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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.	)	HEARING DATE AND TIME:
_____	)	January 7, 2004 @ 10:30 a.m.

**MOTION OF THE DEBTORS FOR AN 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; AND (III) APPROVING PROOF OF CLAIM FORM AND  
NOTICE OF BAR DATE FOR THE MAEC DEBTORS**

TO THE HONORABLE UNITED STATES BANKRUPTCY JUDGE:

Mirant Corporation (“Mirant”) and its affiliated debtors (collectively, “Mirant” or the “Debtors”), as debtors-in-possession, file this motion (the “Motion”) for the entry of an order pursuant to Rule 3003(c) of the Federal Rules of Bankruptcy Procedure (the “Bankruptcy Rules”) (i) establishing a bar date for filing certain proofs of claim; (ii) establishing ramifications for failure to comply therewith; and (iii) approving proof of claim form and notice of bar date for Mirant Americas Energy Capital, LP (“MAEC”) and Mirant Americas Energy Capital Assets,

LLC (“MAECA” and, together with MAEC, the “MAEC 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”), certain of the Debtors (collectively, the “Initial Debtors”) filed voluntary petitions 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”).<sup>1</sup> On August 18, 2003, Mirant EcoElectrica Investments I, Ltd. and Puerto Rico Power Investments, Ltd. (collectively, the “EcoElectrica Debtors”) commenced chapter 11 cases under the Bankruptcy Code. On October 3, 2003, the following additional Debtors filed voluntary petitions in this Court for relief under chapter 11: (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. (collectively, the “Wrightsville Debtors”). On November 18, 2003 (the “MAEC Debtors’ Petition Date”), the MAEC Debtors filed voluntary petitions in this Court for relief under chapter 11: (i) Mirant Americas Energy Capital, LP and

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<sup>1</sup> 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 Calgary (the “Canadian Court”) pursuant to the *Companies’ Creditors Arrangement Act*. The Canadian Debtors are subject to the sole and exclusive jurisdiction of the Canadian Court.

(ii) Mirant Americas Energy Capital Assets, LLC (collectively, the “MAEC Debtors”). 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 Cases are Jointly Administered. On July 15, 2003, this Court granted the motion for an order requesting that the bankruptcy estates of the Initial Debtors be jointly administered. On September 8, 2003, the Court entered an order approving joint administration of the cases of the EcoElectrica Debtors 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 those of the EcoElectrica Debtors. On October 21, 2003, the Court entered an order approving the joint administration of the cases of the Wrightsville Debtors with those of the Initial Debtors. On November 5, 2003, the Court entered an order directing that certain orders entered in the cases of the Initial Debtors be made applicable to the Wrightsville Debtors. On November 20, 2003, the Court entered an order approving the joint administration of the cases of the MAEC Debtors with those of the Initial Debtors.

4. The Committees. Three official committees have been appointed by the Office of the United States Trustee for the Northern District of Texas in these administratively consolidated cases. Specifically, an official unsecured creditors’ committee and an official committee of equity security holders have been appointed for Mirant Corporation and an official unsecured creditors’ committee has been appointed for Mirant Americas Generation, LLC (collectively, the “Committees”).

## **FACTUAL BACKGROUND**

### **A. The Debtors’ Business Operations**

5. Mirant and its direct and indirect subsidiaries, including the MAEC Debtors, 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.

6. As of July 31, 2003, Mirant employs about 6,700 employees worldwide. Approximately 1,000 employees are based at Mirant's corporate headquarters in Atlanta, and approximately 5,700 employees are based at operating facilities. Approximately 1,000 employees are subject to collective bargaining agreements. 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**

7. MAEC (f/k/a Southern Producer Services, L.P.) is a limited partnership organized under the laws of Delaware.<sup>2</sup> After its formation in March of 1999, MAEC engaged in the business of lending money to smaller oil and gas production companies located primarily in Texas and Louisiana that drilled in Texas and Louisiana or offshore on the continental shelf in

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<sup>2</sup> The general partner of MAEC is Mirant Americas Development, Inc., which owns a 1% interest in MAEC. The remaining 99% interest is held by Mirant Americas Energy Marketing Investments, Inc., MAEC's limited partner. Both Mirant Americas Development, Inc. and Mirant Americas Energy Marketing Investments, Inc. are Debtors in these chapter 11 cases.

the Gulf of Mexico. MAEC's relationship to these companies was that of a traditional lender, i.e., MAEC granted loans to the companies and, as collateral, took a security interest in the revenue stream generated pursuant to the companies' production efforts.

8. The assets of the MAEC Debtors consist of approximately \$2.4 million of cash in bank accounts held by MAEC. No funding to the MAEC Debtors has been provided by the Debtors since the Initial Debtors' Petition Date.

9. On or about December 7, 2001, Stroud Investments 2001, Ltd. and Stroud Oil Properties, Inc. (together, "Stroud") filed a lawsuit (the "Brazos Lawsuit") in the 272nd Judicial District Court of Brazos County, Texas (the "Texas State Court") against Predator Development Company, LLC ("Predator"). Stroud had been a borrower under one of the loans made by MAEC and which had been sold to Lehman Commercial Paper, Inc. and H/Z Acquisition Partners LLC. On or about June 16, 2003, Predator filed an Original Third-Party Petition against Mirant, MAEC and MAECA. Mirant subsequently filed for bankruptcy on the Initial Debtors' Petition Date.

