

**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:
	)	December 23, 2003 at 10:30 a.m.

MOTION FOR MODIFICATIONS OF EXHIBITS TO FINAL ORDER PURSUANT TO SECTIONS 105(a), 362 AND 541 OF THE BANKRUPTCY CODE ESTABLISHING PROCEDURES FOR (I) REQUIRING NOTICE IN ADVANCE OF CERTAIN TRANSACTIONS REGARDING CLAIMS AGAINST AND EQUITY INTERESTS IN MIRANT CORPORATION AND ITS AFFILIATED DEBTORS, AS DEBTORS IN POSSESSION, AND (II) THE IMPOSITION OF SANCTIONS FOR VIOLATING THE NOTIFICATION PROCEDURES

A HEARING WILL BE CONDUCTED ON THIS MATTER ON DECEMBER 23, 2003 AT 10:30 A.M. IN COURTROOM NO. 128, UNITED STATES BANKRUPTCY COURT, 501 WEST 10th STREET, FORT WORTH, TEXAS. 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-THREE 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.

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

Mirant Corporation and its above-captioned affiliated debtors (collectively, the “Debtors”), as debtors and debtors-in-possession, file this motion (the “Motion”) for Modification of Exhibits to Final Order Pursuant to Sections 105(a), 362 and 541 of the Bankruptcy Code Establishing Procedures for (I) Requiring Notice in Advance of Certain

Transactions Regarding Claims Against and Equity Interests in Mirant Corporation and its Affiliated Debtors, as Debtors in Possession, and (II) the Imposition of Sanctions for Violating the Notification Procedures (the “Final NOL Order”), and respectfully represent as follows:

PROCEDURAL BACKGROUND

1. The Cases. Commencing on July 14, 2003 and concluding in the early morning hours of July 15, 2003 (the “Petition Date”), certain of the Debtors (the “Initial Debtors”) filed a voluntary petition in this Court for relief under chapter 11 of title 11 of the United States Code, 11 U.S.C. §§ 101-1330, as amended (the “Bankruptcy Code”). On August 18, 2003, Mirant EcoElectrica Investments I, Ltd. and Puerto Rico Power Investments, Ltd. (collectively, the “New Debtors” and, together with the Initial Debtors, the “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 following additional Debtors filed voluntary petitions in this Court for relief under chapter 11: (i) Mirant Americas Energy Capital, LP and (ii) Mirant Americas Energy Capital Assets, LLC (collectively, the “MAEC Debtors”). All of the Debtors continue to manage and operate their businesses as debtors-in-possession pursuant to sections 1107 and 1108 of the Bankruptcy Code. The cases are jointly administered.

2. The Creditors’ Committees. On July 25, 2003, the Office of the United States Trustee for the Northern District of Texas announced the formation of two official unsecured creditors’ committees; one for Mirant Corporation and the other for Mirant Americas

Generation, LLC (collectively, the “Creditors’ Committees”). The appointment lists of members of the Creditors’ Committees were filed in their respective chapter 11 cases on July 25, 2003.

3. The Equity Committee. On September 18, 2003, the Office of the United States Trustee for the Northern District of Texas announced the formation of the Equity Committee. The appointment list of the members of the Equity Committee was filed in the chapter 11 case of Mirant Corporation on September 18, 2003.

FACTS SPECIFICALLY RELEVANT TO THE MOTION.

4. On July 21, 2003, the Debtors filed their Emergency Motion of the Debtors Pursuant to Sections 105(a), 362 and 541 of the Bankruptcy Code for Interim and Final Order Establishing Procedures for (I) Requiring Notice in Advance of Certain Transactions Regarding Claims Against and Equity Interests in Mirant Corporation, and (II) the Imposition of Sanctions for Violating the Notification Procedures (the “NOL Motion”).

5. This Court granted the relief requested in the NOL Motion on an interim basis pursuant to the Second Interim Order Pursuant to Sections 105(a), 362 and 541 of the Bankruptcy Code Establishing Procedures for (I) Requiring Notice in Advance of Certain Transactions Regarding Claims Against and Equity Interests in Mirant Corporation, and (II) The Imposition of Sanctions for Violating the Notification Procedures (the “Second Interim Order”).

9. On September 17, 2003 the Court granted the relief requested in the NOL Motion on a final basis pursuant to the Final NOL Order. Attached to the Final NOL Order were the following Exhibits:

- (A) Notice of Intent to Purchase, Acquire, Otherwise Accumulate, Sell, Trade, or Otherwise Transfer Specified Claims Against the Debtors’ Estates
- (B) Notice of Ownership of at Least \$250 Million of Specified Claims

