

Evelyn H. Biery, Esq.
Richard J. Wilson, Esq.
Sharon M. Beausoleil-Mayer, Esq.
FULBRIGHT & JAWORSKI L.L.P.
1301 McKinney, Suite 5100
Houston, Texas 77010-3095
(713) 651-5151
(713) 651-5246

Counsel for City of Burbank

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

IN RE:	§	
	§	
MIRANT CORPORATION, ET AL.	§	CASE NO. 03-46590(DML)11
	§	Jointly Administered
	§	
DEBTORS.	§	Chapter 11

**CITY OF BURBANK'S MOTION FOR RELIEF FROM THE AUTOMATIC STAY TO
PERMIT SETOFF OF PREPETITION MUTUAL OBLIGATIONS**

A HEARING WILL BE CONDUCTED ON THIS MATTER ON FEBRUARY 18, 2004, AT 12:00 P.M., IN COURTROOM 128, UNITED STATES BANKRUPTCY COURT, 501 WEST 10TH STREET, FORT WORTH, TX. IF YOU OBJECT TO THE RELIEF REQUESTED, YOU MUST RESPOND IN WRITING, SPECIFICALLY ANSWERING EACH PARAGRAPH OF THIS PLEADING. UNLESS OTHERWISE DIRECTED BY THE COURT, YOU MUST FILE YOUR RESPONSE WITH THE CLERK OF THE BANKRUPTCY COURT WITHIN TWENTY DAYS FROM THE DATE YOU WERE SERVED WITH THIS PLEADING. YOU MUST SERVE A COPY OF YOUR RESPONSE ON THE PERSON WHO SENT YOU THE NOTICE; OTHERWISE, THE COURT MAY TREAT THE PLEADING AS UNOPPOSED AND GRANT THE RELIEF REQUESTED.

City of Burbank, California ("Burbank") files this Motion For Relief From The Automatic Stay To Permit Setoff of Prepetition Mutual Obligations ("Motion"). In support of the motion, Burbank submits the following:

JURISDICTION AND VENUE

1. The Court has jurisdiction over the action pursuant to 28 U.S.C. §§ 157 and 1334 because this action is related to the bankruptcy cases of Mirant Corporation and its related companies (“Mirant”) pending in this Court.
2. Venue in this district is proper pursuant to 28 U.S.C. § 1409(a) because this action is related to Mirant’s bankruptcy case pending in this Court.

SUMMARY OF MOTION

3. Burbank requests that this Court modify the automatic stay to permit Burbank to setoff the mutual obligations between Burbank and Mirant Americas Energy Marketing, LP (“MAEM”) as follows:
 - a. \$148,688.75: Amount owed by MAEM to Burbank after June 2003 transactions between them were netted (prepetition) in accordance with the Western Systems Power Pool Agreement (“WSPP Agreement”) and WSPP Netting Agreement (“Netting Agreement”).¹
 - b. \$127,360.00: Amount owed by Burbank to MAEM for prepetition deliveries of power in July, 2003 pursuant to the WSPP Agreement.

BACKGROUND

4. Burbank and MAEM sold and delivered power to each other pursuant to the WSPP Agreement in June and July 2003. The WSPP Agreement provides the basis between the signatories thereto for power transactions. The WSPP Agreement sets terms and conditions for such transactions, subject to any

¹ Copies of these agreements are available on the Western Systems Power Pool website at www.wspp.org. The Netting Agreement is Exhibit A to the WSPP Agreement.

applicable confirmation agreement.

5. Burbank and MAEM are signatories to the Netting Agreement, and are so listed on the WSPP website.² Each signatory to the Netting Agreement agrees to net payments for transactions under the WSPP Agreement. Specifically, the Netting Agreement and section 28.2 of the WSPP Agreement require the parties to net the amounts due and owing between the parties for deliveries in a given calendar month.
6. The WSPP Agreement is governed by Utah law. WSPP Agreement § 24.
7. During the month of June 2003, Burbank sold power to MAEM. At the end of the month, MAEM owed Burbank \$559,300.00 for the June deliveries. MAEM also sold power to Burbank during June 2003. At the end of the month, Burbank owed MAEM \$410,611.25 for June deliveries. Pursuant to the WSPP Agreement and the Netting Agreement, Burbank netted the amounts due between the parties for deliveries in the month of June. After the amounts were netted for June deliveries, MAEM owed Burbank \$148,688.75 (“June Amount”).
8. Prepetition, on July 8, 2003, Burbank sent MAEM an invoice for the calendar month of June 2003, showing \$148,688.75 due and owing by MAEM. See Invoice No. 18163 dated July 8, 2003, attached hereto as Exhibit 1.
9. On July 14, 2003, MAEM filed for bankruptcy relief under chapter 11 of the Bankruptcy Code.

² See the Western Systems Power Pool website at www.wspp.org.

10. During the month of July 2003, MAEM sold power to Burbank, which was delivered both prepetition and post petition. Burbank owed MAEM \$127,360 for deliveries from July 1 to July 14, 2003 (“July Amount”), and Burbank owed MAEM \$15,600 for deliveries from July 15 to July 31, 2003 (“Postpetition Amount”). Because Burbank did not make any power deliveries to MAEM during the month of July 2003, there was no netting at the end of that calendar month.
11. MAEM sent two invoices to Burbank for the July deliveries. Both invoices were dated August 8, 2003. The first invoice was regarding the July Amount of \$127,360. A copy of that invoice is attached as Exhibit 2. The second invoice was regarding the Postpetition Amount of \$15,600. A copy of that invoice is attached as Exhibit 3.
12. On August 26, 2003 and September 9, 2003, MAEM sent letters to Burbank, demanding that Burbank pay \$142,960 (which is the sum of the July Amount and the Postpetition Amount).
13. On September 19, 2003, Burbank sent MAEM a letter advising it that Burbank had setoff and/or recoupment rights with respect to the July invoices from MAEM. Burbank also acknowledged that its setoff rights would require approval of the bankruptcy court. Burbank subsequently retained counsel and attempted to resolve its dispute with MAEM by settlement.
14. Burbank and MAEM have discussed this matter. Based on those discussions, MAEM has informed Burbank that MAEM does not oppose the setoff of the June

Amount against the July Amount, provided that Burbank pays the Postpetition Amount.

15. Burbank has paid the Postpetition Amount.

ARGUMENT AND AUTHORITIES

16. Burbank holds unexercised setoff rights against MAEM.³ Specifically, Burbank owes \$127,360 to MAEM with respect to the July Amount. In turn, MAEM owes \$148,688.75 to Burbank with respect to the June Amount.⁴
17. If Burbank were to pay MAEM the July Amount first, Burbank would lose its setoff rights. In *Citizens Bank of Maryland v. Strumpf*, 516 U.S. 16, 20 (1995), the Supreme Court recognized that forcing a creditor to pay its debt first in effect took away a creditor's setoff rights.
18. To exercise its setoff rights, Burbank must: 1) satisfy the requirements of section 553(a) of the Bankruptcy Code; 2) establish that applicable state law supports setoff; and 3) obtain the necessary relief from the automatic stay to effectuate the setoff.

Section 553 Allows the Requested Setoff

³ The WSPP Agreement contains language that every party to the WSPP Agreement is a forward contract merchant as the term is defined in the Bankruptcy Code and that all transactions between parties thereto, together with the WSPP Agreement and the related Confirmation Agreement(s), form a single, integrated agreement. Burbank understands that Mirant's position is that a governmental entity, such as Burbank, is not a forward contract merchant. In order to avoid the costs of a dispute over whether Burbank can exercise its setoff rights without court approval pursuant to sections 362(b)(6) and 556 of the Bankruptcy Code, Burbank seeks relief from the stay to exercise its state law right to setoff. Burbank reserves its rights regarding its status as a forward contract merchant and its right to recoupment.

⁴ Burbank has filed a proof of claim that included the unnetted amount owed to it by MAEM for June deliveries to MAEM. Burbank's setoff rights are delineated in its proof of claim. If this motion is granted, Burbank will amend its proof of claim to comport with the Court's ruling.

19. As the Supreme Court in *Strumpf* recognized, setoff rights “allow entities that owe each other money to apply their mutual debts against each other, thereby avoiding “the absurdity of making A pay B when B owes A.” *Strumpf*, 516 U.S. at 18 (citations omitted). The first requirement under section 553(a) is that both the debt owed to the debtor and the claim against the debtor arise before the commencement of the case. See *In re Luongo*, 259 F.3d 323, 334 (5th Cir. 2001); *Braniff Airways, Inc. v. Exxon Co., USA*, 814 F.2d 1030, 1034 (5th Cir. 1987).
20. All of the underlying transactions with respect to the June Amount occurred prior to July 14, 2003. All of the underlying transactions with respect to the July Amount also occurred on or before July 14, 2003, even though MAEM did not calculate the amount due and owing until August 2003.
21. The second requirement under section 553 requires mutuality of the parties for the proposed setoff. See *In re Luongo*, 259 F.3d 323, 334 (5th Cir. 2001); *Braniff Airways, Inc. v. Exxon Co., USA*, 814 F.2d 1030, 1034 (5th Cir. 1987). This requirement is satisfied here because the only two parties involved in Burbank’s proposed setoff are Burbank and MAEM.

