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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.)	
_____)	
)	
In re)	Chapter 11 Case
)	
MIRANT WRIGHTSVILLE MANAGEMENT,)	
INC.,)	Case No. 03-49556
)	
Debtor.)	
_____)	
)	
In re)	Chapter 11 Case
)	
MIRANT WRIGHTSVILLE INVESTMENTS,)	Case No. 03-49548
INC.,)	
)	
Debtor.)	
_____)	

In re	)	Chapter 11 Case
)	
WRIGHTSVILLE POWER FACILITY, L.L.C.,	)	Case No. 03-49553
)	
Debtor.)	
)	
In re	)	Chapter 11 Case
)	
WRIGHTSVILLE DEVELOPMENT FUNDING, L.L.C.,	)	Case No. 03-49555
)	
Debtor.)	
)	

MOTION FOR THE ENTRY OF AN ORDER PURSUANT TO 11 U.S.C. § 105(a) DIRECTING THAT CERTAIN ORDERS IN THE CHAPTER 11 CASES OF MIRANT CORPORATION, ET AL., BE MADE APPLICABLE TO THE WRIGHTSVILLE DEBTORS

TO THE HONORABLE UNITED STATES BANKRUPTCY JUDGE:

Mirant Corporation (“Mirant”) and its affiliated debtors (collectively, the “Mirant Debtors”), as debtors and debtors-in-possession, and (i) Mirant Wrightsville Management, Inc., as a debtor and debtor-in-possession, (ii) Mirant Wrightsville Investments, Inc., as a debtor and debtor-in-possession, (iii) Wrightsville Power Facility, L.L.C., as a debtor and debtor-in-possession, and (iv) Wrightsville Development Funding, L.L.C., as a debtor and debtor-in-possession (collectively, the “Wrightsville Debtors” and, together with the Mirant Debtors, the “Debtors”) file this motion (the “Motion”) for the entry of an order pursuant to section 105(a) of title 11 of the United States Code, 11 U.S.C. §§ 101-1330, as amended (the “Bankruptcy Code”), directing that certain orders entered in the Mirant Debtors’ chapter 11 cases be made applicable to the Wrightsville Debtors, and respectfully represent as follows:

JURISDICTION AND VENUE

1. This Court has jurisdiction to consider this matter pursuant to 28 U.S.C. §§ 157 and 1334. This is a core proceeding pursuant to 28 U.S.C. § 157(b). Venue is proper before this Court pursuant to 28 U.S.C. §§ 1408 and 1409.

PROCEDURAL BACKGROUND

2. The Cases. Commencing on July 14, 2003 and concluding in the early morning hours of July 15, 2003 (the “Initial Debtors’ Petition Date”), each of the Initial Debtors (as defined below) filed a voluntary petition in this Court for relief under chapter 11 of the Bankruptcy Code.¹ On August 18, 2003, Mirant EcoElectrica Investments I, Ltd. and Puerto Rico Power Investments, Ltd. commenced chapter 11 cases under the Bankruptcy Code. The Mirant Debtors continue to manage and operate their businesses as debtors-in-possession pursuant to sections 1107 and 1108 of the Bankruptcy Code.

3. New Debtor Petitions. On October 3, 2003 (the “Wrightsville Debtors’ Petition Date”), the following Mirant entities filed voluntary petitions in this Court for relief under the Bankruptcy Code: (i) Mirant Wrightsville Management, Inc., (ii) Mirant Wrightsville Investments, Inc., (iii) Wrightsville Power Facility, L.L.C., and (iv) Wrightsville Development Funding, L.L.C. The Wrightsville Debtors continue to manage and operate their businesses as debtors-in-possession pursuant to sections 1107 and 1108 of the Bankruptcy Code.

4. Joint Administration. On July 15, 2003, this Court entered the Order Pursuant to Rule 1015(b) of the Federal Rules of Bankruptcy Procedure and N.D. TX LBR

¹ Concurrently, Mirant caused two of its Canadian subsidiaries, Mirant Canada Energy Marketing, Ltd and Mirant Canada Energy Marketing Investments, Inc. (collectively, the “Canadian Debtors”) to commence plenary insolvency proceedings in the Court of Queen’s Bench of Alberta Judicial District of

1015.1 Directing Joint Administration of Cases (the “Original Joint Administration Order”), ordering that the estates of Mirant and certain of its subsidiaries with Case Nos. 03-45688 and 03-45690 through 03-45663 (the “Initial Debtors”) be jointly administered. On September 8, 2003, the Court entered the order approving joint administration of the cases of Mirant EcoElectrica Investments, I Ltd., Case No. 03-47927 and Puerto Rico Power Investments, Ltd., Case No. 03-47929 with those of the Initial Debtors. Also on September 8, 2003, the Court granted the motion for an order directing that orders entered in the cases of the Initial Debtors be made applicable to Mirant EcoElectrica Investments, I Ltd. and Puerto Rico Power Investments, Ltd. Concurrently herewith, the Mirant Debtors and the Wrightsville Debtors have filed a joint motion with the Court seeking that the cases of the Mirant Debtors and the Wrightsville Debtors be jointly administered.

5. The Creditors’ Committees. On July 25, 2003, the Office of the United States Trustee for the Northern District of Texas announced the formation of two official unsecured creditors’ committees; one for Mirant Corporation and the other for Mirant Americas Generation, LLC (collectively, the “Creditors’ Committees”). The appointment lists of members of the Creditors’ Committees were filed in their respective chapter 11 cases on July 25, 2003.

6. The Equity Committee. On September 18, 2003, the Office of the United States Trustee for the Northern District of Texas announced the formation of the official committee of equity security holders for Mirant Corporation (the “Equity Committee”). The appointment list of the members of the Equity Committee was filed in the chapter 11 case of Mirant Corporation on September 18, 2003.

