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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-11
Debtors. )	)	Jointly Administered
_____))	
In re )	)	Chapter 11 Case
MIRANT ECOELECTRICA))	
INVESTMENTS, I, LTD. )	)	Case No. 03-47927-DML-11
Debtor.))	
_____))	
In re )	)	Chapter 11 Case
PUERTO RICO POWER INVESTMENTS, LTD. )	)	Case No. 03-47929-DML-11
Debtor.))	
_____))	

**SECOND MOTION OF THE DEBTORS PURSUANT TO RULE 1015(b)
 OF THE FEDERAL RULES OF BANKRUPTCY PROCEDURE AND N.D. TX L.B.R. 1015.1
FOR ORDER DIRECTING JOINT ADMINISTRATION OF CASES**

TO THE HONORABLE UNITED STATES BANKRUPTCY JUDGE:

Mirant Corporation (“Mirant”) and Mirant Corporation and its affiliated debtors jointly administered debtors (the “Debtors”), as debtors-in-possession, Mirant EcoElectrica Investments, I. Ltd., as debtor and debtor-in-possession, and Puerto Rico Power Investments, Ltd., as debtor and debtor-in-

possession, file this second motion for entry of an order pursuant to Rule 1015(b) of the Federal Rules of Bankruptcy Procedure (the “Bankruptcy Rules”) and N.D. TX L.B.R. 1015.1 directing the joint administration of their respective chapter 11 cases (the “Motion”) and respectfully represent as follows:

JURISDICTION AND VENUE

1. This Court has jurisdiction to consider the Motion pursuant to 28 U.S.C. §§ 157 and 1334. This is a core proceeding pursuant to 28 U.S.C. § 157(b)(2)(A), and (O). Venue is proper before this Court pursuant to 28 U.S.C. §§ 1408 and 1409. The relief requested in the Motion is authorized under Fed.R.Bankr.P 1015(b) and Local Bankruptcy Rule 1015.1.

PROCEDURAL BACKGROUND

2. The Cases. On July 14 and 15, 2003 (the “Petition Date”), each of the Debtors filed a voluntary petition in this court for relief under chapter 11 of title 11 of the United States Code, 11 U.S.C. §§ 101-1330, as amended (the “Bankruptcy Code”).¹ The Debtors continue to manage and operate their businesses as debtors-in-possession pursuant to sections 1107 and 1108 of the Bankruptcy Code.

3. The Creditors’ Committee. On July 18, 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. The appointment lists of members of both official unsecured creditors’ committees were filed in their respective chapter 11 cases on July 25, 2003.

4. Original Joint Administration Order. 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 1015.1 Directing Joint Administration of Cases (the “Original Joint Administration Order”), ordering that the

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 (the “Canadian Proceedings”) in the Court of Queen’s Bench of Alberta Judicial District of Calgary (the “Canadian Court”) pursuant to the *Companies’ Creditors Arrangement Act* (the “CCAA”). The Canadian Debtors are subject to the sole and exclusive jurisdiction of the Canadian Court.

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.

5. New Debtor Petitions. On August 18, 2003, the following Mirant entities filed voluntary petitions in this Court for relief under the Bankruptcy Code: Mirant EcoElectrica Investments I, Ltd, Case No. 03-47927, and Puerto Rico Power Investments, Ltd., Case No. 03-47929 (together, the “New Debtors”). The New Debtors continue to manage and operate their businesses as debtors-in-possession pursuant to sections 1107 and 1108 of the Bankruptcy Code.

FACTUAL BACKGROUND

6. Mirant and its direct and indirect subsidiaries comprise a competitive energy concern that generates and sells electricity in North America, the Philippines and the Caribbean. 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. 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.

7. Mirant employs in excess of 7,000 employees worldwide, of which 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 \$542 million loss in earnings before interest, taxes and depreciation (“EBITDA”) on a consolidated basis. Mirant’s 2002 operating revenues were approximately \$6.4 billion.

RELIEF REQUESTED

8. By this Motion, the Initial Debtors and the New Debtors seek, pursuant to Rule 1015(b) of the Bankruptcy Rules and N.D. TX L.B.R. 1015.1, the joint administration of their chapter 11

cases for procedural purposes only under the same caption for these chapter 11 cases as was previously approved by this Court pursuant to the Original Joint Administration Order.

9. Bankruptcy Rule 1015(b) provides, in relevant part:

If a joint petition or two or more petitions are pending in the same court by or against ... a debtor and an affiliate, the court may order a joint administration of the estates.

10. The Initial Debtors and the New Debtors are “affiliates” as that term is defined in section 101(2) of the Bankruptcy Code. Accordingly, this Court is authorized to grant the relief requested herein. Further, this Court has previously granted similar relief in these and other chapter 11 proceedings. See, e.g., In re CoServ, LLC, Case No. 01-48684 (Bankr. N.D. Tex. Nov. 30, 2001); In re Kevco, Inc., Case No. 01-40783 (Bankr. N.D. Tex. Feb. 12, 2001).

11. Joint administration of the Initial Debtors’ and the New Debtors’ chapter 11 cases will expedite the administration of these cases and reduce administrative expenses without prejudicing any creditor’s substantive rights. For example, joint administration will permit the Clerk of the Court to utilize a single general docket for these cases and combine notices to creditors of the Debtors’ respective estates and other parties in interest. The Initial Debtors and the New Debtors anticipate that numerous notices, applications, motions, other pleadings and orders in these cases will affect many or all of the Initial Debtors and the New Debtor. Joint administration will permit counsel for all parties in interest to include the Initial Debtors’ and the New Debtors’ respective cases in a single caption on the numerous documents that will be filed and served in these cases. Joint administration also will enable parties in interest in each of the above-captioned chapter 11 cases to be apprised of the various matters before the Court in all of these cases.