- (C) Notice of Non-Compliance With Order Establishing (i) Notification Procedures and (ii) Establishing Procedures to Impose Sanctions for Violating the Court Approved Notification Procedures Regarding Transfers of Claims Against and Interests in the Debtors
- (D) Notice of Final Order Establishing Procedures for (i) Requiring Notice In Advance of Certain Transactions Regarding Claims Against and Equity Interests in Mirant Corporation and its Affiliated Debtors, as Debtors in Possession, and (ii) the Imposition of Sanctions for Violating the Notification Procedures
- (E) Notice of Entry of Interim Order Pursuant to Sections 105(A), 362 And 541 of the Bankruptcy Code for Interim and Final Order Establishing Procedures for (i) Requiring Notice In Advance of Certain Transactions Regarding Claims Against and Equity Interests in Mirant Corporation, and (ii) the Imposition of Sanctions for Violating the Notification Procedures
- (F) Notice of Election and Consent Under Paragraph 5 of the Final Order Pursuant to Sections 105(a), 362 and 541 of the Bankruptcy Code Establishing Procedures for (I) Requiring Notice in Advance of Certain Transactions Regarding Claims Against and Equity Interests in Mirant Corporation and its Affiliated Debtors, as Debtors In Possession, and (II) the Imposition of Sanctions for Violating the Notification Procedures

10. Subsequent to the entry of the Final NOL Order, the Debtors determined that Exhibits A and B (the “Original Exhibits”) incorrectly retained certain terms of the Second Interim NOL Order. Through this Motion, the Debtors request that the Court modify the Original Exhibits to ensure that the exhibits reflect the terms of the Final NOL Order.

11. Attached hereto as Exhibits 1 and 2 (the “Revised Exhibits”) are revised versions of the Original Exhibits. The Revised Exhibits eliminate all references to the terms of the Second Interim NOL Order and reflect the terms of the Final NOL Order. Black-lined versions of the Revised Exhibits highlighting the proposed modifications to the Original Exhibits are attached hereto as Exhibits 3 and 4.

III. RELIEF REQUESTED

12. Based upon discussions among the Debtors and the committees appointed in these cases, the Debtors believe that no party-in-interest will oppose the proposed modifications to the

-and-

Thomas E Lauria
State Bar No. 11998025
Craig H. Averch
State Bar No. 01451020
WHITE & CASE LLP
Wachovia Financial Center
200 South Biscayne Blvd.
Miami, Florida 33131
(305) 371-2700

ATTORNEYS FOR THE DEBTORS AND
DEBTORS-IN-POSSESSION

CERTIFICATE OF SERVICE

The undersigned hereby certifies that he authorized BSI as service agent to serve a true and correct copy of the foregoing upon all parties listed below, the 50 largest shareholders of Mirant as indicated on the attached List, and on the Limited Service List by United States First Class mail on the 25th day of November, 2003 in accordance with the Federal Rules of Bankruptcy Procedure:

Steven Keltz
CitiGroup, Inc.
250 West Street
10th Floor
New York, NY 10013

Joseph Lamport
Cleary, Gottlieb, Steen & Hamilton
One Liberty Plaza
New York, NY 10006

Charles Gibbs
Akin Gump Strauss Hauer & Feld
1700 Pacific Avenue
Suite 4100
Dallas, TX 75201-4675

/s/ Ian T. Peck

EXHIBIT “1”

EXHIBIT A

**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.)	
_____)	

**NOTICE OF INTENT TO PURCHASE, ACQUIRE OR OTHERWISE OBTAIN
OWNERSHIP OF SPECIFIED CLAIMS AGAINST THE DEBTORS' ESTATES**

PLEASE TAKE NOTICE that [_____] (“Acquirer”) intends to acquire \$[_____] of Specified Claims (the "Proposed Transaction"). Specifically, Acquirer desires to acquire from [Transferor] \$_____ of the following Specified Claims:

<u>Debtor</u>	<u>Description of Specified Claim</u>	<u>Amount of Specified Claim</u>

Acquirer owns, directly or indirectly, \$_____ of the following Specified Claims:

<u>Debtor</u>	<u>Description of Specified Claim</u>	<u>Amount of Specified Claim</u>	<u>Date Specified Claim Acquired</u>

After the Proposed Transaction, Acquirer will own \$_____ of Specified Claims.

This Notice is being (x) delivered to (i) Mirant Corporation (“Mirant”), 1155 Perimeter Center West, Atlanta, Georgia 30338, Facsimile No. 678-579-7734, Attn: J. William Holden III, (ii) White & Case LLP, 200 South Biscayne Blvd., Miami, Florida 33131, Facsimile No. 305-358-5744, Attn: Mark Fuhr, (iii) the Official Committee of Unsecured Creditors of Mirant Corp. c/o Simpson Thacher & Bartlett LLP, Attn: Mark Thompson, Esq., 425 Lexington Avenue, New York, New York 10017, Facsimile No. 212-455-2502, and (iv) the Official Committee of Unsecured Creditors of Mirant America’s Generation, LLC. c/o Cadwalader, Wickersham & Taft LLP, Attn: Bruce Zirinsky, Esq., 100 Maiden Lane, New York, New York 10038, Facsimile No. 212-504-5545, or (y) filed with this Court pursuant to that final order pursuant to 11 U.S.C. §§ 105(a), 362 and 541 of title 11 of the United States Code establishing procedures for (i) providing advance notice of certain transactions involving claims against and equity interests in Mirant, and (ii) the imposition of sanctions for non-compliance (the “Notification Procedures Order”).