10. On or about July 25, 2003, Predator filed a Motion for Severance in the Brazos Lawsuit, requesting that the Texas State Court sever out any and all claims, counterclaims, and/or third-party claims by, between and/or among Stroud, Predator, and MAEC and MAECA and make them the subject of a separate suit thereby leaving the claims involving Mirant stayed and isolated in its own cause. By letter dated August 29, 2003, the Texas State Court denied Predator's Motion for Severance and stated that all claims against Mirant, MAEC and MAECA were stayed pending further order of this Court.

11. On or about September 9, 2003, Predator filed a Motion for Severance of Claims in the Brazos Lawsuit, requesting that the Texas State Court sever out any and all claims

and/or counterclaims among Stroud and Predator and make them the subject of a separate suit thereby leaving the claims involving Mirant, MAEC and MAECA stayed and isolated in its own cause. By letter dated October 10, 2003, the Texas State Court denied Predator's Motion for Severance and stated that all claims against Mirant, MAEC and MAECA remained stayed pending further order of this Court. On November 3, 2003, Predator filed a Motion for Relief from Automatic Stay to Complete Pending State Court Litigation Involving Non-Debtor Entities (the "Lift Stay Motion").<sup>3</sup> The MAEC Debtors determined that their assets (\$2.4 million) should be protected and administered in the orderly fashion provided by the Bankruptcy Code.

12. Accordingly, in order to allow for the orderly administration of all of the Debtors' operations, chapter 11 petitions were prepared and filed for the MAEC Debtors. The Debtors have determined that it is in the best interest of their estates and creditors to establish a bar date for filing certain proofs of claim, establish ramifications for failure to comply therewith, and approve proof of claim form and notice of bar date for the MAEC Debtors.

### **RELIEF REQUESTED**

13. The Debtors request entry of an order pursuant to Bankruptcy Rule 3003(c)(3) establishing a date by which proofs of claim or interest must be filed in the cases of the MAEC Debtors or be forever barred (the "Bar Date"). The Debtors intend to mail notice of the bar date to interested parties by January 12, 2004. Accordingly, the Debtors request that (i) the Bar Date for all creditors be established as March 12, 2004, which is sixty (60) days from the date the Debtors intend to mail notice of the bar date to interested parties, and (ii) the Bar Date

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<sup>3</sup> On November 18, 2003, Mirant filed an Opposition to the Lift Stay Motion on the ground that the commencement of the MAEC Debtors' cases stays the entire Brazos Lawsuit.

be set forth on the notice of Bar Date that will be served on all creditors and parties in interest in these cases.

**A. Basis for Relief.**

14. With the assistance of AlixPartners LLC, the Debtors are preparing the Schedules of Assets and Liabilities, Statements of Financial Affairs, Schedules of Executory Contracts and Unexpired Leases (collectively, the “Schedules”) for the MAEC Debtors and anticipate filing the Schedules on or before January 13, 2004. The Debtors believe that the Schedules will include a substantially complete and accurate list of all of the MAEC Debtors’ potential creditors and interest holders, as well as an accurate estimate of the magnitude of claims against the MAEC Debtors’ estates. The purpose of the Bar Date is to provide a deadline to identify any possible unknown claims against the MAEC Debtors’ estates and to give parties additional certainty regarding the magnitude of claims against the MAEC Debtors’ estates.

15. The Office of the United States Trustee scheduled the meeting of creditors pursuant to section 341(a) of the Bankruptcy Code for January 14, 2004. Notice of that meeting will be served by December 23, 2003, in accordance with Bankruptcy Rule 2002(a).

**B. Special Claims.**

16. The Debtors request that the Bar Date apply to all known and unknown creditors, subject to the following exceptions:

a. Co-Debtors or Sureties. The Debtors request that the Court establish April 11, 2004 as the last date by which parties, including the Debtors, could file claims of co-debtors, sureties or guarantors under section 501(b) of the Bankruptcy Code. The Debtors submit that the proposed deadline is reasonable, in that it will expire thirty (30) days after the Bar

Date. Such a deadline will give the Debtors, co-debtors, sureties, or guarantors ample time to determine whether to file claims against the MAEC Debtors' estates.

b. Non-Debtor Parties to Rejected Executory Contracts or Unexpired Leases.

The Debtors request that the Court establish the later of either (1) the Bar Date or (2) thirty (30) calendar days after the entry of an order approving the rejection of an executory contract or lease, as the bar date for filing claims arising out of the rejection of an executory contract or unexpired lease.

c. Entities Asserting Claims Arising from the Recovery of a Voidable Transfer. The Debtors request that the Court establish the later of either (1) the Bar Date or (2) the first business day that is at least thirty (30) calendar days after the mailing of the notice of entry of any order approving the avoidance of the transfer, as the bar date for filing claims arising out of a voidable transfer.

d. Entities Asserting Claims Arising from the Assessment of Certain Taxes. The Debtors request that the Court establish the later of either (1) the Bar Date or (2) the first business day that is at least thirty (30) calendar days after the date the relevant tax claim arises, as the bar date for filing claims arising from the assessment of certain taxes described in section 502(i) of the Bankruptcy Code.

e. Governmental Units. Pursuant to Bankruptcy Rule 3003(c)(1), the bar date for filing proofs of claim by governmental units (as defined in section 101(27) of the Bankruptcy Code) is May 17, 2004 at 5:00 p.m. Prevailing Eastern Time.