Calgary (the “Canadian Court”) pursuant to the *Companies’ Creditors Arrangement Act*. The Canadian

FACTUAL BACKGROUND

A. The Debtors' Business Operations

7. Mirant and its direct and indirect subsidiaries comprise one of the world's largest generators and marketers of electricity. Through its direct and indirect subsidiaries, Mirant produces, sells and delivers reliable energy products and services to utilities, municipal systems, aggregators, electric-cooperative utilities, producers, generators, marketers and large industrial customers in North America, the Philippines and the Caribbean. Mirant's core business centers on the production and sale of electricity and electrical capacity (essentially the ability to produce electricity on demand). Mirant currently owns or controls more than 21,800 megawatts of electric generating capacity around the world, of which more than 18,000 megawatts is located in the United States. In 2002, Mirant produced 73 million megawatt-hours of electricity, sold 312 million megawatt-hours of electricity and sold or marketed an aggregate average of 21 billion cubic feet per day of natural gas.

8. Mirant employs in excess of 7,000 employees worldwide. Approximately 1,100 employees are based at Mirant's corporate headquarters in Atlanta, and approximately 5,900 employees are based at operating facilities. In 2002, Mirant recorded a \$542 million loss in earnings before interest, taxes and depreciation on a consolidated basis. Its 2002 operating revenues were approximately \$6.4 billion.

B. Facts Relevant to the Motion

9. The Wrightsville Debtors were formed as part of a transaction associated with the development and construction of the Wrightsville Power Facility located in Wrightsville, Arkansas (the "Wrightsville Plant"), which began commercial operation in July

Debtors are subject to the sole and exclusive jurisdiction of the Canadian Court.

2002. The Wrightsville Plant is a joint development venture between Mirant Wrightsville Management, Inc., Mirant Wrightsville Investments, Inc., and Kinder Morgan Power Company. Together, Mirant Wrightsville Management, Inc. and Mirant Wrightsville Investments, Inc. own a fifty-one percent (51%) interest in the Wrightsville Plant, and Kinder Morgan Power Company owns a forty-nine percent (49%) interest. The Wrightsville Plant produces electricity for use throughout the southeastern United States. The only assets of the Wrightsville Debtors are the Wrightsville Plant and the assets associated with the Wrightsville Plant.

10. When the Initial Debtors' bankruptcy cases were commenced on July 14, 2003 and July 15, 2003, the Wrightsville Debtors were excluded from such filing because it was believed that the Wrightsville Plant would be able to produce and sell power that would generate revenue sufficient to pay the costs associated with operating the Wrightsville Plant. Contrary to these expectations, current market conditions have made it impossible to generate electricity profitably, resulting in a significant cash crisis that has made it impossible for the Wrightsville Debtors to fund their daily operations. No funding to the Wrightsville Debtors has been provided by the Mirant Debtors since the Initial Debtors' Petition Date.

11. Accordingly, in order to allow for the orderly administration of all of the Debtors' operations, chapter 11 petitions were prepared and filed for the Wrightsville Debtors, along with a motion requesting that certain orders in the Mirant Debtors' chapter 11 cases be made applicable to the Wrightsville Debtors. The Wrightsville Debtors have determined that it is in the best interest of their estates and creditors to file voluntary petitions under chapter 11 of the Bankruptcy Code seeking joint administration with the Mirant Debtors' pending chapter 11 cases in order to afford these entities, their estates and creditors the same protections enjoyed by the Mirant Debtors.

RELIEF REQUESTED

12. By this Motion, the Mirant Debtors and the Wrightsville Debtors request that the Court enter an order pursuant to section 105(a) of the Bankruptcy Code directing that certain orders, as described below, entered in the Mirant Debtors' chapter 11 cases be made applicable to the Wrightsville Debtors on the terms set forth below. As of the date hereof, certain orders have not been entered and placed on the docket in the Mirant Debtors' chapter 11 cases. To the extent such orders are granted by the Court, the Debtors request that such orders be made applicable to the Wrightsville Debtors' chapter 11 cases.

**APPLICATION TO THE WRIGHTSVILLE DEBTORS OF CERTAIN
ORDERS ENTERED IN THE MIRANT DEBTORS' CASES**

13. On October 6, 2003, the Wrightsville Debtors filed:
- (a) a motion for an order pursuant to Rule 1015(a) of the Federal Rules of Bankruptcy Procedure directing the joint administration of the Wrightsville Debtors' chapter 11 cases with those of the Mirant Debtors (the "Joint Administration Motion");
 - (b) a motion pursuant to Rule 1007(c) of the Federal Rules of Bankruptcy Procedure and N.D. TX L.B.R. 1007.1 for an extension of time to file schedules of assets and liabilities, schedules of executory contracts and unexpired leases and statements of financial affairs (the "Motion for Extension of Time");
 - (c) this Motion; and
 - (d) Request For Emergency Consideration of Motion for the Entry of an Order Pursuant to 11 U.S.C. § 105(A) Directing That Certain Orders in the Chapter 11 Cases of Mirant Corporation, et al., be Made Applicable To the Wrightsville Debtors as to Application of Bar Date Order Only (collectively with the Joint Administration Motion, the Motion for Extension of Time, and the Motion for Expedited Relief, the "First Day Motions").
14. The Wrightsville Debtors have chosen to seek the relief requested in the

First Day Motions in this manner in an effort to eliminate the filing of duplicative applications and motions and, therefore, reduce the burdens on this Court and on parties in interest. This

Motion seeks to have thirty-nine (39) interim and final orders previously entered and six (6) proposed orders in the Mirant Debtors' cases (the "Mirant Debtors' Orders") apply to the Wrightsville Debtors in their chapter 11 cases. To the extent that additional information is required to make the applicable order's effect on the Wrightsville Debtors meaningful, such request for additional relief is noted herein. The Wrightsville Debtors seek to have each of such orders apply to them effective as of the date of entry of the order requested by this Motion, or with respect to those for which a motion is currently pending before the Court, on the date such orders become effective, whichever date comes later. In other words, assuming joint administration of the Wrightsville Debtors' and the Mirant Debtors' cases, the Wrightsville Debtors seek application of the Mirant Debtors' Orders, as supplemented herein, as if the Wrightsville Debtors were one of the Debtors defined therein, with the limited exception that such orders be effective as of the dates set forth below and as supplemented herein.

15. The Wrightsville Debtors have separately filed the Joint Administration Motion. In the Joint Administration Motion, the Wrightsville Debtors seek to jointly administer their cases with the Mirant Debtors' cases.

16. The following is the list of the Mirant Debtors' Orders that the Wrightsville Debtors seek to have apply in their cases. The relief set forth in each of such orders is necessary for the Wrightsville Debtors to experience a smooth transition into chapter 11 and to achieve a successful reorganization for the benefit of all parties in interest.

