Energy Marketing Canada, LTD.
Southern Company Energy Marketing ETC, I
Southern Company Energy Marketing GP., LLC
Southern Company Energy Marketing L.P.
Southern Company Retail Energy Marketing L.P.
Southern Diamond Holding Corp.
Southern Diamond Holding Corporation
Southern Electric Bahamas, Ltd.
Southern Electric do Brasil Participacoes, Ltda.
Southern Electric International - Asia, Inc.
Southern Electric International Netherlands B.V.
Southern Electric International Trinidad, Inc.
Southern Electric Wholesale Generators, Inc.
Southern Energy - Asia, Inc.
Southern Energy - Cajun, Inc.
Southern Energy - Europe B.V.
Southern Energy - Newco 2, Inc.
Southern Energy (Shajiao C) Limited
Southern Energy Arkansas Investments, In
Southern Energy Asia Ventures, Inc.
Southern Energy Asia-Pacific (Mauritus) Holding Limited
Southern Energy Asia-Pacific Limited
Southern Energy Asia-Pacific Operations (Phils.), Inc.
Southern Energy Asia-Pacific Pagbilao Limited
Southern Energy Asia-Pacific Pangasinan Limited
Southern Energy Associados e Participacoes S/A

Debtors & Affiliates (including certain former Affiliates and Prior Names)
Southern Energy Australia (BVI) Limited
Southern Energy Bay Area Investments, Inc.
Southern Energy Bowline, L.L.C.
Southern Energy Brazil Holdings, Inc.
Southern Energy Business Development and Procurement B.V.
Southern Energy California L.L.C.
Southern Energy Canal Holdings, Inc.
Southern Energy Canal II, L.L.C.
Southern Energy Canal III, L.L.C.
Southern Energy Canal, L.L.C.
Southern Energy Caribe, Ltd.
Southern Energy Central Texas, L.P.
Southern Energy Chalk Point, L.L.C.
Southern Energy China, Ltd.
Southern Energy Citta S. Angelo S.r.l.
Southern Energy D.C. O&M, LLC
Southern Energy Delta, L.L.C.
Southern Energy Development - Americas, Inc.
Southern Energy Development - Europa GmbH
Southern Energy Dickerson, LLC
Southern Energy Dijan Ltd. Partnership
Southern Energy do Brasil Ltda.
Southern Energy Europe Generation B.V.
Southern Energy Guangdong (BVI) Limited
Southern Energy Helvetica GmbH
Southern Energy Holdings Philippines, Inc.
Southern Energy Hudson Valley Investments, Ltd.
Southern Energy Ilijan LP
Southern Energy International, Inc.
Southern Energy Italia Generation S.r.l
Southern Energy Kendall, L.L.C.
Southern Energy Louisiana, Inc.
Southern Energy Lovett, L.L.C.
Southern Energy Mauritius Limited
Southern Energy MD Ash Management, LLC
Southern Energy Mid-Atlantic, LLC
Southern Energy Morgantown, LLC
Southern Energy Navatos, Inc.
Southern Energy Navotas II Power, Inc.
Southern Energy Navotas, Inc.

Debtors & Affiliates (including certain former Affiliates and Prior Names)
Southern Energy Netherlands B.V.
Southern Energy Nevada (G.P.), Inc.
Southern Energy Nevada Investments Holdings, Inc.
Southern Energy Nevada, LLC
Southern Energy New England Investments, Inc.
Southern Energy New England, LLC
Southern Energy New York G.P., Inc.
Southern Energy Newco Limited
Southern Energy North America Generating, Inc.
Southern Energy North America, Inc.
Southern Energy NY-Gen, L.L.C.
Southern Energy Pangasinan, Inc.
Southern Energy Peaker, LLC
Southern Energy Piney Point, LLC
Southern Energy PJM (G.P.), Inc.
Southern Energy PJM Management, LLC
Southern Energy PJM Marketing, LLC
Southern Energy Portogruaro S.r.l.
Southern Energy Potomac Investments, Inc.
Southern Energy Potomac River, LLC
Southern Energy Potrero, L.L.C.
Southern Energy Power (India) Private Limited
Southern Energy Project Holdings Philippines, Inc.
Southern Energy Quezon, Inc.
Southern Energy Resources and Development Corporation
Southern Energy Resources LLC
Southern Energy Resources, Inc.
Southern Energy Risk Management, Inc.
Southern Energy Singapore Pte Limited
Southern Energy Southwest Investments, Inc.
Southern Energy Sual Holdings, Inc.
Southern Energy Texas (G.P.), Inc.
Southern Energy Texas, LP
Southern Energy Thailand (BVI) Limited
Southern Energy Trading and Marketing, Inc.
Southern Energy Wichita Falls Investments, Inc.
Southern Energy Wichita Falls Management (G.P.), Inc.
Southern Energy Wichita Falls, L.P.
Southern Energy Wrightsville (G.P.), Inc.
Southern Energy, Inc.

