

Thomas E Lauria
State Bar No. 11998025
WHITE & CASE LLP
Wachovia Financial Center
200 South Biscayne Blvd., Suite 4900
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

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

_____)	
In re)	Chapter 11 Case
)	
MIRANT CORPORATION, <u>et al.</u> ,)	Case No. 03-46590 (DML)
)	Jointly Administered
Debtors.)	
_____)	Hearing Date and Time: To Be Set

**APPLICATION FOR ENTRY OF AN ORDER PURSUANT TO SECTION 327(e)
OF THE BANKRUPTCY CODE AUTHORIZING THE EMPLOYMENT AND
RETENTION OF OSLER, HOSKIN & HARCOURT LLP AS SPECIAL COUNSEL
TO THE DEBTORS AS OF SEPTEMBER 1, 2003**

TO THE HONORABLE D. MICHAEL LYNN, UNITED STATES BANKRUPTCY JUDGE:

Mirant Corporation (“Mirant”) and its affiliated debtors (collectively, the “Debtors”), as debtors in possession, file this application for entry of an order authorizing the retention of Osler, Hoskin & Harcourt LLP (“Osler”) as special Canadian counsel to the Debtors as of September 1, 2003 (the “Application”), and 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.

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.

RETENTION OF OSLER, HOSKIN & HARCOURT

4. By this Application, the Debtors seek to employ and retain Osler as their special Canadian counsel pursuant to section 327(e) of the Bankruptcy Code in connection with the matters described in more detail below, as of September 1, 2003 in accordance with the terms and conditions set forth in the engagement letter dated September 12, 2003 (the "Engagement Letter"), a true and correct copy of which is attached hereto as Exhibit A.

5. The Debtors retained Osler as their special Canadian counsel in connection with the Canadian Proceedings to represent Mirant and those of its United States and Canadian affiliates that are not debtors in such proceedings, and of which Mirant is the largest unsecured creditor.

6. Since early September 2003, Osler has advised the Debtors with respect to its interests in the Canadian CCAA proceedings. Specifically, Osler has represented, and will continue to represent, the Debtors in connection with:

(a) the filing of proofs of claim for Mirant Corporation, Mirant Services, LLC, Mirant Americas Energy Marketing Investments, Inc. ("MAEMII") and Mirant Americas Energy Marketing, LP ("MAEM, LP") in relation to actual and contingent claims against the Canadian Debtors for sums in excess of CAD \$1 billion;

(b) the filing of Dispute Notices in respect of the Canadian Debtors' disallowance of significant portions of the Debtors' claims;

- (c) participation in the ongoing process to resolve the above described claims and additional issues between the related parties;
- (d) involvement in the exit strategy of Mirant Corporation, being the sale of the Canadian business;
- (e) the application by Paramount Resources Ltd. to be paid out for pre-petition debts;
- (f) claims of Enron Canada Corp. against the Debtors and Canadian Debtors;
- (g) dealings with TransCanada Pipelines Ltd. in relation to certain letters of credit guaranteed by Mirant Corporation and for which it is liable; and
- (h) generally, the representation of the Debtors' interests in the ongoing Canadian CCAA proceedings.

7. Osler is one of the premier law firms in the area of Canadian insolvency law and the Debtors intend to draw upon Osler's vast knowledge of the CCAA process. If the Court did not authorize the Debtors' employment of Osler, the Debtors, their estates and all parties in interest could be unduly prejudiced by events occurring within the CCAA proceeding.

CONFLICTS

8. To the best of the Debtors' knowledge, the members, counsel and associates of Osler 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 on the matters for which the Debtors seek to retain Osler, except as set forth herein and in the Affidavit of Tristram J. Mallett, the Managing Partner of the Calgary office and responsible partner for this file (the "Mallett Affidavit"), a true and correct copy of which is attached hereto as Exhibit B. In connection with the Debtors' retention of Osler, Osler has requested entry of an order substantially in the form of order appended hereto as Exhibit C.

9. In connection with its contemplated representation of the Debtors, the Debtors provided to Osler a list of all of the Debtors and their non-debtor affiliates, the Debtors'

known lenders, bondholders and indenture trustees, the Debtors' 50 largest unsecured creditors (on a consolidated basis), the Debtors' professionals, principals, officers, directors, major stockholders as well as other parties in interest with respect to these Chapter 11 cases, all as more fully set forth in the Mallett Affidavit.

10. Based on the names provided to Osler, Osler advised the Debtors as follows:

- (a) **Officers and Directors.** Osler has not represented any of the Debtors' officers or directors.
- (b) **Professionals Representing the Debtors and Other Parties in Interest.** As a routine part of its practice Osler appears in cases, proceedings and transactions involving multiple attorneys, accountants, financial consultants, real estate consultants and other known professionals representing the Debtors and other parties in interest. In certain instances, such professionals may be direct clients of Osler. However, Osler has not and will not represent any of the parties listed as professionals listed in the attached Exhibit A to the Mallett Affidavit or any of their respective affiliates or subsidiaries in connection with these proceedings.
- (c) **Debtors' Lenders.** Osler does not represent and has not represented any of the Debtors' lenders in connection with these proceedings. However, each of the entities listed in this paragraph and/or their affiliates may be considered to be (1) a former client of Osler in matters unrelated to these proceedings, (2) a current client of Osler in matters unrelated to these cases, (3) a separate affiliate of clients who are or were represented by Osler in matters unrelated to these cases, or (4) a member of a group in which Osler has represented the group as a whole, or in part. Moreover, Osler may currently represent and in the past may have represented clients and/or their affiliates. The lenders with which Osler may have relationships are ABN-AMRO, Allstate, ANZ, Banc of America Securities LLC, Bank of 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., Commerz Bank, Credit Industriel et Commercial, Credit Lyonnais, Credit Suisse First Boston, Danske Bank, Deutsche Bank, Dexia, DG Bank, Dresdner Kleinwort Wasserstein, EDC, Fleet, Hypo-Vereins Bank, IFC, ING, Intesta BCI, J.P. Morgan Chase, John Hancock, Lehman, Lloyds Bank,

Mizuho, Morgan Stanley, New York Life, Nordeutsche Landesbank, Royal Bank of Scotland, Sanwa, Societe Generale, SOF Investments, Sumitomo Mitsui Bank, Suntrust, Toronto Dominion, U.S. Export – Import Bank, UBS, Union Bank of California, Wachovia and Westdeutsche Landesbank.