Orders Signed in the Mirant Debtors' Chapter 11 Cases:

"First Day" Orders

- (a) The Complex Case Order. Order Granting Complex Chapter 11 Bankruptcy Case Treatment, entered July 16, 2003. [Docket No. 27]
- (b) The Wage Order. Order Authorizing Payment of Prepetition Wages, Compensation and Employee Benefits and Granting Related Relief,

entered July 16, 2003. [Docket No. 28]

- (c) The Supplemental Wage Order. Supplemental Order Authorizing Payment of Prepetition Wages, Compensation and Employee Benefits and Granting Related Relief, entered July 31, 2003. [Docket No. 290]
- (d) The Cash Management Order. Order (I) Authorizing Continued Use of Existing (A) Cash Management System, (B) Bank Accounts, and (C) Business Forms; (II) Granting Interim Waiver of Investment and Deposit Requirements; and (III) Granting Related Relief, entered July 17, 2003. [Docket No. 47]
 - The Debtors request that this Order be made applicable to the Wrightsville Debtors as supplemented by the additional non-payroll bank accounts listed on Exhibit “A” attached hereto.
- (e) The Stay Order. Order Directing Parties to Comply With Sections 362 and 525 of the Bankruptcy Code, entered July 17, 2003. [Docket No. 48]
- (f) The Administrative Expense Status Order. Order Confirming Administrative Expense Status of the Debtors’ Undisputed Obligations Arising from the Postpetition Delivery of Goods and Services Ordered in the Prepetition Period, entered July 17, 2003. [Docket No. 50]
- (g) The Utilities Order. Interim Order Pursuant to 11 U.S.C. § 366(b): (a) Prohibiting Utility Companies from Altering, Refusing Or Discontinuing Service to the Debtors; (b) Determining that Adequate Assurance Has Been Provided; and (c) Establishing Procedures for Requests for Additional Assurance, entered July 21, 2003. [Docket No. 161]
 - The Debtors request that this Order be made applicable to the Wrightsville Debtors as supplemented by the additional utilities listed on Exhibit “B” attached hereto.
- (h) The Administrative Solvency Order. Order Determining That the Debtors are Administratively Solvent, entered July 31, 2003. [Docket No. 289]
 - The Debtors request that this Order be made applicable to the Wrightsville Debtors as supplemented by the additional utilities listed on Exhibit “B” attached hereto.

Other Orders

- (i) The Noticing Procedures Order. Order (1) Authorizing the Debtors (or Claims Agent) to Send Initial Notices and All Other Mailings Directly (2) Authorizing the Debtors to File a Consolidated List of (i) Creditors (Without Claim Amounts) and (ii) Other Parties in Interest in Accordance with Exhibit “G” to the General Order Regarding Procedures for Complex

Chapter 11 Cases and (3) Limiting and Defining the Service List in These Cases, entered August 13, 2003. [Docket No.428]

- (j) The Amended Rejection Procedures Order. Amended Order Regarding Motion of Debtors for an Order Pursuant to Sections 365 and 554 of the Bankruptcy Code Authorizing and Approving a Procedure for the Rejection of Certain Executory Contracts, entered August 14, 2003. [Docket No. 439]
- (k) The Bar Date Order. Order Pursuant to Bankruptcy Rule 3003(c) (I) Establishing a Bar Date for Filing Certain Proofs of Claim; (II) Establishing Ramifications for Failure to Comply Therewith; (III) Approving Proof of Claim Form and Consolidated Notice of (A) Case Commencement, (B) Bar Date, and (C) Meeting of Creditors Under Section 341(a) of the Bankruptcy Code; and (IV) Approving Notice and Publication Procedures, entered August 21, 2003. [Docket No. 494]
 - Concurrently herewith, the Debtors are requesting an expedited hearing to separately adjudicate the applicability of the relief granted by this Order to the Wrightsville Debtors.
- (l) The Assumption of Administrative Service Provider Agreements Order. Motion of the Debtors Pursuant to 11 U.S.C. § 365 for Entry of an Order Approving the Assumption of Certain Administrative Service Provider Agreements, entered September 18, 2003. [Docket No. 827]
- (m) The Notification of Certain Transactions Order. Final Order Pursuant to Sections 105(a), 362 and 541 of the Bankruptcy Code Establishing Procedures for (I) Requiring Notice in Advance of Certain Transactions Regarding Claims Against and Equity Interests in Mirant Corporation and its Affiliated Debtors, as Debtors in Possession, and (II) the Imposition of Sanctions for Violating the Notification Procedures, entered September 18, 2003. [Docket No. 830]
- (n) The Risk Management Policy Order. Second Interim Order Regarding the Debtors' Risk Management Policy, entered October 1, 2003. [Docket No. 1050]
- (o) The Asset Sales Order. Order Pursuant to 11 U.S.C. §§ 105, 363(b) and (f), and 554 for Approval (I) to Sell Certain Assets Free and Clear of Liens, Claims, Encumbrances, and Interests; (II) of Procedures to Sell Certain Miscellaneous Assets Free and Clear of Liens, Claims, Encumbrances, and Interests; and (III) of Procedures to Abandon and Dispose of Estate Assets that are Burdensome or of Inconsequential Value, entered October 1, 2003. [Docket No. 1051]
- (p) The Order Restricting Pursuit of Certain Persons. The Order Extending

Order Restricting Pursuit of Certain Persons, entered September 29, 2003.
[Docket No. 1006]