Debtors & Affiliates (including certain former Affiliates and Prior Names)
Southern Energy-Asia, Inc.
Southern Producer Services, L.P.
State Line Energy, L.L.C.
State Line Holding Corp.
State Line Holding II, LLC
Stenus Limited
Sual Construction Corporation
Sual Power
Sual Slipform Construction Corporation
Sugar Creek Energy, L.L.C.
Surf Telecoms Limited
T&S Participacoes Ltda.
Tanguisson Power Station
Tenaska Michigan Partners, L.L.C.
Tiaro Coal Pty Ltd.
Toledo Holdings Corporation
Toledo Power Co.
Toledo Power Station
Tranquil Star Corporation
UP Shares Investment Limited
Visayan Electric Company, Inc.
Wellcom, LLC
West Georgia Generating Company L.P.
West Georgia Generating Company, LLC
Western Power Distribution
Western Power Distribution Holdings Ltd.
Western Power Distribution Telecoms Limited
Western Power Generation Limited
WPD 1953 Limited
WPD 1957 Limited
WPD 1975 Limited
WPD Finance Limited
WPD Guernsey Limited
WPD Holdings Limited
WPD Holdings UK
WPD Investment Holdings Limited
WPD Limited
WPD Services Limited
Wrightsville Development and Funding, L.L.C.
Wrightsville Power Facility, L.L.C.
Yulchon

Officers & Directors of Debtors & Affiliates
Adams, Ed
Adams, Susan H.
Allen III, Thomas J.
Ancosky, Michelle H.
A.S. & K. Services Ltd.
Bechstein, William R.
Bergeaux, Laura L.
Berrigan, Timothy P.
Bonner, Thomas J.
Booker, Vance N.
Bready, Cameron
Breiner, Sean A.
Burke, Janita K.
Caiafa, Julie A.
Cathcart, David B.
Chandler, Elizabeth B.
Chatterjee, Frances
Cherry, Pedro P.
Childers, J. Michael
Cleary, Anne M.
Compton, Mark
Coolidge, Henry T. E., Jr.
Cooper, Heather J.
Coppola, Jr., James J.
Correll, A.D.
Dahlberg, A.W.
Davenport, Dianne W.
Davenport, Hugh M.
Delay, Timothy E.
Dorsett Jr., John E.
Duane, Vincent P.
Dunbar, David
Dysert, Donald B.
Edmonds, Sonnet C.
Edwards, Chris
Eizenstat, Stuart E.
Evans, Andrew W.
Eydeland, Alexander
Facktor, Charles
Faries, Timothy C.

Officers & Directors of Debtors & Affiliates
Fitzpatrick, James
Fuller, S. Marce
Gallaspy, David T.
Ghosn, Carlos
Gillis, Stephen G.
Gouveia, Mark A.
Harris, J. R.
Harrison, Randy
Henefeld, George P.
Hill, Raymond D.
Hjerpe, William M.
Hobbs, Michael A.
Hogue, Gail
Holden, J. William III
Jobko, Dean R.
Johnson, Lisa D.
Kirkwood, Michael E.
Koch, Richard J.
Kuester, Frederick D.
Lam, Betty
Langan, William
Lansdell, Paul M.
Lawson, John
Leighton, Peter R.
Lesar, David J.
Lewbel, Gary
Lindermanis, Rob
Loving, Robert F.
Lynch, Mark S.
Mackenzie, David
Man, Mandy Yee Cheng
McAllister, Roy P.
McClure, Robert E.
McCollom, Daniel P.
McCullough, Robert F.
McDonald, Chris
McDonald, James
McKibben, Charles
Miller, Douglas L.
Morsches, Gary
Muller, David R.

