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**COUNSEL TO THE OFFICIAL COMMITTEE OF
UNSECURED CREDITORS OF MIRANT CORPORATION, ET AL.**

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

IN RE: § Chapter 11
MIRANT CORPORATION, *et al.*, §
§ Case No. 03-46590-DML-11
Debtors. § Jointly Administered

**MIRANT COMMITTEE'S MOTION TO QUASH DISCOVERY REQUESTS
PROPOUNDED BY EQUITY COMMITTEE IN CONNECTION WITH MIRANT
COMMITTEE'S APPLICATIONS TO RETAIN SHEARMAN & STERLING,
CAPSTONE CORPORATE RECOVERY AND PA CONSULTING
AND REQUEST FOR EXPEDITED CONSIDERATION OF SAME**

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

The Official Committee of Unsecured Creditors of Mirant Corporation, *et al.* (the "Mirant Committee"), for its Motion to Quash Discovery Requests Propounded by the Official Committee of Equity Security Holders (the "Equity Committee") in Connection with the Mirant Committee's Applications (collectively the "Applications") for Entry of a Final Order \Pursuant

to Section 1103(b) of the Bankruptcy Code Authorizing the Retention of Shearman & Sterling LLP (“S&S”), Capstone Corporate Recovery LLC (“Capstone”) and PA Consulting Group, Inc. (“PA”) and Request for Consideration of Same, respectfully represents:

BACKGROUND

1. On May 6, 2004, the Mirant Committee filed the Applications to retain S&S, Capstone and PA, together with accompanying disclosure affidavits (docket nos. 3786 to 3791). On May 10, 2004, the S&S Application was supplemented on the issue of “disinterestedness” (docket no. 3861). On May 13, 2004, the Debtors filed a response to the S&S Application (docket no. 3926). On May 14, 2004, the Equity Committee filed its response to all of the Applications (docket no. 3934), and the Debtors filed a response to the Capstone and PA Applications (docket no. 3940). On May 17, 2004, the Mirant Committee filed its Reply to the various responses to the Applications (docket no. 3943). Following a hearing on May 17, 2004, the Court granted the Applications on an interim basis by orders entered May 27, 2004, (docket nos. 4059, 4074 and 4075), providing parties in interest with an opportunity to object to final approval of the proposed retentions.

2. On June 16, 2004 (over one month after the disclosures were made in connection with the filing of the Applications), the Equity Committee filed its objection to the final retention of S&S, Capstone and PA (docket no. 4298), asserting that the Applications should be denied because, *inter alia*, S&S, Capstone and PA are not “disinterested” persons. No objection was filed by the Debtors to the interim retention orders becoming final orders. A final hearing on the Applications was originally scheduled to take place on June 23, 2004; however, at the request of the Equity Committee, the hearing was continued for two (2) weeks until July 7, 2004. The Mirant Committee responded to the Equity Committee’s objection on July 6, 2004 (docket no. 4514).

3. At the hearing on July 7, 2004, the Court continued the hearing on the Applications for one (1) additional week until July 14, 2004, and denied the request made by counsel to the Equity Committee for a longer continuance so that the Equity Committee could take discovery in connection with the Applications. This was the first time the Equity Committee requested or otherwise raised the issue of discovery in connection with the Applications. Indeed, no discovery was sought in connection with the Equity Committee's original objection to the Applications, any of the Mirant Committee's responses thereto, the Debtors' objections to the Applications, or in connection with the previously scheduled (and then continued) hearing. As of July 7, the Applications had been pending before the Court for over two (2) full months, and the Equity Committee's original objection had been pending for fifty-three (53) days.

EQUITY'S EXTREMELY TARDY AND OVERREACHING DISCOVERY REQUESTS

4. On the evening of July 7, counsel for the Equity Committee sent a letter requesting extensive discovery and depositions from the Mirant Committee. *See* letter dated July 7, 2004 from Andrew Dash to Paul Silverstein, attached hereto as Exhibit "A". In particular, the Equity Committee requested no fewer than seven (7) depositions and many thousands of pages of documents. By letter dated July 8, 2004, the Mirant Committee informed the Equity Committee that the requested discovery (i) was untimely, irrelevant, and substantially identical to the discovery requested by the Equity Committee in connection with its aborted request for a 2004 examination of Citibank, and (ii) appeared to be inconsistent with the Court's denial of the Equity Committees' request for a further continuance of the hearing on the Applications. *See* letter dated July 8, 2004 from Paul Silverstein to Andrew Dash, attached hereto as Exhibit "B" (the "Silverstein Letter"). The Mirant Committee agreed to designate its hearing witnesses in accordance with the Local Rules. *See* Silverstein Letter.

5. By further letter on July 8 (attached hereto as Exhibit “C”), the Equity Committee took issue with the Silverstein Letter, and thereafter (at 6:30 p.m. Eastern Time) served the extensive discovery requests attached hereto as Exhibit “D”. Specifically, the discovery sought by the Equity Committee includes depositions from seven (7) different parties, including Simpson Thacher & Bartlett, LLP, Huron Consulting Group, S&S (encompassing, amongst other things, the attorneys most knowledgeable about S&S’s engagements for Citibank during the period January 1, 2000 to date and the percent of S&S’s revenues derived from Citibank engagements during the same period), Risk Capital Management Partners, Citibank, a representative of the Debtors knowledgeable about letters of credit, and any witness(es) designated by the Mirant Committee to testify at the hearing. In addition, the Equity Committee seeks document production concerning, among other things, the agenda and minutes for each meeting of the Mirant Committee at which the naming of Citibank as Chair and/or the retention of S&S, PA and/or Capstone was discussed or considered, the Miller, Buckfire work schedule showing the proposed time line for the substitution of new professionals, and communications among Citibank, the Mirant Committee, and/or the MAGI Committee concerning the retention of S&S and/or Capstone. *See generally* Exhibit “D” attached hereto.

6. The Mirant Committee respectfully submits that the Court already indicated at the July 7th hearing that the discovery period had expired and that this type of discovery would not be taken in advance of the adjourned hearing date. The Court denied the Equity Committee’s request for a lengthier continuance in order to conduct discovery, and ruled that the hearing would proceed without pre-hearing discovery.

ARGUMENT

7. Not only are the Equity Committee’s discovery requests untimely, but also, as Exhibit “D” demonstrates, such requests are extremely overbroad, burdensome,

irrelevant, not reasonably calculated to lead to the discovery of admissible evidence, and propounded for the purposes of harassment of the Mirant Committee and delay of these proceedings.

8. As stated earlier, the Equity Committee has had nearly two (2) months to conduct investigations and discovery with respect to the Applications, but has at all turns failed to do so. Furthermore, on July 7, the Court *denied* the Equity Committee's request for a more lengthy continuance so that discovery could be conducted.

9. Even more egregious, however, is that the discovery requests propounded by the Equity Committee are palpably improper as they seek information related to the inner workings of the Mirant Committee, its deliberations, and the reason and manner by which it determined to hire S&S, Capstone and PA. Simply put, the discovery sought by the Equity Committee is nothing more than an attempt to secure the information requested in connection with its now-voluntarily-withdrawn Rule 2004 examination request (*see* docket nos. 3092 (Equity Committee 2004 motion), 3367 (Citibank objection) and notation of withdrawal entered on April 7, 2004), and to seek other information to which it is otherwise not entitled. The Applications do not present the appropriate context for the Equity Committee to pursue what appears to be a personal agenda against S&S and Citibank or otherwise re-urge the voluntarily withdrawn 2004 examination request. The discovery requests should, therefore, be quashed in their totality.