Utah Law Allows the Requested Setoff

22. Section 553 provides that the Bankruptcy Code “does not affect any right of a creditor to offset a mutual debt owing by such creditor to the debtor.” 11 U.S.C. § 553(a). Section 553 of the Bankruptcy Code does not create a federal right of setoff, it simply preserves the rights a creditor has under applicable law. See *Strumpf*, 516 U.S. at 18.

23. The WSPP Agreement is governed by Utah law. Burbank has valid setoff rights under Utah Law. Utah law allows for the setoff of mutual obligations. *See, e.g., First Security Bank v. Utah Turkey Growers, Inc.*, 610 P.2d 329, 333 (Utah 1980); *Mark VII Financial Consultants Corp. v. Smedley*, 792 P.2d 130, 133 (Utah Ct. App. 1990). As demonstrated above, mutual obligations exist between Burbank and MAEM.

Relief From the Automatic Stay Is Warranted to Allow Burbank to Exercise Its Setoff Rights

24. MAEM and Burbank owe each other prepetition amounts. Burbank has not exercised its rights to setoff the June Amount against the July Amount.
25. The automatic stay does not take away a creditor's setoff rights, but requires a creditor to ask permission from the court to exercise those setoff rights. *See* 11 U.S.C. 362(d). *See In re Corland Corporation*, 967 F.2d 1069, 1076 (5th Cir. 1992).
26. Pursuant to Section 362(d)(1) of the Bankruptcy Code, a court shall grant relief from the automatic stay "for cause, including the lack of adequate protection of an interest in property of such party in interest." 11 U.S.C. § 362(d).
27. By establishing its right to a setoff, Burbank has made a prima facie showing of "cause" for relief from the stay under section 362(d)(1). *Internal Revenue Service v. Orlinski (In re Orlinski)*, 140 B.R. 600, 603 (Bankr. S.D. Ga. 1991). Therefore, MAEM must prove that Burbank's interest is adequately protected, or the automatic stay will lift. *United Savings Ass'n v. Timbers of Inwood Forest Assocs. (In re Timbers of Inwood Assocs.)*, 793 F.2d 1380, 1387-88 (5th Cir.

1986). MAEM cannot make any such showing here. As the Supreme Court in *Strumpf* pointed out, “by forcing the creditor to pay *its* debt immediately, it would divest the creditor of the very thing that supports the right of setoff.” *Strumpf*, 516 U.S. at 20. Moreover, MAEM cannot show that Burbank will receive full satisfaction of its claim absent setoff.

PRAYER

Burbank respectfully requests that the Court lift the automatic stay to permit the setoff of mutual obligations between Burbank and MAEM, specifically allowing Burbank to setoff the \$127,360.00 owed to MAEM against the \$148,688.75 owed to Burbank, and grant such other and further relief as is just and proper.

DATED: January 23, 2004.

Respectfully submitted,

FULBRIGHT & JAWORSKI L.L.P.

By: /s/ Sharon M. Beausoleil-Mayer

Evelyn H. Biery
State Bar No. 02305500
Richard J. Wilson
State Bar No. 21713200
Sharon M. Beausoleil-Mayer
State Bar No. 24025245
1301 McKinney, Suite 5100
Houston, Texas 77010-3095
Telephone: 713-651-5151
Telecopier: 713-651-5246

Counsel for City of Burbank

CERTIFICATE OF CONFERENCE

Burbank and Mirant have conferred regarding this Motion. Mirant approves of the Motion and the relief sought therein.

/s/ Sharon M. Beausoleil-Mayer

CERTIFICATE OF SERVICE

I certify that a true and correct copy of this Motion was served, by ECF Transmission and/or United States first class mail, postage prepaid, on January 23, 2004, upon the Official Shortened Service List dated January 16, 2004, and upon the following parties by facsimile or email:

Craig H. Averch
White & Case LLP
633 West Fifth Street, Ste. 1900
Los Angeles, California
Facsimile: (213) 687-0758
Counsel for Mirant

Thomas E. Lauria
White & Case LLP
Wachovia Financial Center
200 South Biscayne Blvd.
Miami, Florida 33131
Facsimile: (305) 358-5744
Counsel for Mirant

Robin Phelan
Haynes & Boone, LLP
901 Main Street
Suite 3100
Dallas, Texas
Facsimile: (214) 651-5940
Local Counsel for Mirant

/s/ Sharon M. Beausoleil-Mayer

EXHIBIT 1

Nov-18-03 02:57pm From:fulbright

+2136804518

T-872 P.007/011 F-215

Received 11/10/2003 17:02 in 06:50 on Line 161 for FY08890 Printed 11/10/2003 17:13 * Pg 7/11
 11/10/03 17:18 FAX 818 238 5724 CITY OF BURBANK/ATTY OFC 007



CITY OF BURBANK
 275 EAST OLIVE AVENUE
 BURBANK, CA 91502-4232
 PUBLIC SERVICE DEPARTMENT

CITY TREASURER
 P O BOX 7145
 BURBANK CA 91510-7145

MERANT AMERICA'S ENERGY MKTG INC
 ALFON REBECCA NATIAGICH
 1155 PERIMETER CENTER WEST STE 130
 ATLANTA GA 30338-5416

INVOICE	
NUMBER 18163	PAGE 1 OF 1
DATE 08-JUL-03	PURCHASE ORDER NUMBER
CUSTOMER NUMBER 13018	LOCATION NO. BWP-SCADA
SALES ORDER NUMBER	QUOTATION NUMBER

ITEM NO.	INVOICE DESCRIPTION	QTY ORDERED	QTY SHIPPED	UNIT PRICE	EXTENDED AMOUNT
1	ENERGY DELIVERED IN JUNE 2003 AS FOLLOWS: 18,100 MWH @ VARIOUS \$/MWH	1	1	559,300.00	559,300.00
2	ENERGY DELIVERED TO THE CITY OF BURBANK IN JUNE 2003 AS FOLLOWS: 11,967 MWH @ VARIOUS \$/MWH	1	1	(410,611.25)	(410,611.25)
COMMENTS PAYMENT DUE LATER OF 20TH OR 10 DAYS FROM RECEIPT OF INVOICE.		SUBTOTAL		TAX	TOTAL
		148,688.75	0.00	0.00	148,688.75
		ALL RETURNED CHECKS ARE SUBJECT TO \$25.00 RETURN CHECK FEE			

REMITTANCE ADVICE
 MUST BE RETURNED WITH PAYMENT FOR PROPER CREDIT

EXHIBIT 2

Nov-18-03 02:57pm From:fulbright

+2136804518

T-872 P.009/011 F-215

Received 11/10/2003 17:02 in 06:50 on line 161 for FY08890 Printed 11/10/2003 17:13 * Pg 9/11 009
11/10/03 17:19 FAX 818 238 8724 CITY OF BURBANK/ATTY OPC

AUG-09-2003 18:39

P.01/01

Mirant Americas Energy Marketing, LP
1185 Perimeter Center West
Suite 130
Atlanta, GA 30338-5416

RECEIVED
CITY TREASURER
CITY OF BURBANK

2003 AUG 29 AM 8:24

August 8, 2003

To

City of Burbank
General Manager's Office
Attn: Bob Liu
P.O. BOX 831
184 W. Magnolia Blvd.
Burbank, CA 91503-0631

Attention: Robin Collins and Bob Liu

MIRANT

FINAL INVOICE

fax (818) 238-2676 and (818) 238-3727

From Mirant Americas Energy Marketing, LP
Account # 3781003289
NationsBank Global Finance
ABA # 111000012

Payment Due on or before August 20, 2003

Amount \$127,360.00

FOR PERIOD OF JULY 1-14

Deal Type	Power Sales	Jul-03	Amount
Month			(Purchased/Sold)
Buy/Sell	MWH	\$ Value	
RENEWABLE RESOURCES			
Delivered	(2,490) \$	127,360.00	\$ 127,360.00
Received			
Total Due			<u>\$ 127,360.00</u>

For questions regarding this invoice contact:
Monica Ball (878) 579-7612
Fax (878) 579-5829

EXHIBIT 3

Nov-18-03 02:58pm From:fulbright

+2136804518

T-872 P.010/011 F-215

Received 11/10/2003 17:02 in 06:50 on line 161 for FY08890 Printed 11/10/2003 17:13 * Pg 10/11 010
11/10/03 17:20 FAX 818 238 5724 CITY OF BURBANK/ATTY DFC

AUG-08-2003 18:42

P.01/01

Mirant Americas Energy Marketing, LP
1155 Penimeter Center West
Suite 120
Atlanta, GA 30338-5416

RECEIVED
CITY TREASURER
CITY OF BURBANK

2003 AUG 29 AM 8:24

August 8, 2003

To
City of Burbank
General Manager's Office
Attn: Bob Liu
P.O. BOX 891
154 W. Magnolia Blvd.
Burbank, CA 91503-0631
Attention: Robin Collins and Bob Liu

MIRANT

FINAL INVOICE

fax: (618) 238-5576 and (818) 238-3727

From
Mirant Americas Energy Marketing, LP
Account # 3751003268
National Bank Global Finance,
ABA # 111000012

Payment Due on or before August 20, 2003.