Officers & Directors of Debtors & Affiliates
Murphee, Perry
Murphy, Sean P.
North, Louise A.
O'Neal, John L.
Owen, Richard F.
Pagano, James R.
Paul, Julyan
Pershing, Richard J.
Pettie, Diane
Phillips, Jr., Delaney E.
Pierce, Pamela S.
Plato, Kelly
Pocza, Rod
Ragan, John W.
Ramamurtie, Sailesh B.
Reynolds, John
Rich, Brian A.
Rigas, John
Rinard, Ronald E.
Robinson, John J.
Robinson, Ray
Rozier, Jr., David R.
Rush, Barney S.
Russell, Jeffrey S.
Schaefer, Robert
Shea, Greg
Smith, Michael L.
Smith, Robert E.
Stewart, David
Stoika, John R.
Streek, Daniel J.
Swift, Laurie L.
Wagner, Harvey
Ward, James A.
Yelich, Tom
Young, Brady

Lenders
ABN-AMRO
ADB
Allstate
ANZ
Avenue Special Situations Fund II, L.P.
Banc of America Securities LLC
Bank Hapoalim
Bank of America
Bank of Montreal
Bank of Nova Scotia
Bank of Tokyo-Mitsubishi
Bank One
Barclays
Bayerische Landesbank
BNP Paribas
CDC Group
CIBC
Citibank
Citigroup Financial Products, Inc.
CommerzBank
Crédit Industriel et Commercial
Credit Lyonnais
Credit Suisse First Boston
Danske Bank
Deutsche Bank
Dexia
DG Bank
Dresdner Kleinwort Wasserstein
DZ Bank AG
EDC
Fernwood Associates L.P.
Fleet
HypoVereinsBank
IFC
ING
IntesaBCI
J.P. Morgan Chase
Japan Bank for International Cooperation

Japan Export-Import Bank
John Hancock
KBC
Kreditanstalt Fur Wiederaufbau
Landesbank Rheinland-Phalz
Lehman
Lehman Commercial Paper, Inc.
Lloyds Bank
Marathon Special Opportunity Fund, Ltd.
Mizuho
Morgan Stanley
New York Life
Norddeutsche Landesbank
Royal Bank of Scotland
Royal Merchant Bank
San Paolo
Sanwa
Societe Generale
SOF Investments
Stark Event Trading
Sumitomo Mitsui Bank
Suntrust
Toronto Dominion
U.S. Export-Import Bank
UBS
Union Bank of California
Wachovia
Westdeutsche Landesbank

Bondholders
ABN AMRO
AIG Global Investment Group
Allstate Investment LLC
Aragon Inv Ltd.
Bank of New York
Bank One
Bankers Trust
Bear Stearns
BNY-Barclays Capital
Boston Safe Deposit & Trust Company
Brown Brothers Harriman
Camden Asset Management, L.P.
CDS & Co.
Citicorp
Citigroup
Comerica Bank
Credit Suisse First Boston Europe Ltd.
Creedon Capital Management
Deutsche Investment Management Americas, Inc.
Fiduciary State Street Bank & Trust
Fiduciary Trust Company
Fifth Third Bank
First Union National Bank
Fleet Securities, Inc.
FUNB-Phil. Main
Goldman Sachs
Hawthorne Capital Management LLC
Investors Bank & Trust
J.P. Morgan Chase
J.P. Morgan Offshore Trust
J.P. Morgan Securities Inc.
JMG Capital Partners, L.P.
John Hancock Financial Services, Inc.
KBC Financial Products
Lehman Brothers Inc.
Lewco Securities Corp.
Lord, Abbett & Company
M & I Bank
Mellon Bank
Mercantile Safe Deposit & Trust Co.

Bondholders
Merrill Lynch
Mizuho
Morgan Stanley
Neuberger Berman
Northern Trust Company
Northwestern Mutual Life Insurance Company
Pacific Life Insurance Company
Pershing
PNC Bank Corp.
PPM America Inc.
Principal Capital Income Investors, LLC
Prudential
Reams Asset Management Company, LLC
Romano Brothers & Co.
SG Cowen
State Street Bank & Trust
The Depository Trust Company
Tiers Fixed Rate Trust
Toyo Trust Company
U.S. Bank, N.A.
Union Bank of California
Wells Fargo Bank

Indenture Trustees
Bank of America
Bankers Trust (DE)
Bankers Trust Company
Bayerische Landesbank
Citibank
Commerzbank AG (NY and Grand Cayman)
Credit Suisse First Boston
Douglas L. Miller
Dresdner Bank AG (NY and Grand Cayman)
Elizabeth B. Chandler
Four Winds Funding Corp.
J. William Holden, III
Kreditanstalt Fur Wiederaufbau
Scotiabanc, Inc.
Toronto Dominion (TX), Inc.