REQUEST FOR EXPEDITED HEARING

10. Given the impending July 14 hearing, the Mirant Committee respectfully requests an immediate hearing on these matters at the Court's earliest convenience on Friday, July 9, 2004 (or as soon thereafter as the Mirant Committee may be heard), and is available

either in person or via telephone as the Court may wish. An appropriate motion for expedited hearing is being filed simultaneously herewith.

WHEREFORE, the Mirant Committee respectfully requests that the Court quash the Equity Committee's discovery requests, and grant such other and further relief as may be just and proper.

Respectfully submitted this 9th day of July, 2004.

ANDREWS KURTH LLP

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**COUNSEL TO THE OFFICIAL
COMMITTEE OF UNSECURED CREDITORS
OF MIRANT CORPORATION, *ET AL.***

CERTIFICATE OF SERVICE

The undersigned hereby certifies that on the 9th day of July, 2004, he caused a true and correct copy of the foregoing document to be served on the parties appearing below via e-mail.

/s/ Jason S. Brookner
Jason S. Brookner

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Attorneys for the Equity Committee

EXHIBIT "A"

BR
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BERLACK
ISRAELS LLP
ANDREW DASH
ATTORNEY AT LAW

Direct Number: (212) 209-4811
E-Mail: adash@brbilaw.com

July 7, 2004

VIA TELEFAX AND E-MAIL

Paul N. Silverstein, Esq.
Andrews & Kurth, LLP
450 Lexington Avenue
New York, NY 10017

Re: In re: Mirant Corporation, et. al.

Dear Paul:

In light of Judge Lynn's direction that an evidentiary hearing on the Mirant Committee's professional retention applications be held next Wednesday, I ask that the Mirant Committee cooperate in the completion of the following discovery in advance of that hearing. We will be happy to work with you in coordinating the scheduling of this discovery. To the extent the Equity Committee determines that additional witnesses or documents are required, we will immediately contact you.

Depositions

Prior to next week's hearing, we will need to conduct the following depositions:

1. John Dorans;
2. The Shearman & Sterling attorney or attorneys most knowledgeable about (i) the legal work performed by Shearman & Sterling for any underwriters and/or investment bankers in connection with prepetition debt or equity securities issued by Mirant or any of its predecessors or affiliates, (ii) Shearman & Sterling's representation of Citibank, N.A. ("Citibank") and/or Credit Suisse First Boston ("CSFB") relating to letters of credit issued on behalf of Mirant or any of its predecessors or affiliates, (iii) Shearman & Sterling's engagements for Citibank during the period January 1, 2000 to date, (iv) the percent of Sherman & Sterling's revenues derived from Citibank engagements during the period January 1, 2000 to date, (v) the termination of Shearman & Sterling's representation of the agent banks in connection with prepetition Mirant debt, and (vi) the termination of Shearman & Sterling's representation of Mirant Asia-Pacific Ltd. ("MAPL").

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Boston | Dublin | Hartford | London | Providence



Paul N. Silverstein, Esq.
July 7, 2004
Page 2

3. Simpson Thacher & Bartlett, LLP by Marc Thompson.
4. Huron Consulting Group LLC by Stephen J. Schaefer.
5. Risk Capital Management Partners by David Shimko.
6. A knowledgeable representative of the Debtors regarding the letters of credit issue.
7. Any witness the Mirant Committee will or may call at next week's hearing.¹

Documents

We also request the production of the following documents:

1. All documents regarding the termination of the representation by Shearman & Sterling of Citibank and CSFB in their role as the agent banks in connection with prepetition Mirant debt obligations.
2. All documents regarding the termination of Shearman & Sterling's representation of MAPL, including, without limitation, documents relating to any efforts to find replacement counsel for MAPL.
3. All documents regarding, or constituting, communications among Citibank, the Mirant Committee, and/or the MAGI Committee concerning the retention of Shearman & Sterling, PA Consulting Group, Inc. ("PA Consulting"), and/or Capstone Corporate Recovery LLC ("Capstone") as advisors to the Mirant Committee.
4. The Miller, Buckfire work schedule or plan showing the proposed time line for the substitution of the new professions that are the subject of the instant applications.
5. The agenda and minutes for each meeting of the Mirant Committee at which the issue of (i) naming Citibank as Chair of the Mirant Committee and/or (ii) the retention of Shearman & Sterling, PA Consulting, and/or Capstone as Mirant Committee professionals was discussed and/or considered.

¹ In this regard, I remind you of the Mirant Committee's obligations under L.B.R. 9014.1(c).

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Paul N. Silverstein, Esq.
July 7, 2004
Page 3

6. To the extent not produced in response to the foregoing request, documents sufficient to show the vote of the Mirant Committee in connection with (i) the naming of Citibank as Chair of the Committee and (ii) the Mirant Committee's decision to seek Court authority to retain Shearman & Sterling, PA Consulting, and/or Capstone as professionals to the Mirant Committee.

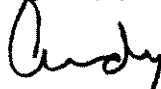
7. All documents referring or relating to Citibank's pre-petition credit enhancements, derivatives, other credit protection devices in connection with any security issued by Mirant or any of its affiliates.

8. All documents the Mirant Committee will or may seek to introduce at next week's hearing.

* * *

Given the extremely tight time frame imposed by the Court for the evidentiary hearing next week, I request that you confirm your agreement to produce the foregoing discovery voluntarily by noon tomorrow. Absent such agreement, we will issue the requisite discovery notices and/or subpoenas tomorrow.

Very truly yours,



Andrew Dash

AD/lm

cc: Edward S. Weisfelner, Esq.
Leslie H. Scharf, Esq.

#8098264

EXHIBIT "B"

July 8, 2004

VIA FACSIMILE AND E-MAIL

Andrew Dash, Esq.
Brown Rudnick Berlack Israels LLP
120 West 45th Street
New York, New York 10036

Re: *Mirant Corporation, et al.*

Dear Andy:

We have your letter, dated July 7, 2004. We believe you have misinterpreted Judge Lynn's intentions regarding the adjourned hearing scheduled for next Wednesday. As you know, Judge Lynn denied your request for an adjournment of the hearing date notwithstanding your contention that additional time was necessary to enable you to take the type of discovery you have requested in your letter. Indeed, the comments Judge Lynn made in denying your request strongly suggest that he did not expect any discovery to be taken in advance of next Wednesday's hearing.

You are attempting improperly to utilize the very short adjournment of the hearing as a basis to seek to take discovery you should have sought to take prior to the initial hearing if you genuinely believed it was relevant to arguments you intended to present. In any event, your requests seek discovery on issues which are not relevant to next week's hearing. Indeed, your letter reads much like your earlier aborted Rule 2004 exam request of Citibank and others.

As a matter of fairness and courtesy, and to be consistent with local practice, we will identify any witness we intend to call at next Wednesday's hearing. If you do not believe this is sufficient, rather than expending the resources and burdening the parties by serving contested subpoenas, please let us know and we will seek an expedited discovery conference before Judge Lynn.

