

Thomas E Lauria
State Bar No. 11998025
WHITE & CASE LLP
Wachovia Financial Center
200 South Biscayne Blvd.
Miami, FL 33131
Telephone: (305) 371-2700
Facsimile: (305) 358-5744

Robin Phelan
State Bar No. 15903000
Judith Elkin
State Bar No. 06522200
HAYNES AND BOONE, LLP
901 Main Street
Suite 3100
Dallas, TX 75202
Telephone: (214) 651-5000
Facsimile: (214) 651-5940

PROPOSED 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,	)	Case No. 03-46590 BJH
)	
Debtor.)	
_____)	
In re	)	Chapter 11 Case
)	
MLW DEVELOPMENT, LLC,	)	Case No. 03-46588 DML
)	
Debtor.)	
_____)	
In re	)	Chapter 11 Case
)	
MIRANT AMERICAS ENERGY	)	Case No. 03-46591 DML
MARKETING, LP,)	
)	
Debtor.)	
_____)	

In re	)	Chapter 11 Case
MIRANT AMERICAS DEVELOPMENT, INC.,	)	Case No. 03-46598 DML
Debtor.)	
In re	)	Chapter 11 Case
MIRANT AMERICAS ENERGY MARKETING INVESTMENTS, INC.,	)	Case No. 03-46599 BJH
Debtor.)	
In re	)	Chapter 11 Case
MIRANT AMERICAS GAS MARKETING I, LLC,	)	Case No. 03-46600 DML
Debtor.)	
In re	)	Chapter 11 Case
MIRANT AMERICAS GAS MARKETING II, LLC,	)	Case No. 03-46601 BJH
Debtor.)	
In re	)	Chapter 11 Case
MIRANT AMERICAS GAS MARKETING III, LLC,	)	Case No. 03-46602 DML
Debtor.)	
)	

In re	)	Chapter 11 Case
MIRANT AMERICAS GAS MARKETING	)	Case No. 03-46613 DML
XIV, LLC,)	
Debtor.)	
In re	)	Chapter 11 Case
MIRANT AMERICAS GAS MARKETING	)	Case No. 03-46614 DML
XV, LLC,)	
Debtor.)	
In re	)	Chapter 11 Case
MIRANT AMERICAS PROCUREMENT,	)	Case No. 03-46615 DML
INC.,)	
Debtor.)	
In re	)	Chapter 11 Case
MIRANT AMERICAS PRODUCTION	)	Case No. 03-46616 DML
COMPANY)	
Debtor.)	
In re	)	Chapter 11 Case
MIRANT AMERICAS RETAIL ENERGY	)	Case No. 03-46617 DML
MARKETING, LP)	
Debtor.)	
)	

In re	)	Chapter 11 Case
MIRANT BOWLINE, LLC	)	Case No. 03-46618 DML
Debtor.)	
In re	)	Chapter 11 Case
MIRANT CALIFORNIA INVESTMENTS, INC.	)	Case No. 03-46619 DML
Debtor.)	
In re	)	Chapter 11 Case
MIRANT CALIFORNIA, LLC	)	Case No. 03-46620 DLM
Debtor.)	
In re	)	Chapter 11 Case
MIRANT CANAL, LLC,	)	Case No. 03-46621 BJH
Debtor.)	
In re	)	Chapter 11 Case
MIRANT CAPITAL MANAGEMENT, LLC	)	Case No. 03-46622 BJH
Debtor.)	
In re	)	Chapter 11 Case
MIRANT CAPITAL, INC.,	)	Case No. 03-46623 DML
Debtor.)	
)	

In re	)	Chapter 11 Case
SHADY HILLS POWER COMPANY, L.L.C.,	)	Case No. 03-46660 BJH
Debtor.)	
In re	)	Chapter 11 Case
WEST GEORGIA GENERATING COMPANY, L.L.C.	)	Case No. 03-46661 DML
Debtor.)	