f. Creditors Holding Claims that Were Reduced by Amendments to the Debtors' Schedules. The Debtors propose that if an amendment to the Schedules reduces the liquidated amount of a scheduled claim, or reclassifies a scheduled, undisputed, liquidated, non-

contingent claim as disputed, unliquidated, or contingent, the affected claimant may file a proof of claim on the later of (1) the Bar Date or (2) the first business day that is at least thirty (30) calendar days after the mailing of the notice of such amendment in accordance with Bankruptcy Rule 1009, but only to the extent such proof of claim does not exceed the amount scheduled for such claim before the amendment. The Debtors further propose that creditors not be entitled to an extension of the Bar Date if a Schedule amendment increases the scheduled amount of an undisputed, liquidated, non-contingent claim.

g.  Holders of Administrative Claims. The Debtors propose that neither the Bar Date nor any other deadline proposed in this Motion applies to requests for payment of administrative expenses arising in the MAEC Debtors' cases under sections 503, 507(a)(1), 507(b), 330(a), 331 or 364 of the Bankruptcy Code. The Debtors anticipate that an administrative claims bar date will be established as part of any confirmation order entered in these cases.

17. The Debtors also request that the following persons or entities **not** be required to file a proof of claim on or before the Bar Date:

a. any person or entity that has already properly filed, with the Clerk of the United States Bankruptcy Court for the Northern District of Texas, a proof of claim against the MAEC Debtors using a claim form which substantially conforms to Official Form No. 10;

b. any person or entity whose claim has been paid by the MAEC Debtors;

c. any directors, officers or employees of the MAEC Debtors as of the MAEC Debtors' Petition Date that have or may have claims against the MAEC Debtors for indemnification, contribution, subrogation or reimbursement;

d. a Debtor having a claim against a MAEC Debtor;

e. any direct or indirect non-debtor subsidiary of a MAEC Debtor having a claim against a MAEC Debtor; and

f. any professionals whose retention in these chapter 11 cases has been approved by the Court.

**C. Proposed Procedures for Filing Proofs of Claim.**

18. The Debtors request that the Order establishing the Bar Date set forth the following procedural requirements with respect to the filing of proofs of claim against the MAEC Debtors' estates:

a. Claims filed before the entry of the Order Establishing a Bar Date. The Debtors propose that any claim that was filed with the Clerk of the United States Bankruptcy Court for the Northern District of Texas before the entry of the Order granting this Motion, that substantially conforms to the Official Form No. 10, shall be deemed properly filed, subject to the right of the Debtors or any other party in interest to object to the allowance thereof.

b. Transfers of Claims. The Debtors propose that if a timely filed claim is transferred, the transferee must both (i) file a notice of transfer of the claim with the Claims Agent, in accordance with Bankruptcy Rule 3001(e), by forwarding such notice to the Claims Agent and (ii) serve a copy of the notice of transfer on the Debtors' counsel.

c. Form of Proof of Claim. Due to the size and complexity of these chapter 11 cases, with the assistance of the Claims Agent, Bankruptcy Services, LLC ("BSI"), the Debtors will prepare a proof of claim form tailored to conform to these cases (the "Proof of Claim"). The proposed Proof of Claim will be based on Official Form 10. The substantive modifications to the Official Form proposed by the Debtors include (1) adding a list of both of the Debtors, their case numbers, and their respective trade names and former names; (2)

providing room for BSI to add the name and address of each creditor; (3) allowing the creditor to correct any incorrect information contained in the name and address portion; (4) adding additional categories to the “Basis of Claim” section; and (5) including certain instructions. The Debtors hereby request that Court approve the Proof of Claim and the substantive modifications to Official Form 10 contained therein.

d. Substance of Proof of Claim. The Debtors propose that proofs of claim against the MAEC Debtors’ estates be (1) written in the English language; (2) denominated in lawful currency of the United States as of the MAEC Debtors’ Petition Date; and (3) supported by evidence in accordance with the requirements of applicable laws and rules.

e. Place and Time for Filing Proofs of Claim. The Debtors hereby request that the Order establishing the proposed bar dates dictate that proofs of claim must be filed so that they are actually received by BSI, on or before the Bar Date (or alternative deadline for filing special claims as described above), by 5:00 p.m. Prevailing Eastern Time.

f. No Prejudice Regarding Claim Objections. The Debtors propose that the Order approving this Motion provide that notwithstanding the fact that the MAEC Debtors have scheduled a claim as liquidated and undisputed, the Debtors will not be precluded from objecting to any claim, whether scheduled or not.

**D. Proposed Ramifications for Failure to Timely or Properly File a Proof of Claim.**

19. The Debtors propose that the Order granting this Motion expressly state that a creditor’s failure to timely or properly file a proof of claim in accordance with the Order, provided that such filing is required, shall (1) constitute grounds for disallowance of such claim; (2) render the creditor ineligible for distributions under any confirmed chapter 11 plan of

reorganization; and (3) render the claimant bound by the terms of any confirmed plan of reorganization.

**E. Notice of the Bar Date.**

20. The Debtors hereby request that the Court approve the form of notice of the claims bar date, a copy of which is attached hereto as Exhibit A (the “Notice”). The Notice is a notice of the Bar Date. The Debtors propose to serve the Notice no later than January 12, 2004 (the “Mailing Date”), by United States mail, first class postage prepaid, at the expense of the estates, on the following parties whose addresses are known by the Debtors:

- a. all known creditors as reflected in the Schedules;
- b. all parties that have requested special notice in these cases; and
- c. all other parties in interest as required by Bankruptcy Rules 2002(i), (j), and (k).