- (d) **Bondholders.** Osler does not represent and has not represented any of the Debtors' bondholders or the indenture trustees with respect to the Debtors' outstanding bonds in connection with these proceedings. However, each of the parties listed in this paragraph and/or their affiliates may be considered to be (1) a former client of Osler in matters unrelated to these proceedings, (2) a present client of Osler in matters unrelated to these cases, (3) a separate affiliate of clients who are or were represented by Osler in matters unrelated to these proceedings, or (4) a member of a group in which Osler has represented the group in whole or in part. Moreover, Osler may currently represent and in the past may have represented clients adverse to the parties listed below and/or their affiliates. Bondholders with which Osler may have relationships are: ABN AMRO, AIG Global Investment Group, Allstate, Bank of New York, Bank One, Bankers Trust, Bear Stearns, BNY Barclays Capital, Boston Safe Deposit & Trust Company, Brown Brothers Harriman, CDS & Co, Citicorp, Citigroup, Comerica Bank, Credit Suisse First Boston Europe Ltd., Deutsche Investment Management Inc., Fiduciary State Street Bank & Trust, First Union National Bank, Goldman Sachs, J.P. Morgan Chase, J.P. Morgan Offshore Trust, J.P. Morgan Securities Inc., John Hancock Financial Services, Inc., KBC Financial Products, Lehman Brothers Inc., Mellon Bank, Merrill Lynch, Mizuho, Morgan Stanley, Northern Trust Company, Northwestern Mutual Life Insurance Company, Pacific Life Insurance Company, PNC Bank Corp., Prudential, S G Cowan, State Street Bank and Trust, The Depository Trust Company, Wells Fargo Bank, Bank of America, Bankers Trust (DE), Bankers Trust Company, Citibank, Commerzbank AG (NY and Grand Cayman), Credit Suisse First Boston, Dredsnor Bank AG (NY and Grand Cayman), Scotiabanc, Inc., Toronto Dominion (TX), Inc.
- (e) **50 Largest Unsecured Creditors.** Osler does not represent and has not represented any of the Debtors' fifty largest unsecured non-insider creditors in connection with these proceedings. Any prior or existing relationships with these unsecured creditors has been disclosed in sections (c) and (d) above.
- (f) **Debtors' 5% Stockholders.** Osler does not represent and has not represented any of the Debtors' five percent stockholders in connection with these proceedings.

11. Osler has made the following additional disclosure: In June 2003, Osler was engaged as Ontario agent to Mirant Americas Energy Marketing LP for the limited purpose of registering a name change from Southern Company Energy Marketing Canada Ltd. That retainer has been satisfied, and Osler no longer acts for any Canadian subsidiary of the Debtors.

12. Notwithstanding the foregoing, the Debtors hereby disclose to the Court, in connection with the representation of all of the Debtors by Osler, that there are certain interrelationships between and among the Debtors. The Debtors do not believe, however, that their relationships to one another pose any conflict of interest in these chapter 11 cases because of their general unity of interest at all levels. Accordingly, the Debtors submit that Osler's representation of all the Debtors is permissible under the Bankruptcy Code and is in the best interests of all parties in interest.

COMPENSATION

13. Osler has received a retainer of CAD \$75,000 and executed an engagement letter on the understanding that such engagement would be subject to Court approval. Osler continues to hold that retainer in an interest bearing account, and will seek Court approval before drawing down on that retainer.

14. The Debtors understand that Osler will apply to the Court for allowance of compensation and reimbursement of expenses in accordance with the applicable provisions of the Bankruptcy Code (or as otherwise allowed by order of this Court), the Federal Rules of Bankruptcy Procedure, and the Local Bankruptcy Rules for the Northern District of Texas, as modified by the provisions herein, for all services performed and expenses incurred following this Court's entry of an order authorizing the retention of Osler.

15. Osler states that it has neither shared, nor agreed to share (a) any compensation it has received or may receive with any other party or person, other than the principals and regular employees of Osler, or (b) any compensation another person or party has received or may receive.

CONCLUSION

WHEREFORE, the Debtors respectfully request entry of an order (i) approving the Debtors' retention of Osler, Hoskin & Harcourt LLP as special Canadian counsel for the Debtors pursuant to section 327(e) Bankruptcy Code as of September 1, 2003, and (ii) granting the Debtors such other and further relief that is consistent with the foregoing.

Dated: Fort Worth, Texas
February 3, 2004

HAYNES AND BOONE, LLP
Robin Phelan
State Bar No. 15903000
Judith Elkin
State Bar No. 06522200
Ian Peck
State Bar No. 24013306
901 Main Street
Suite 3100
Dallas, TX 75202
(214) 651-5000

-and-

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

ATTORNEYS FOR THE DEBTORS AND
DEBTORS-IN-POSSESSION

CERTIFICATE OF SERVICE

The undersigned hereby certifies that she has authorized BSI as service agent to cause to serve a true and correct copy of the foregoing Application upon all persons on the Limited Service List via first class mail, postage prepaid on the 3rd day of February, 2004.