The Debtors shall have ten (10) days from receipt of this Notice to object to the transaction(s) described herein and obtain injunctive or other appropriate relief with respect thereto. If the Debtors file an objection and obtain such injunctive relief, then the Bankruptcy Court shall resolve the objection. If Acquirer consummates the transaction prior to the Bankruptcy Court resolving the objection (or in contradiction to any order entered by the Bankruptcy Court enjoining the transaction) Debtors may seek sanctions against Acquirer in accordance with the Notification Procedures Order which sanctions may include monetary sanctions, or the reversal of the transaction that fails to comply with the Notification Procedures Order.

Any further transactions contemplated by Acquirer that may result in Acquirer acquiring additional Specified Claims will require an additional notice with the Bankruptcy Court to be served in the same manner as this Notice.

For purposes of this Notice, “ownership” shall be determined in accordance with applicable rules under Section 382, and thus, shall include, but not be limited to, direct and indirect ownership (e.g., a holding company would be considered to beneficially own all shares owned or acquired by its subsidiaries and Entities would be considered to beneficially own a ratable share of all interests owned by a pass-through entity), ownership by members of such person’s family and persons acting in concert, and in certain cases, the creation or issuance of an option (in any form). Any variation of the term “ownership” (e.g., own) shall have the same

meaning.

For purposes of this Notice, Specified Claims shall mean general unsecured claims, including claims incurred in the ordinary course of business, against the Debtors (including all debt securities issued by Mirant or its debtor subsidiaries), and all preferred securities issued by Mirant (which are treated for federal income tax purposes as indebtedness of the Debtors) and any other securities issued by the Debtors which are treated for federal income tax purposes as indebtedness of the Debtors. "Specified Claims" shall not include any pass-through certificates or series thereof issued in connection with lease obligations of Mirant Mid-Atlantic, LLC but shall include an equity interest in an Entity that owns an aggregate amount of Specified Claims that equals or exceeds \$250 million, or such higher amount as determined under the Order, if the Specified Claims held by such Entity represent more than 25% of the fair market value of its total gross assets (excluding cash or cash equivalents), to the extent of the entire amount of Specified Claims held by such Entity.

This Notice is given in addition to, and not as a substitute for, any requisite notice under Rule 3001(e) of the Federal Rules of Bankruptcy Procedure.

[Name of Acquirer]

[Address of Acquirer]

[Telephone of Acquirer]

[Facsimile of Acquirer]

Dated: [city, state]

_____ 200__

EXHIBIT “2”

EXHIBIT B

**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: To Be Set

**NOTICE OF OWNERSHIP OF AT LEAST
\$250 MILLION OF SPECIFIED CLAIMS**

PLEASE TAKE NOTICE that [Name of Claimholder] owns at least \$250 million of Specified Claims, or such higher amount as determined under the Notification Procedures Order (as defined below). As of [date], the [Name of Claimholder] owns the following Specified Claims:

<u>Debtor</u>	<u>Description of Specified Claim</u>	<u>Amount of Specified Claim</u>	<u>Date Specified Claim Acquired</u>

This Notice is being (x) delivered to (i) Mirant Corporation (“Mirant”), 1155 Perimeter Center West, Atlanta, Georgia 30338, Facsimile No. 678-579-7734, Attn: J. William Holden III, (ii) White & Case LLP, 200 South Biscayne Blvd., Miami, Florida 33131, Facsimile No. 305-358-5744, Attn: Mark Fuhr, (iii) the Official Committee of Unsecured Creditors of Mirant Corp. c/o Simpson Thacher & Bartlett LLP, Attn: Mark Thompson, Esq., 425 Lexington Avenue, New York, New York 10017, Facsimile No. 212-455-2502, and (iv) the Official Committee of Unsecured Creditors of Mirant America’s Generation, LLC. c/o Cadwalader, Wickersham & Taft LLP, Attn: Bruce Zirinsky, Esq., 100 Maiden Lane, New York, New York 10038, Facsimile No. 212-504-5545, or (y) filed with this Court pursuant to that final order pursuant to 11 U.S.C. §§ 105(a), 362 and 541 of title 11 of the United States Code establishing procedures for (i) providing advance notice of certain transactions involving claims against and equity interests in Mirant, and (ii) the imposition of sanctions for non-compliance (the “Notification Procedures Order”).

For purposes of this Notice, “ownership” shall be determined in accordance with applicable rules under Section 382, and thus, shall include, but not be limited to, direct and indirect ownership (e.g., a holding company would be considered to beneficially own all shares owned or acquired by its subsidiaries and Entities would be considered to beneficially own a

ratable share of all interests owned by a pass-through entity), ownership by members of such person's family and persons acting in concert, and in certain cases, the creation or issuance of an option (in any form). Any variation of the term "ownership" (e.g., own) shall have the same meaning.

