

United States Bankruptcy Court
Northern District of Texas

Voluntary Petition

Name of Debtor (if individual, enter Last, First, Middle): Mirant Potomac River, LLC	Name of Joint Debtor (Spouse) (Last, First, Middle):
All Other Names used by the Debtor in the last 6 years (Include married, maiden, and trade names): Southern Energy Potomac River, LLC	All Other Names used by the Joint Debtor in the last 6 years (Include married, maiden, and trade names):
Soc. Sec./Tax I.D. No. (if more than one, state all): 58-2574145	Soc. Sec./Tax I.D. No. (if more than one, state all):
Street Address of Debtor (No. & Street, City, State, & Zip Code): 1400 North Royal Street Alexandria, VA 22314	Street Address of Joint Debtor (No. & Street, City, State, & Zip Code):
County of Residence or of the Principal Place of Business: Alexandria City	County of Residence or of the Principal Place of Business:
Mailing Address of Debtor: 1155 Perimeter Center West Atlanta, GA 30338-5416	Mailing Address of Joint Debtor (if different from street address):

Location of Principal Assets of Business Debtor (If different from street address above):
The Debtor and its affiliated debtors (i) operate and/or own various power producing facilities located in not less than fourteen states; (ii) engage in energy merchant trading activities in both the United States and Canada; and (iii) own interests in various entities organized under the laws of certain foreign jurisdictions.

Information Regarding the Debtor (Check the Applicable Boxes)

Venue (Check any applicable box)
 Debtor has been domiciled or has had a residence, principal place of business, or principal assets in this District for 180 days immediately preceding the date of this petition or for a longer part of such 180 days than in any other District.
 There is a bankruptcy case concerning debtor's affiliate, general partner, or partnership pending in this District.

Type of Debtor (Check all boxes that apply) <input type="checkbox"/> Individual(s) <input type="checkbox"/> Railroad <input type="checkbox"/> Corporation <input type="checkbox"/> Stockbroker <input type="checkbox"/> Partnership <input type="checkbox"/> Commodity Broker <input checked="" type="checkbox"/> Other <u>Limited Liability Company</u> <input type="checkbox"/> Clearing Bank	Chapter or Section of Bankruptcy Code under Which the Petition is Filed (Check one box) <input type="checkbox"/> Chapter 7 <input checked="" type="checkbox"/> Chapter 11 <input type="checkbox"/> Chapter 13 <input type="checkbox"/> Chapter 9 <input type="checkbox"/> Chapter 12 <input type="checkbox"/> Sec. 304 - Case ancillary to foreign proceeding
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Nature of Debts (Check one box) <input type="checkbox"/> Consumer/Non-Business <input checked="" type="checkbox"/> Business	Filing Fee (Check one box) <input checked="" type="checkbox"/> Full Filing Fee attached <input type="checkbox"/> Filing Fee to be paid in installments (Applicable to individuals only.) Must attach signed application for the court's consideration certifying that the debtor is unable to pay fee except in installments. Rule 1006(b). See Official Form No. 3.
Chapter 11 Small Business (Check all boxes that apply) <input type="checkbox"/> Debtor is a small business as defined in 11 U.S.C. § 101 <input type="checkbox"/> Debtor is and elects to be considered a small business under 11 U.S.C. § 1121(e) (Optional)	

Statistical/Administrative Information (Estimates only) <input checked="" type="checkbox"/> Debtor estimates that funds will be available for distribution to unsecured creditors. <input type="checkbox"/> Debtor estimates that, after any exempt property is excluded and administrative expenses paid, there will be no funds available for distribution to unsecured creditors.	THIS SPACE IS FOR COURT USE ONLY																
Estimated Number of Creditors (consolidated basis)* 1-15 16-49 50-99 100-199 200-999 1000-over <input type="checkbox"/> <input type="checkbox"/> <input type="checkbox"/> <input type="checkbox"/> <input type="checkbox"/> <input checked="" type="checkbox"/>																	
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*Represents consolidated financial information for Mirant Corporation and its affiliated debtors as set forth on Annex "A". This does not constitute a statement or admission as to the assets or liabilities of any of the debtor entities, individually.

Annex A
Bankruptcy Cases Concurrently Filed By
Any Partner or Affiliate of the Debtor

Contemporaneously herewith, the Debtor and each of the affiliated entities listed below filed in this Court a voluntary petition for relief under chapter 11 of title 11 of the United States Code:

MLW Development, LLC

Mirant Corporation

Mirant Americas Energy Marketing, LP

Mirant Americas Generation, LLC

Mirant Mid-Atlantic, LLC

Mirant Americas, Inc.

Hudson Valley Gas Corporation

Mint Farm Generation, LLC

Mirant Americas Development Capital, LLC

Mirant Americas Development, Inc.

Mirant Americas Energy Marketing Investments, Inc.

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 Procurement, Inc.