/s/ Michelle C. Campbell

OSLER, HOSKIN & HARCOURT

Osler, Hoskin & Harcourt LLP
Barristers & Solicitors
Suite 1900, 333 - 7th Avenue S.W., Calgary, Alberta, Canada T2P 2Z1
T 403-260-7000 F 403-260-7024 osler.com

CALGARY TORONTO OTTAWA MONTREAL NEW YORK

Tristram J. Mallett
Direct Dial: (403) 260-7041
tmallett@osler.com

September 12, 2003

SENT BY FAX / EMAIL

Mirant Corporation
1155 Perimeter Centre West
Atlanta, GA, USA
3033-5416

Attention: Zack Starbird

Dear Mr. Starbird:

We are pleased that you have asked Osler, Hoskin & Harcourt LLP ("Osler") to act as your counsel to provide legal service and advice in connection with certain Canadian insolvency proceedings involving your Canadian subsidiary.

1. Clients

You have retained Osler as Canadian counsel in connection with proceedings under *Companies Creditors' Arrangement Act* ("CCAA") involving certain of your Canadian subsidiaries to represent Mirant Corporation and those of its U.S. and Canadian affiliates that are not debtors under the CCAA proceedings (collectively, "the Company").

2. Conflicts

Osler has clients who rely upon us for general representation and clients to whom we provide representation in respect of discreet or individual matters. It is possible that an adverse relationship (including litigation) may exist or may develop in the future between the Company and another of our clients. Osler shall accept no representation that jeopardizes its ability to represent Mirant under U.S. Bankruptcy Code § 327(e). Except insofar as consistent with the foregoing sentence, in retaining Osler, you have consented and agreed that (a) Osler may represent other clients (some of whom engage in business activities which may be competitive with the Company) on matters which may be adverse to the Company or its interests so long as Osler does not advise or represent another client with respect to an actual, contemplated, or expected adversarial proceeding with the Company, (b) the Company will not otherwise assert that Osler's representation of the Company constitutes a basis for disqualifying Osler from representing another client in any matter whether or not adverse to the interests of the Company, subject to our professional obligation not to disclose any confidential information or to use such information for any other party's benefit, and (c) Osler has no professional obligation to disclose

CALGARY:430651.1 200309121850

EXHIBIT A

**OSLER,
HOSKIN &
HARCOURT**

to you any confidential information of any other client whether or not it relates to you or your interests. (Please note that in similar engagement letters with many of our other clients, we have similar agreements in order to preserve our ability to represent you).

3. Termination

The Company has the right to terminate the engagement for any reason upon written notice to that effect, in which event all unpaid legal fees and disbursements shall be immediately due and payable.

Osler retains the right to cease performing legal services and to terminate our legal representation of the Company for any reason consistent with the rules of professional conduct, including unanticipated conflicts of interest or unpaid legal fees and disbursements.

Unless our engagement has been previously terminated, our representation of the Company will terminate upon receipt by you of our final account for services. Upon such termination, Osler, will return to the Company all documentation, papers, and files properly regarded as the property of the Company. Please note that for various reasons including the minimization of unnecessary storage expenses, we reserve the right to destroy or dispose of documentation remaining in our possession following the conclusion of the representation.

The engagement of Osler is with respect to the specific representation described above. After completing this matter, changes may occur in the application of laws or regulations that could have an impact on your future rights and liabilities. Unless Osler is specifically engaged after the completion of our representation to provide additional services or advice, Osler has no continuing obligation to advise you with respect to future legal developments.

4. Fees and Disbursements

Our fees are generally based upon the time spent by lawyers, law clerks, articling students and legal assistants on your behalf and are charged at hourly rates. As our fees are to be approved by the U.S. Bankruptcy Court, we will, for convenience, render accounts in U.S. dollars. The names and current billing rates for some of the legal professionals expected to work on this matter are set forth in a list attached to this letter. Our hourly rates are adjusted periodically to reflect experience, capability and seniority of our professionals as well as general economic factors.

Although time expended is a significant factor in determining our fees, ultimately our final fee will be based on other factors including the novelty and difficulty of the questions involved, the experience, reputation and abilities of the lawyers rendering services, the amount at issue, the results obtained, time limitations imposed by you or by the circumstances of the matter and whether working on the matter will preclude the Firm from rendering services to other clients.

**OSLER,
HOSKIN &
HARCOURT**

In addition to our professional fees, our accounts will include disbursements incurred by us on your behalf, such as long distance telephone charges, photocopying and facsimile charges, courier, messenger and other communication services, computer database access charges for legal research, travel expenses, necessary staff overtime incurred on your behalf, postage, filing fees paid to government agencies, and other out-of-pocket costs incurred on your behalf. For larger disbursements, we will seek funds from you in advance or forward invoices to you for direct payment.

Payment of the fees and disbursements of other law firms retained by us on your behalf as agents to provide advice on the laws of other jurisdictions will be your responsibility. Also the fees and disbursements of experts retained by us on your behalf will be your responsibility. These agents' and experts' fees and disbursements will be billed to you directly, or we will forward to you for payment any accounts of such agents that are sent to us.

5. Responsible Partner

We endeavour to perform our services in as efficient a manner as possible. Unless or until you indicate otherwise, Tristram J. Mallett will have primary responsibility for seeing that your legal needs are met and supervising all legal work in connection with this retainer, and in consultation with you will determine the appropriate additional staffing for your work. Other lawyers and legal professionals will be assigned to assist with the matter on the basis of their experience and expertise, and the nature and scope of the issues and the time constraints imposed by the matter.