Very truly yours,



Paul N. Silverstein

PNS:en

EXHIBIT "C"

July 8, 2004

VIA TELEFAX

Paul N. Silverstein, Esq.
Andrews & Kurth, LLP
450 Lexington Avenue
New York, NY 10017

Re: In re: Mirant Corporation, et al.

Dear Paul:

I have your letter of this date.

We respectfully disagree with your assertion that the discovery sought by the Equity Committee is in any way inappropriate or inconsistent with Judge Lynn's directions. We also recognize that you believe that certain of the discovery we seek is "much like" the Equity Committee's earlier Rule 2004 request. Without debating these issues with you, please advise what discovery, if any, the Mirant Committee is prepared to provide to the Equity Committee on a consensual basis.

Please keep in mind that the Equity Committee is not looking to be unreasonable here. We believe that the depositions of Simpson Thacher, Huron, and Risk Management can be conducted in an hour, and probably less, with the Debtors' examination likely taking two hours or so. We would be willing to conduct those examinations telephonically if that will facilitate the process. In addition, we expect that the depositions of Mr. Dorans and Shearman & Sterling should last no longer than four hours each.

Given the extremely limited amount of time remaining before Wednesday's hearing, we are not in a position to delay commencing the discovery process any further. Accordingly, you will shortly receive under

July 8, 2004
Page 2

separate cover, notices of deposition and related subpoenas for the discovery in question.

Very truly yours,



Andrew Dash

AD:lm

cc: Edward S. Weisfelner, Esq.
Leslie H. Scharf, Esq.

#8098325

EXHIBIT "D"

DATE July 8, 2004

THIS TRANSMISSION CONSISTS OF THIS COVER SHEET AND

PAGE(S) 30

ORIGINAL DOCUMENT TO FOLLOW

NO

If you do not receive all pages, please call Office Services at 212.704.0100

DELIVER TO	COMPANY/FIRM	FAX NUMBER	PHONE NUMBER
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George F. McElreath Asst. U.S. Trustee	U.S. Trustee	214-767-8971	214-767-8967
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Thomas Rice, Esq.	Cox and Smith Incorporated	210-226-8395	210-554-5511
Frederic Soanick, Esq.	Shearman & Sterling LLP	212-848-7179	212-355-1760

FROM Leelle H. Scharf

DIRECT DIAL 212.209.4816

CWA# 024017.0001

Enclosed please find the Discovery Demands of the Equity Committee in connection with the Mirant Corp. Committee's Retention Applications that are scheduled for hearing before Judge Lynn on Wednesday, July 14, 2004.

CONFIDENTIALITY NOTICE

The documents accompanying this fax transmission contain information from the law firm of Brown Rudnick Berlack Israels LLP which is confidential or privileged. The information is intended to be for the use of the individual or entity named on this transmission sheet. If you are not the intended recipient, be aware that any disclosure, copying, distribution or use of the contents of this faxed information is prohibited. If you have received this fax in error, please notify us by telephone immediately so that we can arrange for the retrieval of the original documents at no cost to you. Thank you.

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Providence, RI 02903
401.276.2600
fax 401.276.2620

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

-----X
:
In re: : Chapter 11
: Case No. 03-46590 (DML)
MIRANT CORPORATION, et al., :
:
: (Jointly Administered)
Debtors. :
:
-----X

NOTICE OF DEPOSITION

PLEASE TAKE NOTICE that, on July 12, 2004 at 11:00 a.m. EST, at the offices of Brown Rudnick Berlack Israels LLP, 120 West 45th Street, New York, NY 10036, the Official Committee of Equity Holders in the above-captioned bankruptcy proceeding, by its attorneys, will take the deposition upon oral examination of Risk Capital Management Partners, by David C. Shimko, President.

The deposition will proceed, pursuant to the provisions of Federal Rules of Bankruptcy Procedure 7030 and 9016, before a notary public, in and for the State of New York, or before some other officer authorized by law to administer oaths and will continue from day-to-day until completed. The deponent is required to bring to the deposition (unless otherwise agreed by counsel for the Official Committee of Equity Security Holders) any and all documents in its possession, custody or control requested on the attached Schedule "A."

Dated: New York, New York
July 8, 2004

By its attorneys,
**THE OFFICIAL COMMITTEE OF EQUITY
SECURITY HOLDERS**

By: 

BROWN RUDNICK BERLACK ISRAELS
120 West 45th Street
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(212) 704-0100
Edward S. Weisfelner, Esq.
Andrew S. Dash, Esq.
Leslie H. Scharf, Esq.

-and-

HOHMANN, TAUBE & SUMMERS, L.L.P.
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Telephone: (512) 472-5997
Eric J. Taube, Esq.
Mark C. Taylor, Esq.

Schedule "A"

Documents To Be Produced

1. All documents referring or relating to the substitution of any other professional or consultant for Risk Capital Management Partners as an advisor to the Mirant Committee.

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

-----X
:
In re: : Chapter 11
: Case No. 03-46590 (DML)
MIRANT CORPORATION, et al. :
:
: (Jointly Administered)
Debtors. :
:
-----X

NOTICE OF DEPOSITION

PLEASE TAKE NOTICE that, on July 13, 2004 at 1:00 p.m. EST, at the offices of Brown Rudnick Berlack Israels LLP, 120 West 45th Street, New York, NY 10036, the Official Committee of Equity Holders in the above-captioned bankruptcy proceeding, by its attorneys, will take the deposition upon oral examination of John Dorans.

The deposition will proceed, pursuant to, inter alia, the provisions of Federal Rule of Bankruptcy Procedure 7030, before a notary public, in and for the State of New York, or before some other officer authorized by law to administer oaths, and will continue from day-to-day until completed. The deponent is requested to bring to the deposition (unless otherwise agreed by counsel for the Official Committee of Equity Security Holders) any and all documents in the deponent's possession, custody or control requested on the attached Schedule "A."

Dated: New York, New York
July 8, 2004

By its attorneys,
**THE OFFICIAL COMMITTEE OF EQUITY
SECURITY HOLDERS**

By: 

BROWN RUDNICK BERLACK ISRAELS

120 West 45th Street
New York, New York 10036
(212) 704-0100

Edward S. Weisfelner, Esq.

Andrew S. Dash, Esq.

Leslie H. Scharf, Esq.

-and-

HOHMANN, TAUBE & SUMMERS, L.L.P.

100 Congress Avenue, Suite 1600

Austin, Texas 78701

Telephone: (512) 472-5997

Eric J. Taube, Esq.

Mark C. Taylor, Esq.