Contract Counterparties
1st Rochdale Cooperative Group Ltd
Accent Energy, Inc
AEP Energy Services
Allegheny Energy Supply Company
A'Lones Group, Inc.
American Electric Power Service Corporation
ANR Pipeline Company
ANR Storage Company
Aquila Canada Corp.
Aquila Inc.
Aquila Merchant Services
Aquila Networks
Avista Corp.
Avista Energy
Bonneville Power Administration
BP America Production Company
BP Canada Energy Co.
BP Canada Energy Marketing Corp.
BP Corporation North America Inc.
BP Energy Company
Brazos Electric Power Cooperative, Inc.
British Petroleum
California Department of Water Resources
California Independent System Operator Corporation
Calpine Canada Natural Gas Partners
Calpine Energy Services, L.P.
Cape Light Compact
Chicopee Municipal Lighting Plant
Cincinnati Gas & Electric Company
Coastal Merchant Energy, L.P.
Colonial Pipeline Company
Colorado River Commission
Columbia Gas of Ohio, Inc.
Columbia Gas Transmission Corporation
Commonwealth Chesapeake Company, L.L.C.
Commonwealth Electric Company d/b/a/ NSTAR
Connectiv Energy Supply, Inc.
CONSOL Pennsylvania Coal Co
Consolidated Coal Co.

Contract Counterparties
Constellation Energy Source
Constellation NewEnergy
Constellation Power Source
Cook Inlet Energy Supply L.L.C.
Cook Inlet Power, LP
Coral Energy Holding, L.P.
CSX Transportation, Inc.
Detroit Edison Company, The
Duke Energy Field Services
Duke Energy Marketing LP
Duke Energy Trading & Marketing
Dynegy Marketing & Trade
Dynegy Marketing Inc.
Dynegy Power Marketing
Dynegy Canada Inc.
Dynegy Canada Marketing & Trade
Dynegy Inc.
Dynegy Holdings
e Prime, Inc.
Econnergy Energy Co., Inc.
El Paso Merchant Energy LP
El Paso Production Oil & Gas
Energy Services Group, Inc.
Energy USA-TPC Corp.
Enron North America Corp.
Enron Power Marketing, Inc.
Enron Oil & Gas Company
Entergy-Koch Trading, LP
Exelon Generation Company, LL
FP&L Energy Power Marketing, Inc.
Georgetown Municipal Light Department
Georgia Power Company
GPU Advanced Resources, Inc.
Greenbrier Pipeline Company, LLC
Greenon Coal Co
Hess Energy Trading Co., L.L.C.
Indeck Maine Energy, L.L.C.
J. Aron & Company
John Hancock Mutual Life Insurance Company
Kern River Gas Transmission Company
Liberty Power Corp., L.L.C.

Contract Counterparties
Lodestar Energy, Inc.
Massey Utility Sales Company
Michigan Electric Transmission Company
Midwest Independent Transmission System Operator, Inc.
Midwestern Gas Transmission Company
New York Independent System Operator
Niagara Mohawk Power Corporation
Nineveh Coal Co
Norfolk Southern Railway Company
Northeast Maryland Waste Disposal Authority
NRG Power Marketing, Inc.
NSTAR Companies
Oak Mountain Products, LLC & Mirant Mid-Atlantic, LLC
Occidental Energy Marketing, Inc.
ONEOK Energy Marketing and Trading Company, LP
Pacific Gas and Electric Company
PacificCorp Power Marketing, Inc.
Patriot Energy Group, Inc.
Pepco
Perryville Energy Partners, LLC
PG&E Energy Trading – Power, Inc.
PG&E Energy Trading – Canada
PG&E Energy Trading – Gas Corp.
PG&E Energy Trading Holdings
PG&E National Energy Group
PG&E Gas Transmission, Northwest Corporation
Philbro, Inc.
Pinehills Golf Club, LLC
PJM Interconnection, L.L.C.
Potomac Electric Power Company
PSEG Energy Resources & Trading
Reliant Energy Services, Inc.
Reliant Energy Services Canada
Reliant Resources, Inc.
Sabine Hub Services Company
Scarlett Resource Merchants, LL
Sempra Energy Trading
Sempra Energy Solutions
Sempra Energy
Southwest Power Pool, Inc.
Strategic Energy, LLC

