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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
	)	Jointly Administered
Debtors.	)	
	)	Hearing Date and Time:
	)	June 23, 2004; 10:30 a.m.
_____	)	

**DEBTORS' MOTION TO AMEND AND CLARIFY ORDER APPROVING DEBTORS' MOTION UNDER 11 U.S.C. §§ 363 AND 365 AND FEDERAL RULE OF BANKRUPTCY PROCEDURE 9019 FOR ENTRY OF AN ORDER (A) AUTHORIZING THE DEBTORS TO (I) REJECT CERTAIN LONG TERM SERVICE AGREEMENTS, OPERATIONS AND MAINTENANCE AGREEMENTS AND UMBRELLA AGREEMENTS RELATING THERETO WITH GENERAL ELECTRIC INTERNATIONAL, INC., AND (II) ENTER INTO NEW LONG TERM SERVICE AGREEMENTS, OPERATIONS AND MAINTENANCE AGREEMENTS AND UMBRELLA AGREEMENTS RELATING THERETO WITH GENERAL ELECTRIC INTERNATIONAL, INC., (B) APPROVING THE MUTUAL SETTLEMENT AND RELEASE AGREEMENT BETWEEN THE DEBTORS AND GENERAL ELECTRIC INTERNATIONAL, INC., AND (C) GRANTING RELATED RELIEF**

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 Motion (the “Motion”) to Amend and Clarify the Order Approving Debtors’ Motion under 11 U.S.C. §§ 363 and 365 and Federal Rule of Bankruptcy Procedure 9019 for Entry of an Order (A) Authorizing the Debtors to (I) Reject Certain Long Term Service Agreements, Operations and Maintenance Agreements and Umbrella Agreements Relating Thereto with General Electric International, Inc., and (II) Enter into New Long Term Service Agreements, Operations and Maintenance Agreements and Umbrella Agreements Relating Thereto with General Electric International, Inc., (B) Approving the Mutual Settlement and Release Agreement between the Debtors and General Electric International, Inc., and (C) Granting Related Relief. In support of the Motion, the Debtors respectfully state as follows:

### **DISCUSSION**

1. On March 18, 2004, the Debtors filed their Motion (the “Initial Motion”) under sections 363 and 365 of the title 11 of the United States Code (the “Bankruptcy Code”) and Federal Rule of Bankruptcy Procedure 9019, for entry of an Order (A) Authorizing the Debtors to (I) Reject Certain Long Term Service Agreements, Operations and Maintenance Agreements and Umbrella Agreements Relating Thereto with General Electric International, Inc. (“GE”), and (II) Enter into New Long Term Service Agreements, Operations and Maintenance Agreements and Umbrella Agreements Relating Thereto with GE, (B) Approving the Mutual Settlement and Release Agreement between the Debtors and GE, and (C) Granting Related Relief.

2. By Order, dated April 14, 2004 (the “LTSA Order”), the Court approved the Initial Motion. As part of the LTSA Order, the Court authorized specific Debtors to, among

other things, reject certain Existing Agreements<sup>1</sup> and to enter into New Agreements relating to the service, maintenance and operations of certain of the Debtors' turbines and power plants.

3. As part of the Debtors' prepetition capital expenditure plans, the Debtors designated one of the relevant turbines to be utilized in the upgrade of the Contra Costa power plant as being owned by Mirant Delta LLC. While completing their documentation of the New LTSAs, the Debtors determined that the title to the Contra Costa 8 Combustion Turbines is not held by Mirant Delta LLC, but rather by Mirant Special Procurement Inc., also a Debtor herein, but an entity that is not listed on Schedule I to the Order.

4. Therefore, the Debtors respectfully request that this Court enter an order amending and clarifying the LTSA Order so as to authorize (a) Mirant Special Procurement Inc. to (i) reject its relevant Existing Agreements, and (ii) enter into its relevant New Agreements (as more fully described in the Initial Motion) by amending Schedule I to the LTSA Order, and (b) the Debtors to amend the Release Agreement solely for the purposes of removing Mirant Delta LLC as a party therefrom and making Mirant Special Procurement Inc. a party thereto.

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<sup>1</sup> Unless otherwise stated herein, all capitalized terms shall have the meaning ascribed to them in the Initial Motion.

**WHEREFORE**, based upon the foregoing, the Debtors request that the Court grant the relief requested herein, and any other relief that is necessary and proper.

RESPECTFULLY SUBMITTED, this 25th day of May, 2004.