Amount \$15,800.00

FOR PERIOD OF JULY 15-31

Deal Type	Power Sales	Jul-03	Amount
Month			(Purchased) Sold
Buy/Sell	MWH	\$ Value	

RENEWABLE RESOURCES

Delivered	(400) \$	15,800.00	\$ 15,800.00
Received			

Total Due

\$ 15,800.00

For questions regarding this invoice contact:
Monica Bell (878) 578-7612
Fax (878) 578-5528

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

IN RE:	§	
	§	
MIRANT CORPORATION, ET AL.	§	CASE NO. 03-46590(DML)11
	§	Jointly Administered
	§	
DEBTORS.	§	Chapter 11

**ORDER GRANTING CITY OF BURBANK’S MOTION FOR RELIEF FROM THE
AUTOMATIC STAY TO PERMIT SETOFF OF PREPETITION MUTUAL
OBLIGATIONS**

Upon the Motion filed by City of Burbank, California (“Burbank”) For Relief From The Automatic Stay To Permit Setoff of Prepetition Mutual Obligations (“Motion”), the Court finds as follows:

1. Burbank and MAEM sold and delivered power to each other pursuant to the Western Systems Power Pool Agreement (“WSPP Agreement”) and WSPP Netting Agreement (“Netting Agreement”) in June and July 2003.
2. The WSPP Agreement and the Netting Agreement are governed by Utah law.
3. During the month of June, Burbank and MAEM sold power to each other. At the end of June, MAEM owed Burbank \$148,688.75 (“June Amount”).
4. During the month of July 2003, MAEM sold power to Burbank, which was delivered both prepetition and post petition. Burbank owed MAEM \$127,360 for prepetition deliveries in July 2003 (“July Amount”).

5. This Court has jurisdiction over these matters and the relief requested in accordance with 28 U.S.C. §§ 157 and 1334.
6. Due notice of the Motions has been provided as set forth in the certificate of service attached to the Motions, and no other or further notice need be provided.
7. The Court finds that Burbank is entitled under Utah law to setoff the July Amount against the June Amount. The Court also finds that Burbank has shown cause for relief from the stay under Section 362(d)(1) of the Bankruptcy Code.

IT IS THEREFORE ORDERED AS FOLLOWS:

- A. Subject to the terms of this Order, the Motion is granted.
- B. The automatic stay is lifted to allow Burbank to setoff the \$127,360.00 owed to MAEM against the \$148,688.75 owed to Burbank.
- C. Except as provided herein, the parties' rights and remedies against each other provided for under the Bankruptcy Code, the WSPP Agreement and the Netting Agreement are expressly preserved.
- D. The relief granted in this Order is not predicated on any finding of the applicability of sections 362(b)(7) and 556 of the Bankruptcy Code and no such finding is made or implied.
- E. The Court shall retain sole and exclusive jurisdiction with respect to any matters arising from or related to the implementation of this Order.

Dated: _____.

HONORABLE D. MICHAEL LYNN
UNITED STATES BANKRUPTCY JUDGE

**MIRANT CORPORATION, ET AL.
OFFICIAL SHORTENED SERVICE LIST
January 16, 2004**

ALIXPARTNERS, LLC
MEADE A. MONGER
2100 MCKINNEY AVENUE
SUITE 800
DALLAS, TX 75201

ANDRES FORERO
705 E. 43RD STREET
AUSTIN, TX 78751

ANDREWS & KURTH, L.L.P.
PAUL SILVERSTEIN
450 LEXINGTON AVENUE
NEW YORK, NY 10017

ANDREWS & KURTH, L.L.P.
JASON BROOKNER
1717 MAIN STREET
SUITE 3700
DALLAS, TX 75201

ANGELIQUE RISON
503 N MIDLAND DRIVE
ROCKLAND, NY 10960

APACHE CORPORATION & APACHE CANADA,
LTD.
CHRISTOPHER W. BARNES
2000 POST OAK BOULEVARD, SUITE 100
HOUSTON, TX 77056-4400

APPALOOSA MANAGEMENT LP
RONALD GOLDSTEIN
26 MAIN STREET, 1ST FLOOR
CHATHAM, NJ 07928

ARCH COAL, INC.
JANET L. HORGAN
ASSISTANT GENERAL COUNSEL
CITY PLACE ONE, SUITE 300
ST. LOUIS, MO 63141

ARIA PARTNERS
DANA MESSINA
11100 SANTA MONICA BLVD.
SUITE 825
LOS ANGELES, CA 90025

ARNOLD GALLAGHER SAYDACK PERCELL
ROBERTS & POTTER, P.C.
LOREN S. SCOTT
P.O. BOX 1758
EUGENE, OR 97440-1758

ASSISTANT ATTORNEY GENERAL
LESLEY WHITE BERGGREN
40 CAPITOL SQUARE, S.W.
ATLANTA, GA 30334

ATTORNEY GENERAL OF GEORGIA
40 CAPITOL SQUARE, SW
ATLANTA, GA 30303

BABST, CALLAND, CLEMENTS & ZOMNIR P.C.
NORMAN E. GILKEY
GREGORY D. CRIBBS
TWO GATEWAY CENTER
PITTSBURGH, PA 15222

BANK OF AMERICA
MICHAEL J. MCKENNEY
100 N. TRYON STREET
NC1-007-14-18
CHARLOTTE, NC 28255

BANK OF AMERICA SECURITIES LLC
SCOTT REIFER
300 HARMAN MEADOW BOULEVARD
SECAUCUS, NJ 07094

BANK OF NEW YORK/UBS AG DESIGNED
EQUITIES
JOHN MANCUSO
ONE WALL STREET
14TH FLOOR
NEW YORK, NY 10286

BANK OF TOKYO-MITSUBISHI TRUST CO.
BILL RHODES
1251 AVENUE OF THE AMERICAS
NEW YORK, NY 10020-1104

BANK ONE NA
CARL SHAFER
1717 MAIN STREET
4TH FLOOR
DALLAS, TX 75201

BANK ONE, N.A.
CARL SHAFER, FIRST VICE PRESIDENT
PO BOX 655145
MAIL CODE TX1-2454
DALLAS, TX 75265-5415

BANK ONE, N.A. LAW DEPARTMENT
DAREN PERKINS
SR COUNSEL LAW, COMPLIANCE & GOVT RELS.
1717 MAIN STREET, 9TH FLOOR
DALLAS, TX 75201

BARCLAYS BANK PLC
EDWARD HAMWAY
200 PARK AVENUE
4TH FLOOR
NEW YORK, NY 10166

BARCLAYS CAPITAL
LARRY HAMMOND
222 BROADWAY
NEW YORK, NY 10038

BAYERISCHE LANDESBANK GIROZENTRALE
SEAN O'SULLIVAN
560 LEXINGTON AVENUE
17TH FLOOR
NEW YORK, NY 10022

BEAR, STEARNS & CO. INC.
JAMES G. GEREHTY, JR.
THOMAS BOYCE
383 MADISON AVENUE
NEW YORK, NY 10179

BEAR STEARNS SECURITIES CORP.
VINCENT MARZELLA
ONE METROTECH CENTER NORTH
4TH FLOOR
BROOKLYN, NY 11201-3862

BECKET AND LEE, LLP
THOMAS A. LEE III
P.O. BOX 3001
MALVERN, PA 19355-0701

BERGMAN & BIRD, L.L.P.
JACK R. BIRD
4514 TRAVIS STREET, SUITE 300
TRAVIS WALK
DALLAS, TX 75205

BINGHAM MCCUTCHEM LLP
RONALD J. SILVERMAN
JEFFREY T. KIRSHNER
JAMES C. MOON
ROBERT M. DOMBROFF
399 PARK AVENUE
NEW YORK, NY 10022

BLACKWELL SANDERS PEPER MARTIN LLP
KATHRYN B. BUSSING
2300 MAIN ST., SUITE 1000
KANSAS CITY, MO 64108

BOSTON SAFE DEPOSIT & TRUST CO.
MELISSA TARASOVICH
525 WILLIAM PENN PLACE
PITTSBURGH, PA 15259

BRACEWELL & PATTERSON, L.L.P.
SAMUEL M. STRICKLIN
JOHN C. LEININGER
MICHAEL D. ANDERSON
500 NORTH AKARD ST., SUITE 4000
DALLAS, TX 75201