Orders Relating to Professionals

- (q) The Order Establishing Procedures for Interim Compensation. Administrative Order Establishing Procedures for Interim Compensation and Reimbursement of Chapter 11 Professionals and Committee Members, entered August 4, 2003. [Docket No. 333]
- (r) The Memorandum Order. Memorandum Order Regarding Compensation of Professionals, entered August 28, 2003. [Docket No. 549]
- (s) The Ordinary Course Professionals Order. Order Pursuant to Sections 327 and 328 of the Bankruptcy Code Authorizing Employment of Professionals Used in the Ordinary Course of Business, entered August 4, 2003. [Docket No. 334]
 - The Debtors request that this Order be made applicable to the Wrightsville Debtors as supplemented by the additional ordinary course professionals listed on Exhibit “C” attached hereto.
- (t) The Employment Order for Bankruptcy Services LLC. Interim Order Pursuant to 28 U.S.C. § 156(c) Authorizing the Employment and Retention of Bankruptcy Services, LLC as Claims, Noticing and Balloting Agent for the Debtors, entered July 18, 2003. [Docket No. 124]
- (u) The Employment Order for Haynes and Boone, LLP. Interim Order Pursuant to Section 327(a) of the Bankruptcy Code Authorizing the Employment and of Haynes and Boone, LLP as Attorneys for the Debtors, entered July 18, 2003. [Docket No. 125]
- (v) The Employment Order for Forshey & Prostok, L.L.P. Interim Order Pursuant to Section 327(a) of the Bankruptcy Code Authorizing the Employment and of Forshey & Prostok, L.L.P. as Special Conflicts Counsel to the Debtors, entered July 18, 2003. [Docket No. 126]
- (w) The Employment Order for White & Case LLP. Interim Order Pursuant to Section 327(a) of the Bankruptcy Code Authorizing the Employment and Retention of White & Case LLP as Attorneys for the Debtors, entered July 18, 2003. [Docket No. 127]
- (x) The Employment Order for Charles River Associates Incorporated. Interim Order Pursuant to Section 327(a) of the Bankruptcy Code Authorizing the Employment and Retention of Charles River Associates Incorporated as Energy Consultants to the Debtors, entered July 29, 2003. [Docket No. 262]

- (y) The Employment Order for Sitrick And Company, Inc. Interim Order Pursuant to Section 327(a) of the Bankruptcy Code Authorizing the Employment and Retention of Sitrick And Company, Inc. as Communications Consultants for the Debtors, entered August 5, 2003. [Docket No. 343]
- (z) The Employment Order for The Blackstone Group L.P. Interim Order (a) Authorizing Debtors and Debtors in Possession to Retain and Employ The Blackstone Group L.P. as Financial Advisors and (b) Approving Proposed Fee Structure, entered August 13, 2003. [Docket No. 426]
- (aa) The Employment Order for Cox & Smith Incorporated. Interim Order Pursuant to Section 1103(A) of the Bankruptcy Code Authorizing the Employment of Cox & Smith Incorporated as Attorneys for the Official Committee of Unsecured Creditors of Mirant Americas Generation, LLC, entered August 28, 2003. [Docket No. 545]
- (bb) The Employment Order for Cadwalader, Wickersham & Taft LLP. Interim Order Pursuant to Section 1103(A) of the Bankruptcy Code Authorizing the Employment of Cadwalader, Wickersham & Taft LLP as Attorneys for the Official Committee of Unsecured Creditors of Mirant Americas Generation, LLC, entered August 28, 2003. [Docket No. 546]
- (cc) The Employment Order for Andrews Kurth LLP and Simpson Thacher & Bartlett LLP. Order Granting Application to Employ Andrews Kurth LLP and Simpson Thacher & Bartlett LLP as Co-Counsel For the Official Committee of Unsecured Creditors of Mirant Corporation, Et Al., entered August 29, 2003. [Docket No. 560]
- (dd) The Employment Order for Deloitte & Touche LLP. Interim Order Authorizing the *Nunc Pro Tunc* Employment of Deloitte & Touche LLP as Tax Advisors and Tax Consultants for the Debtors Pursuant to 11 U.S.C. §§ 327(a) and 328(a), entered September 11, 2003. [Docket No. 694]
- (ee) The Employment Order for KPMG LLP. Interim Order Authorizing the Employment of KPMG LLP as Accountants and Auditors of the Debtors *Nunc Pro Tunc* to the Petition Date, entered September 11, 2003. [Docket No. 695]
- (ff) The Employment Order for Couch White, LLP. Interim Order Pursuant to 11 U.S.C. §327(e) Authorizing the Employment and Retention of Couch White, LLP as Special Counsel for the Debtors Effective as of the Petition Date, entered September 11, 2003. [Docket No. 696]
- (gg) The Employment Order for McDermott Will & Emery. Interim Order Pursuant to 11 U.S.C. §327(e) Authorizing the Employment and Retention of McDermott Will & Emery as Special Counsel for the Debtors Effective

as of the Petition Date, entered September 11, 2003. [Docket No. 697]

- (hh) The Employment Order for Latham & Watkins LLP. Interim Order Pursuant to 11 U.S.C. § 327(e) Authorizing the Employment of Latham & Watkins LLP as Special Counsel for the Debtors Effective as of the Petition Date, entered September 16, 2003. [Docket No. 782]
- (ii) The Employment Order for Paul, Hastings, Janofsky & Walker LLP. Final Order Pursuant to 11 U.S.C. § 327(e) Authorizing the Employment and Retention of Paul, Hastings, Janofsky & Walker LLP as Special Counsel for the Debtors Effective as of the Petition Date, entered September 25, 2003. [Docket No. 961]
- (jj) The Employment Order for Miller Buckfire Lewis Ying & Co., LLC. Order Pursuant to 11 U.S.C. §§ 327(e) and 328(a) and Fed. R. Bankr. P. 2014 Authorizing the Employment and Retention of Miller Buckfire Lewis Ying & Co., LLC as Financial Advisor and Investment Banker to the Official Committee of Unsecured Creditors of Mirant Corporation, Et Al., entered September 29, 2003. [Docket No. 998]
- (kk) The Employment Order for AP Services, LLC. Order Authorizing the Employment of AP Services, LLC as Crisis Managers to the Debtors and Thereby Designate Robert Dangremond as Chief Restructuring Officer of the Debtors, entered September 29, 2003. [Docket No. 999]
- (ll) The Employment Order for Huron Consulting Group LLC. Order Granting Application for an Order Authorizing the Employment of Huron Consulting Group LLC Pursuant to Sections 328 and 1103 of the Bankruptcy Code to Perform Certain Forensic Services for the Official Committee of Unsecured Creditors of Mirant Corporation, Et Al., Effective as of August 11, 2003, entered September 29, 2003. [Docket No. 1000]
- (mm) The Employment Order for Risk Capital Management Partners. Order Granting Application for an Order Authorizing the Employment of Risk Capital Management Partners Pursuant to Sections 328 and 1103 of the Bankruptcy Code to Perform Risk Management Advisory Services Pertaining to the Energy Trading Business for the Official Committee of Unsecured Creditors of Mirant Corporation, Et Al., Effective as of September 3, 2003, entered September 29, 2003. [Docket No. 1001]

Proposed Orders in the Mirant Debtors' Chapter 11 Cases

- (nn) The DIP Order. Order Pursuant to Section 364 of the Bankruptcy Code (A) Authorizing the Debtors to Obtain Secured Debtor-In-Possession Financing; (B) Approving Agreements Relating to the Foregoing; and (C) Granting Related Relief.