**MOTION OF THE DEBTORS PURSUANT TO RULE 1015(b) OF THE FEDERAL
RULES OF BANKRUPTCY PROCEDURE AND N.D. TX L.B.R. 1015.1
FOR ORDER DIRECTING JOINT ADMINISTRATION OF CASES**

TO THE HONORABLE UNITED STATES BANKRUPTCY JUDGE:

Mirant Corporation (“Mirant”) and its affiliated debtors (collectively, the “Debtors”), as debtors in possession, file this motion for entry of an order pursuant to Rule 1015(b) of the Federal Rules of Bankruptcy Procedure (the “Bankruptcy Rules”) and N.D. TX L.B.R. 1015.1 directing the joint administration of their respective chapter 11 cases (the “Motion”) and respectfully represent as follows:

JURISDICTION AND VENUE

1. This Court has jurisdiction to consider the Motion creating this contested matter pursuant to 28 U.S.C. §§ 157 and 1334. This is a core proceeding pursuant to 28 U.S.C. § 157(b)(2)(A), and (O). Venue is proper before this Court pursuant to 28 U.S.C. §§ 1408 and 1409. The relief requested in the Motion is authorized under Fed.R.Bankr.P 1015(b) and Local Bankruptcy Rule 1015.1.

PROCEDURAL BACKGROUND

2. The Cases. On July 14 and 15, 2003 (the “Petition Date”), each of the 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”). 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 Creditors’ Committee. No creditors’ committee has yet been appointed in these cases by the United States Trustee. Further, no trustee or examiner has been requested or appointed in any of the Debtors’ chapter 11 cases.

FACTUAL BACKGROUND

4. Mirant and its direct and indirect subsidiaries comprise a competitive energy concern that generates and sells electricity in North America, the Philippines and the Caribbean. Through its direct and indirect subsidiaries, Mirant produces, sells and delivers reliable energy products and services to utilities, municipal systems, aggregators, electric-cooperative utilities, producers, generators, marketers and large industrial customers. Mirant’s core business centers on the production and sale of electricity and electrical capacity (essentially the ability to produce electricity on demand). Mirant currently owns or controls more than 21,800 megawatts of electric generating capacity around the world, of which more than 18,000 megawatts is located in the United States. In 2002, Mirant produced 73 million megawatt-hours of electricity, sold 312 million megawatt-hours of electricity and sold or marketed an aggregate average of 21 billion cubic feet per day of natural gas.

5. Mirant employs in excess of 7,000 employees worldwide, of which approximately 1,100 employees are based at Mirant’s corporate headquarters in Atlanta and approximately 5,900 employees are based at operating facilities. In 2002, Mirant recorded \$542

million loss in earnings before interest, taxes and depreciation (“EBITDA”) on a consolidated basis. Its 2002 operating revenues were approximately \$6.4 billion.

6. A more detailed description of Mirant’s assets, liabilities, and business operations, and a discussion of the events leading to the commencement of these chapter 11 cases is set forth in the Affidavit of John W. Ragan in Support of Certain First Day Motions.

RELIEF REQUESTED

7. By this Motion, the Debtors seek, pursuant to Rule 1015(b) of the Bankruptcy Rules and N.D. TX L.B.R. 1015.1, the joint administration of their chapter 11 cases for procedural purposes only. Bankruptcy Rule 1015(b) provides, in relevant part:

If a joint petition or two or more petitions are pending in the same court by or against ... a debtor and an affiliate, the court may order a joint administration of the estates.

The Debtors are “affiliates” as that term is defined in section 101(2) of the Bankruptcy Code. Accordingly, this Court is authorized to grant the relief requested herein. Further, this Court has previously granted similar relief. See, e.g., In re CoServ, LLC, Case No. 01-48684 (Bankr. N.D. Tex. Nov. 30, 2001); In re Kevco, Inc., Case No. 01-40783 (Bankr. N.D. Tex. Feb. 12, 2001).