BROWN RUDNICK BERLACK ISRAELS LLP
EDWARD S. WEISFELNER
LESLIE H. SCHARF
120 WEST 45TH STREET
NEW YORK, NY 10036

BROWN RUDNICK BERLACK ISRAELS LLP
HOWARD L. SIEGEL
CITY PLACE I
185 ASYLUM STREET
HARTFORD, CT 06103-3402

BROWN RUDNICK BERLACK ISRAELS LLP
WILLIAM R. BALDIGA
ONE FINANCIAL CENTER
BOSTON, MA 02111

BURNS & MCDONNELL ENGINEERING COMPANY,
INC.
GERARD T. BUKOWSKI,
VICE PRESIDENT & GENERAL COUNSEL
9400 WARD PARKWAY
KANSAS CITY, MO 64114

CADWALADER, WICKERSHAM & TAFT
BRUCE R. ZIRINSKY
GREGORY PETRICK
INGRID BAGBY
100 MAIDEN LANE
NEW YORK, NY 10038

CALIFORNIA DEPARTMENT OF FISH & GAME
RALPH J. VENTURINO, DEPUTY ATTY GENERAL
1300 I STREET, SUITE 125
SACRAMENTO, CA 95814

CALIFORNIA PUBLIC EMPLOYEES RETIREMENT
SYSTEM
TOM BAKER
LINCOLN PLAZA
400 P STREET
SACRAMENTO, CA 95814

CARRINGTON, COLEMAN, SLOMAN &
BLUMENTHAL LLP
STEPHEN A. GOODWIN
200 CRESCENT COURT, SUITE 1500
DALLAS, TX 75201

CHADBOURNE & PARK LLP
JOSEPH H. SMOLINSKY
30 ROCKEFELLER PLAZA
NEW YORK, NY 10012

CIBC WORLD MARKETS CORP.
ROBERT NOVACK
425 LEXINGTON AVENUE
8TH FLOOR
NEW YORK, NY 10012

CITIBANK, N.A.
DAVID A. LESLIE
3800 CITIBANK CENTER, B3-15
TAMPA, FL 33610

CITIBANK, N.A.
JOHN DORANS
250 WEST STREET, 8TH FLOOR
NEW YORK, NY 10013

CITIGROUP GLOBAL MARKETS INC.
PAT HALLER
333 WEST 34TH STREET
NEW YORK, NY 10001

CITIGROUP/SALOMON SMITH BARNEY
JOHN DORANS
TREVOR HOUSTON
250 WEST STREET, 8TH FLOOR
NEW YORK, NY 10013

CITY OF ZEELAND
C/O JAMES G. VANTINE, JR.
MILLER, CANFIELD, PADDOCK AND STONE PLC
444 WEST MICHIGAN AVENUE
KALAMAZOO, MI 49007

CITY OF ZEELAND
C/O JAMES A. DONKERSLOOT
17 SOUTH ELM ST.
PO BOX 230
ZEELAND, MI 49464

CLARK COUNTY, NEVADA
ANN BERSI, DEPUTY DISTRICT ATTORNEY
500 SOUTH GRAND CENTRAL PARKWAY
P.O. BOX 552215
LAS VEGAS, NV 89155-2215

CLEARY GOTTlieb STEEN & HAMILTON
SETH GROSSHANDLER
ONE LIBERTY PLAZA
NEW YORK, NY 10006

CLYDE L. ARMOUR, P.C.
ATTORNEY AT LAW
PO BOX 1615
COLUMBUS, GA 31902-1615

COMMERZBANK AG NEW YORK BRANCH
MARY HAROLD, SVP
2 WORLD FINANCIAL CENTER
NEW YORK, NY 10281-1060

COMMODITY FUTURES TRADING COMMISSION
GLYNN L. MAYS
BELLA ROSENBERG
OFFICE OF GENERAL COUNSEL
1155 21ST STREET, N.W.
WASHINGTON, D.C. 20581

COMPTROLLER OF PUBLIC ACCOUNTS
STATE COMPTROLLER OF PUBLIC ACCOUNTS
REVENUE ACCOUNTING
DIVISION-BANKRUPTCY SECTION
P.O. BOX 13528
AUSTIN, TX 78711

CONSTELLATION POWER SOURCE, INC.
CYNTHIA HARKNESS
111 MARKET PLACE, SUITE 500
BALTIMORE, MD 21202

CONTRARIAN CAPITAL MANAGEMENT, L.L.C.
SETH LAX
411 WEST PUTNAM AVENUE
SUITE 225
GREENWICH, CT 06830

COUCH WHITE, LLP
ALGIRD F. WHITE, JR.
540 BROADWAY
PO BOX 22222
ALBANY, NY 12201

COX & SMITH INCORPORATED
DEBORAH D. WILLIAMSON
CAROL E. JENDRZEY
THOMAS RICE
112 E. PECAN, SUITE 1800
SAN ANTONIO, TX 78205

CREDIT LYONNAIS AMERICAS
DARRELL STANLEY
1301 TRAVIS STREET
SUITE 2100
HOUSTON, TX 77002

CREDIT LYONNAIS NEW YORK BRANCH
ALAN SIDRANE
1301 AVENUE OF THE AMERICAS
NEW YORK, NY 10019

CREDIT LYONNNAIS
1301 AVENUE OF THE AMERICAS
ATTN: GLENN W. MUSCOSKY, VP ASSET
RECOVERY
NEW YORK, NY 10019-6022

CREDIT SUISSE FIRST BOSTON
DIDIER SIFFER
MONIQUE RENTA
DAVID SAWYER
11 MADISON AVENUE
NEW YORK, NY 10010-3629

CREDIT SUISSE FIRST BOSTON
C/O ISSUER SERVICES
ADP PROXY SERVICES
51 MERCEDES WAY
EDGEWOOD, NY 11717

CREEDON KELLER & PARTNERS, INC.
SABINA BHATIA
123 SECOND STREET, SUITE 120
SAUSALITO, CA 94965

CRT CAPITAL GROUP LLC
NAT FURMAN
262 HARBOR DRIVE
STAMFORD, CT 06902

CSX TRANSPORTATION CO.
ATTN: RUTH C. SALTER-J220
301 WEST BAY STREET
JACKSONVILLE, FL 32202

CURTIS LAW FIRM, PLLC
STEPHANIE D. CURTIS
BANK OF AMERICA PLAZA
901 MAIN STREET
SUITE 6515
DALLAS, TX 75202

DAMON & MORE, LLP
WILLIAM F. SAVINO
BETH ANN BIVONA
1000 CATHEDRAL PLACE
298 MAIN STREET
BUFFALO, NY 14202

DEPARTMENT OF JUSTICE
SUSAN T. EGNOR, ASST. ATTORNEY GENERAL
1515 SW 5TH AVENUE
SUITE 410
PORTLAND, OR 97201

DEUTSCHE BANK AG
MARK B. COHEN
ANCA TRIFAN
60 WALL STREET
NEW YORK, NY 10019

DEUTSCHE BANK SECURITIES INC.
ANDREA AUGUSTINA
SCOTT HABURA
1251 AVENUE OF THE AMERICAS
NEW YORK, NY 10020

DEUTSCHE BANK TRUST COMPANY AMERICAS
JOHN LASHER
648 GRASSMERE PARK ROAD
NASHVILLE, TN 37211

DEXIA CREDIT LOCAL
FERNANDO FERREYEA
445 PARK AVENUE
8TH FLOOR
NEW YORK, NY 10022

DRESDNER KLEINWORT WASSERSTEIN
PAUL KEHOE
1301 AVENUE OF THE AMERICAS
NEW YORK, NY 10029-6163

DUKE ENERGY CORPORATION
STEVE HELLMAN
5400 WESTHEIMER COURT
HOUSTON, TEXAS 77056-5310

DUKE ENERGY TRADING AND MARKETING, L.L.C
LISA J. MELLENCAMP
5400 WESTHEIMER COURT
HOUSTON, TEXAS 77056

DZ BANK AG
WILLIAM PROCASKY
609 FIFTH AVENUE
NEW YORK, NY 10017

EL PASO MERCHANT ENERGY, L.P.
CHUCK BROWN, SENIOR COUNSEL
1001 LOUISIANA, SUITE 1903A
HOUSTON, TX 77002

ELECTRIC RELIABILITY COUNCIL OF TEXAS, INC.
A. ANDREW GALLO
7620 METRO CENTER DRIVE
AUSTIN, TX 78744

ELLIOTT ASSOCIATES, LP
ATTN: DON GROPPER
ERIC TODRYS
712 FIFTH AVENUE, 36TH FLOOR
NEW YORK, NY 10019

ENTERGY SERVICES, INC.
ALAN H. KATZ, SENIOR COUNSEL
639 LOYOLA AVENUE, 26TH FLOOR
NEW ORLEANS, LA 70113

ENVIRONMENTAL PROTECTION AGENCY
FOUNTAIN PLACE 12TH FLOOR
SUITE 1200
1445 ROSS AVENUE
DALLAS, TX 75202-2733

ENVIRONMENTAL PROTECTION AGENCY
ATLANTA FEDERAL CENTER
61 FORSYTH STREET, SW
ATLANTA, GA 30303-3104

ENVIRONMENTAL PROTECTION AGENCY
EPA EAST
1201 CONSTITUTION AVENUE, N.W.
ROOM NUMBER 4101 M
WASHINGTON, DC 20004

ENVIRONMENTAL PROTECTION AGENCY
ARIEL RIOS BUILDING
1200 PENNSYLVANIA AVENUE, N.W.
WASHINGTON, DC 20460

EXPORT DEVELOPMENT CORPORATION
SAMUEL ASIEDU
151 O'CONNOR
OTTAWA K1A 1K3
CANADA

FEDERAL ENERGY REGULATORY COMMISSION
DENNIS LANE
MAGALIE R. SALAS
888 FIRST STREET, N.E.
WASHINGTON, DC 20426

FLEET NATIONAL BANK
PEGGY PECKHAM
100 FEDERAL STREET
MAIL CODE MA DE 10006A
BOSTON, MA 02110

FLEETBOSTON FINANCIAL
100 FEDERAL STREET
MAIL CODE MA DE 10019C
ATTN: MARTIN A. OPPENHEIMER, SR. COUNSEL
BOSTON, MA 02110

