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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-11
Debtors. )	Jointly Administered
_____ )	

**MOTION OF DEBTORS TO REJECT CONSENT TO SUB-LEASE NONRESIDENTIAL  
REAL PROPERTY TO WILLIAM G. RUTLAND JR., L.L.C.**

Mirant Corporation (“Mirant”) and its affiliated debtors (collectively, the “Debtors”), as debtors in possession, file this Motion (the “Motion”) pursuant to section 365(a) of title 11, United States Code (11 U.S.C. §§ 101 et seq.) (the “Bankruptcy Code”) for authority to reject the consent to sub-lease agreement (the “Contract”) to William G. Rutland Jr., L.L.C., and in support thereof represent as follows:

**JURISDICTION AND VENUE**

1. This Court has jurisdiction to consider this matter pursuant to 28 U.S.C. §§ 157 and 1334. This is a core proceeding pursuant to 28 U.S.C. § 157(b). Venue is proper before this Court pursuant to 28 U.S.C. §§ 1408 and 1409.

**PROCEDURAL BACKGROUND**

2. 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 (collectively, the “Initial Debtors”) filed voluntary petitions 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”).<sup>1</sup> On August 18, 2003, Mirant EcoElectrica Investments I, Ltd. and Puerto Rico Power Investments, Ltd. (collectively, the “New 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”). The Debtors continue to manage and operate their businesses as debtors-in-possession pursuant to sections 1107 and 1108 of the Bankruptcy Code.

3. The Cases are Jointly Administered. On July 15, 2003, this Court granted the motion for an order requesting that the bankruptcy estates of the Initial Debtors be jointly administered. On September 8, 2003, the Court entered the order approving joint administration of the cases of the New Debtors with those of the Initial Debtors. Also on September 8, 2003, the Court granted the motion for an order directing that orders entered in the cases of the Initial Debtors be made applicable to those of the New Debtors. On October 20, 2003, the Court entered an order approving the joint administration of the Wrightsville Debtors’ cases with those of the New Debtors and the Initial Debtors. On November 5, 2003, the Court entered an order directing that certain orders entered in the cases of the New Debtors and the Initial Debtors be made applicable to the Wrightsville Debtors.

4. The Committees. Three official committees have been appointed by the Office of the United States Trustee for the Northern District of Texas in these administratively consolidated cases. Specifically, an official unsecured creditors’ committee and an official committee of equity security holders have been appointed for Mirant Corporation and an official unsecured creditors’ committee has been appointed for Mirant Americas Generation, LLC (collectively, the “Committees”).

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<sup>1</sup> Concurrently, Mirant caused two of its Canadian subsidiaries, Mirant Canada Energy Marketing, Ltd and Mirant Canada Energy Marketing Investments, Inc. (collectively, the “Canadian Debtors”) to commence plenary insolvency proceedings (the “Canadian Proceedings”) in the Court of Queen’s Bench of Alberta Judicial District of Calgary (the “Canadian Court”) pursuant to the *Companies’ Creditors Arrangement Act*. The Canadian Debtors are subject to the sole and exclusive jurisdiction of the Canadian Court.

**RELIEF REQUESTED**

5. By this Motion, the Debtors respectfully request pursuant to 11 U.S.C. § 365(a) authority to reject certain Contracts listed below, effective 10 (ten) business days from the date upon service of this Motion.

**BASIS FOR RELIEF**

6. On August 14, 2003, the Court entered an amended order (the “Order”) approving procedures (the “Rejection Procedures”) for the rejection of executory contracts (the “Contracts”) and/or unexpired leases (the “Leases”) from time to time in furtherance of the reorganization efforts of the Debtors.

7. In summary, the procedures Order allows the Debtors, in the exercise of their business judgment, to reject any Contract or Lease determined to be unnecessary and/or burdensome to the Debtors’ ongoing business operations following ten (10) business days from service via facsimile or overnight mail, to: (i) the counterparty under the respective Contract or Lease at the last known address available to the Debtors; (ii) counsel for the counterparty under the respective Contract or Lease who has appeared in these cases and has specifically requested notice of any rejection notice; and (iii) counsel for any statutory committees appointed in these cases.