For purposes of this Notice, Specified Claims shall mean general unsecured claims, including claims incurred in the ordinary course of business, against the Debtors (including all debt securities issued by Mirant or its debtors subsidiaries), and all preferred securities issued by Mirant (which are treated for federal income tax purposes as indebtedness of the Debtors) and any other securities issued by the Debtors which are treated for federal income tax purposes as indebtedness of the Debtors. "Specified Claims" shall not include any pass-through certificates or series thereof issued in connection with lease obligations of Mirant Mid-Atlantic, LLC but shall include an equity interest in an Entity that owns an aggregate amount of Specified Claims that equals or exceeds \$250 million, or such higher amount as determined under the Order, if the Specified Claims held by such Entity represent more than 25% of the fair market value of its total gross assets (excluding cash or cash equivalents), to the extent of the entire amount of Specified Claims held by such Entity.

This Notice is given in addition to, and not as a substitute for, any requisite notice under Rule 3001(e) of the Federal Rules of Bankruptcy Procedure.

[Name of Claimholder]

[Address of Claimholder] [Telephone of Claimholder] [Facsimile of Claimholder]

Dated: [city, state]

_____ 200__

EXHIBIT “3”

EXHIBIT A

**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: To Be Set

**NOTICE OF INTENT TO PURCHASE, ACQUIRE, ~~OTHERWISE ACCUMULATE,~~
~~SELL, TRADE,~~ OR OTHERWISE ~~TRANSFER~~ OBTAIN OWNERSHIP OF SPECIFIED
CLAIMS AGAINST THE DEBTORS' ESTATES**

PLEASE TAKE NOTICE that [_____] ("~~Acquirer~~") intends to acquire \$[_____] of Specified Claims (the "Proposed Transaction"). Specifically, ~~{Acquirer}~~ desires to acquire from [Transferor] \$ _____ of the following Specified Claims:

<u>Debtor</u>	<u>Description of Specified Claim</u>	<u>Amount of Specified Claim</u>

Claims: ~~{Acquirer}~~ owns, directly or indirectly, \$_____ of the following Specified

<u>Debtor</u>	<u>Description of Specified Claim</u>	<u>Amount of Specified Claim</u>	<u>Date Specified Claim Acquired</u>

Claims. After the Proposed Transaction, ~~{Acquirer}~~ will own \$_____ of Specified

~~{Transferor} owns, directly or indirectly, \$_____ of Specified Claims. After the Proposed Transaction, {Transferor} will own \$_____ of Specified Claims.~~

This Notice is being (x) delivered to (i) Mirant Corporation (“Mirant”), 1155 Perimeter Center West, Atlanta, Georgia 30338, Facsimile No. 678-579-7734, Attn: J. William Holden III, (ii) White & Case LLP, 200 South Biscayne Blvd., Miami, Florida 33131, Facsimile No. 305-358-5744, Attn: Mark Fuhr, (iii) the Official Committee of Unsecured Creditors of Mirant Corp. c/o Simpson Thacher & Bartlett LLP, Attn: Mark Thompson, Esq., 425 Lexington Avenue, New York, New York 10017, Facsimile No. 212-455-2502, and (iv) the Official Committee of Unsecured Creditors of Mirant America’s Generation, LLC. c/o Cadwalader, Wickersham & Taft LLP, Attn: Bruce Zirinsky, Esq., 100 Maiden Lane, New York, New York 10038, Facsimile No. 212-504-5545, or (y) filed with this Court pursuant to that final order pursuant to 11 U.S.C. §§ 105(a), 362 and 541 of title 11 of the United States Code establishing procedures for (i) providing advance notice of certain transactions involving claims against and equity interests in Mirant ~~Corporation~~, and (ii) the imposition of sanctions for non-compliance (the “Notification Procedures Order”).

The Debtors shall have ten (10) days from receipt of this Notice to object to the transaction(s) described herein and obtain injunctive or other appropriate relief with respect thereto. If the Debtors file an objection and obtain such injunctive relief, then the Bankruptcy Court shall resolve the objection. If ~~the Acquirer and Transferor consummate~~consummates the transaction prior to the Bankruptcy Court resolving the objection (or in contradiction to any order entered by the Bankruptcy Court enjoining the transaction) Debtors may seek sanctions against ~~the Acquirer and Transferor~~ in accordance with the Notification Procedures Order which sanctions may include monetary sanctions, or the reversal of the transaction that fails to comply with the Notification Procedures Order.

Any further transactions contemplated by ~~{Acquirer/Transferor}~~ that may result in ~~{Acquirer/Transferor}~~ acquiring ~~or transferring~~ additional Specified Claims will require an additional notice with the Bankruptcy Court to be served in the same manner as this Notice.