FORSHEY & PROSTOK, L.L.P.
J. ROBERT FORSHEY
777 MAIN STREET, SUITE 1290
FORT WORTH, TX 76102

FULBRIGHT & JAWORSKI, L.L.P.
LOUIS R. STRUBECK, JR.
MICHAEL W. ANGLIN
2200 ROSS AVENUE, SUITE 2800
DALLAS, TX 75201-2784

FULBRIGHT & JAWORSKI, LLP
EVELYN H. BIERY
SHARON M. BEAUSOLEIL-MAYER
1301 MCKINNEY, SUITE 5100
HOUSTON, TX 77010-3095

FULBRIGHT & JAWORSKI, LLP
PATRICIA L. BARSALOU
300 CONVENT STREET, SUITE 2200
SAN ANTONIO, TX 78205

GARDNER CARTON & DOUGLAS LLC
HAROLD L. KAPLAN
TRACY L. TREGER
MARK F. HEBBELN
SALLY SICONOLFI
191 NORTH WACKER DRIVE
SUITE 3700
CHICAGO, IL 60606

GEORGIA DEPARTMENT OF LABOR
148 ANDREW YOUNG INTERNATIONAL BLVD. NE
ATLANTA, GA 30303-1751

GIBBONS, DEL DEO, DOLAN, GRIFFINGER &
VECCHIONE
A PROFESSIONAL CORPORATION
DAVID N. RAVIN
MARK B. CONLAN
ONE RIVERFRONT PLAZA
NEWARK, NJ 07102-5496

GLENN M. REISMAN
TWO CORPORATE DRIVE, SUITE 636
PO BOX 861
SHELTON, CT 06484-0861

GOLDMAN, SACHS & CO.
PATRICIA BALDWIN
1 NEW YORK PLAZA
45TH FLOOR
NEW YORK, NY 10004

GOODRICH POSTNIKOFF & ALBERTSON, LLP
JOSEPH P. POSTNIKOFF
KEVIN G. HERD
CHRISTOPHER J. BURR
777 MAIN STREET, SUITE 1360
FORT WORTH, TEXAS 76102

GULFTERRA ENERGY PARTNERS, LP
MICHAEL MCGINNIS, SENIOR COUNSEL
1001 LOUISIANA, SUITE 1840A
HOUSTON, TX 77002

HALL, ESTILL, HARDWICK, GABLE, GOLDEN &
NELSON
STEVEN W. SOULE
320 SOUTH BOSTON AVENUE
SUITE 400
TULSA, OK 74103-3708

HANCE, SCARBOROUGH, WRIGHT, GINSBERG &
BRUSILOW, LLP
E. P. KEIFFER
THE ELM PLACE BUILDING
1401 ELM STREET, SUITE 4750
DALLAS, TX 75202

HANNIFY & KING
A PROFESSIONAL CORPORATION
HARRY B. MURPHY
ONE BEACON STREET
BOSTON, MA 02108

HAYNES AND BOONE, LLP
ATTN: JUDITH ELKIN
901 MAIN STREET
SUITE 3100
DALLAS, TX 75202

HAYNES AND BOONE, LLP
ATTN: IAN PECK
201 MAIN STREET
SUITE 2200
FORT WORTH, TX 76102

HOGAN & HARTSON, L.L.P.
EDWARD C. DOLAN
555 THIRTEENTH STREET, N.W.
WASHINGTON, D.C. 20004

HOGAN & HARTSON, L.L.P.
SCOTT A. GOLDEN
875 THIRD AVENUE
NEW YORK, NY 10022

HOHMANN, TAUBE & SUMMERS, L.L.P.
ERIC J. TAUBE
MARK C. TAYLOR
100 CONGRESS AVENUE
SUITE 1600
AUSTIN, TX 78701

HOLLAND & KNIGHT LLP
LEONARD H. GILBERT
A/F MITSUBISHI POWER SYSTEMS, INC. AND
MITSUBISHI HEAVY INDUSTRIES AMERICA, INC.
P.O. BOX 1288
TAMPA, FL 33601

HOLLAND & KNIGHT LLP
SUZANNE E. GILBERT
A/F MITSUBISHI POWER SYSTEMS, INC. AND
MITSUBISHI HEAVY INDUSTRIES AMERICA, INC.
P.O. BOX 1526
ORLANDO, FL 32802-1526

HOWARD, RICE, NEMOROVSKI, CANADY,
FALK & RABKIN
GARY M. KAPLAN, ESQ
THREE EMBARCADERO CTR, 7TH FL
SAN FRANCISCO, CA 94111-4065

HSBC BANK USA
RUSS PALADINO
452 FIFTH AVENUE
NEW YORK, NY 10018

HUGHES & LUCE, L.L.P.
WILLIAM B. FINKELSTEIN
MATTHEW J. CLEAVES
1717 MAIN STREET, SUITE 2800
DALLAS, TX 75201

HUGHES HUBBARD & REED LLP
DANIEL S. LUBELL
JEFFREY S. MARGOLIN
ONE BATTERY PARK PLAZA
NEW YORK, NY 10004

HUNTON & WILLIAMS
BENJAMIN C. ACKERLY
RIVERFRONT PLAZA
EAST TOWER
951 EAST BYRD STREET
RICHMOND, VA 23219

HUNTON & WILLIAMS LLP
MICHAEL P. MASSAD, JR.
ENERGY PLAZA, 30TH FLOOR
1601 BRYAN STREET
DALLAS, TX 75201

HUNTON & WILLIAMS LLP
BRADLEY R. DUNCAN
KIMBERLY L. NELSON
1751 PINNACLE DRIVE
MCLEAN, VA 22102

HURT & LILLY, LLP
JEFFREY W. HURT
10670 NORTH CENTRAL EXPWY.
SUITE 505
DALLAS, TX 75231-2108

HYPOVEREINSBANK
LORI ANN CURNYN
150 EAST 42ND STREET
NEW YORK, NY 10017-4679

ING CAPITAL LLC
CHARLES O'NEIL
1325 AVENUE OF THE AMERICAS
NEW YORK, NY 10019

INTERNAL REVENUE SERVICE
SPECIAL PROCEDURES STAFF
INTERNAL REVENUE SERVICE
MAIL CODE 5020-DAL
1100 COMMERCE STREET ROOM 9B8
DALLAS, TEXAS 75242