- (oo) The Removal Notices Order. Order Pursuant to Section 105(a) of the Bankruptcy Code and Bankruptcy Rule 9006(b) Extending the Time Period Within Which the Debtors May File Notices of Removal Under Bankruptcy Rule 9027.
- (pp) The Employment Order for Gibson, Dunn & Crutcher LLP. Order Pursuant to 11 U.S.C. § 327(e) Authorizing the Employment and Retention of Gibson, Dunn & Crutcher LLP as Special Counsel to the Debtors Effective as of the Petition Date.
- (qq) The Employment Order for Alston & Bird LLP. Order Pursuant to 11 U.S.C. § 327(e) Authorizing the Employment and Retention of Alston & Bird LLP as Special Counsel for the Debtors *Nunc Pro Tunc* to the Petition Date.
- (rr) The D&O and Fiduciary Insurance Policies Order. Order (I) Pursuant to Bankruptcy Code Section 105(a) Staying Certain Litigation and (II) Authorizing Insurance Companies to Make Advancements and Payments in Accordance With the Debtors' D&O and Fiduciary Insurance Policies.
- (ss) The Employment Order for Skadden, Arps, Slate, Meagher & Flom LLP. Order Pursuant to Section 327(e) of the Bankruptcy Code Authorizing the Employment and Retention of Skadden, Arps, Slate, Meagher & Flom LLP as Special Counsel to the Debtors *Nunc Pro Tunc* to the Petition Date.

Copies of each of the Mirant Debtors' Orders are available on the Court's PACER docket under Case No. 03-46590 and the following website: www.mirant-caseinfo.com. Copies are also available upon written request to the undersigned counsel for the Debtors.

BASIS FOR RELIEF

17. Section 105(a) of the Bankruptcy Code provides, in relevant part: "The court may issue any order, process, or judgment that is necessary or appropriate to carry out the provisions of this title." 11 U.S.C. § 105(a). Under section 105(a) of the Bankruptcy Code, the Court has expansive equitable powers to fashion any order or decree that is in the interest of preserving or protecting the value of a debtor's assets. See, e.g., In re Kestell, 99 F.3d 146, 149 (4th Cir. 1996) (bankruptcy court has authority to issue any order necessary or appropriate to carry out the provisions of the bankruptcy code); In re Chinichian, 784 F.2d 1440, 1443 (9th Cir.

1986) (“Section 105 sets out the power of the bankruptcy court to fashion orders as necessary pursuant to the purposes of the Bankruptcy Code.”); Bird v. Crown Convenience (In re NWFX, Inc.), 864 F.2d 588, 590 (8th Cir. 1988) (“The overriding consideration in bankruptcy ... is that equitable principles govern”); In re Cooper Properties Liquidating Trust, Inc., 61 B.R. 531, 537 (Bankr. W.D. Tenn. 1986) (“the Bankruptcy Court is one of equity and as such it has a duty to protect whatever equities a debtor may have in property for the benefit of its creditors as long as that protection is implemented in a manner consistent with the bankruptcy laws.”).

18. The approval of this motion will obviate the need for duplicative notices, motions, applications, and orders to be filed in this case. The Wrightsville Debtors simply seek to save considerable time and expense for them and their estates, and to reduce the burden on the Court and parties in interest by proceeding in this manner. The Wrightsville Debtors require the protections and authorizations that are set forth in the Mirant Debtors’ Orders to enter chapter 11 in an orderly manner and to maintain their ability to reorganize successfully. It is appropriate for the Wrightsville Debtors to seek the substantive relief granted in the Mirant Debtors’ Orders since those orders deal with many of the first-day matters that most debtors like the Wrightsville Debtors must deal with. For example, the orders deal with, among other things, employee wages and benefits, retention and compensation of professionals, bank accounts, cash management, and noticing procedures.

19. Had the Wrightsville Debtors filed at the same time as the Mirant Debtors, they would have been movants with respect to all of the Mirant Debtors’ Orders. By proceeding in the manner of this Motion, the Wrightsville Debtors seek to streamline the motion practice for requesting the relief granted in the Mirant Debtors’ Orders, while at the same time providing the same requisite facts and justification for such relief as if the Wrightsville Debtors were filing

such motions and related affidavits.

20. The Debtors believe that the relief requested herein is appropriate to carry out the provisions and purposes of the Bankruptcy Code. Similar procedures have been authorized in other complex chapter 11 cases. In re Enron, Case No. 01-16034 (AJG) (Bankr. S.D.N.Y. 2001); In re Genesis Health Ventures, Inc., et al., Case No. 00-2692 (JHW) (Bankr. D. Del. 2000).

21. No previous motion for the requested relief has been made to this or any other court.

CONCLUSION

WHEREFORE, the Debtors respectfully request the entry of an order, substantially in the form attached hereto as Exhibit "D," directing that certain orders in the Mirant Debtors' chapter 11 cases be made applicable to the Wrightsville Debtors, as supplemented herein, and granting such other and further relief as is just and proper.