6. Retainer

The Company will forward for deposit into Osler's trust account funds in the amount of US\$75,000 (the "Funds"). Osler will hold the Funds as a retainer and as security for Osler's fees for services rendered and expenses, disbursements and applicable taxes incurred from time to time. Osler will bill the Company on a bi-weekly or monthly basis as it sees fit and the Company will be expected to render payment under those accounts as prescribed by order of the U.S. Bankruptcy Court, recognizing that the current procedures call for payment of 100% of expenses and 80% of professionals fees within ten (10) days after proper submission of an invoice. So long as Osler's accounts are paid within the prescribed time, no deduction will be made from the Funds. Deductions from the Funds will only be made in the event that Osler's fees, expenses and disbursements are not paid as specified.

Osler further confirms that in the event that the Company is unable or fails to make any payment of any amount owing to Osler or specified hereunder, Osler will not be obligated to provide any further services until such payment has been made.

7. Limited Liability Partnership

Osler, Hoskin & Harcourt LLP is a registered Limited Liability Partnership (an "LLP"). A partner in an LLP is not personally liable for any debts, obligations or liabilities of the LLP that

**OSLER,
HOSKIN &
HARCOURT**

arise from any negligent act or omission by another partner or by any person under that other partner's direct supervision or control. Partners of an LLP are personally liable only for their own actions and omissions, and for the actions and omissions of those they directly supervise or control.

8. Mirant Outside Counsel Policy

Osler has received and read Mirant's Outside Counsel Policy. Except to the extent directly inconsistent with the terms of this engagement letter, Osler's retention will be subject to and governed by that Policy.

If you have any questions or concerns regarding our representation of you or the terms of our engagement, please feel free to call me directly at (403) 260-7041.

Yours very truly,



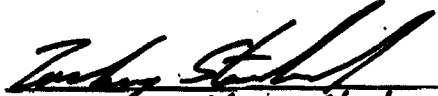
Tristram J. Mallett

We hereby agree to the terms of engagement set out in this letter, acknowledge that we have been advised by you to obtain independent legal advice as to its terms and have either received or have determined not to seek such advice.

DATED this 31st day of October, 2003.

Mirant Corporation

By:


Name: Zackery Starbird
Title: Senior Attorney

OSLER, HOSKIN & HARCOURT LLP

LAWYER	HOURLY RATE (US Dollar)
Steven Golick	\$450.00
Edward Sellers	\$450.00
Rupert Chartrand	\$450.00
Tristram Mallett	\$450.00
Colin Feasby	\$325.00
Geraldine Teixeira	\$325.00

Thomas E Lauria
State Bar No. 11998025
WHITE & CASE LLP
Wachovia Financial Center
200 South Biscayne Blvd., Suite 4900
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
IN THE UNITED STATES BANKRUPTCY COURT
FOR THE NORTHERN DISTRICT OF TEXAS
FORT WORTH DIVISION

_____)	
In re)	Chapter 11 Case
MIRANT CORPORATION, <u>et al.</u>)	Case No. 03-46590 (DML)
Debtors.)	Jointly Administered
_____)	Hearing Date and Time: To Be Set

AFFIDAVIT OF TRISTRAM J. MALLETT IN CONNECTION WITH THE
RETENTION OF OSLER, HOSKIN & HARCOURT, LLP
AS SPECIAL COUNSEL FOR THE DEBTORS

Tristram J. Mallett, being duly sworn, deposes and says as follows:

1. I am the Managing Partner of the Calgary office of Osler, Hoskin & Harcourt LLP ("Osler"). I practice litigation focussing on securities and insolvency and restructuring matters, with particular emphasis on the energy sector. I am a member in good standing of the Bars of both the Provinces of Alberta and Ontario. Unless otherwise stated, I have personal knowledge of the facts contained within. To the extent that any information disclosed within requires amendment or modification upon Osler'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. My office address is Osler, Hoskin & Harcourt LLP, Barristers & Solicitors, Suite 1900, 333 – 7th Avenue S.W., Calgary, Alberta, Canada T2P 2Z1. T. 403-260-7041 F. 403-260-7024, tmallett@osler.com.

3. I am filing this Affidavit in support of the Application of Mirant Corporation (“Mirant”) and its affiliated Debtors (collectively, the “Debtors”), as debtors in possession, for entry of an Order pursuant to section 327(e) of title 11, United States Code (11 U.S.C. §§ 101 et seq.) (the “Bankruptcy Code”), authorizing the employment and retention of Osler as Special Counsel for the Debtors in the Canadian proceedings under the *Companies’ Creditors Arrangement Act*, R.S.C. 1985, c. C-36 (the “CCAA”), styled as *In the Matter of Mirant Energy Marketing, Ltd. and Mirant Canada Energy Marketing Investments, Inc.* (the “Canadian Debtors”) and (the “Application”).

4. This Affidavit is also submitted as the statement required pursuant to sections 328(a), 329 and 504 of the Bankruptcy Code and Rules 2014(a) and 2016(b) of the Federal Rules of Bankruptcy Procedure (the “Bankruptcy Rules”).

5. All attorneys comprising or employed by Osler who will perform services for the Debtors are duly admitted to practice law in the Canadian provinces of Alberta and/or Ontario.