IOS CAPITAL, LLC
JEFF HALL
BANKRUPTCY ADMINISTRATION
1738 BASS ROAD
PO BOX 13708
MACON, GA 31208-3708

J. MICHAEL MCBRIDE, P.C.
J. MICHAEL MCBRIDE, ESQ.
411 WEST SEVENTH STREET, SUITE 210
FORT WORTH, TX 76102

JAMES SHAW
237 N.E. WAVECREST WAY
BOCA RATON, FL 33432-4219

JCI JONES CHEMICALS, INC.
ATTN: ANGELA MARVIN
808 SARASOTA QUAY
SARASOTA, FL 34236

JENNINGS, HAUG & CUNNINGHAM, L.L.P.
PHILIP G. MITCHELL
2800 N. CENTRAL AVENUE
SUITE 1800
PHOENIX, AZ 85004-1049

JONES DAY
DEBRA K. SIMPSON
2727 NORTH HARWOOD STREET
DALLAS, TEXAS 75201

JONES DAY
DULCIE D. BRAND
555 WEST FIFTH STREET
SUITE 4600
LOS ANGELES, CA 90013-1025

JONES DAY
ERICA M. RYLAND
222 EAST 41ST STREET
NEW YORK, NY 10017

JONES DAY
MICHELLE MORGAN HARNER
77 WEST WACKER
CHICAGO, IL 60601

JOSEPHINE GARRETT
JOSEPHINE GARRETT, P.C.
411 WEST 7TH STREET
SUITE 902
FORT WORTH, TX 76102

JP MORGAN CHASE
PAULA DABNER
14201 DALLAS PARKWAY
DALLAS, TX 75254

JP MORGAN CHASE
ANTHONY IANNO
BERT VALDMAN
277 PARK AVENUE
NEW YORK, NY 10072

JP MORGAN CHASE BANK
LYNNE M. BARRY, VP & ASST GENL COUNSEL
270 PARK AVENUE, 39TH FLOOR
NEW YORK, NY 10017

JP MORGAN CHASE BANK
STEPHANIE PARKER, VICE PRESIDENT
270 PARK AVENUE, 20TH FLOOR
NEW YORK, NY 10017

JP MORGAN SECURITIES INC.
SEAN ROONEY
34 EXCHANGE PLACE
JERSEY CITY, NJ 07302

KANE, RUSSELL, COLEMAN & LOGAN, P.C.
JOSEPH A. FRIEDMAN
1601 ELM STREET
3700 THANKSGIVING TOWER
DALLAS, TX 75201

KATTEN MUCHIN ZAVIS ROSENMAN
JOHN R. WEISS
525 WEST MONROE STREET
SUITE 1600
CHICAGO, IL 60661-3693

KAYE SCHOLER LLP
MARC S. COHEN
1999 AVENUE OF THE STARS
SUITE 1700
LOS ANGELES, CA 90067

KBC BANK N.V.
MICHAEL CURRAN
125 WEST 55TH STREET
NEW YORK, NY 10019

KELLER ROHRBACK, P.L.C.
GARY A. GOTTO
3101 NORTH CENTRAL AVENUE
SUITE 900
PHOENIX, AZ 85012-2600

KELLEY DRYE & WARREN LLP
JAMES S. CARR
EDWARD J. LEEN
MARK I. BANE
MARK R. SOMERSTEIN
DEBRA SUDOCK
KEITH H. WOLFORD
101 PARK AVENUE
NEW YORK, NY 10178

L. MATT WILSON
950 E. PACES FERRY ROAD
SUITE 3250
ATLANTA, GA 30326

LATHAM & WATKINS
ROBERT J. ROSENBERG
SHARI SIEGEL
MARK A. BROUDE
885 THIRD AVENUE
NEW YORK, NY 10022

LATHROP & GAGE L.C.
STEPHEN B. SUTTON
SUITE 2800
2345 GRAND BOULEVARD
KANSAS CITY, MO 64108

LAW DEBENTURE TRUST COMPANY OF NEW YORK
ATTN: DANIEL FISHER
767 THIRD AVENUE, 31ST FLOOR
NEW YORK, NY 10017

LAW, SNAKARD & GAMBILL, P.C.
PAMELA ARNOLD BASSEL
1600 W. 7TH STREET
SUITE 500
FORT WORTH, TX 76102

LEBOEUF, LAMB, GREENE & MACRAE, L.L.P.
ELIZABETH PAGE SMITH, ESQ.
125 WEST 55TH STREET
NEW YORK, NY 10019

LEBOEUF, LAMB, GREENE & MACRAE, L.L.P.
SCOTT J. MUELLER, ESQ.
260 FRANKLIN STREET
BOSTON, MA 02110

LEBOEUF, LAMB, GREENE & MACRAE, L.L.P.
BENNETT G. YOUNG
ONE EMBARCADERO CENTER
SUITE 400
SAN FRANCISCO, CA 94111-3619

LEBOEUF, LAMB, GREENE & MACRAE, L.L.P.
ADELAIDE MAUDSLEY
136 SOUTH MAIN
1000 KEARNS BUILDING
SALT LAKE CITY, UT 84101

LEHMAN BROTHERS INC.
JOHN BYRNE
70 HUDSON STREET
JERSEY CITY, NJ 07302

LEHMAN BROTHERS, INC.
FRANK TURNER
745 SEVENTH AVENUE
3RD FLOOR
NEW YORK, NY 10019

LEVENE, NEALE, BENDER, RANKIN & BRILL L.L.P.
DAVID L. NEALE, ESQ.
1801 AVENUE OF THE STARS, SUITE 1120
LOS ANGELES, CA 90067

LINEBARGER GOGGAN BLAIR & SAMPSON LLP
ELIZABETH WELLER
2323 BRYAN STREET, SUITE 1600
DALLAS, TX 75201

LINEBARGER GOGGAN BLAIR & SAMPSON LLP
LORI ROBERTSON
1949 SOUTH IH 35 (78741)
PO BOX 17428
AUSTIN, TX 78760-7428

LINEBARGER GOGGAN BLAIR & SAMPSON LLP
JOHN P. DILLMANN
PO BOX 3064
HOUSTON, TX 77253-3064

LOCKE LIDDELL & SAPP LLP
PATRICIA WILLIAMS PREWITT
3400 JPMORGAN CHASE TOWER
600 TRAVIS STREET
HOUSTON, TX 77002-3095

LOCKE LIDDELL & SAPP LLP
ATTN: GREGORY A. LOWRY
2200 ROSS AVENUE
SUITE 2200
DALLAS, TX 75201-6776

LOOMIS, EWERT, PARSLEY, DAVIS & GOTTING,
P.C
JEFFREY S. THEUER
232 S. CAPITOL AVE., SUITE 1000
LANSING, MI 48933

M.H. DAVIDSON & CO., LLC
ANTHONY YOSELOFF
885 THIRD AVENUE
SUITE 3300
NEW YORK, NY 10022

MACKAY SHIELDS FINANCIAL
DON MORGAN
9 WEST 57TH STREET
NEW YORK, NY 10019

MCCREARY, VESELKA, BRAGG & ALLEN, P.C.
MICHAEL REED, ESQ.
P.O. BOX 26990
AUSTIN, TX 78755

MCDERMOTT, WILL & EMERY
PAUL J. PANTANO, JR.
600 THIRTEENTH STREET, N.W.
WASHINGTON, DC 20005

MCDERMOTT, WILL & EMERY
NATHAN F. COCO
HANNAH J. MUFSON
227 WEST MONROE STREET
CHICAGO, IL 60606-5096

MERRILL LYNCH PROFESSIONAL CLEARING
CORP.
ROMALO CATALANO
101 HUDSON STREET
JERSEY CITY, NJ 07302

MEYERS, RODBELL & ROSENBAUM, P.A.
ROBERT H. ROSENBAUM
M. EVAN MEYERS
BERKSHIRE BUILDING
6801 KENILWORTH AVENUE, SUITE 400
RIVERDALE, MD 20737-1385

MICHAEL WILLINGHAM
9202 MEAUX DRIVE
HOUSTON, TX 77031

MIRANT CORPORATION
ATTN: JAY WILSON
1155 PERIMETER CENTER WEST
ATLANTA, GA 30338

MIZUHO CORPORATE BANK
YASUO IMAIZUMI
NOEL PURCELL
1251 AVENUE OF THE AMERICAS
NEW YORK, NY 10020

MOORE & VAN ALLEN, PLLC
DAVID B. WHEELER
40 CALHOUN STREET, SUITE 300
PO BOX 22828
CHARLESTON, SC 29413-2828

MORGAN STANLEY
WILLIAM MCCOY
1221 AVENUE OF THE AMERICAS
NEW YORK, NY 10020

MORGAN STANLEY & CO. INC
VICTOR REICH
ONE PIERREPONT PLAZA
BROOKLYN, NY 11201

MORGAN STANLEY SENIOR FUNDING INC.
DANIEL ALLEN
1633 BROADWAY
25TH FLOOR
NEW YORK, NY 10019

MORRISON & FOERSTER LLP
LARREN M. NASHESKY
1290 AVENUE OF THE AMERICAS
NEW YORK, NY 10104-0050

MORRISON & FOERSTER LLP
KENNETH W. IRVIN
WILLIAM MCCARRON, JR.
2000 PENNSYLVANIA AVENUE, NW
SUITE 5500
WASHINGTON, DC 20006-1888

MUNSCH HARDT KOPF & HARR, PC
JOSEPH J. WIELEBINSKI
SEYMOUR ROBERTS, JR.
4000 FOUNTAIN PLACE
1445 ROSS AVENUE
DALLAS, TX 75202-2790

NEUBERGER BERMAN LLC
605 THIRD AVENUE
NEW YORK, NY 10158

NEUBERGER BERMAN LLC
C/O ISSUER SERVICES
ADP PROXY SERVICES
51 MERCEDES WAY
EDGEWOOD, NY 11717

NEW YORK MERCANTILE EXCHANGE, INC.
BRIAN REGAN
WORLD FINANCIAL CENTER
ONE NORTH END AVENUE
NEW YORK, NY 10282

NEW YORK STATE DEPT. OF LAW
ENVIRONMENTAL PROTECTION BUREAU
MAUREEN F. LEARY, ASST. ATTY GEN'L
THE CAPITOL
ALBANY, NY 12224

