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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.	)	
	)	Requested Date and Time:
_____	)	June 23, 2004 at 10:30 a.m.

**REQUEST FOR EXPEDITED HEARING TO CONSIDER DEBTORS' MOTION  
PURSUANT TO FEDERAL RULE OF BANKRUPTCY PROCEDURE 9019  
APPROVING SETTLEMENT AGREEMENT AND RELEASE BETWEEN  
MIRANT AMERICAS ENERGY MARKETING, LP, MIRANT  
CORPORATION, MORGAN STANLEY CAPITAL GROUP INC.  
AND MORGAN STANLEY**

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

Mirant Corporation (“Mirant”) and its affiliated debtors (collectively, “Mirant” or the “Debtors”), as debtors-in-possession, file this Request for Expedited Hearing (the “Request”) to consider the “*Debtors’ Motion Pursuant to Federal Rule of Bankruptcy Procedure 9019 Approving Settlement Agreement And Release Between Mirant Americas Energy Marketing, LP, Mirant Corporation, Morgan Stanley Capital Group Inc., And Morgan Stanley*” (the “Motion”).

The Debtors hereby respectfully request that the Court hear the Motion on an expedited basis on **June 23, 2004 at 10:30 a.m.** In support of this Request, the Debtors state as follows:

As set forth in greater detail in the Motion, the Debtors request entry of an order pursuant to rule 9019 of the Federal Rules of Bankruptcy Procedure allowing Debtors Mirant Corporation and Mirant Americas Energy Marketing, LP to enter into a “Settlement Agreement And Release” (the “Settlement Agreement”) with Morgan Stanley Capital Group (“MSCG”) and Morgan Stanley (“MS” and, collectively with MSCG, “Morgan Stanley”). The settlement memorialized by the Settlement Agreement (a) resolves significant disputes between the Debtors and Morgan Stanley and (b) requires MSCG to pay MAEM **\$36,500,000.00** on account of MSCG’s termination of certain contractual relationships with MAEM, the settlement of such amounts.

It is necessary for the Debtors to have the matter heard on June 23, 2004 because the Settlement Agreement provides that the Bankruptcy Court must approve the Settlement Agreement by June 30, 2004 or else the Settlement Agreement is deemed null and void. Given the magnitude of the settlement payment, the Debtors have determined that it is most prudent to have the matter heard on June 23, 2004 (rather than June 30) in the event there is any issue that arises that could delay approval of the settlement. Therefore, the Debtors respectfully request that the hearing on the Motion take place on an expedited basis on June 23, 2004. This will allow the Debtors with sufficient time to address any concerns that may arise at the hearing regarding the Motion, prior to the deadline set forth in the Settlement Agreement. The Debtors do not anticipate any objection to the request for expedited hearing.

Pursuant to this Court’s *Order Granting Debtors’ Motion Pursuant to Section 105 of the Bankruptcy Code and Federal Rule of Bankruptcy Procedure 9014(a) for an Order*



**CERTIFICATE OF SERVICE**

The undersigned hereby certifies that he provided a true and correct copy of the forgoing to Bankruptcy Services, LLC and directed them to effect service upon all persons on the Limited Service List and the addressees set forth below via email, facsimile or overnight mail on the 3rd day of June, 2004.

Morgan Stanley  
Attn: Mary Clare Bohn  
750 Seventh Avenue, 29th Floor  
New York, New York 10019

Morgan Stanley Capital Group Inc.  
Attn: Deborah L. Hart, Vice President  
1585 Broadway, 4th Floor – Commodities  
New York, New York 10036

Morgan Stanley  
Law Division  
1221 Avenue of the Americas, 5th Floor  
New York, New York 10020

Cleary Gottlieb Steen & Hamilton  
Attn: Seth Stuhl, Esq.  
One Liberty Plaza  
New York, NY 10006-1470

/s/ Ian T. Peck

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

In re	)	
	)	Chapter 11 Case
MIRANT CORPORATION, <i>et al.</i> ,	)	
	)	Case No. 03-46590-DML
Debtors.	)	Jointly Administered

**ORDER EXPEDITING CONSIDERATION OF DEBTORS' MOTION  
PURSUANT TO FEDERAL RULE OF BANKRUPTCY PROCEDURE 9019  
APPROVING SETTLEMENT AGREEMENT AND RELEASE BETWEEN  
MIRANT AMERICAS ENERGY MARKETING, LP, MIRANT CORPORATION,  
MORGAN STANLEY CAPITAL GROUP INC. AND MORGAN STANLEY**

Came before the Court for consideration the Request for Expedited Hearing (the "Request") regarding the "*Debtors' Motion Pursuant to Federal Rule of Bankruptcy Procedure 9019 Approving Settlement Agreement And Release Between Mirant Americas Energy Marketing, LP, Mirant Corporation, Morgan Stanley Capital Group Inc., And Morgan Stanley*" (the "Motion") filed by Mirant Corporation and its above-captioned affiliated debtors (collectively, the "Debtors"). After considering the Request and the representations made therein, the Court finds that the Request has merit and should be granted. It is therefore, hereby

**ORDERED** that the Request is granted in full and in all respects; and it is further

**ORDERED** that the hearing on the Motion is set for June 23, 2004 at 10:30 a.m.; and it is further

**ORDERED** that responses and objections to the Motion must be filed and served upon Debtors' counsel, counsel for the Official Committees, the U.S. Trustee and such other persons identified in the Certificate of Service to the Motion to ensure receipt by no later than 4:00 p.m. (prevailing central time) on Monday, June 21, 2004.

**ORDERED** that the Debtors shall serve immediately a copy of this Order on all parties upon whom the Debtors served the Motion.

SIGNED: \_\_\_\_\_

\_\_\_\_\_  
Honorable D. Michael Lynn  
United States Bankruptcy Judge