

Michael W. Anglin, SBT 01260800
Louis R. Strubeck, Jr., SBT 12425600
Kristian W. Gluck, SBT 24038921
FULBRIGHT & JAWORSKI L.L.P.
2200 Ross Avenue, Suite 2800
Dallas, TX 75201-2784
Telephone: (214) 855-8000
Facsimile: (214) 855-8200

**ATTORNEYS FOR THE
MirMA LANDLORDS**

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

IN RE:	§	Chapter 11 Case
MIRANT CORPORATION, et al,	§	Case No. 03-46590 (DML)
	§	Jointly Administered
DEBTORS	§	
	§	Hearing Date and Time:
	§	

**MIRMA LANDLORDS' MOTION TO AMEND SECOND
AMENDED AND RESTATED ORDER DEFINING ROLE OF EXAMINER**

TO THE HONORABLE D. MICHAEL LYNN, UNITED STATES BANKRUPTCY JUDGE:

COME NOW the MirMA Landlords¹ and submits this Motion to Amend the Second Amended and Restated Order Defining Role of Examiner, and respectfully represents as follows:

I. SUMMARY OF REQUESTED RELIEF

1. The MirMA Landlords request a modification of the Second Amended and Restated Order Defining Role of Examiner (the "Second Amended Examiner Order") to include them in the list of recipients of reports prepared by the Examiner which are being provided to the Debtors and statutory committee in these cases. Neither the statutory committees, the Debtors,

¹ The MirMA Landlords are comprised of the following: (1) SEMA OP4 LLC, SEMA OP5 LLC, SEMA OP6 LLC, SEMA OP7 LLC, Morgantown OL3 LLC, Morgantown OL4 LLC, Dickerson OL2 LLC, and Dickerson OL3 LLC, all of which are special purpose entities affiliated with Bank One, NA; (2) SEMA OP1 LLC, SEMA OP2 LLC, SEMA OP3 LLC, Morgantown OL1 LLC, Morgantown OL2 LLC, and Dickerson OL1 LLC, all of which are special purpose entities affiliated with Verizon Capital Corp.; and (3) SEMA OP8 LLC, SEMA OP9 LLC, Morgantown OL5 LLC, Morgantown OL6 LLC, Morgantown OL7 LLC, and Dickerson OL4 LLC, all of which are special purpose entities affiliated with UnionBanCal Corporation.

the Examiner, nor the United States Trustee's Office oppose the MirMA Landlords request to receive such reports.

II. BACKGROUND

2. On April 7, 2004, this Court entered its order directing the appointment of an examiner in the Debtors' bankruptcy cases. Thereafter, on April 13, 2004, this Court entered its order approving the appointment of William K. Snyder as Examiner.

3. On April 29, 2004, this Court entered its Order Directing Appointment of Examiner ("First Examiner Order"), which defined the duties and powers of the Examiner in accordance with Section 1106(b) of the Bankruptcy Code. The First Examiner order did not provide for the Debtors to receive copies of the reports prepared by the Examiner. The First Examiner Order was amended by order entered May 27, 2004, and was further amended by order entered July 8, 2004 (the "Second Amended Examiner Order"). The third "Ordered" paragraph of the Second Amended Examiner Order directs the Examiner to submit all reports "under seal with copies provided to the Debtors, the committees appointed pursuant to § 1102 of the Bankruptcy Code and the United States Trustee, unless otherwise ordered by the Court." The Second Amended Examiner Order does not provide for submission of the Examiner's reports to the MirMA Landlords, and the MirMA Landlords request that they to be added to the list of approved recipients.

III. RELIEF REQUESTED

4. The MirMA Landlords request that the Court modify the Second Amended Examiner Order to add them to the list of parties receiving copies of the reports submitted by the Examiner.

5. The MirMA Landlords generally have been viewed as a “quasi-committee” for Mirant Mid-Atlantic, LLC (“MirMA”). The MirMA Landlords have had access to, and received confidential information provided to the statutory committees, including the Debtor’s quantitative and qualitative business plans.

WHEREFORE, the MirMA Landlords request that the Court authorize the Examiner to provide them with copies of all reports submitted to the Debtors and the statutory committees in these cases. The MirMA Landlords further pray for such other relief as is just and equitable.

July 29, 2004

Respectfully submitted,

FULBRIGHT & JAWORSKI L.L.P.

/s/ Kristian W. Gluck

Michael W. Anglin, SBT 01260800
Louis R. Strubeck, Jr., SBT 12425600
Kristian W. Gluck, SBT 24038921
2200 Ross Avenue, Suite 2800
Dallas, TX 75201-2784
Telephone: (214) 855-8000
Facsimile: (214) 855-8200

ATTORNEYS FOR THE
MirMA LANDLORDS

CERTIFICATE OF CONFERENCE

Prior to the filing of this Motion, conferences were held with Robin Phelan for the Debtors and Debtors-in-Possession, Gregory Petrick for the Official Committee of Unsecured Creditors of Mirant Americas Generation, LLC, Jason Brookner for the Official Committee of Unsecured Creditors of Mirant Corporation, *et al.*, Edward Weisfelner for the Official Committee of Equity Security Holders, and George McElreath for the Office of the United States Trustee. Messrs. Phelan, Petrick, Brookner, Weisfelner and McElreath do not oppose the relief requested in the Motion.

/s/ Louis R. Strubeck, Jr.

Louis R. Strubeck, Jr.

CERTIFICATE OF SERVICE

I certify that a true and correct copy of this document was served, by United States first class mail, postage prepaid, on July 29, 2004, upon the Official Master Service List as attached hereto:

/s/ Kristian W. Gluck

Kristian W. Gluck