For purposes of this Notice, “ownership” shall be determined in accordance with applicable rules under Section 382, and thus, shall include, but not be limited to, direct and indirect ownership (e.g., a holding company would be considered to beneficially own all shares owned or acquired by its subsidiaries and Entities would be considered to beneficially own a ratable share of all interests owned by a pass-through entity), ownership by members of such

person's family and persons acting in concert, and in certain cases, the creation or issuance of an option (in any form). Any variation of the term "~~ownerships~~ownership" (e.g., own) shall have the same meaning.

For purposes of this Notice, Specified Claims shall mean general unsecured claims, including claims incurred in the ordinary course of business, against the Debtors (including all debt securities issued by Mirant or its debtor subsidiaries), and all preferred securities issued by Mirant (which are treated for federal income tax purposes as indebtedness of the Debtors) and any other securities issued by the Debtors which are treated for federal income tax purposes as indebtedness of the Debtors. "Specified Claims" shall not include any pass-through certificates or series thereof issued in connection with lease obligations of Mirant Mid-Atlantic, LLC but shall include an equity interest in an Entity that owns an aggregate amount of Specified Claims that equals or exceeds \$250 million, or such higher amount as determined under the Order, if the Specified Claims held by such Entity represent more than 25% of the fair market value of its total gross assets (excluding cash or cash equivalents), to the extent of the entire amount of Specified Claims held by such Entity.

This Notice is given in addition to, and not as a substitute for, any requisite notice under Rule 3001(e) of the Federal Rules of Bankruptcy Procedure.

[Name of Acquirer]
[Address of Acquirer]
[Telephone of Acquirer]
[Facsimile of Acquirer]

Dated: [city, state]
_____ 200__

~~[Name of Transferor]
[Address of Transferor]
[Telephone of Transferor]
[Facsimile of Transferor]~~

~~Dated: [city, state]
_____ 200__~~

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EXHIBIT “4”

EXHIBIT B

**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: To Be Set

**NOTICE OF OWNERSHIP OF AT LEAST
\$250 MILLION OF SPECIFIED CLAIMS**

PLEASE TAKE NOTICE that ~~(~~[Name of Claimholder] ~~Owns greater than owns at~~ least \$250 million of Specified Claims, or such higher amount as determined under the Notification Procedures Order (as defined below). As of [date], the [Name of Claimholder] ~~Owns~~owns the following Specified Claims:

<u>Debtor</u>	<u>Description of Specified Claim</u>	<u>Amount of Specified Claim</u>	<u>Date Specified Claim Acquired</u>

This Notice is being (x) delivered to (i) Mirant Corporation (“Mirant”), 1155 Perimeter Center West, Atlanta, Georgia 30338, Facsimile No. 678-579-7734, Attn: J. William Holden III, (ii) White & Case LLP, 200 South Biscayne Blvd., Miami, Florida 33131, Facsimile No. 305-358-5744, Attn: Mark Fuhr, (iii) the Official Committee of Unsecured Creditors of Mirant Corp. c/o Simpson Thacher & Bartlett LLP, Attn: Mark Thompson, Esq., 425 Lexington Avenue, New York, New York 10017, Facsimile No. 212-455-2502, and (iv) the Official Committee of Unsecured Creditors of Mirant America’s Generation, LLC. c/o Cadwalader, Wickersham & Taft LLP, Attn: Bruce Zirinsky, Esq., 100 Maiden Lane, New York, New York 10038, Facsimile No. 212-504-5545, or (y) filed with this Court pursuant to that final order pursuant to 11 U.S.C. §§ 105(a), 362 and 541 of title 11 of the United States Code establishing procedures for (i) providing advance notice of certain transactions involving claims against and equity interests in Mirant ~~Corporation~~, and (ii) the imposition of sanctions for non-compliance (the “Notification Procedures Order”).

For purposes of this Notice, “ownership” shall be determined in accordance with applicable rules under Section 382, and thus, shall include, but not be limited to, direct and indirect ownership (e.g., a holding company would be considered to beneficially own all shares owned or acquired by its subsidiaries and Entities would be considered to beneficially own a

ratable share of all interests owned by a pass-through entity), ownership by members of such person's family and persons acting in concert, and in certain cases, the creation or issuance of an option (in any form). Any variation of the term "~~ownerships~~ownership" (e.g., own) shall have the same meaning.

For purposes of this Notice, Specified Claims shall mean general unsecured claims, including claims incurred in the ordinary course of business, against the Debtors (including all debt securities issued by Mirant ~~Corporation and/or~~ its ~~affiliated debtors, as debtors in possession subsidiaries~~), and all preferred securities issued by Mirant ~~Corporation and its affiliated debtors, as debtors in possession~~ (which are treated for federal income tax purposes as indebtedness of the Debtors) and any other securities issued by the Debtors which are treated for federal income tax purposes as indebtedness of the Debtors. "Specified Claims" shall not include any pass-through certificates or series thereof issued in connection with lease obligations of Mirant Mid-Atlantic, LLC but shall include an equity interest in an Entity that owns an aggregate amount of Specified Claims that equals or exceeds \$250 million, or such higher amount as determined under the Order, if the Specified Claims held by such Entity represent more than 25% of the fair market value of its total gross assets (excluding cash or cash equivalents), to the extent of the entire amount of Specified Claims held by such Entity.