12. Because the cases of the Initial Debtors, together with the cases of the New Debtors, involve numerous debtors with thousands of potential creditors, the entry of an order of joint administration will: (a) significantly reduce the volume of paper that otherwise would be filed with this Clerk of this Court; (b) simplify for the Office of the United States Trustee the supervision of the administrative aspects of these chapter 11 cases; (c) render the completion of various administrative tasks

less costly; and (d) minimize the number of unnecessary delays associated with the administration of numerous separate chapter 11 cases. Additionally, because this is not a motion for the substantive consolidation of the Initial Debtors' and the New Debtors' estates, the rights of parties in interest will not be prejudiced by the proposed joint administration of these cases because each creditor may still file its claim against a particular estate. In fact, the rights of all creditors will be enhanced by the reduction in costs resulting from the joint administration.

13. The Initial Debtors and the New Debtors submit that joint administration of the above-captioned cases is in their best interest, as well as those of their respective estates, creditors and other parties in interest.

NOTICE

14. Notice of this Motion has been provided to the Office of the United States Trustee for the Northern District of Texas; the Initial Debtors' Limited Service List; the holders of the fifty largest unsecured claims against the New Debtors on a consolidated basis; and certain governmental entities, counsel and parties-in-interest; all as set forth in more detail on the Certificate of Service attached hereto. The Initial Debtors and the New Debtors submit that no other or further notice need be provided.

CONCLUSION

WHEREFORE, the Initial Debtors and the New Debtors respectfully request entry of an order (i) directing the joint administration of their respective chapter 11 cases, and (ii) granting the Debtors such other and further relief as is just and proper.

Dated: August 20, 2003

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By /s/ Judith Elkin

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ATTORNEYS FOR THE DEBTORS AND DEBTORS
IN POSSESSION

CERTIFICATE OF SERVICE

The undersigned hereby certifies that she provided true and correct copies of the foregoing to Bankruptcy Services, LLC and directed them to effect service upon all persons on Initial Debtors' Limited Service List and upon the attached Service Lists via facsimile and email transmission, where indicated, or via overnight courier, on the 20th day of August, 2003.

/s/ Judith Elkin

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

In re)	
)	
MIRANT CORPORATION, <u>et al.</u>,	)	Chapter 11 Case
)	
Debtors.	)	Case No. 03-46590-DML-11
	)	Jointly Administered
)	
)	
In re	)	Chapter 11 Case
)	
MIRANT ECOELECTRICA)	
INVESTMENTS, I, LTD.	)	Case No. 03-47927-DML-11
)	
Debtor.)	
)	
)	
In re	)	Chapter 11 Case
)	
PUERTO RICO POWER INVESTMENTS, LTD.	)	Case No. 03-47929-DML-11
)	
Debtor.)	

**ORDER PURSUANT TO RULE 1015(b)
OF THE FEDERAL RULES OF BANKRUPTCY PROCEDURE AND
N.D. TX L.B.R. 1015.1 DIRECTING JOINT ADMINISTRATION OF CASES**

Came before the Court the Second Motion of the Debtors Pursuant Rule 1015(b) of the Federal Rules of Bankruptcy Procedure and N.D. TX L.B.R. 1015.1 for Order Directing Joint Administration of Cases (the “Motion”) filed by Mirant Corporation and its affiliated debtors jointly administered debtors (Case Nos. Case Nos. 03-45688 and 03-45690 through 03-45663) (the “Initial Debtors”), as debtors-in-possession, Mirant EcoElectrica Investments, I Ltd., as debtor and debtor-in-possession, and Puerto Rico Power Investments, Ltd., as debtor and debtor-in-possession, requesting an order pursuant to Rule 1015(b) of the Federal Rules of Bankruptcy Procedure and N.D. TX L.B.R. 1015.1 directing the joint administration for procedural purposes only of the chapter 11 cases of the Initial Debtors and of Mirant EcoElectrica Investments, I Ltd. (Case No. 03-47927) and of Puerto Rico Power Investments, Ltd. (Case No. 03-47929) (Mirant EcoElectrica Investment, I. Ltd. and Puerto Rico Power

Investments, Ltd., together, referred to as the “New Debtors”), as more fully set forth in the Motion. It appears that the Court has jurisdiction over this matter and that due notice of the Motion has been provided as set forth in the Motion and that no other or further notice need be provided. It further appears that the relief requested in the Motion is in the best interests of the Initial Debtors, the New Debtors and their estates and creditors. After due deliberation and sufficient cause appearing therefor, it is therefore, hereby

ORDERED that, the above-captioned chapter 11 cases be, and they hereby are, consolidated for procedural purposes only and shall be jointly administered by the Court; and it is further

ORDERED that, nothing contained in this Order or the Motion shall be deemed or construed as directing or otherwise affecting a substantive consolidation of the above-captioned cases; and it is further

ORDERED that, pleadings in the above chapter 11 cases shall be required to bear a caption substantially in the form as previously approved by this Court in the Order Pursuant to Rule 1015(b) of the Federal Rules of Bankruptcy Procedure and N.D. TX LBR 1015.1 Directing Joint Administration of Cases (the “Original Joint Administration Order”) entered by this Court on July 15, 2003 and attached to the Original Joint Administration Order as Exhibit A; and it is further

ORDERED that, a docket entry shall be made in each of the New Debtors’ cases substantially as follows:

“An order has been entered in this case directing the procedural consolidation and joint administration of Mirant Corporation, Case No. 03-46590, with this case and the docket in Case No. 03-46590 should be consulted for all matters affecting this case.”

Dated: _____

United States Bankruptcy Judge

PREPARED BY:

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