6. Since early September 2003, Osler has advised the Debtors with respect to its interests in the Canadian CCAA proceedings. Specifically, Osler has represented the Debtors in connection with:

- (a) the filing of proofs of claim for Mirant Corporation, Mirant Services, LLC, Mirant Americas Energy Marketing Investments, Inc. (“MAEMII”) and Mirant

Americas Energy Marketing, LP ("MAEM, LP") in relation to actual and contingent claims against the Canadian Debtors for sums in excess of CAD \$1 billion;

(b) the filing of Dispute Notices in respect of the Canadian Debtors' disallowance of significant portions of the Debtors' claims;

(c) participation in the ongoing process to resolve the above described claims and additional issues between the related parties;

(d) involvement in the exit strategy of Mirant Corporation, being the sale of the Canadian business;

(e) the application by Paramount Resources Ltd. to be paid out for pre-petition debts;

(f) claims of Enron Canada Corp. against the Debtors and Canadian Debtors;

(g) dealings with TransCanada Pipelines Ltd. in relation to certain letters of credit guaranteed by Mirant Corporation and for which it is liable; and

(h) generally, the representation of the Debtors' interests in the ongoing Canadian CCAA proceedings.

7. In preparing this Affidavit and the other descriptions of presently known connections and relationships contained in this Affidavit, Osler used a set of procedures designed to ensure full compliance with the requirements of the Bankruptcy Code, Bankruptcy Rules and its internal procedures relating to conflicts of interest. In accordance with such procedures, I caused to be performed, a review of the connections and relationships between Osler and the Debtors' known lenders, bondholders and indenture trustees, the Debtors' 50 largest unsecured creditors (on a consolidated basis), the Debtors' accountants, principals, officers, directors, major stockholders as well as other parties in interest with respect to these Chapter 11 proceedings. In

conducting this review, Osler searched its database of clients and opposing parties for the names of foregoing parties. Attached as Exhibit "A" hereto is a schedule identifying the parties searched in its database of clients and opposing parties.

8. In light of the extensive number of creditors and other parties in interest, Osler 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.

9. Osler is a Canadian law firm with offices in the Canadian cities of Toronto, Montreal, Ottawa and Calgary and in New York City, from which we practice Canadian law. Osler has represented, currently represents and may in the future represent various creditors, equity holders, affiliates and other parties in interest in matters unrelated to the Debtors in the U.S. and Canadian CCAA Proceedings. Except as set forth below, to the best of my knowledge, neither I, my firm, nor any partner, counsel, associate or professional of Osler represents any entity, which has an adverse interest to the Debtors.

(a) **Officers and Directors.** Osler has not represented any of the Debtors' officers or directors.

(b) **Professionals Representing the Debtors and Other Parties in Interest.** As a routine part of its practice Osler appears in cases, proceedings and transactions involving multiple attorneys, accountants, financial consultants, real estate consultants and other known professionals representing the Debtors and other parties in interest. In certain instances, such professionals may be direct clients of Osler. However, Osler has not and will not represent any of the parties listed as professionals listed in the attached Exhibit A or any of their respective affiliates or subsidiaries in connection with these proceedings.

(c) **Debtors' Lenders.** Osler does not represent and has not represented any of the Debtors' lenders in connection with these proceedings. However, each of the entities listed in this paragraph and/or their affiliates may be considered to be (1) a former client of Osler in matters unrelated to these proceedings, (2) a current client of Osler in matters unrelated to these cases, (3) a separate affiliate of clients who are or were represented by Osler in matters unrelated to these cases, or (4) a member of a group in which Osler has represented the group as a whole, or in part. Moreover, Osler may currently represent and in the past may have represented clients and/or their affiliates. The lenders with which Osler may have relationships are ABN-AMRO, Allstate, ANZ, Banc of America Securities LLC, Bank of 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., Commerz Bank, Credit Industriel et Commercial, Credit Lyonnais, Credit Suisse First Boston, Danske Bank, Deutsche Bank, Dexia, DG Bank, Dresdner Kleinwort Wasserstein, EDC, Fleet, Hypo-Vereins Bank, IFC, ING, Intesta BCI, J.P. Morgan Chase, John Hancock, Lehman, Lloyds Bank, Mizuho, Morgan Stanley, New York Life, Nordeutsche Landesbank, Royal Bank of Scotland, Sanwa, Societe Generale, SOF Investments, Sumitomo Mitsui Bank, Suntrust, Toronto Dominion, U.S. Export – Import Bank, UBS, Union Bank of California, Wachovia and Westdeutsche Landesbank.

(d) **Bondholders.** Osler does not represent and has not represented any of the Debtors' bondholders or the indenture trustees with respect to the Debtors' outstanding bonds in connection with these proceedings. However, each of the parties listed in this paragraph and/or their affiliates may be considered to be (1) a former client

of Osler in matters unrelated to these proceedings, (2) a present client of Osler in matters unrelated to these cases, (3) a separate affiliate of clients who are or were represented by Osler in matters unrelated to these proceedings, or (4) a member of a group in which Osler has represented the group in whole or in part. Moreover, Osler may currently represent and in the past may have represented clients adverse to the parties listed below and/or their affiliates. Bondholders with which Osler may have relationships are: ABN AMRO, AIG Global Investment Group, Allstate, Bank of New York, Bank One, Bankers Trust, Bear Stearns, BNY Barclays Capital, Boston Safe Deposit & Trust Company, Brown Brothers Harriman, CDS & Co, Citicorp, Citigroup, Comerica Bank, Credit Suisse First Boston Europe Ltd., Deutsche Investment Management Inc., Fiduciary State Street Bank & Trust, First Union National Bank, Goldman Sachs, J.P. Morgan Chase, J.P. Morgan Offshore Trust, J.P. Morgan Securities Inc., John Hancock Financial Services, Inc., KBC Financial Products, Lehman Brothers Inc., Mellon Bank, Merrill Lynch, Mizuho, Morgan Stanley, Northern Trust Company, Northwestern Mutual Life Insurance Company, Pacific Life Insurance Company, PNC Bank Corp., Prudential, S G Cowan, State Street Bank and Trust, The Depository Trust Company, Wells Fargo Bank, Bank of America, Bankers Trust (DE), Bankers Trust Company, Citibank, Commerzbank AG (NY and Grand Cayman), Credit Suisse First Boston, Dresdner Bank AG (NY and Grand Cayman), Scotiabanc, Inc., Toronto Dominion (TX), Inc.