Dated: Fort Worth, Texas
October 6, 2003

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By: /s/ Ian Peck
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-and-

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ATTORNEYS FOR THE DEBTORS AND
DEBTORS-IN-POSSESSION

CERTIFICATE OF SERVICE

The undersigned hereby certifies that he has authorized BSI as service agent to cause to serve a true and correct copy of the foregoing document upon all persons on the Limited Service List via email, facsimile and/or overnight courier on the 6th day of October, 2003 in accordance with the Federal Rules of Bankruptcy Procedure:

/s/ Ian Peck _____

EXHIBIT “A” –BANK ACCOUNTS

Name of Company	Bank	Type of Account
Mirant Wrightsville Investments, Inc.	Bank of America, N.A. Dallas, TX 75283-2406 Acct No. 3751569101	Operating Account
Mirant Wrightsville Management, Inc.	Bank of America, N.A. Dallas, TX 75283-2406 Acct No. 3751569114	Operating Account
Wrightsville Development Funding, LLC	Bank of America, N.A. Dallas, TX 75283-2406 Acct No. 3751569130	Operating Account
Wrightsville Power Facility, LLC	Bank of America, N.A. Dallas, TX 75283-2406 Acct No. 3751569091	Operating Account

EXHIBIT “B” –UTILITY COMPANIES

Utility	Utility Address	Billing Name	Account No.	Average Monthly Cost
Entergy	P.O. Box 61830 New Orleans, LA 70161	Wrightsville Power Facility, L.L.C.	9000845	\$40,000.00
Entergy	P.O. Box 61830 New Orleans, LA 70161	Wrightsville Power Facility, L.L.C.	1820612	\$70.00
La Sher Oil Company, Inc.	3519 E. Broadway North Little Rock, AR 72114	Wrightsville Power Facility, L.L.C.	3253	\$200.00
Ondeo Nalco Chemical	P.O. Box 70716 Chicago, IL 60673-0716	Wrightsville Power Facility, L.L.C.	4053223	\$900.00
Qwest Communications	P.O. Box 856169 Louisville, KY 40282	Wrightsville Power Facility, L.L.C.	60801970	\$400.00
Southwestern Bell	P.O. Box 650661 Dallas, TX 75265-0661	Wrightsville Power Facility, L.L.C.	501/897-5212-431-6	\$650.00
Southwestern Bell	P.O. Box 940012 Dallas, TX 75394	Wrightsville Power Facility, L.L.C.	501-160-1642-204-5	\$600.00
Utility Billing Services	P.O. Box 8100 Little Rock, AR 72203	Wrightsville Power Facility, L.L.C.	207-2856.300	\$8,000.00
Waste Management	P.O. Box 9001054 Louisville, KY 40290	Wrightsville Power Facility, L.L.C.	017-7507881-2017-3	\$200.00
Waste Services Inc.	P.O. Box 16471 North Little Rock, AR 72231	Wrightsville Power Facility, L.L.C.	GECS	\$1,500.00
US Filter	P.O. Box 360766 Pittsburg, PA 15250	Wrightsville Power Facility, L.L.C.	590465	\$28,200.00

**EXHIBIT “C” – ORDINARY
COURSE PROFESSIONALS**

Mirant Entity	Professionals	Address	Type of Service
Wrightsville Power Facility, LLC	Wright, Lindsey, and Jennings	200 West Capitol Avenue Suite 2200 Little Rock, Arkansas 72201-3699	Legal services in connection with the Wrightsville Power Generation Project

EXHIBIT "D"

**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.)	
_____)	
)	
In re	)	Chapter 11 Case
)	
MIRANT WRIGHTSVILLE MANAGEMENT,)	
INC.,	)	Case No. 03-49556-DML
)	
Debtor.)	
_____)	
)	
In re	)	Chapter 11 Case
)	
MIRANT WRIGHTSVILLE INVESTMENTS,	)	Case No. 03-49548-DML
INC.,)	
)	
Debtor.)	
_____)	
)	
In re	)	Chapter 11 Case
)	
WRIGHTSVILLE POWER FACILITY, L.L.C.,	)	Case No. 03-49553-DML
)	
)	
Debtor.)	
_____)	

ORDERED that the following orders in the Mirant Debtors' chapter 11 cases are hereby made applicable to the Wrightsville Debtors, effective as of the date of entry of this Order, as if the Wrightsville Debtors were each Debtors referred to in said orders:

“First Day” Orders

- (a) The Complex Case Order. Order Granting Complex Chapter 11 Bankruptcy Case Treatment, entered July 16, 2003. [Docket No. 27]
- (b) The Wage Order. Order Authorizing Payment of Prepetition Wages, Compensation and Employee Benefits and Granting Related Relief, entered July 16, 2003. [Docket No. 28]
- (c) The Supplemental Wage Order. Supplemental Order Authorizing Payment of Prepetition Wages, Compensation and Employee Benefits and Granting Related Relief, entered July 31, 2003. [Docket No. 290]
- (d) The Cash Management Order. Order (I) Authorizing Continued Use of Existing (A) Cash Management System, (B) Bank Accounts, and (C) Business Forms; (II) Granting Interim Waiver of Investment and Deposit Requirements; and (III) Granting Related Relief, entered July 17, 2003. [Docket No. 47]
 - The Cash Management Order is applicable to the Wrightsville Debtors as supplemented by the additional non-payroll bank accounts listed on Exhibit “A” to the Motion.
- (e) The Stay Order. Order Directing Parties to Comply With Sections 362 and 525 of the Bankruptcy Code, entered July 17, 2003. [Docket No. 48]
- (f) The Administrative Expense Status Order. Order Confirming Administrative Expense Status of the Debtors' Undisputed Obligations Arising from the Postpetition Delivery of Goods and Services Ordered in the Prepetition Period, entered July 17, 2003. [Docket No. 50]
- (g) The Utilities Order. Interim Order Pursuant to 11 U.S.C. § 366(b): (a) Prohibiting Utility Companies from Altering, Refusing Or Discontinuing Service to the Debtors; (b) Determining that Adequate Assurance Has Been Provided; and (c) Establishing Procedures for Requests for Additional Assurance, entered July 21, 2003. [Docket No. 161]
 - The Utilities Order is applicable to the Wrightsville Debtors as supplemented by the additional utilities listed on Exhibit “B” to the Motion.
- (h) The Administrative Solvency Order. Order Determining That the Debtors

are Administratively Solvent, entered July 31, 2003. [Docket No. 289]

- The Administrative Solvency Order is applicable to the Wrightsville Debtors as supplemented by the additional utilities listed on Exhibit “B” to the Motion.