Contract Counterparties
Swiss Re New Markets Corporation
TECO Pipeline Company
Tractebel
Trunkline Gas Company
TSE Services Inc.
TXU Energy Trading
TXU Lone Star Pipeline
Union Gas Limited
United States of America (Defense Fuel Supply Center)
USGen
Vastar Gas Marketing, Inc.
Washington Gas Energy Services, Inc.
Washington Gas Light Co
Westvaco Corporation
Williams Energy Marketing & Trading

Other Creditors
Accenture LLP
AEP Coal Inc
Amoco Energy Trading Corporation
ANP Marketing Co.
Aquila Energy Marketing
Arch Coal Sales Company Inc
Bibeau Construction Co Inc
Burns and Mcdonnell Inc
Calpine Power Services Company
Cinergy Marketing and Trading LLC
CNG Transmission Corporation
Coastal Coal Sales Inc
Columbia Gas of Kentucky
Columbia Gas of Pennsylvania
Concord Energy LLC
Conoco, Inc.
Constellation Power Source Inc.
CSX Transportation Inc
Devon Energy Corporation
Drexal Power Inc
Econnergy Energy Company
Ena Upstream Co LLC
Encore Communications
Energy Marketing
Enron Canada Corp
Enserco Energy Inc.
Exelon Generation
Farnan Carmine
First Union Payroll Acct
GAZ Metropolitan and Company, LP
General Electric
GE Power Systems
Kaztex Energy Mangement Inc.
KIW
Korea Export-Import Bank
Landesbank Baden-Württemberg
Lodestar Energy Inc
Massey Coal Sales Company Inc
Metromedia Energy Inc.
MidAmerican Energy Co.

Other Creditors
Mitsui and Company USA Inc.
Nexen Marketing USA Inc.
North American Energy Inc.
Northwest Pipeline Corporation
Nstar Electric
OGE Energy Resources Inc.
Open Link Financial
Pan-Alberta Gas Ltd
PG&E Energy Trading Inc
Pipeline Measurement And Controls Inc
Pittston Coal Sales Corporation
Rag American Coal Holding Inc
Riverton Coal Sales Inc
Sempra Energy Trading Corp
Sequent Energy Management LLC
Smeco
Southern California Gas Company Inc
Stroud Investments 2001 Ltd
Sugar Creek Constructors LLC
Suncor Energy Inc.
TDC Energy Corporation
Tenaska Marketing Ventures
Tennessee Gas Pipeline Company
Texaco Inc.
Texas Eastern Transmission Co. Inc.
Transcanada Power Marketing LP
Transtexas Gas Corporation
TXU Energy Trading Company
Utilicorp United
Va Tech Ferranti-Packard Transformers Ltd
Vastar Resources
vIonic Energy Inc.
Western Gas Resources Inc.
Wisconsin Public Service Corp.
WPS Energy Services Inc.
Zenon Environmental Corporation

Five Percent Shareholders
Barrow, Hanley, Mewhinney & Strauss, Inc.
Vanguard Windsor

Professionals
Alixpartners, LLC
Blackstone
Bowne
BSI
Charles River Associates
Deloitte & Touche
Ernst & Young
Forshey & Prostok LLP
Haynes and Boone, LLP
Innisfree
KPMG
PricewaterhouseCoopers
Sitrick
Skadden, Arps, Slate, Meagher & Flom, LLP
Cox & Smith, Inc.
Simpson Thatcher
Cadwalader Wickersham & Taft

Other Parties Searched
Aaron Rents, Inc.
Acuity Brands, Inc.
ADP Investor Communication Services
AMVESCAP PLC
AT&T Corporation
Avnet, Inc.
Bank et Caisse
Bremer Landesbank
Burlington Resources, Inc.
Citizens Trust Bank
Covington & Burling
Credit Agricola Indosuez
Curtiss-Wright Corporation
Deutsche Bank Luxembourg S.A.
Development Bank of Singapore
DNIB
Earthlink, Inc.
Georgia-Pacific Corporation
Halliburton Company
HSBC Bank
Landesbank Hessen-Thüringen
Landesbank Sachsen
Landesbank Schleswig-Holstein
Lyondell Corporation
National Data Corporation
Proficient Systems, Inc.
Republic Bank of Trinidad and Tobago
Scientific-Atlanta, Inc.
SLFT
UPC
WGZ Bank Westdeutsche