Serving the Notice on or before January 12, 2004 will provide creditors with at least 60 days notice of the Bar Date.

21. The Debtors have been advised by BSI that BSI will be able to complete the mailing of the Proof of Claim forms and Bar Date Notices no later than January 12, 2004 (the “Mailing Date”). By establishing March 12, 2004 as the Bar Date, all potential claimants will have 60 days’ notice of the Bar Date for filing their proofs of claim. Such period is clearly an adequate period of time within which to file a proof of claim, and consistent with the requirement of Bankruptcy Rule 2002(a)(1).

22. The Debtors believe that they have identified all parties entitled to receive notice of the Bar Date. However, in the event that the Debtors later determine after the Mailing Date that an additional party or parties should appropriately receive the Notice, the Debtors propose that the date by which a proof of claim must be filed by such party or parties be the date

that is thirty (30) days from the mailing date of an amended Notice to such additional party or parties.

**CONCLUSION**

WHEREFORE, the Debtors respectfully request entry of an order (i) fixing a bar date for filing certain proofs of claim; (ii) establishing ramifications for failure to comply therewith; and (iii) approval of the proposed Proof of Claim form and the proposed Notice attached hereto as Exhibit A.

Dated: Fort Worth, Texas  
December 12, 2003

HAYNES AND BOONE, LLP  
901 Main Street  
Suite 3100  
Dallas, TX 75202  
(214) 651-5000

By : /s/ Ian T. 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 and upon all persons on the attached Service List via United States first class mail, postage prepaid, on the 12<sup>th</sup> day of December, 2003 in accordance with the Federal Rules of Bankruptcy Procedure.

/s/ Ian T. Peck

**EXHIBIT A**

**PROPOSED BAR DATE NOTICE**

**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
	)	

**NOTICE OF ESTABLISHMENT OF BAR DATE FOR  
FILING PROOFS OF CLAIM AGAINST THE ESTATES**

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**THIS NOTICE DESCRIBES IMPORTANT DEADLINES AND PROCEDURES THAT AFFECT YOUR LEGAL RIGHTS. YOU MAY WISH TO CONSULT WITH AN ATTORNEY TO PROTECT YOUR RIGHTS.**

**THE FOLLOWING DEBTORS COMMENCED CHAPTER 11 CASES ON NOVEMBER 18, 2003:**

<b>Entity Name</b>	<b>Case Number</b>
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Debtor	Petition Date	Address	Case Number	EIN
Mirant Americas Energy Capital, LP	11/18/03	1155 Perimeter Center West Atlanta, GA 30338-5416	03-91079	58-2466144
Mirant Americas Energy Capital Assets, LLC	11/18/03	1155 Perimeter Center West Atlanta, GA 30338-5416	03-91081	74-3030440

**THIS NOTICE APPLIES ONLY TO THOSE ENTITIES**

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<b>Petition Date</b>	<b>November 18, 2003</b>
<b>Claims Bar Date</b>	<b>March 12, 2004 at 5:00 p.m. Prevailing Eastern Time</b>

**CLAIMS, CLAIMS BAR DATE, AND SCHEDULES**

The Court presiding over the above-captioned chapter 11 cases has entered its *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; and (III) Approving Proof of Claim Form and Notice of Bar Date for the MAEC Debtors* (the "Order") establishing March 12, 2004 at 5:00 p.m. Prevailing Eastern Time (**the "Claims Bar Date"**) as the deadline for creditors of the Debtors to file proofs of claim against the Debtors' estates. A proof of claim is a signed statement describing a creditor's claim. Creditors receiving this notice by mail should

receive a proof of claim form customized for these cases. If you need additional proof of claim forms, you may contact Claims Agent: Mirant Corporation, c/o Bankruptcy Services, L.L.C., 757 Third Avenue, 3<sup>rd</sup> Floor, New York, NY 10017; Fax (646) 282-2550; E-mail: Mirantinfo@bsillc.com.

Under the Bankruptcy Code and as utilized in this notice and the Order, the term “claim” has been given the broadest possible definition, and includes any right to payment, whether in contract, tort, or by statute, and whether or not such right is reduced to judgment, liquidated, unliquidated, fixed, contingent, matured, unmatured, disputed, undisputed, legal, equitable, secured, priority, or unsecured as of the Petition Date for each Debtor.

The Debtors intend to file their Schedules of Assets and Liabilities by January 13, 2004 (the “Schedules”). The Schedules may be amended from time to time. The Schedules and any amendments thereto may be inspected at the office of Clerk of the Bankruptcy Court, Eldon B. Mahon United States Courthouse, 501 W. Tenth Street, Fort Worth, Texas 76102, or viewed on BSI’s web site at [www.bsillc.com](http://www.bsillc.com). If your claim is listed in the Schedules, and is not listed as disputed, contingent or unliquidated, your claim will be allowed in the amount scheduled unless you file a proof of claim, or you are sent further notice about the claim. If a liability based upon the same facts and circumstances is listed on the Schedules for more than one Debtor (i.e., duplicate listings), you will be allowed only one recovery on your claim. Whether or not your claim is scheduled, you are permitted to file a proof of claim.

If you assert a claim against any of the Debtors, you must file a proof of claim if:

- (a) your claim has not been listed by any of the Debtors in their respective Schedules;
- (b) you disagree with the amount of the claim scheduled by any of the Debtors in their respective Schedules;
- (c) any of the Debtors have scheduled your claim as disputed, contingent or unliquidated;
- (d) you believe your claim to be a secured claim, and any of the Debtors have not so scheduled your Claim; or
- (e) you believe your claim to be entitled to priority under the Bankruptcy Code, and any of the Debtors have not so scheduled your claim.