8. Pursuant to the terms of the Order and N.D. TX L.B.R. 9014.1, unless a written objection hereto is filed and served in accordance with the terms of the Order, the following Leases and/or Contracts will be deemed rejected pursuant to 11 U.S.C. § 365(a) effective upon the expiration of the ten (10) business day notice period described above (the “Effective Date”):

**Title of Lease/Contract:**

**Consent to Sub-Lease Agreement dated June 1, 2003 by and among CDA Rotunda Partners, LP, and California Dental Association (“Master Landlord”); Mirant California, L.L.C. (“Sub-landlord”) and William G. Rutland Jr., L.L.C. (“Sub-tenant”)**

**Effective Date of Rejection:**

**December 1, 2003**

**Parties to the Lease/Contract and Contact Information:**

**CDA Rotunda Partners, LLC  
1201 K Street Suite 800  
Sacramento, CA 95814**

**The Dentists Company Management Services  
1201 K Street Suite 1517  
Sacramento, CA 95814**

**William G. Rutland Jr., L.L.C.  
1201 K Street Suite 970  
Sacramento, CA 95814**

9. If an objection to this Motion is timely filed and served upon: White & Case, LLP, Wachovia Financial Center, 200 South Biscayne Blvd., Miami, Florida 33131, Attention: Thomas E Lauria, Esq. and Haynes and Boone, LLP, 901 Main Street, Suite 3100, Dallas, Texas 75202, Attention: Judith Elkin, Esq., counsel for the Debtors, not later than ten (10) business days from the date of service of this Motion, the Debtors shall seek a hearing on the objection at the Court's earliest convenience. If such an objection to a Rejection Motion is timely received, and the Court ultimately upholds the Debtors' determination to reject the applicable Contract or Lease, then the applicable Contract or Lease shall be deemed rejected as of the date of such determination by the Court unless otherwise agreed, in writing, by the Debtors and the counterparty to the applicable Contract or Lease.

10. Pursuant to the Order, claims arising out of the rejection of Contracts and Leases must be filed with the Court, or any Court approved claims processing agent, by the later of: (i) the deadline for filing proofs of claims established by this Court or (ii) thirty (30) days after the Effective Date, or the date of the Order of the Court upholding the Debtors' determination to reject the applicable Contract or Lease, unless otherwise agreed, in writing, by the Debtors and the counterparty to a particular Contract or Lease (the "Rejection Claims Deadline").

11. Pursuant to the Order, any holder of a claim allegedly arising from the rejection of a Contract or Lease who fails to timely file a proof of such claim on or before the expiration of the Rejection Claims Deadline shall be (a) forever barred from asserting such claim against any of the Debtors; (b) forever barred from sharing in any distribution of the Debtors' estates or assets under any

confirmed plan of reorganization or order of the Court authorizing distributions from the Debtors' estates;  
and (c) bound by the terms of any plan of reorganization confirmed in these chapter 11 cases and any  
order of the Court authorizing distributions from the Debtors' estates.

**CONCLUSION**

**WHEREFORE**, the Debtors respectfully request the relief requested herein and such other and  
further relief as this Court deems just and proper.

Dated: November 10, 2003

**HAYNES AND BOONE, LLP**  
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By /s/ Meredyth A. Purdy  
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-and-

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ATTORNEYS FOR THE DEBTORS AND  
DEBTORS-IN-POSSESSION

**CERTIFICATE OF SERVICE**

The undersigned hereby certifies that she caused to be served a true and correct copy of the foregoing Motion upon all parties on Limited Service List by First Class United States mail and on the parties listed below by electronic mail, facsimile, or overnight delivery, on the 10<sup>th</sup> day of November, 2003 in accordance with the Federal Rules of Bankruptcy Procedure and in accordance with the Rejection Procedures as approved by this Court.

/s/ Meredyth A. Purdy

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California Dental Association  
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The Dentists Company Management Services  
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