**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
	)	Jointly Administered
Debtors.)	
_____)	

**ORDER PURSUANT TO 11 U.S.C. § 327(e)
AUTHORIZING THE EXPANDED SCOPE OF EMPLOYMENT AND RETENTION OF
MCDERMOTT WILL & EMERY LLP AS SPECIAL COUNSEL
FOR THE DEBTORS AS OF NOVEMBER 1, 2003**

Upon consideration the following pleadings filed by Mirant Corporation and its chapter 11 Debtors affiliates (collectively, the “Debtors”): (1) Application (the “Initial Application”) for Entry of an Order Authorizing the Retention of McDermott Will & Emery LLP (“MWE”); (2) the First Supplemental Application for Entry of an Order Pursuant to 11 U.S.C. § 327(e) Expanding the Scope of Retention and Employment of McDermott Will & Emery LLP as Special Counsel for the Debtors (the “First Supplemental Application”); and (3) the Second Supplemental Application for Entry of an Order Pursuant to 11 U.S.C. § 327(e) Expanding the Scope of Retention and Employment of McDermott Will & Emery LLP as Special Counsel for the Debtors as of November 1, 2003 (the “Second Supplemental Application”). The Court finds that:

1. It has jurisdiction over this matter pursuant to 28 U.S.C. §§ 157 and 1334. The Court further finds that this is a core proceeding pursuant to 28 U.S.C. § 157.
2. On August 8, 2003, the Debtors filed the Initial Application effective as of the Petition Date to continue to advise and represent them in connection with the Commodities Market Advice (as that term is defined in the Initial Application).

3. In support of the Initial Application, Paul J. Pantano, a partner of MWE, submitted an affidavit detailing the terms and conditions of the work MWE would be performing for the Debtors, as well as describing MWE's connections with the Debtors, their non-debtor affiliates, as well as the Debtors' professionals, officers and directors, significant equity holders, secured lenders, bondholders and trustees, top 50 unsecured creditors (on a consolidated basis) and other significant parties in interest (the "Pantano Affidavit").

4. On September 10, 2003, this Court entered an interim order approving the Initial Application (the "Interim Order"). Pursuant to the Interim Order, the Debtors were authorized to retain MWE, on an interim basis, to represent them in connection with Commodities Market Advice. Pursuant to its terms, the Interim Order became a final order on October 7, 2003 because no party in interest objected to the retention of MWE.

5. On October 24, 2003, the Debtors filed the First Supplemental Application, seeking entry of an order authorizing the expansion of the scope of MWE's representation effective as of the Petition Date to represent them in connection with the California Regulatory Matters (as that term was defined in the First Supplemental Application). In connection with the First Supplemental Application, Paul J. Pantano submitted a supplemental declaration detailing the terms and conditions of the work the Debtors had asked MWE to perform (the "Pantano Supplemental Declaration").

6. On February 17, 2004, the Debtors filed the Second Supplemental Application, seeking entry of an order authorizing a further expansion of the scope of MWE's representation as of November 1, 2003 to represent them in connection with business lines regulated by the FCC, the New England ISO and NEPOOL, as further described in the Second Supplemental Application. In support of the Second Supplemental Application, Paul J. Pantano submitted a

second supplemental declaration detailing the terms and conditions of the work the Debtors had asked MWE to perform (the “Pantano Second Supplemental Declaration”).