This Notice is given in addition to, and not as a substitute for, any requisite notice under Rule 3001(e) of the Federal Rules of Bankruptcy Procedure.

[Name of Claimholder]

[Address of Claimholder] [Telephone of Claimholder] [Facsimile of Claimholder]

Dated: [city, state]

_____ 200__

Document comparison done by DeltaView on Tuesday, November 25, 2003 15:28:12

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Total changes	23

EXHIBIT “5”

**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.)	
_____)	

NOTICE OF MODIFICATION OF EXHIBITS TO FINAL ORDER PURSUANT TO SECTIONS 105(a), 362 AND 541 OF THE BANKRUPTCY CODE ESTABLISHING PROCEDURES FOR (I) REQUIRING NOTICE IN ADVANCE OF CERTAIN TRANSACTIONS REGARDING CLAIMS AGAINST AND EQUITY INTERESTS IN MIRANT CORPORATION AND ITS AFFILIATED DEBTORS, AS DEBTORS IN POSSESSION, AND (II) THE IMPOSITION OF SANCTIONS FOR VIOLATING THE NOTIFICATION PROCEDURES

PLEASE TAKE NOTICE that by Order dated December ____, 2003, the United States Bankruptcy Court for the Northern District of Texas has approved modifications to Exhibits A and B to the Final Order Pursuant to Sections 105(a), 362 and 541 of the Bankruptcy Code Establishing Procedures for (I) Requiring Notice in Advance of Certain Transactions Regarding Claims Against and Equity Interests in Mirant Corporation and its Affiliated Debtors, as Debtors in Possession, and (II) the Imposition of Sanctions for Violating the Notification Procedures (the “Final NOL Order”).

Attached hereto are the revised Exhibits A and B to the Final NOL Order. Pursuant to Order of the Court, other than the revisions to Exhibits A and B to the Final NOL Order, no provision of the Final NOL Order or exhibit thereto has been modified.

Dated: _____

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

By /s/ Ian T. Peck
Robin E. Phelan
State Bar No. 1590300
Judith Elkin
State Bar No. 06622200
Ian Peck
State Bar No. 24013306

-and-

Thomas E Lauria
State Bar No. 11998025
Craig H. Averch
State Bar No. 01451020
WHITE & CASE LLP
Wachovia Financial Center
200 South Biscayne Blvd.
Miami, Florida 33131
(305) 371-2700