If you fail timely to file a proof of claim, and your claim is not scheduled, is scheduled for \$0.00, or is scheduled as disputed, unknown, contingent or unliquidated in the Schedules:

- (a) Your claim will be disallowed and you will not receive any distribution under any chapter plan(s) that may be confirmed in these chapter 11 cases; and
- (b) You nevertheless will be bound by the terms of any chapter plan(s) that may be confirmed in these chapter 11 cases.

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### **SPECIAL CLAIMS**

For claims arising from rejection of executory contracts or unexpired leases pursuant to section 365 of the Bankruptcy Code, the last day to file a proof of claim is the later of (a) Claims Bar Date or (b) thirty (30) days after the date of mailing of notice of entry of the order authorizing rejection.

For claims arising from recovery by the Debtor(s) of estate property transferred to you by the Debtor(s) prior to the Petition Date as a voidable transfer, the last day to file a proof of claim is the later of (i) Claims Bar Date or (ii) the first business day that is at least thirty (30) calendar days after the mailing of the notice of entry of an order or judgment avoiding a transfer.

For claims arising from the assessment of certain taxes as described in section 502(i) of the Bankruptcy Code, the last day to file a proof of claim is the later of (i) Claims Bar Date or (ii) the first business day that is at least thirty (30) calendar days after the date the relevant tax claim arises.

For claims asserted by a co-debtor, surety or guarantor that may be filed under section 501(b) of the Bankruptcy Code, the last day to file proofs of claim is April 11, 2004.

The last day for the Debtors to file a proof of claim in these cases pursuant to Rule 3004 of the Federal Rules of Bankruptcy Procedure is governed by the terms of Bankruptcy Rule 3004.

Pursuant to Bankruptcy Rule 3002(c)(1), the last date and time for filing proofs of claim by governmental units (as defined in section 101(27) of the Bankruptcy Code) is **May 17, 2004** at 5:00 p.m. Prevailing Eastern Time.

The Order does not establish any deadline for the payment of administrative expenses arising under sections 503, 507(a)(1), 507(b), 330(a), 331 or 364 of the Bankruptcy Code.

The following persons and entities need **not** file a proof of claim by the Claims Bar Date:

- (a) any person or entity that has already properly filed, with the Clerk of the United States Bankruptcy Court for the Northern District of Texas, a proof of claim against the Debtors using a claim form which substantially conforms to Official Form No. 10;
- (b) any person or entity whose claim has been paid by the Debtors;
- (c) any directors, officers or employees of the Debtors as of the Petition Date that have or may have claims against the Debtors for indemnification, contribution, subrogation or reimbursement;
- (d) a Debtor having a claim against another Debtor;
- (e) any direct or indirect non-debtor subsidiary of a Debtor having a claim against a Debtor; and
- (f) any professionals whose retention in these chapter 11 cases has been approved by the Court.

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**INSTRUCTIONS FOR FILING PROOFS OF CLAIM AND  
CONSEQUENCES FOR FAILURE TO TIMELY FILE CLAIM**

Any proof of claim filed after the Claims Bar Date or other applicable deadline will be disallowed. Any person or entity that is required by the Order to file a proof of claim and fails to do so by the Claims Bar Date or other applicable deadline set forth herein shall not be treated as a creditor for purposes of voting or receiving distributions in these cases, and any claim of such person or entity will be discharged and forever barred. Each creditor and recipient of this Notice and their respective agents and attorneys have an affirmative duty to review this notice, and timely file any proof of claim on or before the Claims Bar Date or other applicable deadline, or be forever barred from filing or asserting any such claim. Each creditor and recipient of this notice is personally responsible for reviewing this notice and timely filing any proof of claim and should not rely upon their respective agents and attorneys to meet the deadlines specified in this notice.

**PROOFS OF CLAIM MUST BE FILED SO THAT THEY ARE ACTUALLY RECEIVED BY THE CLAIMS AGENT APPOINTED BY THE COURT, BANKRUPTCY SERVICES, LLC, ON OR BEFORE THE CLAIMS BAR DATE, MARCH 12, 2004, AT 5:00 P.M. PREVAILING EASTERN TIME, EXCEPT AS STATED HEREIN. PROOFS OF CLAIM MAY BE FILED BY MAIL ADDRESSED TO:**

Claims Agent: Mirant Corporation  
c/o Bankruptcy Services, L.L.C.  
Grand Central Station  
P. O. Box 4613  
New York, NY 10163-4613

**OR FILED IN PERSON, BY PERSONAL SERVICE OR FEDERAL EXPRESS ADDRESSED TO:**

Mirant Corporation  
c/o Bankruptcy Services, L.L.C.  
757 Third Avenue, 3<sup>rd</sup> Floor  
New York, NY 10017

You are encouraged to use the enclosed form of proof of claim. You must indicate the Debtor(s) against which you assert your claim. If you assert the same claim against more than one of the above-captioned debtors and debtors-in-possession, you should file a separate proof of claim against each Debtor(s) against which such claim is asserted. Additionally, if you assert different claims, based upon different facts and circumstances, against different Debtors, you should also complete separate proofs of claim.