(e) **50 Largest Unsecured Creditors.** Osler does not represent and has not represented any of the Debtors' fifty largest unsecured non-insider creditors in connection with these proceedings. Any prior or existing relationships with these unsecured creditors has been disclosed in sections (c) and (d) above.

(f) **Debtors' 5% Stockholders.** Osler does not represent and has not represented any of the Debtors' five percent stockholders in connection with these proceedings.

10. In June 2003, Osler was engaged as Ontario agent to Mirant Americas Energy Marketing LP for the limited purpose of registering a name change from Southern Company Energy Marketing Canada Ltd. That retainer has been satisfied, and Osler no longer acts for any Canadian Subsidiary of the Debtors.

11. Insofar as I have been able to ascertain, and notwithstanding certain inter-relationships between the Debtors' and affiliated and non-debtor companies, in light of the unity of interests between the affiliated Debtors, I know of no conflict of interest that would preclude Osler's joint representation of the Debtors in these cases.

12. Based upon the information available to me, after following the procedures described above, and except as otherwise described herein, Osler neither holds nor represents an interest adverse to the Debtors and their estates with respect to matters for which it is to be employed.

13. Osler understands that the Debtors have employed White & Case LLP and Haynes and Boone LLP as bankruptcy counsel, as well as a number of other professionals in connection with the U.S. Chapter 11 proceedings. Osler has carefully coordinated its efforts with White & Case LLP and intends to continue to do so in order to prevent any duplication of services. It is anticipated that the continued coordination of services will materially add to the progress and efficient administration of these insolvency proceedings.

14. It is contemplated that Osler's services for the Debtors will be compensated at the firm's regular hourly rates for such services, and the firm will be reimbursed for all reasonable

and necessary expenses pursuant to the provisions of sections 330 and 331 of the Bankruptcy Code. Osler's current hourly rates for attorneys and paraprofessionals for services Osler will provide to the Debtors range from US \$100.00 to US \$550.00 per hour. These rates are subject to periodic change in the ordinary course of business to reflect economic and other conditions. Rates are customarily adjusted on January 1 of each year. Osler also bills its clients in all areas of practice for charges incurred in connection with each 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.

15. Osler has represented the Debtors in respect of these proceedings since September 2003. Pursuant to that representation Osler received a retainer of CAD \$75,000 and executed an engagement letter on the understanding that such engagement would be subject to Court approval.

16. Osler has no agreement with any other entity to share with such entity any compensation received by Osler.

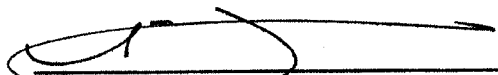
17. Osler intends to apply for compensation for professional services to be rendered in connection with the Canadian CCAA Proceedings and for reimbursement of expenses incurred, in accordance with applicable provisions of the Bankruptcy Code, Bankruptcy Rules and Local Rules and Orders of the Court.

18. I believe that Osler (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 section 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 Osler pursuant to section 1103 of the Bankruptcy Code and Rule 2014 (a) of the Federal Rules of Bankruptcy Procedure.

19. Based on the foregoing, I respectfully submit that the requirements for Osler's retention as counsel to the Debtors have been met.

SWORN BEFORE ME at the City of
Calgary, in the Province of Alberta, on
February 3, 2004.


A Commissioner for Oaths in and for the
Province of Alberta
GERALDINE TEIXEIRA *and notary Public*
Barrister & Solicitor

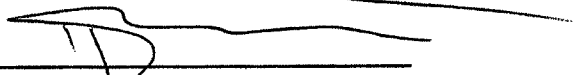

Tristram J. Mallett

EXHIBIT A*

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
Axon, 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

* Note: Names in bold print indicate entities with whom Oslers may have a business relationship with unrelated to the present proceedings.

Debtors & Affiliates (including certain former Affiliates and Prior Names)
Clarke Generating Company, L.P.
Cleco Corporation
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

Debtors & Affiliates (including certain former Affiliates and Prior Names)
Ilijan Power
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 Ilijan Corporation
Kinder Morgan Power Company
Kompania di Produkshon 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
Mirant Americas Gas Marketing, LP

Debtors & Affiliates (including certain former Affiliates and Prior Names)
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.
Mirant Canada Energy Marketing Investments, Inc.

Debtors & Affiliates (including certain former Affiliates and Prior Names)
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.
Mirant EcoElectrica Investments III, Ltd.
Mirant EcoElectrica Investments IV, Ltd.

Debtors & Affiliates (including certain former Affiliates and Prior Names)
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
Mirant Illinois Investments, Inc.
Mirant Intellectual Asset Management and Marketing, LLC
Mirant International Investments, Inc.

Debtors & Affiliates (including certain former Affiliates and Prior Names)
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.
Mirant Norway AS
Mirant NY-Gen, LLC
Mirant Oregon Investments, Inc.
Mirant Oregon, LLC

Debtors & Affiliates (including certain former Affiliates and Prior Names)
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.
Mirant Washington Investments, Inc.
Mirant West Indies Investments, Ltd.
Mirant Wichita Falls Investments, Inc.
Mirant Wichita Falls Management, Inc.
Mirant Wichita Falls, LP

Debtors & Affiliates (including certain former Affiliates and Prior Names)
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.
SE Finance Capital Corporation
SE Newco Limited
SEAP Balagarh (BVI) Limited
SEAP Eastern Power Plan Limited
SEAP Financial Services Limited
SEAP Fuels Limited

Debtors & Affiliates (including certain former Affiliates and Prior Names)
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.
SEI Worldwide Holdings, Inc.
SEMAR Ltd.
SET Asociados, S/A
Shady Hills Power Company, L.L.C.
Shajiao C
Shandong International Power Development Company Limited

Debtors & Affiliates (including certain former Affiliates and Prior Names)
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
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.