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By: /s/ Ian T. Peck  
Robin Phelan  
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Judith Elkin  
State Bar No. 06522200  
Ian T. Peck  
State Bar No. 24013306

-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 parties listed below and upon all persons on the Limited Service List via United States first class mail, postage prepaid, on the 25<sup>th</sup> day of May 2004 in accordance with the Federal Rules of Bankruptcy Procedure:

General Electric International, Inc.  
4200 Wildwood Parkway  
Atlanta, GA 30339  
ATTN: Charles Wheelock

/s/ Ian T. Peck

**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.	)	
	)	

**ORDER AMENDING AND CLARIFYING ORDER APPROVING  
DEBTORS' MOTION UNDER 11 U.S.C. §§ 363 AND 365 AND FEDERAL  
RULE OF BANKRUPTCY PROCEDURE 9019 FOR ENTRY OF AN ORDER  
(A) AUTHORIZING THE DEBTORS TO (I) REJECT CERTAIN LONG  
TERM SERVICE AGREEMENTS, OPERATIONS AND MAINTENANCE  
AGREEMENTS AND UMBRELLA AGREEMENTS RELATING THERETO  
WITH GENERAL ELECTRIC INTERNATIONAL, INC., AND (II) ENTER  
INTO NEW LONG TERM SERVICE AGREEMENTS, OPERATIONS AND  
MAINTENANCE AGREEMENTS AND UMBRELLA AGREEMENTS  
RELATING THERETO WITH GENERAL ELECTRIC INTERNATIONAL,  
INC., (B) APPROVING THE MUTUAL SETTLEMENT AND RELEASE  
AGREEMENT BETWEEN THE DEBTORS AND GENERAL ELECTRIC  
INTERNATIONAL, INC., AND (C) GRANTING RELATED RELIEF**

Upon the motion, dated May 25, 2004 (the "Motion"),<sup>1</sup> filed by Mirant Corporation and its affiliated debtors, as debtors and debtors in possession in the above captioned cases (collectively, the "Debtors"), to Amend and Clarify this Court's Order, dated April 14, 2004 (the "LTSA Order"), Approving Debtors' Motion under 11 U.S.C. §§ 363 and 365 and Federal Rule of Bankruptcy Procedure 9019 for Entry of an Order (A) Authorizing the Debtors to (I) Reject Certain Long Term Service Agreements, Operations and Maintenance Agreements and Umbrella Agreements Relating Thereto with General Electric International, Inc., and (II) Enter into New Long Term Service Agreements, Operations and Maintenance

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<sup>1</sup> Capitalized terms not otherwise defined herein shall bear the same meanings ascribed to them in the Motion.

Agreements and Umbrella Agreements Relating Thereto with General Electric International, Inc., (B) Approving the Mutual Settlement and Release Agreement between the Debtors and General Electric International, Inc., and (C) Granting Related Relief; and the Court having entered the LTSA Order on April 14, 2004; and the Court having held a hearing to consider the Motion; and after due deliberation and sufficient cause appearing therefor, it is hereby

**ORDERED** that the Motion is granted, to the extent set forth herein; and it is further

**ORDERED** that Mirant Special Procurement Inc. is hereby authorized to reject its respective Existing Agreements pursuant and subject to the terms and conditions of the LTSA Order; and it is further

**ORDERED** that the Debtors shall be authorized to amend the Release Agreement solely for the purposes of removing Mirant Delta LLC as a party therefrom and making Mirant Special Procurement Inc. a party thereto; and it is further

**ORDERED** that Schedule "I" to the LTSA Order shall be replaced and superseded with the "Amended Schedule I" annexed hereto, on which Mirant Delta LLC is replaced with Mirant Special Procurement Inc.; and it is further

**ORDERED** that Mirant Special Procurement Inc., is hereby authorized to enter into its respective New Agreements as set forth on the Amended Schedule I and to perform its respective obligations thereunder, pursuant and subject to the terms and conditions of the LTSA Order; and it is further

**ORDERED** that except as expressly set forth herein, the LTSA Order should remain in full force and effect; and it is further

**ORDERED** that the Court shall retain jurisdiction to hear and determine all matters relating to implementation and enforcement of this Order.

Dated: Fort Worth, Texas  
June \_\_, 2004.

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HONORABLE D. MICHAEL LYNN  
UNITED STATES BANKRUPTCY JUDGE

**PREPARED BY:**

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**Amended Schedule I**

<b><u>Debtor</u></b>	<b><u>New Agreement</u></b>	<b><u>Transaction Fee</u></b>
Mirant Kendall, L.L.C.	New LTSA New LTSA Umbrella Agreement	\$489,968.97
Mirant Las Vegas, L.L.C.	New LTSA New LTSA Umbrella Agreement	\$888,637.35
Mirant Sugar Creek, L.L.C.	New LTSA New LTSA Umbrella Agreement	\$232,248.34
Mirant Texas, L.P.	New LTSA New LTSA Umbrella Agreement	\$764,159.62
Mirant Zeeland, L.L.C.	New LTSA New LTSA Umbrella Agreement	\$169,590.74
Shady Hills Power Company, L.L.C.	New LTSA New LTSA Umbrella Agreement New O&M Agreement New O&M Umbrella Agreement	\$810,628.24
West Georgia Generating Company, L.L.C.	New LTSA New LTSA Umbrella Agreement New O&M Agreement New O&M Umbrella Agreement	\$540,661.95
Mirant Bowline, L.L.C.	New LTSA New LTSA Umbrella Agreement	\$0.00
Mint Farm Generation, L.L.C.	New LTSA New LTSA Umbrella Agreement	\$0.00
Mirant Special Procurement Inc.	New LTSA New LTSA Umbrella Agreement	\$0.00