Proofs of claim must be filed in the English language and, pursuant to section 502(b) of the Bankruptcy Code, amounts due shall be stated in lawful currency of the United States as of the Petition Date. Do not file your proof of claim with, or send copies of proofs of claim to, the Debtors. Pursuant to the Order, proofs of claim not filed with (i.e., actually received by) the Claims Agent by the applicable deadline shall be deemed not to be properly or timely filed. To receive an acknowledgment that your proof of claim has been received by the Claims Agent and filed, you must provide with your original proof of claim one additional copy and a postage-paid, self-addressed envelope.

**ANY PROOF OF CLAIM PREVIOUSLY PROPERLY FILED WITH THE CLERK OF THE BANKRUPTCY COURT PRIOR TO THE MAILING OF THIS NOTICE SHALL BE DEEMED TO BE AND SHALL BE TREATED AS A PROPERLY FILED CLAIM SUBJECT TO THE RIGHT OF THE DEBTORS OR ANY PARTY IN INTEREST TO OBJECT TO THE ALLOWANCE THEREOF. NO ADDITIONAL PROOF OF CLAIM IS REQUIRED.** If you have not filed your proof of claim yet, please file it with the Claims Agent only; please do not file your proof of claim with the Court or attempt to do so by sending it to the Debtors' counsel.

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**AMENDMENTS TO CLAIMS, AMENDMENTS TO SCHEDULES, AND CLAIM TRANSFERS**

After the deadline for filing claims, a creditor may not seek to amend a claim deemed filed on its behalf under section 1111(a) of the Bankruptcy Code by virtue of the listing of such claim by the Debtors in their respective Schedules if such amendment increases the amount of the claim. After the deadline for filing claims, amendments to timely filed claims shall be allowed without the consent of the applicable Debtor(s) only to the extent that the amended claim is based on the same facts and circumstances as the timely asserted claim, and then only if the additional amounts asserted by the amended claim were not reasonably ascertainable by the applicable deadline.

Following notice of any amendment to the Schedules reducing the amount of a scheduled claim, or that reclassifies a scheduled, undisputed, liquidated or non-contingent claim as disputed, unliquidated or contingent, any creditor so affected shall have until the later of (i) the Claims Bar Date or (ii) thirty (30) days after the mailing of notice of the amendment, to file a proof of claim; provided, however, that following the Claims Bar Date, proofs of claim filed as a result of amendments to the Schedules shall be limited in amount to the amount previously scheduled by the Debtor(s), unless the creditor has otherwise timely filed a proof of claim. No extension of time is granted if the Debtors' amendment to its Schedules increases the claim deemed filed under section 1111(a) of the Bankruptcy Code. Amendments to the Schedules regarding creditors who previously have filed proofs of claim shall not affect any proof of claim already on file or extend the deadline for filing proofs of claim. Nothing set forth herein shall be deemed to preclude the Debtors from objecting to any claim, whether scheduled or filed, on any grounds.

If a timely filed claim is transferred, the transferee must both (i) file a notice of transfer of the claim with the Claims Agent, in accordance with Bankruptcy Rule 3001(e), by forwarding such notice to the Claims Agent,

Bankruptcy Services, LLC at either of its addresses indicated above, and (ii) serve a copy of the notice of transfer on the Debtors' counsel addressed to White & Case LLP, Attn: Mark Fuhr, Paralegal, Wachovia Financial Center, 200 South Biscayne Boulevard, Suite 4900, Miami, Florida 33131-2352.

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**INFORMATION CONCERNING THESE CASES.**

Because this case is governed by the Court's General Order regarding administrative procedures for electronic case filing, the Court's docket sheet and documents filed electronically are also accessible at the Court's Internet site, [www.txnb.uscourts.gov](http://www.txnb.uscourts.gov), through an account obtained from PACER Service Center at 1-800-676-6856. Certain pleadings are also available without charge at [www.mirant-caseinfo.com](http://www.mirant-caseinfo.com).

Creditors and shareholders with general questions concerning these cases should contact the Debtors' information line at **1-888-870-7626**. Representatives are available between 8:00 a.m. and 5:30 p.m. Prevailing Eastern Time.

**CREDITORS AND PARTIES IN INTEREST MAY NOT TAKE CERTAIN ACTIONS.**

A creditor is anyone to whom the Debtors owe money or property or anyone who has a claim or may have a claim against the Debtors that arose at the time of or before the entry of the order for relief concerning the Debtors. Under the Bankruptcy Code, the Debtors are granted certain protection against creditors and other parties in interest. Common examples of prohibited actions by creditors and other parties in interest are contacting the Debtors to demand repayment, taking action against the Debtors to collect money owed to creditors or to take property of the Debtors, and starting or continuing foreclosure actions, repossessions, or wage deductions. If unauthorized actions are taken by a creditor or other party in interest against any of the Debtors, the Court may penalize that creditor or party in interest. A creditor or other party in interest who is considering taking action against any of the Debtors or property of any of the Debtors should review section 362 of the Bankruptcy Code and may wish to seek legal advice. **The staffs of the bankruptcy court and the United States Trustee's Office are not permitted to give legal advice to creditors or other parties in interest.**

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This notice is only a summary of the Order. All creditors and other parties in interest are referred to the text of the Order itself and to the Bankruptcy Code, Bankruptcy Rules and Local Bankruptcy Rules for additional information regarding the filing and treatment of proofs of claim and should consult with their own legal advisors.