Schedule "A"

Documents To Be Produced

1. All agendas or documents of similar purpose for, and all minutes of, any meeting of the Official Committee of Unsecured Creditors of Mirant Corporation (the "Mirant Committee") at which the retention of Shearman & Sterling, PA Consulting Group, Inc. ("Consulting"), and/or Capstone Corporate Recovery, LLC ("Capstone") was discussed and/or considered.
2. To the extent not produced in response to the foregoing request, documents sufficient to show the vote of the members of the Mirant Committee in connection with (i) the naming of Citibank as Chair of the Committee and (ii) the Mirant Committee's decision to seek Court authority to retain Sherman & Sterling, PA Consulting, and/or Capstone as advisors to the Mirant Committee.
3. All documents referring or relating to, or constituting any Miller, Buckfire "work plan" or "work schedule" that includes a proposed time line or schedule for the substitution of the new professionals that are the subject of the Mirant Committee's pending retention applications.
4. All documents referring or relating to, or constituting, communications between or among the Mirant Committee, the Official Committee of Unsecured Creditors of Mirant Americas Generation, LLC, and/or the Debtors relating to the retention by the Mirant Committee of Shearman & Sterling, PA Consulting, and/or Capstone as estate-paid professionals.
5. All documents referring or relating to Citibank's prepetition credit enhancements, derivatives, or other credit protection devices or mechanisms of any type in connection with any security issued by the Debtors herein or any of their predecessors or affiliates.
6. All documents regarding the termination of the representation by Shearman & Sterling of Citibank and Credit Suisse First Boston in their role as the agent banks in connection with prepetition debt obligations of the Debtors, of any of them.

Dated: New York, New York
July 8, 2004

By its attorneys,
**THE OFFICIAL COMMITTEE OF EQUITY
SECURITY HOLDERS**

By: 

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Edward S. Weisfelner, Esq.
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Mark C. Taylor, Esq.

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

-----X
In re: : Chapter 11
: Case No. 03-46590 (DML)
MIRANT CORPORATION, et al., :
: :
: (Jointly Administered)
Debtors. :
: :
-----X

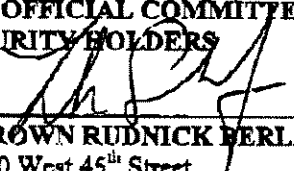
NOTICE OF DEPOSITION

PLEASE TAKE NOTICE that, on July 12, 2004 at 3:00 p.m. EST, at the offices of Brown Rudnick Berlack Israels LLP, 120 West 45th Street, New York, NY 10036, the Official Committee of Equity Holders in the above-captioned bankruptcy proceeding, by its attorneys, will take the deposition upon oral examination, pursuant to, inter alia, Federal Rule of Bankruptcy Procedure 7030(b)(6), of Debtors Mirant Corporation et al. by such officers, directors, managing agents, or other persons who consent to testify on their behalf with knowledge of any efforts by Citibank or any other financial institution, through Shearman & Sterling, to cause any letter of credit issued on the Debtors' behalf to be returned or withdrawn, or to allow any such letter of credit to expire.

The deposition will proceed pursuant to the provisions of Federal Rule of Bankruptcy Procedure 7030 before a notary public, in and for the State of New York, or before some other officer authorized by law to administer oaths and will continue from day-to-day until completed. The deponent is required to bring to the deposition (unless otherwise agreed by counsel for the Official Committee of Equity Security Holders) any and all documents in the Debtors' possession, custody or control requested on the attached Schedule "A."

Dated: New York, New York
July 8, 2004

By its attorneys,
**THE OFFICIAL COMMITTEE OF EQUITY
SECURITY HOLDERS**

By: 
BROWN RUDNICK BERLACK ISRAELS
120 West 45th Street
New York, New York 10036
(212) 704-0100
Edward S. Weisfelner, Esq.
Andrew S. Dash, Esq.
Leslie H. Scharf, Esq.

-and-

HOHMANN, TAUBE & SUMMERS, L.L.P.
100 Congress Avenue, Suite 1600
Austin, Texas 78701
Telephone: (512) 472-5997
Eric J. Taube, Esq.
Mark C. Taylor, Esq.

Schedule "A"

Documents To Be Produced

1. All documents referring or relating to any efforts by Citibank or any other financial institution, through Shearman & Sterling, to cause any letter of credit issued on the Debtors' behalf to be returned or withdrawn or to allow any such letter of credit to expire.

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

-----x
In re: : Chapter 11
: Case No. 03-46590 (DML)
MIRANT CORPORATION, et al. :
: :
: (Jointly Administered)
Debtors. :
: :
-----x

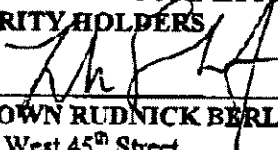
NOTICE OF DEPOSITION

PLEASE TAKE NOTICE that, on July 12, 2004 at 9:00 a.m. EST, at the offices of Brown Rudnick Berlack Israels LLP, 120 West 45th Street, New York, NY 10036, the Official Committee of Equity Holders in the above-captioned bankruptcy proceeding, by its attorneys, will take the deposition upon oral examination of Huron Consulting Group, LLC, by Stephen J. Schaefer, Managing Director

The deposition will proceed pursuant to, inter alia, the provisions of Federal Rules of Bankruptcy Procedure 7030 and 9016 before a notary public, in and for the State of New York, or before some other officer authorized by law to administer oaths and will continue from day-to-day until completed. The deponent is requested to bring to the depositions (unless otherwise agreed by counsel for the Official Committee of Equity Security Holders) any and all documents in the deponent's possession, custody or control requested on the Schedule "A."

Dated: New York, New York
July 8, 2004

By its attorneys,
**THE OFFICIAL COMMITTEE OF EQUITY
SECURITY HOLDERS**

By: 
BROWN RUDNICK BERLACK ISRAELS
120 West 45th Street
New York, New York 10036
(212) 704-0100
Edward S. Weisfelner, Esq.
Andrew S. Dash, Esq.
Leslie H. Scharf, Esq.

-and-

HOHMANN, TAUBE & SUMMERS, L.L.P.
100 Congress Avenue, Suite 1600
Austin, Texas 78701
Telephone: (512) 472-5997
Eric J. Taube, Esq.
Mark C. Taylor, Esq.

Schedule "A"

Documents To Be Produced

1. All documents referring or relating to the substitution of any other professional or consultant for Huron Consulting Group LLC as an advisor to the Mirant Committee.

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

-----X
In re: : Chapter 11
MIRANT CORPORATION, et al. : Case No. 03-46590 (DML)
: :
Debtors. : (Jointly Administered)
: :
-----X

NOTICE OF DEPOSITION

PLEASE TAKE NOTICE that, on July 12, 2004 at 1:00 p.m. EST, at the offices of Brown Rudnick Berlack Israels LLP, 120 West 45th Street, New York, NY 10036, the Official Committee of Equity Holders in the above-captioned bankruptcy proceeding, by its attorneys, will take the deposition upon oral examination of Simpson Thacher & Bartlett, LLP, by Mark Thompson.

The deposition will proceed pursuant to, inter alia, the provisions of Federal Rules of Bankruptcy Procedure 7030 and 9016 before a notary public, in and for the State of New York, or before some other officer authorized by law to administer oaths and will continue from day-to-day until completed. The deponent is requested to bring to the deposition (unless otherwise agreed by counsel for the Official Committee of Equity Security Holders) any and all documents in the deponent's possession, custody or control requested on the attached Schedule "A."

Dated: New York, New York
July 8, 2004

By its attorneys,
**THE OFFICIAL COMMITTEE OF EQUITY
SECURITY HOLDERS**

By: 

BROWN RUBINICK BERLACK ISRAELS
120 West 45th Street
New York, New York 10036
(212) 704-0100
Edward S. Weisfeiner, Esq.
Andrew S. Dash, Esq.
Leslie H. Scharf, Esq.

-and-

HOHMANN, TAUBE & SUMMERS, L.L.P.
100 Congress Avenue, Suite 1600
Austin, Texas 78701
Telephone: (512) 472-5997
Eric J. Taube, Esq.
Mark C. Taylor, Esq.