Debtors & Affiliates (including certain former Affiliates and Prior Names)
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.
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

Debtors & Affiliates (including certain former Affiliates and Prior Names)
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.
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

Debtors & Affiliates (including certain former Affiliates and Prior Names)
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.

Officers & Directors of Debtors & Affiliates
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.
Fitzpatrick, James
Fuller, S. Marce
Gallaspy, David T.
Ghosn, Carlos
Gillis, Stephen G.
Gouveia, Mark A.
Harris, J. R.
Harrison, Randy

Officers & Directors of Debtors & Affiliates
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.
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

Officers & Directors of Debtors & Affiliates
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 Hldgs Inc.
Morgan Stanley
New York Life
Norddeutsche Landesbank
Royal Bank of Scotland
Royal Merchant Bank
San Paolo
Sanwa Bank
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.
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.
Constellation Energy Source

Contract Counterparties
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.
Lodestar Energy, Inc.
Massey Utility Sales Company

Contract Counterparties
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
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
Swiss Re New Markets Corporation
TECO Pipeline Company
Tractebel

Contract Counterparties
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 Electic
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

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

September & October 2003 Additions

285 Venture LLC
Affiliated Newspaper Investments Inc.
Algonquin Gas Transmission
Alstom Power, Inc.
Alston & Bird
American Express
American National Power, Inc.
American Nuclear Resources, Inc.
Andrews & Kurth, L.L.P
Angelique Rison
AP Services, LLC
Apache Corporation & Apache Canada, Ltd.
Appaloosa Management LP
Aria Partners
Arizona Public Service Company
Arnold Gallagher Saydack Percell
Attorney General Of Georgia
Babst, Calland, Clements & Zomnir P.C.
Baker Botts, L.L.P.
Bankruptcy Services LLC
Beckett And Lee, LLP
Bergman & Bird, L.L.P.
Bingham McCutchen LLP
Blackwell Sanders Peper Martin LLP
Boston Edison
Bracewell & Patterson, L.L.P.
Brown Rudnick Berlack Israels LLP
Buck Consultants, Inc.
Burns & McDonnell Engineering Company, Inc.
Cadwalader, Wickersham & Taft LLP
California Power Exchange
California Public Employees Retirement System
Cambridge Energy Research Associates
Carrington, Coleman, Sloman
Casey Industrial, Inc.
Chadbourne & Parke LLP
Charles County, Maryland
Chitwood & Harley, LLP
Cingular Wireless
City of Clifton
City Of Zeeland
Cleary Gottlieb Steen & Hamilton
Clifton ISD

Commodity Futures Trading Commission
Commonwealth of Pennsylvania, Department of Labor and Industry, Bureau of Employer Tax Operations
Comptroller Of Public Accounts
Contrarian Capital Advisors
Coral Power LLC
Couch White, LLP
County of Bosque
County of Denton
County of Harrison
Cox & Smith Incorporated
Creedon Keller & Partners
CRT Capital Group LLC
Cruz Bustamante
CSG Investments, Inc.
Curtis Law Firm, PLLC
D and M Construction, Inc.
Damon & More, LLP
Deerpath Corporation
Department Of Justice
Department of Workforce Development
Diamond McCarthy Taylor Finley Bryant & Lee, LLP
DKR Saturn Management, L.P.
Dresser, Inc.
Edison Mission Energy
Electric Reliability Council Of Texas, Inc.
Elliot Associates
Entergy Services, Inc.
Environmental Protection Agency
Federal Energy Regulatory Commission
Ford Motor Company
Forero, Andres
Foster Wheeler Energy Corporation
Fulbright & Jaworski LLP
Gardner Carton & Douglas LLC
Georgia Department Of Labor
Gibbons, Del Deo, Dolan, Griffinger & Vecchione
Gibson, Dunn, & Crutcher LLP
Glenn M. Reisman
Goodrich Postnikoff & Albertson, LLP
Greg Waller
Gulfterra Energy Partners, LP
Hall, Estill, Hardwick, Gable,
Hamon Research-Cottrell, Inc.
Hannify & King

Haynes And Boone, LLP
Hogan & Hartson, L.L.P.
Hohmann, Taube & Summers, LLP
Holland & Knight LLP
Howard, Rice, Nemorovski, Canady,
HSBC Bank USA
Hughes & Luce, L.L.P.
Hughes Hubbard & Reed LLP
Hunton & Williams LLP
Huron Consulting Group LLC
Hurt & Lilly, LLP
Hydrocarbon Capital LLC
Internal Revenue Service
IOS Capital, LLC
ISO New England, Inc.
J. Michael McBride, P.C.
James Brown
James Shaw
JCI Jones Chemicals, Inc.
Jefferson Pilot Financial
Jones Day
Kane, Russell, Coleman & Logan, P.C.
Katten Muchin Zavis Rosenman
Kaye Scholer LLP
Kelley Drye & Warren LLP
Kern Oil & Refining Co.
Latham & Watkins LLP
Lathrop & Gage L.C.
Law Debenture Trust Company Of New York
Law, Snakard & Gambill, P.C.
Leboeuf, Lamb, Greene & Macrae, L.L.P.
Lee County
Levene, Neale, Bender, Rankin & Brill L.L.P.
Linda Chambers
Linebarger Goggan Blair & Sampson, LLP
Locke Liddell & Sapp LLP
Loomis, Ewert, Parsley, Davis & Gotting, Pc
M.H. Davidson & Co., Llc
Mackay Shields Financial
Mack-Cali Realty Corporation
Madison Capital Management
Markwest PNG Utility
Mayer, Brown & Platt
Mccreary, Veselka, Bragg & Allen, P.C.
McDermott, Will & Emery