DATED: January \_\_, 2004

**HAYNES & BOONE, LLP**

Robin Phelan  
Judith Elkin  
901 Main Street  
Suite 3100  
Dallas, TX 75202

**WHITE & CASE LLP**

Thomas E Lauria  
Craig H. Averch  
Wachovia Financial Center  
200 South Biscayne Blvd.  
Miami, FL 33131

**Counsel for 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
	)	

**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; AND (III) APPROVING PROOF OF CLAIM FORM AND  
NOTICE OF BAR DATE FOR THE MAEC DEBTORS**

On January 7, 2004, the Court held a hearing on the “Motion Of The Debtors Pursuant To Bankruptcy Rule 3003(c) For Entry Of An Order (I) Establishing A Bar Date For Filing Certain Proofs Of Claim; (II) Establishing Ramifications For Failure To Comply Therewith; And (III) Approving Proof Of Claim Form And Notice Of Bar Date For The MAEC Debtors” (the “Motion”), that was filed by Mirant Corporation and its affiliated chapter 11 debtors and debtors-in-possession (collectively, the “Debtors”), in the above-captioned chapter 11 cases.

Based upon the Court’s review of the record in these cases and the Motion, the Court finds that (1) the notice procedures relating to the proposed procedures, deadlines, and enforcement mechanisms relating to the bar date provided for by this Order are fair, reasonable, and adequate, and they comport with the requirements of title 11 of the United States Code, 11 U.S.C. §§ 101-1330, as amended (the “Bankruptcy Code”), the Federal Rules of Bankruptcy Procedure (the “Bankruptcy Rules”), and the Due Process Clause of the United States Constitution; (2) notice of the Motion was appropriate under the circumstances and in

compliance with all applicable laws; and (3) good cause exists to enter this Order. Therefore, it is hereby **ORDERED**:

1. The last day for filing proofs of claim in all of the above-captioned cases is March 12, 2004 at 5:00 p.m. Prevailing Eastern Time (the “Bar Date”).

2. In accordance with Bankruptcy Rule 9007, the form of notice of Bar Date, attached hereto as Exhibit A (the “Notice”) is incorporated herein by this reference and approved. Based upon the foregoing Bar Date, the Debtors will serve the Notice no later than January 12, 2004 (the “Mailing Date”), by United States mail, first class postage prepaid, at the expense of the estates, to all of the following whose addresses are known by the Debtors:

a. all known creditors, as reflected in the Schedules of Assets and Liabilities, the Statements of Financial Affairs and the Schedules of Executory Contracts and Unexpired Leases filed by the Debtors (“Schedules”);

b. all parties that have requested special notice; and

c. all other parties in interest as required by Bankruptcy Rules 2002(i), (j), and (k).

3. The Proof of Claim form submitted by the Debtors is approved.

4. A proof of claim will be deemed timely and properly filed if it is filed with the Court-appointed claims agent, Bankruptcy Services LLC (the “Claims Agent”), so that it is actually received by no later than the Bar Date as established by this Order. Proofs of claim may be filed by mail addressed to:

Mirant Corporation Claims Processing Center  
c/o Bankruptcy Services LLC  
Grand Central Station  
PO Box 4613  
New York, NY 10163-4613

or filed in person, by personal service or Federal Express addressed to:

Mirant Corporation  
c/o Bankruptcy Services, L.L.C.  
757 Third Avenue, 3<sup>rd</sup> Floor  
New York, NY 10017

Proofs of claim that already have been filed with the Clerk of the Court need not be re-filed and will be incorporated into the Claims Dockets for these cases by the Claims Agent.

5. The following persons or entities are **not** required to file a proof of claim on or before the Bar Date:

a. any person or entity that has already properly filed, with the Clerk of the United States Bankruptcy Court for the Northern District of Texas, a proof of claim against the MAEC Debtors using a claim form which substantially conforms to Official Form No. 10;

b. any person or entity whose claim has been paid by the MAEC Debtors;

c. any directors, officers or employees of the MAEC Debtors as of the MAEC Debtors' Petition Date that have or may have claims against the MAEC Debtors for indemnification, contribution, subrogation or reimbursement;

d. a Debtor having a claim against a MAEC Debtor;

e. any direct or indirect non-debtor subsidiary of a MAEC Debtor having a claim against a MAEC Debtor; and

f. any professionals whose retention in these chapter 11 cases has been approved by the Court.

6. Notwithstanding Paragraph 1 of this Order, the deadline for asserting claims by a co-debtor, surety, or guarantor under section 501(b) of the Bankruptcy Code and Bankruptcy Rule 3005 is April 11, 2004.

7. Notwithstanding Paragraph 1 of this Order, the last day for any entity asserting a claim by reason of the rejection of an executory contract or unexpired lease is the later of (i) the Bar Date, or (b) the first business day that is at least thirty (30) calendar days after the mailing of the notice of entry of any order approving the rejection of the executory contract.

8. Notwithstanding Paragraph 1 of this Order, the last day for any entity asserting a claim arising from the recovery of a voidable transfer will be the later of (i) the Bar Date, or (ii) the first business day that is at least thirty (30) calendar days after the mailing of notice of entry of any order approving the avoidance of the transfer.

9. Notwithstanding Paragraph 1 of this Order, the last day for any entity asserting a claim arising from the assessment of certain taxes as described in section 502(i) of the Bankruptcy Code will be the later of (i) the Bar Date, or (ii) the first business day that is at least thirty (30) calendar days after the date the relevant tax claim arises.