Schedule "A"

Documents To Be Produced

1. All documents referring or relating to the substitution of Shearman & Sterling for Simpson Thatcher & Bartlett, LLP as co-counsel to the Mirant Committee.

United States Bankruptcy Court

Southern DISTRICT OF New York

In re MIRANT CORPORATION, et al.

Debtors

SUBPOENA IN A CASE UNDER THE BANKRUPTCY CODE

Case No. 03-46590 (DML) (Jointly Administered)
Pending in the United States Bankruptcy Court,
Northern District of Texas, Fort Worth Division

To: Shaarman & Sterling, LLP
699 Lexington Avenue
New York, New York 10022

BY: The partner(s) or employee(s) with knowledge of the matters
set forth in Rider A

Chapter 11

YOU ARE COMMANDED to appear in the United States Bankruptcy Court at the place, date, and time specified below to testify in the above case.

PLACE	COURTROOM
	DATE AND TIME

YOU ARE COMMANDED to appear at the place, date, and time specified below to testify at the taking of a deposition in the above case.

PLACE Brown Rudnick Berlack Israel LLP 120 West 45 th Street, 29 th FL New York, NY 10036	DATE AND TIME July 13, 2004 at 9:00 a.m. EST
---	---

YOU ARE COMMANDED to produce and permit inspection and copying of the following documents or objects at the place, date, and time specified below:

PLACE	DATE AND TIME
-------	---------------

YOU ARE COMMANDED to permit inspection of the following premises at the date and time specified below.

PREMISES	DATE AND TIME
----------	---------------

Any subpoenaed organization not a party to this proceeding shall designate one or more officers, directors, or managing agents, or other persons who consent to testify on its behalf, and may set forth, for each person designated, the matters on which the person will testify, Fed. R. Civ. P. 30(b)(6) made applicable to this proceeding by Rule 7030, Fed. R. Bankr. P. See Rules 1010 and 9014, Fed. R. Bankr. P.

ISSUING OFFICER'S SIGNATURE AND TITLE <i>L. L. Scherf</i> Attorney Counsel for the Equity Committee	DATE July 8, 2004
ISSUING OFFICER'S NAME, ADDRESS AND PHONE NUMBER Linda L. Scherf Brown Rudnick Berlack Israel LLP, 120 West 45 th Street, New York, NY 10036 (212) 704-0100	

Rider A

1. Shearman & Sterling's representation of any underwriters or investment bankers in connection with the issuance of any debt or equity security by Mirant Corporation or any of its predecessors or affiliates.

2. The matters in which Shearman & Sterling has represented Citibank during the period January 1, 2000 to date.

3. The revenues (as a percentage of Shearman & Sterling's total revenues) obtained by Shearman & Sterling as a consequence of its representation of Citibank during the period January 1, 2000 to date.

4. The termination of Shearman & Sterling's representation of Citibank and Credit Suisse First Boston as agents in connection with certain prepetition debt obligations issued by Mirant and/or any of its predecessors or affiliates.

5. The termination of Shearman & Sterling's representation of Mirant Asia-Pacific Ltd., ("MAPL") including, without limitation, any efforts to secure alternative counsel for MAPL.

PROOF OF SERVICE	
SERVED	DATE PLACE
SERVED ON (PRINT NAME)	MANNER OF SERVICE
SERVED BY (PRINT NAME)	TITLE

DECLARATION OF SERVER

I declare under penalty of perjury under the laws of the United States of America that the foregoing information contained in the Proof of Service is true and correct.

Executed on _____
Date

SIGNATURE OF SERVER

ADDRESS OF SERVER

Rule 45, Fed. R. Civ. P., Parts (e) & (d) made applicable in cases under the Bankruptcy Code by Rule 6016, Fed. R. Bankr. P.

(c) PROTECTION OF PERSONS SUBJECT TO SUBPOENAS.

(1) A party or an attorney responsible for the issuance and service of a subpoena shall take reasonable steps to avoid imposing undue burden or expense on a person subject to that subpoena. The court on behalf of which the subpoena was issued shall enforce this duty and impose upon the party or attorney in breach of this duty an appropriate sanction, which may include, but is not limited to, lost earnings and a reasonable attorney's fee.

(2)(A) A person commanded to produce and permit inspection and copying of designated books, papers, documents or tangible things, or inspection of premises need not appear in person at the place of production or inspection unless commanded to appear for deposition, hearing or trial.

(B) Subject to paragraph (3)(2) of this rule, a person commanded to produce and permit inspection and copying may, within 14 days after service of the subpoena or before the time specified for compliance if such time is less than 14 days after service, serve upon the party or attorney designated in the subpoena written objection to inspection or copying of any or all of the designated materials or of the premises. If objection is made, the party serving the subpoena shall not be entitled to inspect and copy the materials or inspect the premises except pursuant to an order of the court by which the subpoena was issued. If objection has been made, the party serving the subpoena may, upon notice to the person commanded to produce, move at any time for an order to compel the production. Such an order to compel production shall protect any person who is not a party or an officer of a party from significant expense resulting from the inspection and copying commanded.

(3)(A) On timely motion, the court by which a subpoena was issued shall quash or modify the subpoena if it

(i) fails to allow reasonable time for compliance;

(ii) requires a person who is not a party or an officer of a party to travel to a place more than 100 miles from the place where that person resides, is employed or regularly transacts business in person, except that, subject to the provisions of clause (c)(2)(B)(ii) of this rule, such a person may in order to attend trial be commanded to travel from any such place within the state in which the trial is held, or

(iii) requires disclosure of privileged or other protected matter and no exception or waiver applies, or

(iv) subjects a person to undue burden.

(E) If a subpoena

(i) requires disclosure of a trade secret or other confidential research, development, or commercial information, or

(ii) requires disclosure of an unretained expert's opinion or information not describing specific events or occurrences in dispute and resulting from the expert's study made not at the request of any party, or

(iii) requires a person who is not a party or an officer of a party to incur substantial expense to travel more than 100 miles to attend trial, the court may, to protect a person subject to or affected by the subpoena, quash or modify the subpoena or, if the party in whose behalf the subpoena is issued shows a substantial need for the testimony or material that cannot be otherwise met without undue hardship and assures that the person to whom the subpoena is addressed will be reasonably compensated, the court may order appearance or production only upon specified conditions.

(d) DUTIES IN RESPONDING TO SUBPOENA.

(1) A person responding to a subpoena to produce documents shall produce them as they are kept in the usual

course of business or shall organize and label them to correspond with the categories in the demand.

(2) When information subject to a subpoena is withheld on a claim that it is privileged or subject to protection as trial preparation materials, the claim shall be made expressly and shall be supported by a description of the nature of the documents, communications, or things not produced that is sufficient to enable the demanding party to contest the claim.

United States Bankruptcy Court

Southern DISTRICT OF New York

In re MIRANT CORPORATION, et al.,

Debtors

SUBPOENA IN A CASE UNDER THE BANKRUPTCY CODE

Case No. 03-46590 (DML) (Jointly Administered)
Pending in the United States Bankruptcy Court,
Northern District of Texas, Fort Worth Division

To: Stephen J. Schaefer, Managing Director
Huron Consulting Group, LLC
1301 Avenue of the Americas
6th Floor
New York, New York 10019

Chapter 11

YOU ARE COMMANDED to appear in the United States Bankruptcy Court at the place, date, and time specified below to testify in the above case.