ATTORNEYS FOR THE DEBTORS AND
DEBTORS-IN-POSSESSION

**MIRANT CORPORATION 50 LARGEST SHAREHOLDERS
(AUGUST 22, 2003)**

Rank	Investor Name	Current Position	Contact Name	Contact Phone	Contact Mailing Address
1	United States Trust Company of New York	5,300,000	Mr. Neil Danzger	(212) 852-3092	114 West 47th Street, 9th Floor, Growth Equity Group, New York, NY 10036-1502
2	State Street Global Advisors (US)	5,000,000	Mr. Carlton Hoagland	(617) 664-3210	1 Lincoln Street, Global Fundamental Research, Boston, MA 02111
3	Deutsche Investment Management Americas, Inc.	4,300,000	Ms. Patrice Rosch	(212) 336-4812	345 Park Avenue, Closed End Funds, New York, NY 10154-0115
4	Jennison Associates LLC	4,000,000	Mr. Robert Edemeka	(212) 833-0703	466 Lexington Avenue, 18th Floor, New York, NY 10017-3151
5	College Retirement Equities Fund	3,200,000	Mr. Hideki Shigenobu	(212) 916-6773	730 Third Avenue, 10th Floor, Active Research, New York, NY 10017-3206
6	Bass Brothers	3,000,000	Mr. Herbert Hughes	(817) 390-8400	201 Main Street - 3200, Fort Worth, TX 76102-3105
7	Barrow, Hanley, Mewhinney & Strauss, Inc.	3,000,000	Mr. Ray Nixon	(214) 665-1903	3232 McKinney Avenue, 15th Floor, Dallas, TX 75204-2480
8	Barclays Global Investors, N.A.	3,000,000	Mr. Richard Grinold	(415) 597-2015	45 Fremont Street, San Francisco, CA 94105-2228
9	Appaloosa Management, L.P.	3,000,000	Mr. David Tepper	(973) 701-7000	26 Main Street, 1st Floor, Chatham, NJ 07928-2402
10	Northern Trust Global Investments	2,353,973	Mr. James McDonald	(312) 444-7694	50 South LaSalle Street, Global Investment Department, Chicago, IL 60675-0001
11	Masters Capital Management Inc.	2,100,000	Mr. William Reddick	(340) 692-5102	17 Church Street, 3rd Floor, St. Croix, 00820
12	Dreman Value Management, L.L.C.	2,000,000	Mr. Walter Kass	(201) 793-2004	10 Exchange Place - 2150, Jersey City, NJ 07302-3913
13	K Capital Partners, L.L.C.	2,000,000	Mr. Alessandro Rollo	(617) 646-7731	75 Park Plaza, 2nd Floor, Boston, MA 02116-5019
14	Lehman Brothers	1,762,125	Mr. Gregg Orrill	(212) 526-0865	745 Seventh Avenue, Global Equity Research, New York, NY 10019-6801
15	Catequil Asset Management	1,500,000	Mr. Robert Ellis	(212) 899-4259	1251 Ave. of the Americas, 17th Fl., New York, NY 10020-1104
16	S.A.C. Capital Management, L.L.C.	1,500,000	Ms. Rose-Lynn Armstrong	(212) 813-8670	540 Madison Avenue, 10th Floor, New York, NY 10022-3213
17	Mellon Private Wealth Management	1,400,000	Mr. James Parham	(412) 234-5509	500 Grant Street, 39th Floor, Personal Fincl Srvc, 1 Mellon Center, Pittsburgh, PA 15258-0001
18	FrontPoint Partners, L.L.C.	1,400,000	Mr. George Shiau	(312) 466-9727	566 West Adam Street - 440, Chicago, IL 60661-5787
19	New Jersey Division of Investment	1,390,000	Mr. Peter Langerman	(609) 292-5106	50 West State Street, 9th Floor, Trenton, NJ 08608-1220
20	New York State Teachers' Retirement System	1,390,000	Mr. George Philip	(518) 447-2726	10 Corporate Woods Drive, Albany, NY 12211-2395
21	Charles Schwab Investment Management	1,320,000	Mr. Stephen Ward	(415) 667-3300	101 Montgomery Street, 120 KNY-15, San Francisco, CA 94104-1530
22	Goldman Sachs Asset Management International	1,300,000	Mr. Prashant Bhayani	44-20-7774-6601	No. 10-15, Newgate Street, Specialist Team, London, EC1A 7HD
23	Gracie Capital, L.L.C.	1,240,000	Mr. Daniel Nir	(212) 319-7984	527 Madison Avenue. 11th Floor, New York, NY 10022-4304
24	Gabelli Asset Management Company	1,240,000	Mr. J. Iain Smith	(914) 921-5019	401 Theodore Fremd Avenue, 1 Corporate Center, Rye, NY 10580-1435
25	Bear, Stearns & Co. Inc.	1,200,000	Mr. W. David Fore	(212) 272-8700	383 Madison Avenue, U.S. Equity Research Department, New York, NY 10179-0001
26	Barclays Global Investors (UK) Ltd.	1,200,000	Mr. Mark Britten-Jones	44-20-7668-8000	Murray House, 1 Royal Mint Court, European Investment Team, London, EC3N 4HH
27	State Street Research & Management Co.	1,200,000	Mr. Steve McNeil	(617) 956-4929	1 Financial Center, 31st Floor, Equity Research Department, Boston, MA 02111-2621
28	Fidelity Management & Research	1,200,000	Mr. Christopher Getter	(617) 563-4336	1 Federal Street, International Equity, Boston, MA 02110-2003
29	New York State Common Retirement System	1,080,000	Mr. Robert Arnold	(518) 473-1117	110 State Street, 14 Floor, Albany, NY 12236-0001