Other Orders

- (i) The Noticing Procedures Order. Order (1) Authorizing the Debtors (or Claims Agent) to Send Initial Notices and All Other Mailings Directly (2) Authorizing the Debtors to File a Consolidated List of (i) Creditors (Without Claim Amounts) and (ii) Other Parties in Interest in Accordance with Exhibit “G” to the General Order Regarding Procedures for Complex Chapter 11 Cases and (3) Limiting and Defining the Service List in These Cases, entered August 13, 2003. [Docket No.428]
- (j) The Amended Rejection Procedures Order. Amended Order Regarding Motion of Debtors for an Order Pursuant to Sections 365 and 554 of the Bankruptcy Code Authorizing and Approving a Procedure for the Rejection of Certain Executory Contracts, entered August 14, 2003. [Docket No. 439]
- (k) The Bar Date Order. Order Pursuant to Bankruptcy Rule 3003(c) (I) Establishing a Bar Date for Filing Certain Proofs of Claim; (II) Establishing Ramifications for Failure to Comply Therewith; (III) Approving Proof of Claim Form and Consolidated Notice of (A) Case Commencement, (B) Bar Date, and (C) Meeting of Creditors Under Section 341(a) of the Bankruptcy Code; and (IV) Approving Notice and Publication Procedures, entered August 21, 2003. [Docket No. 494]
- (l) The Assumption of Administrative Service Provider Agreements Order. Motion of the Debtors Pursuant to 11 U.S.C. § 365 for Entry of an Order Approving the Assumption of Certain Administrative Service Provider Agreements, entered September 18, 2003. [Docket No. 827]
- (m) The Notification of Certain Transactions Order. Final Order Pursuant to Sections 105(a), 362 and 541 of the Bankruptcy Code Establishing Procedures for (I) Requiring Notice in Advance of Certain Transactions Regarding Claims Against and Equity Interests in Mirant Corporation and its Affiliated Debtors, as Debtors in Possession, and (II) the Imposition of Sanctions for Violating the Notification Procedures, entered September 18, 2003. [Docket No. 830]
- (n) The Risk Management Policy Order. Second Interim Order Regarding the Debtors’ Risk Management Policy, entered October 1, 2003. [Docket No. 1050]
- (o) The Asset Sales Order. Order Pursuant to 11 U.S.C. §§ 105, 363(b) and

(f), and 554 for Approval (I) to Sell Certain Assets Free and Clear of Liens, Claims, Encumbrances, and Interests; (II) of Procedures to Sell Certain Miscellaneous Assets Free and Clear of Liens, Claims, Encumbrances, and Interests; and (III) of Procedures to Abandon and Dispose of Estate Assets that are Burdensome or of Inconsequential Value, entered October 1, 2003. [Docket No. 1051]

- (p) The Order Restricting Pursuit of Certain Persons. The Order Extending Order Restricting Pursuit of Certain Persons, entered September 29, 2003. [Docket No. 1006]

Orders Relating to Professionals

- (q) The Order Establishing Procedures for Interim Compensation. Administrative Order Establishing Procedures for Interim Compensation and Reimbursement of Chapter 11 Professionals and Committee Members, entered August 4, 2003. [Docket No. 333]
- (r) The Memorandum Order. Memorandum Order Regarding Compensation of Professionals, entered August 28, 2003. [Docket No. 549]
- (s) The Ordinary Course Professionals Order. Order Pursuant to Sections 327 and 328 of the Bankruptcy Code Authorizing Employment of Professionals Used in the Ordinary Course of Business, entered August 4, 2003. [Docket No. 334]
- The Debtors request that this Order be made applicable to the Wrightsville Debtors as supplemented by the additional ordinary course professionals listed on Exhibit "C" attached hereto.
- (t) The Employment Order for Bankruptcy Services LLC. Interim Order Pursuant to 28 U.S.C. § 156(c) Authorizing the Employment and Retention of Bankruptcy Services, LLC as Claims, Noticing and Balloting Agent for the Debtors, entered July 18, 2003. [Docket No. 124]
- (u) The Employment Order for Haynes and Boone, LLP. Interim Order Pursuant to Section 327(a) of the Bankruptcy Code Authorizing the Employment and of Haynes and Boone, LLP as Attorneys for the Debtors, entered July 18, 2003. [Docket No. 125]
- (v) The Employment Order for Forshey & Prostok, L.L.P. Interim Order Pursuant to Section 327(a) of the Bankruptcy Code Authorizing the Employment and of Forshey & Prostok, L.L.P. as Special Conflicts Counsel to the Debtors, entered July 18, 2003. [Docket No. 126]
- (w) The Employment Order for White & Case LLP. Interim Order Pursuant to Section 327(a) of the Bankruptcy Code Authorizing the Employment and Retention of White & Case LLP as Attorneys for the Debtors, entered July

18, 2003. [Docket No. 127]

- (x) The Employment Order for Charles River Associates Incorporated. Interim Order Pursuant to Section 327(a) of the Bankruptcy Code Authorizing the Employment and Retention of Charles River Associates Incorporated as Energy Consultants to the Debtors, entered July 29, 2003. [Docket No. 262]
- (y) The Employment Order for Sitrick And Company, Inc. Interim Order Pursuant to Section 327(a) of the Bankruptcy Code Authorizing the Employment and Retention of Sitrick And Company, Inc. as Communications Consultants for the Debtors, entered August 5, 2003. [Docket No. 343]
- (z) The Employment Order for The Blackstone Group L.P. Interim Order (a) Authorizing Debtors and Debtors in Possession to Retain and Employ The Blackstone Group L.P. as Financial Advisors and (b) Approving Proposed Fee Structure, entered August 13, 2003. [Docket No. 426]
- (aa) The Employment Order for Cox & Smith Incorporated. Interim Order Pursuant to Section 1103(A) of the Bankruptcy Code Authorizing the Employment of Cox & Smith Incorporated as Attorneys for the Official Committee of Unsecured Creditors of Mirant Americas Generation, LLC, entered August 28, 2003. [Docket No. 545]
- (bb) The Employment Order for Cadwalader, Wickersham & Taft LLP. Interim Order Pursuant to Section 1103(A) of the Bankruptcy Code Authorizing the Employment of Cadwalader, Wickersham & Taft LLP as Attorneys for the Official Committee of Unsecured Creditors of Mirant Americas Generation, LLC, entered August 28, 2003. [Docket No. 546]
- (cc) The Employment Order for Andrews Kurth LLP and Simpson Thacher & Bartlett LLP. Order Granting Application to Employ Andrews Kurth LLP and Simpson Thacher & Bartlett LLP as Co-Counsel For the Official Committee of Unsecured Creditors of Mirant Corporation, Et Al., entered August 29, 2003. [Docket No. 560]
- (dd) The Employment Order for Deloitte & Touche LLP. Interim Order Authorizing the *Nunc Pro Tunc* Employment of Deloitte & Touche LLP as Tax Advisors and Tax Consultants for the Debtors Pursuant to 11 U.S.C. §§ 327(a) and 328(a), entered September 11, 2003. [Docket No. 694]
- (ee) The Employment Order for KPMG LLP. Interim Order Authorizing the Employment of KPMG LLP as Accountants and Auditors of the Debtors *Nunc Pro Tunc* to the Petition Date, entered September 11, 2003. [Docket No. 695]