PLACE	COURTROOM
	DATE AND TIME

YOU ARE COMMANDED to appear at the place, date, and time specified below to testify at the taking of a deposition in the above case.

PLACE Brown Rudnick Berleak Israels LLP 120 West 45 th Street, 20 th FL New York, NY 10036	DATE AND TIME July 12, 2004 at 9:00 a.m. EST
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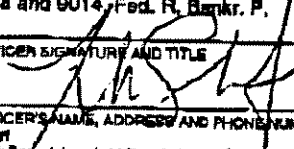
YOU ARE COMMANDED to produce and permit inspection and copying of the following documents or objects at the place, date, and time specified below: See attached Document Rider A.

PLACE Brown Rudnick Berleak Israels LLP 120 West 45 th Street, 20 th FL New York, NY 10036	DATE AND TIME July 12, 2004 at 9:00 a.m. EST
---	---

YOU ARE COMMANDED to permit inspection of the following premises at the date and time specified below.

PREMISES	DATE AND TIME

Any subpoenaed organization not a party to this proceeding shall designate one or more officers, directors, or managing agents, or other persons who consent to testify on its behalf, and may set forth, for each person designated, the matters on which the person will testify, Fed. R. Civ. P. 30(b)(6) made applicable to this proceeding by Rule 7030, Fed. R. Bankr. P. See Rules 1018 and 9014, Fed. R. Bankr. P.

ISSUING OFFICER'S SIGNATURE AND TITLE  Leslie M. Schaff, Attorney General	DATE July 8, 2004
ISSUING OFFICER'S NAME, ADDRESS AND PHONE NUMBER Leslie M. Schaff Brown Rudnick Berleak Israels LLP, 120 West 45 th Street, New York, NY 10036 (212) 704-6100	

Document Rider A

Documents To Be Produced

1. All documents referring or relating to the substitution of any other professional or consultant for Huron Consulting Group LLC as an advisor to the Mirant Committee.

PROOF OF SERVICE	
SERVED	DATE PLACE
SERVED ON (PRINT NAME)	MANNER OF SERVICE
SERVED BY (PRINT NAME)	TITLE

DECLARATION OF SERVER

I declare under penalty of perjury under the laws of the United States of America that the foregoing information contained in the Proof of Service is true and correct.

Executed on _____
Date

SIGNATURE OF SERVER

ADDRESS OF SERVER

Rule 45, Fed. R. Civ.P., Parts (c) & (d) made applicable in cases under the Bankruptcy Code by Rule 9016, Fed. R. Bankr. P.

(c) PROTECTION OF PERSONS SUBJECT TO SUBPOENAS.

(1) A party or an attorney responsible for the issuance and service of a subpoena shall take reasonable steps to avoid imposing undue burden or expense on a person subject to the subpoena. The court on behalf of which the subpoena was issued shall enforce this duty and impose upon the party or attorney in breach of this duty an appropriate sanction, which may include, but is not limited to, lost earnings and a reasonable attorney's fee.

(2)(A) A person commanded to produce and permit inspection and copying of designated books, papers, documents or tangible things, or inspection of premises need not appear in person at the place of production or inspection unless commanded to appear for deposition, hearing or trial.

(B) Subject to paragraph (d)(2) of this rule, a person commanded to produce and permit inspection and copying may, within 14 days after service of the subpoena or before the time specified for compliance if such time is less than 14 days after service, serve upon the party or attorney designated in the subpoena written objection to inspection or copying of any or all of the designated materials or of the premises. If objection is made, the party serving the subpoena shall not be entitled to inspect and copy the materials or inspect the premises except pursuant to an order of the court by which the subpoena was issued. If objection has been made, the party serving the subpoena may, upon notice to the person commanded to produce, move at any time for an order to compel the production. Such an order to compel production shall protect any person who is not a party or an officer of a party from significant expense resulting from the inspection and copying commanded.

(3)(A) On timely motion, the court by which a subpoena was issued shall quash or modify the subpoena if it

- (i) fails to allow reasonable time for compliance;
- (ii) requires a person who is not a party or an officer of a party to travel to a place more than 100 miles from the place where that person resides, is employed or regularly transacts business in person, except that, subject to the

provisions of clause (c)(3)(B)(ii) of this rule, such a person may in order to attend trial be commanded to travel from any such place within the state in which the trial is held, or

- (iii) requires disclosure of privileged or other protected matter and no exception or waiver applies, or
- (iv) subjects a person to undue burden.

(d) If a subpoena

(i) requires disclosure of a trade secret or other confidential research, development, or commercial information, or

(ii) requires disclosure of an unretained expert's opinion or information not describing specific events or occurrences in dispute and resulting from the expert's study made not at the request of any party, or

(iii) requires a person who is not a party or an officer of a party to incur substantial expense to travel more than 100 miles to attend trial, the court may, to protect a person subject to or affected by the subpoena, quash or modify the subpoena or, if the party in whose behalf the subpoena is issued shows a substantial need for the testimony or material that cannot be otherwise met without undue hardship and assures that the person to whom the subpoena is addressed will be reasonably compensated, the court may order appearance or production only upon specified conditions.

(d) DUTIES IN RESPONDING TO SUBPOENA.

(1) A person responding to a subpoena to produce documents shall produce them as they are kept in the usual course of business or shall organize and label them to correspond with the categories in the demand.

(2) When information subject to a subpoena is withheld on a claim that it is privileged or subject to protection as trial preparation materials, the claim shall be made expressly and shall be supported by a description of the nature of the documents, communications, or things not produced that is sufficient to enable the demanding party to contest the claim.

United States Bankruptcy Court

Southern

DISTRICT OF New York

In re MIRANT CORPORATION, et al.

Debtors

SUBPOENA IN A CASE UNDER THE BANKRUPTCY CODE

Case No. 03-46590 (DML) (Jointly Administered)
Pending in the United States Bankruptcy Court,
Northern District of Texas, Fort Worth Division

To: David C. Shimko, President
Risk Capital Management Partners
1790 Broadway
Suite 1600
New York, New York 10019

Chapter 11

YOU ARE COMMANDED to appear in the United States Bankruptcy Court at the place, date, and time specified below to testify in the above case.

PLACE	COURTROOM
	DATE AND TIME

YOU ARE COMMANDED to appear at the place, date, and time specified below to testify at the taking of a deposition in the above case.

PLACE Brown Rudnick Berack Israels LLP 120 West 45 th Street, 25 th FL. New York, NY 10036	DATE AND TIME July 12, 2004 at 11:00 a.m. EST
---	--


YOU ARE COMMANDED to produce and permit inspection and copying of the following documents or objects at the place, date, and time specified below: See attached Document Rider A.

PLACE Brown Rudnick Berack Israels LLP 120 West 45 th Street, 25 th FL. New York, NY 10036	DATE AND TIME July 12, 2004 at 11:00 a.m. EST
---	--

YOU ARE COMMANDED to permit inspection of the following premises at the date and time specified below.