NORFOLK SOUTHERN CORPORATION
ATTN: WILLIAM H. JOHNSON, GEN'L ATTORNEY
THREE COMMERCIAL PLACE
NORFOLK, VA 23510

NOSSAMAN, GUTHNER, KNOX & ELLIOTT, LLP
ALLAN H. ICKOWITZ
JOHN W. KIM
445 SOUTH FIGUEROA STREET
31ST FLOOR
LOS ANGELES, CA 90071

OFFICE OF ATTORNEY GENERAL
MAIN JUSTICE BUILDING
ROOM 5111
10TH & CONSTITUTION AVENUE, N.W.
WASHINGTON, DC 20530

OFFICE OF CONSUMER ADVOCATE
MICHAEL W. HOLMES
F. ANNE ROSS
117 MANCHESTER STREET
CONCORD, NH 03301

OFFICE OF THE ATTORNEY GENERAL
BANKRUPTCY AND COLLECTION DIVISION
P.O. BOX 12548
AUSTIN, TX 78711-2548

O' MELVENY & MEYERS LLP
ABBEY W. EHRlich
ADAM C. HARRIS
30 ROCKEFELLER PLAZA
NEW YORK, NY 10112

ORACLE CORPORATION
C/O ALAN HOROWITZ
BUCHALTER, NEMER, FIELDS & YOUNGER
895 DOVE STREET, SUITE 400
NEWPORT BEACH, CA 92658-8129

PASCO COUNTY BOARD OF COUNTY
COMMISSIONERS
C/O KRISTI WOODEN
PASCO COUNTY ATTORNEY'S OFFICE
WEST PASCO GOVERNMENT CENTER
7530 LITTLE ROAD, SUITE 340
NEW PORT RICHEY, FL 34654

PATTON BOGGS LLP
CLIFTON R. JESSUP, JR.
BRUCE H. WHITE
WILLIAM L. MEDFORD
2001 ROSS AVENUE, SUITE 3000
DALLAS, TX 75201

PAUL, HASTINGS, JANOSFKY & WALKER LLP
JONATHAN BIRENBAUM
1055 WASHINGTON BLVD.
STAMFORD, CT 06901

PCM INDUSTRIAL SERVICES, INC.
C/O RONALD L. EARLY
LERCH, EARLY & BREWER, CHARTERED
3 BETHESDA METRO CENTER
SUITE 460
BETHESDA, MD 20814-5367

PEEL, BRIMLEY & SPANGLER
RICHARD L. PEEL
701 NORTH GREEN VALLEY PKWY
HENDERSON, NV 89074-6178

PENNSYLVANIA DEPT. OF LABOR & INDUSTRY
SHARON L. ROYER,
UC TAX AGENT/BANKRUPTCY REP
HARRISBURG BANKRUPTCY & COMPLIANCE
1171 S. CAMERON ST., ROOM 312
HARRISBURG, PA 17104-2513

PENSION BENEFIT GUARANTY CORPORATION
OFFICE OF THE GENERAL COUNSEL
KENNETH J. COOPER
1200 K STREET, N.W., SUITE 340
WASHINGTON, DC 20005-4026

PERRYVILLE ENERGY PARTNERS, L.L.C.
C/O CLECO CORPORATION
MARK PEARCE
2030 DONAHUE FERRY RD.
PO BOX 5000
PINEVILLE, LA 71361-5000

PERSHING SECURITIES CORPORATION
AL HERNANDEZ
1 PERSHING PLAZA
JERSEY CITY, NJ 07399

PHAETON INTERNATIONAL/PHOENIX PARTNERS
JOANN MCNIFF
33 S. FRANKLIN AVENUE
BERGENFIELD, NJ 07621

PHELPS DUNBAR LLP
KATHERINE M. DETERMAN
CANAL PLACE, SUITE 2000
365 CANAL STREET
NEW ORLEANS, LA 70130-6534

PIPER RUDNICK LLP
MARK J. FRIEDMAN
SUSAN S. MAHER
6225 SMITH AVENUE
BALTIMORE, MD 21209-3600

POSTERNAK BLANKSTEIN & LUND LLP
ROBERT OWEN RESNICK
100 CHARLES RIVER PLAZA
BOSTON, MA 02114

QUADRANGLE GROUP LLC
JOSIAH ROTENBERG
375 PARK AVENUE, 14TH FLOOR
NEW YORK, NY 10152

REED SMITH LLP
ROBERT M. MARINO
1301 K. STREET, NW
SUITE 1100 EAST TOWER
WASHINGTON, D.C. 20005-3317

REED SMITH LLP
JOSEPH S. LUCHINI
3110 FAIRVIEW PARK DRIVE
SUITE 1400
FALLS CHURCH, VA 22042

REFCO GROUP LTD., LLC
DENNIS KLEJNA
ONE WORLD FINANCIAL CENTER
200 LIBERTY STREET, TOWER A
NEW YORK, NY 10281-1094

RIDDELL WILLIAMS P.S.
JOSEPH E. SHICKICH, JR.
1001 4TH AVENUE, SUITE 4500
SEATTLE, WA 98154-1065

RIEMER & BRAUNSTEIN LLP
JONATHAN D. YELLIN
THREE CENTER PLAZA
BOSTON, MA 02108

ROBERTS & GRANT, P.C.
T. GLOVER ROBERTS
RICHARD D. GRANT
3102 OAK LAWN AVENUE
SUITE 700
DALLAS, TX 75219

ROGER B. SMITH
301 KEMP ROAD
SUWANEE, GA 30024-1607

RUBIN & RUDMAN, LLP
KENNETH M. BARNA
50 ROWES WHARF
BOSTON, MA 02110-3319

SANDELL ASSET MANAGEMENT
HERBERT LUST
JASON KROH
1251 AVENUE OF THE AMERICAS
NEW YORK, NY 10020

SCARCELLA ROSEN & SLOME LLP
JACQUELINE I. GIORGIO
333 EARLE OVINGTON BLVD.
NINTH FLOOR
UNIONDALE, NY 11553

SCHIFF HARDIN & WAITE
EUGENE J. GEEKIE, JR.
JASON M. TORF
6600 SEARS TOWER
CHICAGO, IL 60606-6473

SEAPORT GROUP, LLC
JOHN C. SOSNOWSKI
317 MADISON AVENUE, SUITE 811
NEW YORK, NY 10017

SECURITIES AND EXCHANGE COMMISSION
ANGELA D DODD
MIDWEST REGIONAL OFFICE
175 WEST JACKSON BLVD, STE 900
CHICAGO, IL 60604

SEGREST & SEGREST, P.C.
PHILIP R. SEGREST
28015 WEST STATE HIGHWAY 84
MCGREGOR, TX 76657

SEWARD & KISSELL LLP
SEAN C. SERPE
ONE BATTERY PARK PLAZA
NEW YORK, NY 10004

SHANNON, GRACEY, RATLIFF & MILLER, L.L.P.
JOHN Y. BONDS, III
777 MAIN STREET, SUITE 3800
FORT WORTH, TX 76102

SHEARMAN & STERLING
FREDRIC SOSNICK
SCOTT C. SHELLEY
SOLOMON J. NOH
599 LEXINGTON AVENUE
NEW YORK, NY 10022-6069

SHEEHY, LOVELACE & MAYFIELD, P.C.
JEFFREY R. COX
510 N. VALLEY MILLS DRIVE
SUITE 500
WACO, TX 76710

SHIPMAN & GOODWIN LLP
IRA H. GOLDMAN
ROBERT M. BORDEN
CORRINE L. BURNICK
ONE AMERICAN ROW
HARTFORD, CT 06103-2819

SIMPSON THACHER & BARTLETT LLP
MARK THOMPSON
RICHARD W. DOUGLAS
425 LEXINGTON AVENUE
NEW YORK, NY 10017-3954

SITRICK AND COMPANY, INC.
MICHAEL S. SITRICK
1840 CENTURY PARK EAST
SUITE 800
LOS ANGELES, CA 90067-2109

SKADDEN, ARPS, SLATE, MEAGHER & FLOM LLP
J. GREGORY MILMOE
ALAN CARR
FOUR TIMES SQUARE
NEW YORK, NY 10036

SMITH MANAGEMENT, LLC
ELIZABETH PIERCE
885 THIRD AVENUE, 34TH FLOOR
NEW YORK, NY 10022

SPAIN & GILLON, LLC
WALTER F. MCARDLE
THE ZINZER BUILDING
2117 SECOND AVENUE NORTH
BIRMINGHAM, AL 35203

STATE OF MARYLAND
DEPT OF LABOR, LICENSING & REGULATION
UNEMPLOYMENT INSURANCE CONTRIB. DIV.
LITIGATION & PROSECUTION UNIT
1100 NORTH EUTAW STREET, ROOM 400
BALTIMORE, MD 21201