10. If an amendment to the Schedules reduces the liquidated amount of a scheduled claim, or reclassifies a scheduled, undisputed, liquidated, non-contingent claim as disputed, unliquidated, or contingent, the affected claimant may file a proof of claim on the later of (1) the Bar Date or (2) the first business day that is at least 30 calendar days after the mailing of the notice of such amendment, but only to the extent such proof of claim does not exceed the amount scheduled for such claim before the amendment. Creditors are not entitled to an extension of the Bar Date if a schedule amendment increases the scheduled amount of an undisputed, liquidated, non-contingent claim.

11. After the Bar Date, or such other claim-filing deadline as is applicable under this Order, a creditor may not amend upward a claim deemed filed on its behalf under section 1111(a) of the Bankruptcy Code solely by virtue of the listing of such claim by the Debtors in the Schedules. After the deadline for filing claims, amendments to timely filed claims will be allowed with the consent of the applicable Debtor(s) only to the extent that the amended claim is based upon the same facts and circumstances as the timely asserted claim, and then only if the additional amounts asserted by the amended claim were not reasonably ascertainable by the applicable deadline.

12. If a timely-filed claim is transferred, the transferee must both (i) file a notice of transfer of the claim with the Claims Agent, in accordance with Bankruptcy Rule 3001(e), and (ii) serve a copy of the notice of transfer on the Debtors' counsel addressed as follows:

White & Case LLP  
Attention: Mark Fuhr, Paralegal  
Wachovia Financial Center  
200 South Biscayne Blvd.  
Miami, Florida 33131-2352

13. Neither the Bar Date nor any other deadline established in this Order applies to requests for the payment of administrative expenses arising in these cases under sections 503, 507(a)(1), 330(a), 331, and/or 364 of the Bankruptcy Code.

14. If a creditor fails to timely file a proof of claim in these cases in compliance with the procedures and deadlines established by this Order, and such creditor's claim is not listed in the Schedules, is listed in the Schedules for \$0.00, or is listed in the Schedules as disputed, unknown, contingent, or unliquidated, then any claim of such creditor is discharged, and such creditor is forever barred from (a) asserting its claim, whether directly or

indirectly, against the Debtors, their successors, and assigns or their respective property (or filing a proof of claim respect thereto); (b) participating in any distribution in these cases on account of such claim; (c) voting with respect to any chapter 11 plan or plans filed in these chapter 11 cases; and (d) receiving any distribution under any such chapter 11 plan or plans. In addition, such creditor and need not receive any further notices regarding its claim and will be bound by the terms of any chapter 11 plan or plans that may be confirmed in these cases.

15. Notwithstanding anything contained herein to the contrary, governmental units will have until May 17, 2004 to file proofs of claim against any of the Debtors (the “Government Bar Date”); provided, that the foregoing is without prejudice to governmental units to seek, upon notice and a hearing, an extension of the Government Bar Date and the right of the Debtors to object to any such extension request.

16. If the Debtors determine after the Mailing Date that an additional party or parties should appropriately receive the Notice, the date by which a proof of claim must be filed by such party or parties is thirty (30) days from the mailing date of an amended Notice to such additional party or parties.

17. Notwithstanding the fact that the Debtors have scheduled a claim as liquidated and undisputed, the Debtors are not precluded from objecting to any claim, whether scheduled or not.

SIGNED THIS \_\_\_\_ DAY OF JANUARY, 2004.

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D. MICHAEL LYNN  
UNITED STATES BANKRUPTCY JUDGE

**PREPARED BY:**

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State Bar No. 06522200  
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-and-

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(305) 371-2700

## SERVICE LIST

Airborne Express  
P.O. Box 662  
Seattle, WA 98111

Bank of America, N.A.  
P.O. Box 841935  
Dallas, TX 75284-1935

F. Franklin Honea  
5949 Sherry Lane  
Suite 1700  
Dallas, TX 75225

Federated Investors  
1001 Liberty Ave  
Pittsburgh, PA 15222

GE Energy Parts, Inc.  
1900 5<sup>th</sup> Avenue North  
Birmingham, AL 35203

General Electric Company  
1 River Road  
Schenectady, NY 12345

General Electric International  
1900 5<sup>th</sup> Avenue North  
Birmingham, AL 35203

H/Z Acquisition Partners LLC  
9 West 57<sup>th</sup> Street  
27<sup>th</sup> Floor  
New York, NY 10019

Hydrocarbon Capital LLC  
600 Travis  
Suite 7330  
Houston, TX 77002

Imagistics  
P.O. Box 856037  
Louisville, KY 40285-6037

Lehman Commercial Paper, Inc.  
600 Travis  
Suite 7330  
Houston, TX 77002

Long Lane Master Trust IV  
c/o Fleet National Bank,  
as Trust Administrator  
100 Federal Street  
Mail Stop 10011E  
Boston, MA 02110

MC Equipment Revolver Statutory  
Trust  
1 River Road  
Schenectady, NY 12345

Macquarie Americas Corp.  
c/o James M. Jordan, Esq.  
Porter & Hedges, LLP  
700 Louisiana Street, 35<sup>th</sup> Floor  
Houston, TX 77002-2764

Qwest Customer Services  
P.O. Box 698  
Uniontown, PA 15401

SBC  
P.O. Box 4706  
Houston, TX 77210-4706

Shinn Enterprises, Inc.  
c/o Tom Thornhill, Esq.  
1308 Ninth Street  
Slidell, LA 70458

TDC Energy Corporation  
600 5<sup>th</sup> Avenue  
22<sup>nd</sup> Floor  
New York, NY 10020

TDC Energy, LLC  
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