PREMISES	DATE AND TIME
----------	---------------

Any subpoenaed organization not a party to this proceeding shall designate one or more officers, directors, or managing agents, or other persons who consent to testify on its behalf, and may set forth, for each person designated, the matters on which the person will testify, Fed. R. Civ. P. 30(b)(6) made applicable to this proceeding by Rule 7030, Fed. R. Bankr. P. See Rules 1018 and 6014, Fed. R. Bankr. P.

ISSUING OFFICER'S SIGNATURE AND TITLE  Attorney Counsel to the Equity Committee.	DATE July 8, 2004
ISSUING OFFICER'S NAME, ADDRESS AND PHONE NUMBER Leslie H. Schurl Brown Rudnick Berack Israels LLP, 120 West 45 th Street, New York, NY 10036 (212) 704-0100	

Document Rider A

Documents To Be Produced

1. All documents referring or relating to the substitution of any other professional or consultant for Risk Capital Management Partners as an advisor to the Mirant Committee.

PROOF OF SERVICE	
SERVED	DATE PLACE
SERVED ON (PRINT NAME)	MANNER OF SERVICE
SERVED BY (PRINT NAME)	TITLE

DECLARATION OF SERVER

I declare under penalty of perjury under the laws of the United States of America that the foregoing information contained in the Proof of Service is true and correct.

Executed on _____ Date SIGNATURE OF SERVER _____

ADDRESS OF SERVER _____

Rule 45, Fed. R. Civ. P., Parts (c) & (d) made applicable in cases under the Bankruptcy Code by Rule 9018, Fed. R. Bankr. P.

(c) PROTECTION OF PERSONS SUBJECT TO SUBPOENAS.

(1) A party or an attorney responsible for the issuance and service of a subpoena shall take reasonable steps to avoid imposing undue burden or expense on a person subject to that subpoena. The court on behalf of which the subpoena was issued shall enforce this duty and impose upon the party or attorney in breach of this duty an appropriate sanction, which may include, but is not limited to, lost earnings and a reasonable attorney's fee.

(2)(A) A person commanded to produce and permit inspection and copying of designated books, papers, documents or tangible things, or inspection or inspection unless commanded to appear for deposition, hearing or trial.

(B) Subject to paragraph (d)(2) of this rule, a person commanded to produce and permit inspection and copying may, within 14 days after service of the subpoena or before the time specified for compliance if such time is less than 14 days after service, serve upon the party or attorney designated in the subpoena written objection to inspection or copying of any or all of the designated materials or of the premises. If objection is made, the party serving the subpoena shall not be entitled to inspect and copy the materials or inspect the premises except pursuant to an order of the court by which the subpoena was issued. If objection has been made, the party serving the subpoena may, upon notice to the person commanded to produce, move at any time for an order to compel the production. Such an order to compel production shall protect any person who is not a party or an officer of a party from significant expense resulting from the inspection and copying commanded.

(3)(A) On timely motion, the court by which a subpoena was issued shall quash or modify the subpoena if it

- (i) fails to allow reasonable time for compliance;
- (ii) requires a person who is not a party or an officer of a party to travel to a place more than 100 miles from the place where that person resides, is employed or regularly transacts business in person, except that, subject to the

provisions of clause (c)(3)(B)(ii) of this rule, such a person may in order to attend trial be commanded to travel from any such place within the state in which the trial is held, or

- (iii) requires disclosure of privileged or other protected matter and no exception or waiver applies, or
- (iv) subjects a person to undue burden.

(d) If a subpoena

(i) requires disclosure of a trade secret or other confidential research, development, or commercial information, or

(ii) requires disclosure of an unretained expert's opinion or information not describing specific events or occurrences in dispute and resulting from the expert's study made not at the request of any party, or

(iii) requires a person who is not a party or an officer of a party to incur substantial expense to travel more than 100 miles to attend trial, the court may, to protect a person subject to or affected by the subpoena, quash or modify the subpoena or, if the party in whose behalf the subpoena is issued shows a substantial need for the testimony of material that cannot be otherwise met without undue hardship and assures that the person to whom the subpoena is addressed will be reasonably compensated, the court may order appearance or production only upon specified conditions.

(d) DUTIES IN RESPONDING TO SUBPOENA.

(1) A person responding to a subpoena to produce documents shall produce them as they are kept in the usual course of business or shall organize and label them to correspond with the categories in the demand.

(2) When information subject to a subpoena is withheld on a claim that it is privileged or subject to protection as trial preparation materials, the claim shall be made expressly and shall be supported by a description of the nature of the documents, communications, or things not produced that is sufficient to enable the demanding party to contest the claim.

United States Bankruptcy Court

Southern

DISTRICT OF New York

In re MIRANT CORPORATION, et al.

Debtors

SUBPOENA IN A CASE UNDER THE BANKRUPTCY CODE

Case No. 03-46590 (DML) (Jointly Administered)
Pending in the United States Bankruptcy Court,
Northern District of Texas, Fort Worth Division

To: Mark Thompson, Esq.
Simpson Thacher & Bartlett LLP
425 Lexington Avenue
New York, NY 10017-3954

Chapter 11

YOU ARE COMMANDED to appear in the United States Bankruptcy Court at the place, date, and time specified below to testify in the above case.

PLACE	COURTROOM
	DATE AND TIME

YOU ARE COMMANDED to appear at the place, date, and time specified below to testify at the taking of a deposition in the above case.

PLACE	DATE AND TIME
Brown Rudnick Berlack Israels LLP 120 West 45 th Street, 29 th FL New York, NY 10036	July 13, 2004 at 1:00 p.m. EST

YOU ARE COMMANDED to produce and permit inspection and copying of the following documents or objects at the place, date, and time specified below. See attached Document Rider A.

PLACE	DATE AND TIME
Brown Rudnick Berlack Israels LLP 120 West 45 th Street, 29 th FL New York, NY 10036	July 16, 2004 at 1:00 p.m. EST

YOU ARE COMMANDED to permit inspection of the following premises at the date and time specified below.

PREMISES	DATE AND TIME

Any subpoenaed organization not a party to this proceeding shall designate one or more officers, directors, or managing agents, or other persons who consent to testify on its behalf, and may set forth, for each person designated, the matters on which the person will testify. Fed. R. Civ. P. 30(b)(6) made applicable to this proceeding by Rule 7030, Fed. R. Bankr. P. See Rules 1018 and 9014, Fed. R. Bankr. P.

ISSUING OFFICER'S SIGNATURE AND TITLE	DATE
<i>Leslie H. Schiff</i> Attorney <i>Edward J. Connelley</i> Deputy Committee	July 8, 2004
ISSUING OFFICER'S NAME, ADDRESS AND PHONE NUMBER	
Leslie H. Schiff Brown Rudnick Berlack Israels LLP, 120 West 45 th Street, New York, NY 10036 (212) 704-0100	

Document Rider A

Documents To Be Produced

1. All documents referring or relating to the substitution of Shearman & Sterling as co-counsel to the Mirant Committee.

PROOF OF SERVICE

SERVED	DATE	PLACE
	SERVED ON (PRINT NAME)	
SERVED BY (PRINT NAME)		MANNER OF SERVICE
		TITLE

DECLARATION OF SERVER

I declare under penalty of perjury under the laws of the United States of America that the foregoing information contained in the Proof of Service is true and correct.