STATE OF NEW YORK
DEPARTMENT OF TAXATION AND FINANCE
ELAINE Z. COLE
340 E. MAIN STREET
ROCHESTER, NY 14604

STATE STREET BANK AND TRUST COMPANY
TIM MURRAY
1776 HERITAGE DRIVE
GLOBAL CORPORATION ACTION UNIT
QUINCY, MA 02171

STEINHART & FALCONER LLP
MATTHEW S. COVINGTON
KARI S. GREGORY
333 MARKET STREET, 32ND FLOOR
SAN FRANCISCO, CA 94105-2150

STRASBURGER & PRICE, L.L.P.
ROBERT P. FRANKE
901 MAIN STREET, SUITE 4300
DALLAS, TX 75202-3794

STROOCK & STROOCK & LAVAN, LLP
MARK A. SPEISER
KRISTOPHER M. HANSEN
JOSHUA A. LEFKOWITZ
SHERRY MILLMAN
180 MAIDEN LANE
NEW YORK, NY 10038-4982

STUTZMAN, BROMBERG, ESSERMAN & PLIFKA
A PROFESSIONAL CORPORATION
SANDER L. ESSERMAN
JO E. HARTWICK
2323 BRYAN STREET
SUITE 2200
DALLAS, TX 75201-2689

SUTHERLAND ASBILL & BRENNAN LLP
RICHARD G. MURPHY, JR.
PAUL B. TURNER
1275 PENNSYLVANIA AVENUE, N.W.
WASHINGTON, DC 20004

SUZANNE M. KLAR
80 PARK PLAZA, T5D
PO BOX 570
NEWARK, NJ 07101

SWIDLER BERLIN SHEREFF FRIEDMAN, LLP
ROGER FRANKEL
JONATHAN P. GUY
3000 K STREET, NW
SUITE 300
WASHINGTON, DC 20007

TD SECURITIES (USA) INC.,
DEBORAH GRAVINESE
31 WEST 52ND STREET
NEW YORK, NY 10019-6101

TEJAS SECURITIES GROUP, INC.
MORRIS WEISS
JOHN GORMAN
112 E. PECAN, SUITE 1510
SAN ANTONIO, TX 78205

TEXAS WORKFORCE COMMISSION
TEC BUILDING BANKRUPTCY
101 EAST 15TH STREET
AUSTIN, TEXAS 78778

THE BANK OF NEW YORK
CECILE LAMARCO
ONE WALL STREET
NEW YORK, NY 10286

THE BLACKSTONE GROUP
ATTN: TIMOTHY R. COLEMAN
345 PARK AVENUE
NEW YORK, NY 10154

THE DELAWARE BAY COMPANY, INC.
NARAYAN RAJ
680 FIFTH AVENUE, 22ND FLOOR
NEW YORK, NY 10019

THE NORTHERN TRUST COMPANY
KAREN GREENE
ROBERT VALENTINE
801 CANAL C-IN
CHICAGO, IL 60607

THE ROYAL BANK OF SCOTLAND
CHARLES GREER
BETHANY THOMAS
MING CHU
GAURI KETCHER
101 PARK AVENUE
NEW YORK, NY 10178

THELEN REID & PRIEST LLP
MARTIN G. BUNIN
875 THIRD AVENUE
NEW YORK, NY 10022

THOMPSON & KNIGHT, LLP
DAVID BENNETT
JUDITH. W. ROSS
1700 PACIFIC AVENUE
SUITE 3300
DALLAS, TX 75201-4693

TRAVELERS INSURANCE COMPANY
LISA MORING
LITIGATION CASE MANAGER
ONE TOWER SQUARE, 5 MN
HARTFORD, CT 06183-4044

TRILOGY CAPITAL, LLC
STEVEN GIDUMAL
780 THIRD AVENUE, 16TH FLOOR
NEW YORK, NY 10017

TROUTMAN SANDERS LLP
MARY GRACE DIEHL
HARRIS B. WINSBERG
600 PEACHTREE STREET, N.E.
SUITE 5200
ATLANTA, GA 30308-2216

U.S. DEPARTMENT OF JUSTICE
J. CHRISTOPHER KOHN
TRACY J. WHITAKER
MATTHEW J. TROY
P.O. BOX 875
BEN FRANKLIN STATION
WASHINGTON, DC 20044

UBS SECURITIES LLC
CARLOS LEDE
677 WASHINGTON BOULEVARD
STAMFORD, CT 06901

UBS WARBURG
DAVID KALAL
IMPAIRED LOAN MANAGEMENT
STAMFORD BRANCH
677 WASHINGTON BOULEVARD
STAMFORD, CT 06901

UBS WARBURG
WALTER HULSE
299 PARK AVENUE
NEW YORK, NY 10171

UNION BANK OF CALIFORNIA
JOEL STEINER
VICE PRESIDENT SPECIAL ASSETS DEPT.
C/O BANKERS COMMERCIAL CORP.
445 SOUTH FIGUEROA, SUITE 403
LOS ANGELES, CA 90071

UNITED STATES ATTORNEY
OFFICE OF THE UNITED STATES ATTORNEY
3RD FLOOR, 1100 COMMERCE STREET
DALLAS, TEXAS 75242

UNITED STATES TRUSTEE'S OFFICE
GEORGE F. MCELREATH
EARLE CABELL FEDERAL BUILDING
1100 COMMERCE STREET
ROOM 9C60
DALLAS, TX 75242

UNITIL SERVICE CORPORATION
MARK H. COLLIN, CFO
6 LIBERTY LANE
HAMPTON, NH 03842

US BANK NATIONAL ASSOCIATION
KEITH FROHILCHER
1555 RIVERCENTER DRIVE
SUITE 0300
MILWAUKEE, WI 53212

VERIZON CAPITAL GROUP
AUDREY E. PRASHKER
JAMES J. JORDAN
PETER D. RUTHERFORD
245 PARK AVENUE, 40TH FLOOR
NEW YORK, NY 10167-4098

VINSON & ELKINS, L.L.P.
JOHN E. WEST
2300 FIRST CITY TOWER
1001 FANNIN STREET
HOUSTON, TX 77002

VINSON & ELKINS, L.L.P.
WILLIAM L. WALLANDER
3700 TRAMMELL CROW CENTER
2001 ROSS AVENUE
DALLAS, TX 75201

WACHOVIA SECURITIES
JILL AKRE
1339 CHESTNUT STREET
MAIL CODE PA4810
PHILADELPHIA, PA 19107

WACHOVIA SECURITIES
GEN SIMMS
CLASS ACTION AND BANKRUPTCY
111 8TH AVENUE
NEW YORK, NY 10011

WARNER, STEVENS & DOBY, L.L.P.
DAVID T. COHEN
1700 CITY CENTER TOWER II
301 COMMERCE STREET
FORT WORTH, TX 76102

WASHINGTON GAS ENERGY SERVICES, INC.
TELEMAC N. CHRYSIKOS
1100 H STREET, N.W., 12TH FLOOR
WASHINGTON, DC 20080

WEIL, GOTSHAL & MANGES, LLP
MARTIN A. SOSLAND
MICHELLE V. LARSON
STEVE A. YOUNGMAN
100 CRESCENT COURT
SUITE 1300
DALLAS, TEXAS 75201-6950

WEIL GOTSHAL & MANGES LLP
PAUL M. BASTA
767 FIFTH AVENUE
NEW YORK, NY 10153

WELLS FARGO BANK MINNESOTA NA
C/O ISSUER SERVICES
ADP PROXY SERVICES
51 MERCEDES WAY
EDGEWOOD, NY 11717

WELLS FARGO BANK MINNESOTA, NA
THOMAS M. KORSMAN
MAC N9303-120
SIXTH AND MARQUETTE
MINNEAPOLIS, MN 55479

WELLS FARGO BANK MINNESOTA NA
1600 EAST MADISON AVENUE
MANKATO, MN 56001

WESTDEUTSCHE LANDESBANK GIROZENTRALE
FELICIA LAFORGIA
1211 AVENUE OF THE AMERICAS
NEW YORK, NY 10036

WESTPORT PETROLEUM, INC.
DENNIS BJORKLAND
300 NORTH LAKE AVENUE
SUITE 1020
PASADENA, CA 91101

WHITE & CASE LLP
ATTN: TOM LAURIA
WACHOVIA FINANCIAL CENTER
200 SOUTH BISCAYNE BLVD.
MIAMI, FL 33131

WHITE & CASE LLP
ATTN: CRAIG AVERCH
633 WEST FIFTH ST., SUITE 1900
LOS ANGELES, CA 90071-2007

WILSON, ELSER, MOSKOWITZ, EDELMAN &
DICKER LLP
R. DOUGLAS NOAH, JR.
5000 RENAISSANCE TOWER
1201 ELM STREET
DALLAS, TX 75270

WILSON, ELSER, MOSKOWITZ, EDELMAN &
DICKER LLP
MARK G. LEDWIN
3 GANNETT DRIVE
WHITE PLAINS, NY 10604

WINSTEAD SECHREST & MINICK, P.C.
R. MICHAEL FARQUHAR
PHILLIP L. LAMBERSON
J. FRASHER MURPHY
5400 RENAISSANCE TOWER
DALLAS, TX 75270