Mirant Americas Production Company
Mirant Americas Retail Energy Marketing, LP
Mirant Bowline, LLC
Mirant California Investments, Inc.
Mirant California, LLC
Mirant Canal, LLC
Mirant Capital Management, LLC
Mirant Capital, Inc.
Mirant Central Texas, LP
Mirant Chalk Point Development, LLC
Mirant Chalk Point, LLC
Mirant D.C. O&M, LLC
Mirant Danville, LLC
Mirant Delta, LLC
Mirant Dickerson Development, LLC
Mirant Fund 2001, LLC
Mirant Gastonia, LLC
Mirant Intellectual Asset Management and Marketing, LLC
Mirant Kendall, LLC
Mirant Las Vegas, LLC
Mirant Lovett, LLC
Mirant MD Ash Management, LLC
Mirant Michigan Investments, Inc.
Mirant Mid-Atlantic Services, LLC
Mirant New England, Inc.
Mirant New York, Inc.
Mirant NY-Gen, LLC
Mirant Parker, LLC
Mirant Peaker, LLC
Mirant Piney Point, LLC
Mirant Portage County, LLC
Mirant Potomac River, LLC

Mirant Potrero, LLC

Mirant Services, LLC

Mirant Special Procurement, Inc.

Mirant Sugar Creek Holdings, Inc.

Mirant Sugar Creek Ventures, Inc.

Mirant Sugar Creek, LLC

Mirant Texas Investments, Inc.

Mirant Texas Management, Inc.

Mirant Texas, LP

Mirant Wichita Falls Investments, Inc.

Mirant Wichita Falls Management, Inc.

Mirant Wichita Falls, LP

Mirant Wyandotte, LLC

Mirant Zeeland, LLC

Shady Hills Power Company, L.L.C.

West Georgia Generating Company, L.L.C.

In addition, at the time of filing of these voluntary petitions, these entities collectively filed a motion seeking entry of an order jointly administering and consolidating for administrative purposes only these chapter 11 cases.

**CERTIFIED COPY OF THE RESOLUTIONS OF
THE BOARD OF DIRECTORS OF
THE SOLE MEMBER OF
MIRANT POTOMAC RIVER, LLC**

The undersigned, hereby certifies:

1. The undersigned is the duly elected and incumbent assistant secretary of Mirant Potomac River, LLC (the "LLC").

2. Attached hereto is a true and correct copy of resolutions of the board of directors of Mirant Corporation, the sole member of the LLC, adopted and recorded in the Minute Book of the sole member of the LLC on July 14, 2003 with a copy delivered to the LLC, which resolutions are in full force and effect and have not been amended, modified or rescinded.

IN WITNESS WHEREOF, I have hereunto set my hand this 14 day of July, 2003.



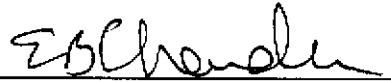
Name: Elizabeth B. Chandler
Title: Assistant Secretary

**CERTIFIED COPY OF THE RESOLUTIONS OF
THE BOARD OF DIRECTORS OF
MIRANT CORPORATION**

The undersigned, hereby certifies:

1. The undersigned is the duly elected and incumbent secretary of Mirant Corporation (the "Corporation").
2. Attached hereto is a true and correct copy of resolutions of the board of directors of the Corporation, in its capacity as the sole member of Mirant Potomac River, LLC, adopted and recorded in the Minute Book of the Corporation on July 14, 2003, which resolutions are in full force and effect and have not been amended, modified or rescinded.

IN WITNESS WHEREOF, I have hereunto set my hand this 14 day of July, 2003.



Name: Elizabeth B. Chandler
Title: Secretary

MIRANT POTOMAC RIVER, LLC

WHEREAS, Mirant Corporation (the "Corporation") is the sole member of Mirant Potomac River, LLC (the "LLC");

WHEREAS, the executive officers and financial and legal advisors of the LLC have reviewed and discussed with the Board of Directors the LLC's current circumstance regarding financial liquidity;

WHEREAS, the Board of Directors has evaluated and considered the information provided and the recommendations of the LLC's executive officers and financial and legal advisors;

Chapter 11 Filing

NOW, THEREFORE, BE IT RESOLVED, that in the judgment of the Board of Directors of the Corporation, it is desirable and in the best interests of the LLC, its creditors, employees, members and other interested parties, that the LLC file a petition seeking relief under the provisions of chapter 11, title 11 of the United States Code (the "Bankruptcy Code"); and

FURTHER RESOLVED, that the officers of the LLC (the "Authorized Persons") or any one of them be, and each hereby is, authorized, empowered and directed, on behalf of and in the name of the LLC, to execute and verify a voluntary petition for relief under chapter 11 of the Bankruptcy Code and to cause the same to be filed with the United States Bankruptcy Court for the Northern District of Texas (the "Bankruptcy Court") at such time as the Authorized Person executing said petition on behalf of the LLC, shall determine; and

FURTHER RESOLVED, that the Authorized Persons or any one of them be, and each hereby is, authorized to execute and file all petitions, schedules, lists, motions, pleadings, instruments, affidavits, applications, disclosure statements and all materials related thereto, and to take such additional actions as they may deem necessary or proper with a view to the successful prosecution of the LLC's chapter 11 case;