- (ff) The Employment Order for Couch White, LLP. Interim Order Pursuant to 11 U.S.C. §327(e) Authorizing the Employment and Retention of Couch White, LLP as Special Counsel for the Debtors Effective as of the Petition Date, entered September 11, 2003. [Docket No. 696]
- (gg) The Employment Order for McDermott Will & Emery. Interim Order Pursuant to 11 U.S.C. §327(e) Authorizing the Employment and Retention of McDermott Will & Emery as Special Counsel for the Debtors Effective as of the Petition Date, entered September 11, 2003. [Docket No. 697]
- (hh) The Employment Order for Latham & Watkins LLP. Interim Order Pursuant to 11 U.S.C. § 327(e) Authorizing the Employment of Latham & Watkins LLP as Special Counsel for the Debtors Effective as of the Petition Date, entered September 16, 2003. [Docket No. 782]
- (ii) The Employment Order for Paul, Hastings, Janofsky & Walker LLP. Final Order Pursuant to 11 U.S.C. § 327(e) Authorizing the Employment and Retention of Paul, Hastings, Janofsky & Walker LLP as Special Counsel for the Debtors Effective as of the Petition Date, entered September 25, 2003. [Docket No. 961]
- (jj) The Employment Order for Miller Buckfire Lewis Ying & Co., LLC. Order Pursuant to 11 U.S.C. §§ 327(e) and 328(a) and Fed. R. Bankr. P. 2014 Authorizing the Employment and Retention of Miller Buckfire Lewis Ying & Co., LLC as Financial Advisor and Investment Banker to the Official Committee of Unsecured Creditors of Mirant Corporation, Et Al., entered September 29, 2003. [Docket No. 998]
- (kk) The Employment Order for AP Services, LLC. Order Authorizing the Employment of AP Services, LLC as Crisis Managers to the Debtors and Thereby Designate Robert Dangremond as Chief Restructuring Officer of the Debtors, entered September 29, 2003. [Docket No. 999]
- (ll) The Employment Order for Huron Consulting Group LLC. Order Granting Application for an Order Authorizing the Employment of Huron Consulting Group LLC Pursuant to Sections 328 and 1103 of the Bankruptcy Code to Perform Certain Forensic Services for the Official Committee of Unsecured Creditors of Mirant Corporation, Et Al., Effective as of August 11, 2003, entered September 29, 2003. [Docket No. 1000]
- (mm) The Employment Order for Risk Capital Management Partners. Order Granting Application for an Order Authorizing the Employment of Risk Capital Management Partners Pursuant to Sections 328 and 1103 of the Bankruptcy Code to Perform Risk Management Advisory Services Pertaining to the Energy Trading Business for the Official Committee of

Unsecured Creditors of Mirant Corporation, Et Al., Effective as of September 3, 2003, entered September 29, 2003. [Docket No. 1001]

; and it is further

ORDERED that the following proposed orders in the Mirant Debtors' chapter 11 cases are hereby made applicable to the Wrightsville Debtors, effective as of the later of the date of entry of such orders in the Debtors' chapter 11 cases, as if the Wrightsville Debtors were Debtors referred to in said orders, or the date of entry of this Order:

- (a) The DIP Order. Order Pursuant to Section 364 of the Bankruptcy Code (A) Authorizing the Debtors to Obtain Secured Debtor-In-Possession Financing; (B) Approving Agreements Relating to the Foregoing; and (C) Granting Related Relief.
- (b) The Removal Notices Order. Order Pursuant to Section 105(a) of the Bankruptcy Code and Bankruptcy Rule 9006(b) Extending the Time Period Within Which the Debtors May File Notices of Removal Under Bankruptcy Rule 9027.
- (c) The Employment Order for Gibson, Dunn & Crutcher LLP. Order Pursuant to 11 U.S.C. § 327(e) Authorizing the Employment and Retention of Gibson, Dunn & Crutcher LLP as Special Counsel to the Debtors Effective as of the Petition Date.
- (d) The Employment Order for Alston & Bird LLP. Order Pursuant to 11 U.S.C. § 327(e) Authorizing the Employment and Retention of Alston & Bird LLP as Special Counsel for the Debtors *Nunc Pro Tunc* to the Petition Date.
- (e) The D&O and Fiduciary Insurance Policies Order. Order (I) Pursuant to Bankruptcy Code Section 105(a) Staying Certain Litigation and (II) Authorizing Insurance Companies to Make Advancements and Payments in Accordance With the Debtors' D&O and Fiduciary Insurance Policies.
- (f) The Employment Order for Skadden, Arps, Slate, Meagher & Flom LLP. Order Pursuant to Section 327(e) of the Bankruptcy Code Authorizing the Employment and Retention of Skadden, Arps, Slate, Meagher & Flom LLP as Special Counsel to the Debtors *Nunc Pro Tunc* to the Petition Date.

; and it is further

ORDERED that any and all other subsequent orders entered in the Mirant Debtors' chapter 11 cases that were identified at the hearing on the Motion are hereby made applicable to the Wrightsville Debtors, effective as of the date of entry of such orders in the Debtors' chapter 11 cases, as if the Wrightsville Debtors were Debtors referred to in said orders; and it is further

ORDERED that this Court retains jurisdiction with respect to all matters arising from or related to the implementation of this Order.

Dated: October ____, 2003

HONORABLE D. MICHAEL LYNN
UNITED STATES BANKRUPTCY JUDGE

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