7. After reviewing the Initial Application, First Supplemental Application, Second Supplemental Application and the Pantano Affidavits and Declarations in support of those applications, and the other motions, pleadings, and papers filed in these chapter 11 cases, together with the representations on the record, the Court finds that (i) the expansion of MWE’s scope of employment is in the best interest of the Debtors and their respective estates, and (ii) MWE and its partners, counsel and associates do not hold or represent an interest adverse to the Debtors or their estates in the matters upon which they are to be engaged such that would disqualify MWE from the representation of the Debtors as special counsel. IT IS THEREFORE

ORDERED that the First and Second Supplemental Applications are approved on an interim basis (the “Interim Order”); and it is further

ORDERED that pursuant to 11 U.S.C. § 327(e), the Debtors and Debtors-in-Possession are hereby authorized to employ MWE to render services within the scope of services identified on Exhibit 1 hereto, as of the dates specified in Exhibit 1; and it is further

ORDERED that, within three (3) business days of the entry of this Interim Order, counsel for the Debtors shall serve the Interim Order upon all parties entitled to receive notice of the First and Second Supplemental Applications; and it is further

ORDERED that MWE shall be compensated in accordance with the procedures set forth in sections 330 and 331 of the Bankruptcy Code and such Bankruptcy Rules as may then be applicable, from time to time, and such other procedures as may be fixed by order of this Court; and it is further

ORDERED that to the extent of any conflict between the terms and conditions of the First and Second Supplemental Applications and the Interim Order, the terms and conditions of this Interim Order shall govern; and it is further

ORDERED that this Interim Order shall become a Final Order on the twenty-seventh (27th) day after entry of this Interim Order without further notice or hearing unless an objection to the Interim Order is timely filed with the Court and served on counsel for the Debtors on or before twenty-six (26) days after entry of the Interim Order.

DATED: _____

HONORABLE D. MICHAEL LYNN
UNITED STATES BANKRUPTCY JUDGE

Upon Submission, Please Return to:

Robin E. Phelan
State Bar No. 15903000
Judith Elkin
State Bar No. 06522200
Ian T. Peck
State Bar No. 24013306
HAYNES AND BOONE, L.L.P.
901 Main Street, Suite 3100
Dallas, Texas 75202-3789
Telephone: 214-651-5000
Telecopy: 214-651-5940

and

Thomas E Lauria
Texas Bar No. 11998025
Michelle C. Campbell
Texas Bar No. 24001828
WHITE & CASE LLP
Wachovia Financial Center
Suite 4900
200 South Biscayne Blvd.
Miami, Florida 33131
Telephone: 305-371-2700
Telecopy: 305-358-5744

ATTORNEYS FOR THE DEBTORS AND
DEBTORS-IN-POSSESSION

Exhibit 1

SCOPE OF MCDERMOTT EMPLOYMENT

Initial Application – Retroactive to Petition Date:

1. Tax matters that related to Mirant’s trading activities, tax hedging, and derivatives and financial products (the “Commodities Market, Derivatives and Financial Products Tax Advice”);
2. An investigation being conducted by the Commodity Futures Trading Commission styled “In re Certain Trading by Energy and Power Marketing Firms” (the “Commodities Market Investigation”); and
3. Commodities Markets regulatory advice (collectively, with the Commodities Market Investigation and the Commodities Market, Derivative and Financial Products Tax Advice, the “Commodities Market Advice”).

First Supplemental Application – Retroactive to Petition Date:

- California Refund Case pending before both the Federal Energy Regulatory Commission (“FERC”) and the Ninth Circuit Court of Appeals;
- Various investigations being conducted by FERC involving the Debtors’ California businesses and operations;
- Pacific Northwest Refund case pending before FERC;
- Annual filings and other proceedings in connection with the Debtors’ Reliability Must Run Agreements in California;
- Certain filings with and submissions to FERC to change tariffs and procedures in connection with the California ISO;
- Complaint filed by the California Attorney General, which is on appeal in the Ninth Circuit Court of Appeals, with respect to the Debtors’ market based rate authority;
- Any appeals related to these California Regulatory Matters set forth above; and
- other possible California or Pacific Northwest or West-wide regulatory matters which may arise in the future.

Second Supplemental Application – Retroactive to (See Below)

- Effecting *pro forma* and other license transfers with the U.S. Federal Communications Commission (“FCC”) to reflect the bankruptcy status of the Debtors, as of November 1, 2003;
- Filings, notifications, waivers and other submissions with the FCC in connection with wireless license construction, renewal, and outstanding audits, as of November 1, 2003;
- Performing additional tasks as necessary to secure and verify FCC licenses held by or to perfect pending applications on behalf of the Debtors, as of November 1, 2003; and
- Advising the Debtors on local commercial market issues before the NE ISO and NEPOOL related to market or cost-of-service issues involving the Kendall and Canal Plants, as of December 1, 2003.