Retention of Professionals

FURTHER RESOLVED, that the Authorized Persons or any one of them be, and each hereby is, authorized to retain on behalf of the LLC, the law firm of White & Case LLP, upon such terms and conditions as the Authorized Persons shall approve, to render legal services to, and to represent the LLC pursuant to Section 327(a) of the Bankruptcy Code, in connection with the chapter 11 proceedings; and

FURTHER RESOLVED, that the Authorized Persons or any one of them be, and each hereby is, authorized to retain on behalf of the LLC, the law

firm of Haynes and Boone, LLP, upon such terms and conditions as the Authorized Persons shall approve, to render legal services to, and to represent the LLC as local counsel pursuant to Section 327(a) of the Bankruptcy Code, in connection with the chapter 11 proceedings; and

FURTHER RESOLVED, that the Authorized Persons or any one of them be, and each hereby is, authorized to retain on behalf of the LLC, the law firm of Skadden, Arps, Slate, Meagher & Flom LLP, upon such terms and conditions as the Authorized Persons shall approve, to render legal services as special counsel to the LLC pursuant to Section 327(e) of the Bankruptcy Code; and

FURTHER RESOLVED, that the Authorized Persons or any one of them be, and each hereby is, authorized to retain on behalf of the LLC, the firm of Sitrick And Company, upon such terms and conditions as the Authorized Persons shall approve, to render communications consulting and public relation services to the LLC in connection with the chapter 11 proceedings; and

FURTHER RESOLVED, that the Authorized Persons or any one of them be, and each hereby is, authorized to retain on behalf of the LLC, the firm of AlixPartners, LLC, upon such terms and conditions as the Authorized Persons shall approve, to render financial advisory services to the LLC in connection with the chapter 11 proceedings; and

FURTHER RESOLVED, that the Authorized Persons or any one of them be, and each hereby is, authorized to retain on behalf of the LLC, the firm of The Blackstone Group, upon such terms and conditions as the Authorized Persons shall approve, to render financial advisory services to the LLC in connection with the chapter 11 proceedings; and

FURTHER RESOLVED, that the Authorized Persons or any one of them be, and each hereby is, authorized to retain on behalf of the LLC, the firm of Charles River Associates Incorporated, upon such terms and conditions as the Authorized Persons shall approve, to render energy consulting and asset valuation and related services to the LLC in connection with the chapter 11 proceedings; and

FURTHER RESOLVED, that the Authorized Persons or any one of them be, and each hereby is, authorized to retain on behalf of the LLC, other attorneys, investment bankers, accountants, restructuring professionals, financial advisors and other professionals to assist in the LLC's chapter 11 case, upon such terms and conditions as the Authorized Persons shall approve, to assist the LLC in connection with the chapter 11 proceedings;

Debtor-in-Possession Financing

FURTHER RESOLVED, that the Authorized Persons or any one of them be, and each hereby is, on behalf of the LLC as debtor and debtor-in-possession, authorized, empowered and directed to negotiate, execute, deliver and perform, as any Authorized Person deems appropriate or proper, one or more credit facilities (the "DIP Facility") together with all related agreements, instruments and documents prepared in connection therewith including, without limitation, financing statements, undertakings, certificates, any notes evidencing the obligations of the LLC under a DIP Facility, any guarantees, mortgages, pledge or hypothecation agreements or any other security agreements evidencing the liens and security interests granted to the lenders under a DIP Facility, and any modifications or supplements thereto, necessary or appropriate to facilitate the transactions contemplated by a DIP Facility pursuant to which DIP Facility, the LLC and/or one or more affiliates of the LLC will borrow and re-borrow funds and obtain the use of cash collateral in such amounts, from such lender or lenders and on such terms as may be approved by any Authorized Person; and

FURTHER RESOLVED, that the Authorized Persons or any one of them be, and each hereby is, authorized, empowered and directed to grant security interests in and liens upon all or substantially all of the LLC's assets as may be deemed necessary by such Authorized Persons in connection with such borrowings under a DIP Facility or the use of such cash collateral, and that the LLC's granting of any such security interest be, and hereby is approved; and

FURTHER RESOLVED, that the Authorized Persons or any one of them be, and each hereby is, authorized, empowered and directed to execute and file all petitions, motions, pleadings, instruments, affidavits, applications and all materials related thereto, and to take such additional actions as they may deem necessary or proper to obtain the approval of the Bankruptcy Court for the DIP Facility;

General

FURTHER RESOLVED, that all acts lawfully done or actions lawfully taken by any Authorized Person (i) to file the voluntary petition for relief under chapter 11 of the Bankruptcy Code, (ii) otherwise in connection with the chapter 11 cases, or any manner related thereto, or (iii) by virtue of these resolutions be, and hereby are, in all respects ratified, confirmed and approved; and

FURTHER RESOLVED, that the Authorized Persons or any one of them be, and each of them hereby is, with full authority to act without the others, authorized, empowered and directed, in the name and on behalf of the LLC to take or cause to be taken any and all such further action and to execute and deliver or cause to be executed or delivered all such further agreements, documents, certificates, and undertakings, and to incur all such fees and expenses as in their judgment shall be necessary, appropriate, or advisable to effectuate the purpose and intent of any and all of the foregoing resolutions.