Executed on _____
Date

SIGNATURE OF SERVER

ADDRESS OF SERVER

Rule 45, Fed. R. Civ. P., Parts (c) & (d) made applicable in cases under the Bankruptcy Code by Rule 9016, Fed. R. Bankr. P.

(c) PROTECTION OF PERSONS SUBJECT TO SUBPOENAS.

(1) A party or an attorney responsible for the issuance and service of a subpoena shall take reasonable steps to avoid imposing undue burden or expense on a person subject to that subpoena. The court on behalf of which the subpoena was issued shall enforce this duty and impose upon the party or attorney in breach of this duty an appropriate sanction, which may include, but is not limited to, lost earnings and a reasonable attorney's fee.

(2)(A) A person commanded to produce and permit inspection and copying of designated books, papers, documents or tangible things, or inspection of premises need not appear in person at the place of production or inspection unless commanded to appear for deposition, hearing or trial.

(B) Subject to paragraph (d)(2) of this rule, a person commanded to produce and permit inspection and copying may, within 14 days after service of the subpoena or before the time specified for compliance if such time is less than 14 days after service, serve upon the party or attorney designated in the subpoena written objection to inspection or copying of any or all of the designated materials or of the premises. If objection is made, the party serving the subpoena shall not be entitled to inspect and copy the materials or inspect the premises except pursuant to an order of the court by which the subpoena was issued. If objection has been made, the party serving the subpoena may, upon notice to the person commanded to produce, move at any time for an order to compel the production. Such an order to compel production shall protect any person who is not a party or an officer of a party from significant expense resulting from the inspection and copying commanded.

(3)(A) On timely motion, the court by which a subpoena was issued shall quash or modify the subpoena if it

- (i) fails to allow reasonable time for compliance;
- (ii) requires a person who is not a party or an officer of a party to travel to a place more than 100 miles from the place where that person resides, is employed or regularly transacts business in person, except that, subject to the

provisions of clause (c)(3)(B)(ii) of this rule, such a person may in order to attend trial be commanded to travel from any such place within the state in which the trial is held, or

- (iii) requires disclosure of privileged or other protected matter and no exception or waiver applies, or
- (iv) subjects a person to undue burden.

(B) If a subpoena

(i) requires disclosure of a trade secret or other confidential research, development, or commercial information, or

(ii) requires disclosure of an unretained expert's opinion or information not describing specific events or occurrences in dispute and resulting from the expert's study made not at the request of any party, or

(iii) requires a person who is not a party or an officer of a party to incur substantial expense to travel more than 100 miles to attend trial, the court may, to protect a person subject to or affected by the subpoena, quash or modify the subpoena or, if the party in whose behalf the subpoena is issued shows a substantial need for the testimony or material that cannot be otherwise met without undue hardship and assures that the person to whom the subpoena is addressed will be reasonably compensated, the court may order appearance or production only upon specified conditions.

(d) DUTIES IN RESPONDING TO SUBPOENA.

(1) A person responding to a subpoena to produce documents shall produce them as they are kept in the usual course of business or shall organize and label them to correspond with the categories in the demand.

(2) When information subject to a subpoena is withheld on a claim that it is privileged or subject to protection as trial preparation materials, the claim shall be made expressly and shall be supported by a description of the nature of the documents, communications, or things not produced that is sufficient to enable the demanding party to contest the claim.

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July 7, 2004

VIA TELEFAX AND E-MAIL

Paul N. Silverstein, Esq.
Andrews & Kurth, LLP
450 Lexington Avenue
New York, NY 10017

Re: In re: Mirant Corporation, et. al.

Dear Paul:

In light of Judge Lynn's direction that an evidentiary hearing on the Mirant Committee's professional retention applications be held next Wednesday, I ask that the Mirant Committee cooperate in the completion of the following discovery in advance of that hearing. We will be happy to work with you in coordinating the scheduling of this discovery. To the extent the Equity Committee determines that additional witnesses or documents are required, we will immediately contact you.

Depositions

Prior to next week's hearing, we will need to conduct the following depositions:

1. John Dorans;
2. The Shearman & Sterling attorney or attorneys most knowledgeable about (i) the legal work performed by Shearman & Sterling for any underwriters and/or investment bankers in connection with prepetition debt or equity securities issued by Mirant or any of its predecessors or affiliates, (ii) Shearman & Sterling's representation of Citibank, N.A. ("Citibank") and/or Credit Suisse First Boston ("CSFB") relating to letters of credit issued on behalf of Mirant or any of its predecessors or affiliates, (iii) Shearman & Sterling's engagements for Citibank during the period January 1, 2000 to date, (iv) the percent of Sherman & Sterling's revenues derived from Citibank engagements during the period January 1, 2000 to date, (v) the termination of Shearman & Sterling's representation of the agent banks in connection with prepetition Mirant debt, and (vi) the termination of Shearman & Sterling's representation of Mirant Asia-Pacific Ltd. ("MAPL").

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3. Simpson Thacher & Bartlett, LLP by Marc Thompson.
4. Huron Consulting Group LLC by Stephen J. Schaefer.
5. Risk Capital Management Partners by David Shimko.
6. A knowledgeable representative of the Debtors regarding the letters of credit issue.
7. Any witness the Mirant Committee will or may call at next week's hearing.¹

Documents

We also request the production of the following documents:

1. All documents regarding the termination of the representation by Shearman & Sterling of Citibank and CSFB in their role as the agent banks in connection with prepetition Mirant debt obligations.
2. All documents regarding the termination of Shearman & Sterling's representation of MAPL, including, without limitation, documents relating to any efforts to find replacement counsel for MAPL.
3. All documents regarding, or constituting, communications among Citibank, the Mirant Committee, and/or the MAGI Committee concerning the retention of Shearman & Sterling, PA Consulting Group, Inc. ("PA Consulting"), and/or Capstone Corporate Recovery LLC ("Capstone") as advisors to the Mirant Committee.
4. The Miller, Buckfire work schedule or plan showing the proposed time line for the substitution of the new professions that are the subject of the instant applications.
5. The agenda and minutes for each meeting of the Mirant Committee at which the issue of (i) naming Citibank as Chair of the Mirant Committee and/or (ii) the retention of Shearman & Sterling, PA Consulting, and/or Capstone as Mirant Committee professionals was discussed and/or considered.

¹ In this regard, I remind you of the Mirant Committee's obligations under L.B.R. 9014.1(c).

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6. To the extent not produced in response to the foregoing request, documents sufficient to show the vote of the Mirant Committee in connection with (i) the naming of Citibank as Chair of the Committee and (ii) the Mirant Committee's decision to seek Court authority to retain Shearman & Sterling, PA Consulting, and/or Capstone as professionals to the Mirant Committee.

7. All documents referring or relating to Citibank's pre-petition credit enhancements, derivatives, other credit protection devices in connection with any security issued by Mirant or any of its affiliates.

8. All documents the Mirant Committee will or may seek to introduce at next week's hearing.

* * *

Given the extremely tight time frame imposed by the Court for the evidentiary hearing next week, I request that you confirm your agreement to produce the foregoing discovery voluntarily by noon tomorrow. Absent such agreement, we will issue the requisite discovery notices and/or subpoenas tomorrow.

Very truly yours,



Andrew Dash

AD/lm

cc: Edward S. Weisfelner, Esq.
Leslie H. Scharf, Esq.

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