McKinsey & Company
Media News
Metropolitan Life Insurance Company
Meyers, Rodbell & Rosenbaum, P.A.
Microsoft
Miller Buckfire Lewis Ying & Co., LLC
Mitsubishi Heavy Industries America, Inc.
Mitsubishi Power Systems, Inc.
Modesto Irrigation District
Monticello Central School District
Morrison & Foerster LLP
MSLI, GP
NERA
New Hampshire Office of the Consumer Advocate on Behalf of Residential Rate Payers
New York Mercantile Exchange, Inc.
Nicholson and Hall Corporation
Norfolk Southern Corporation
Nossaman, Guthner, Knox & Elliot, LLP
Novack and Macey
Office Of The Attorney General
O'Melveny & Meyers LLP
Parker CAD
Pasco County Board Of County Commissioners
Patton Boggs LLP
Paul Danielson
Paul, Hastings, Janofsky & Walker LLP
Pension Benefit Guaranty Corporation
People's Counsel of the District of Columbia
Pera Urban West Corporation
Pericen Limited Partnership
Perry Capital
Phaeton International/Phoenix Partners
Phelps Dunbar, LLP
Piper Rudnick LLP
PNG Corporation
PNG Utility Company
Posternak Blankstein & Lund LLP
Prince George's County, Maryland
Principal Global Investors
Public Utility District No. 1 of Chelan County
Quadrangle Group LLC
Reed Smith LLP
Refco Group Ltd., LLC
Riddell Williams P.S.

Riemer & Braunstein LLP
Risk Capital Management Partners
Roberts & Grant, P.C.
Sammons, Michael
SCANA Energy Marketing, Inc.
Scarcella Rosen & Slome LLP
Schiff Hardin & Waite
Scope Services, Inc.
Seaport Group, LLC, The
Seattle City Light
Securities And Exchange Commission
Securities Class Action Plaintiffs
Segrest & Segrest, P.C.
Select Energy, Inc.
Semco Energy Gas Company
Shannon, Gracey, Ratliff & Miller, L.L.P.
Shearman & Sterling
Shipman & Goodwin LLP
Sierra Liquity Fund LLC
Simpson Thacher & Bartlett LLP
Smith Management, LLC
Smith, Roger B.
Spain & Gillon, LLC
State Of Maryland
State of Maryland, Department of Labor
State of New York, Department of Taxation and Finance
State of Oregon, Department of Justice
Strasburger & Price, L.L.P.
Stroock & Stroock & Lavan LLP
Stutzman, Bromberg, Esserman & Plifka
Sutherland Asbill & Brennan LLP
Suzanne M. Klar
Swidler Berlin Shereff Friedman, LLP
Tejas Securities Group, Inc.
Texas Workforce Commission
The Delaware Bay Company, Inc.
Thelen Reid & Priest
Thompson & Knight, LLP
TIAA-CREF
Travelers Insurance Company
TRC Solutions, Inc.
Trilogy Capital
Trizec Allen Center LP
Troutman Sanders LLP
United States Attorney

United States Trustee's Office
Unitil Service Corporation
Verizon Capital Group
Vinson & Elkins, L.L.P.
Washington Gas Energy Services, Inc.
Weil Gotshal & Manges LLP
Westport Petroleum, Inc.
Wexford Capital, LLC
White & Case LLP
Willingham, Michael
Wilson & Lakes
Winstead Sechrest & Minick, P.C.

November/December 2003 Additions

Principal Landlords
Cousins Properties, Inc.

Exhibit C

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

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

**INTERIM ORDER PURSUANT TO 11 U.S.C. § 327(e)
AUTHORIZING THE EMPLOYMENT AND RETENTION OF
OSLER, HOSKIN & HARCOURT LLP AS SPECIAL COUNSEL
FOR THE DEBTORS AS OF SEPTEMBER 1, 2003**

Upon consideration the Application for Entry of an Order pursuant to 11 U.S.C. § 327(e) Authorizing the Employment and Retention of Osler, Hoskin & Harcourt LLP (“Osler”) as Special Counsel for the Debtors (the “Application”), of Mirant Corporation and its affiliated debtors (collectively, the “Debtors”). The Court finds that 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. After reviewing the Affidavit of Tristram J. Mallett, a partner of Osler, in support of the Application, a copy of which is annexed as an exhibit to the Application (the “Mallett Affidavit”), and the other motions, pleadings, and papers filed in these Chapter 11 cases, together with the representations on the record, the Court finds that, on an interim basis, (i) the proposed employment of Osler as special counsel to the Debtors is in the best interest of the Debtors and their respective estates, and (ii) Osler 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 Osler from the representation of the Debtors as

special counsel. The Court further finds that the Application should be **GRANTED** on an interim basis subject to the terms set forth below. IT IS THEREFORE

ORDERED that the Application is granted 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 Osler on an interim basis, as of September 1, 2003, to perform the services set forth in the Application and Mallett Affidavit; 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 Application; and it is further

ORDERED that Osler 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 this Interim Order shall be effective from September 1, 2003 through and including the earlier of the date of the final hearing on the Application, or the date upon which this Interim Order becomes a Final Order as provided for herein; and it is further

ORDERED that to the extent of any conflict between the terms and conditions of the Application 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

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