Rank	Investor Name	Current Position	Contact Name	Contact Phone	Contact Mailing Address
30	Northern Trust Investments, Inc.	1,000,000	Ms. Katrina Muiznieks	(312) 630-6000	50 South LaSalle Street, Chicago, IL 60675-0002
31	Teacher Retirement System of Texas	1,000,000	Mr. Curtis Rogers	(512) 542-6436	1000 Red River Street, Austin, TX 78701-2603
32	Dreyfus Corporation	976,000	Ms. Jane Joseph	(212) 922-8492	200 Park Avenue, 55th Floor, Taxable Fixed Income Department, New York, NY 10166-0105
33	Florida State Board of Administration	920,000	Mr. Benjamin Latham	(850) 413-1031	1801 Hermitage Boulevard - 100, Domestic Equity Investments, Tallahassee, FL 32308-7703
34	Moore Capital Management	900,000	Mr. Joshua Alpert/ Mr. Louis Bacon	(212) 782-7000	1251 Avenue of the Americas, New York, NY 10020-1104
35	Ohio Public Employees Retirement System	893,000	Ms. Jana Harris	(614) 228-8471	277 East Town Street, Columbus, OH 43215-4642
36	Tennessee Consolidated Retirement System	855,000	Mr. Michael Keeler	(615) 532-1165	Andrew Jackson Building, 500 Deaderick Street - 1160, Nashville, TN 37243-0245
37	Strong Capital Management, Inc.	800,000	Mr. Richard Weiss	(414) 359-3467	100 Heritage Reserve, Menomonee Falls, WI 53051-4400
38	Credit Suisse First Boston, Inc.	750,906	Mr. James Heckler	(212) 325-5809	11 Madison Avenue, Equity Research Department, New York, NY 10010-3698
39	HVB Luxembourg	750,000	M. Jürg Paulus	352-4272-2502	10 rue Jean Monnet, Luxembourg, 2099
40	Galleon Management L.P.	727,400	Mr. Raj Rajaratnam	(212) 829-4047	135 East 57th Street, 16th Floor, New York, NY 10022-2050
41	Zweig-DiMenna Associates, Inc.	675,000	Mr. Joseph DiMenna	(212) 451-1102	900 Third Avenue, 30th Floor, New York, NY 10022-4728
42	Citadel Investment Group, L.L.C.	648,000	Mr. Kenneth Griffin	(312) 696-2101	131 South Dearborn Street, Chicago, IL 60603-5506
43	Trafelet & Company, LLC	610,000	Mr. Remy Trafelet	(212) 201-7877	900 Third Avenue, 5th Floor, New York, NY 10022-3055
44	Whitney Asset Management, LLC	609,204	Ms. Jennifer Johnson	(800) 537-8043	700 North Grand Avenue - 560, Glendale, CA 91203-1238
45	Gryphon Capital Management, LLC	600,000	Mr. Joseph Sweeney	(415) 274-6850	4 Maritime Plaza, San Francisco, CA 94111-3416
46	Meeder Asset Management, Inc.	560,000	Mr. Joseph Zarr	(614) 760-2132	6000 Memorial Drive, Dublin, OH 43017-9767
47	Scoggin Capital Management	537,000	Mr. Craig Efron	(212) 355-5686	660 Madison Avenue, 20th Floor, New York, NY 10021-8405
48	Dawson-Giammalva Capital Management Inc.	515,800	Mr. Jonathan Dawson	(203) 254-0091	354 Pequot Avenue, Southport, CT 06890-1345
49	Palantir Capital, Inc.	500,000	Mr. Glenn Doshay	(858) 756-4423	6279 Via Campo Verde, Rancho Santa Fe, CA 92067
50	Seneca Capital Advisors, L.L.C.	500,000	Mr. Scott Pearl	(212) 371-1300	527 Madison Avenue, 11th Floor, New York, NY 10022-7521
51	California Public Employees' Retirement System	500,000	Ms. Patricia Pinkos	(916) 326-3545	400 P Street - 3492, Lincoln Plaza, Sacramento, CA 95814-5318
	Subtotal	78,503,408			
	Total	100,198,680			
	Number of Holders	359			

Source: Thomson Financial Research, SEC 13f filings

All data is believed correct, but no assurance can be given as to the accuracy of information

**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 GRANTING MOTION FOR MODIFICATIONS OF EXHIBITS TO FINAL ORDER PURSUANT TO SECTIONS 105(a), 362 AND 541 OF THE BANKRUPTCY CODE ESTABLISHING PROCEDURES FOR (I) REQUIRING NOTICE IN ADVANCE OF CERTAIN TRANSACTIONS REGARDING CLAIMS AGAINST AND EQUITY INTERESTS IN MIRANT CORPORATION AND ITS AFFILIATED DEBTORS, AS DEBTORS IN POSSESSION, AND (II) THE IMPOSITION OF SANCTIONS FOR VIOLATING THE NOTIFICATION PROCEDURES

Came before the Court for consideration the motion (the “Motion”) for Modification of Exhibits to Final Order Pursuant to Sections 105(a), 362 and 541 of the Bankruptcy Code Establishing Procedures for (I) Requiring Notice in Advance of Certain Transactions Regarding Claims Against and Equity Interests in Mirant Corporation and its Affiliated Debtors, as Debtors in Possession, and (II) the Imposition of Sanctions for Violating the Notification Procedures (the “Final NOL Order”) filed by Mirant Corporation and certain of its subsidiaries and affiliates (collectively, the “Debtors”). After considering the Motion and the representations made therein, the Court finds that the Motion has merit and should be granted. It is therefore, hereby

ORDERED that the Motion is granted; and it is further

ORDERED that Exhibits A and B attached to the Final NOL Order are hereby replaced by Exhibits 1 and 2 to the Motion; and it is further

ORDERED that the Debtors shall serve on all parties that received the Final NOL Order the Notice of Modification of Exhibits to Final Order Pursuant to Sections 105(A), 362 and 541 of the Bankruptcy Code Establishing Procedures for (I) Requiring Notice in Advance of Certain

Transactions Regarding Claims Against and Equity Interests in Mirant Corporation and its
Affiliated Debtors, as Debtors in Possession, and (II) the Imposition of Sanctions for Violating
the Notification Procedures attached to the Motion as Exhibit 5.

SIGNED: _____

HONORABLE D. MICHAEL LYNN
UNITED STATES BANKRUPTCY JUDGE