8. Joint administration of the Debtors’ chapter 11 cases will expedite the administration of these cases and reduce administrative expenses without prejudicing any creditor’s substantive rights. For example, joint administration will permit the Clerk of the Court to utilize a single general docket for these cases and combine notices to creditors of the Debtors’ respective estates and other parties in interest. The Debtors anticipate that numerous notices, applications, motions, other pleadings and orders in these cases will affect many or all of the Debtors. Joint administration will permit counsel for all parties in interest to include the Debtors’ respective cases in a single caption on the numerous documents that will be filed and served in these cases. Joint administration also will enable parties in interest in each of the

above-captioned chapter 11 cases to be apprised of the various matters before the Court in all of these cases.

9. Because these cases involve numerous Debtors with thousands of potential creditors, the entry of an order of joint administration will: (a) significantly reduce the volume of paper that otherwise would be filed with this Clerk of this Court; (b) simplify for the Office of the United States Trustee the supervision of the administrative aspects of these chapter 11 cases; (c) render the completion of various administrative tasks less costly; and (d) minimize the number of unnecessary delays associated with the administration of numerous separate chapter 11 cases. Additionally, because this is not a motion for the substantive consolidation of the Debtors' estates, the rights of parties in interest will not be prejudiced by the proposed joint administration of these cases because each creditor may still file its claim against a particular estate. In fact, the rights of all creditors will be enhanced by the reduction in costs resulting from the joint administration.

10. The Debtors submit that joint administration of the above-captioned cases is in their best interest, as well as those of their respective estates, creditors and other parties in interest.

NOTICE

11. Notice of this Motion has been provided to the Office of the United States Trustee for the Northern District of Texas; the holders of the fifty largest unsecured claims against the Debtors on a consolidated basis; and certain governmental entities, counsel and parties-in-interest; all as set forth in more detail on the Certificate of Service attached hereto. The Debtors submit that no other or further notice need be provided.

CONCLUSION

WHEREFORE, the Debtors respectfully request entry of an order (i) directing the joint administration of their respective chapter 11 cases, (ii) approving and adopting the proposed form of caption set forth on Exhibit "A" attached hereto, and (iii) granting the Debtors such other and further relief as is just and proper.

Dated: Fort Worth, Texas
July __, 2003

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

By ss/Judith Elkin

Robin Phelan
State Bar No. 15903000
Judith Elkin
State Bar No. 06522200
Ian Peck
State Bar No. 24013306

-and-

Thomas E Lauria
State Bar No. 11998025
Gerard Uzzi
Linda M. Leali
WHITE & CASE LLP
Wachovia Financial Center
200 South Biscayne Blvd.
Miami, Florida 33131
(305) 371-2700

PROPOSED ATTORNEYS FOR THE DEBTORS
AND DEBTORS IN POSSESSION

CERTIFICATE OF SERVICE

The undersigned hereby certifies that she provided true and correct copies of the foregoing to Bankruptcy Services, LLC and directed them to effect service upon all persons on the attached Service Lists via facsimile and email transmission, where indicated, or via overnight courier, on the 15th day of July, 2003.

s/s Judith Elkin

**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.)	
_____)	

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

_____)	
In re	)	Chapter 11 Case
)	
MIRANT CORPORATION,	)	Case No. 03-46590 BJH
)	
Debtor.)	
_____)	
In re	)	Chapter 11 Case
)	
MLW DEVELOPMENT, LLC,	)	Case No. 03-46588 DML
)	
Debtor.)	
_____)	
In re	)	Chapter 11 Case
)	
MIRANT AMERICAS ENERGY	)	Case No. 03-46591 DML
MARKETING, LP,)	
)	
Debtor.)	
_____)	

best interests of the Debtors and their estates and creditors; and upon all of the proceedings had before the Court; and after due deliberation and sufficient cause appearing therefor, it is

ORDERED that, the above-captioned chapter 11 cases be, and they hereby are, consolidated for procedural purposes only and shall be jointly administered by the Court; and it is further

ORDERED that, nothing contained in this order or the Motion shall be deemed or construed as directing or otherwise affecting a substantive consolidation of the above-captioned cases; and it is further

ORDERED that, pleadings in the above chapter 11 cases shall be required to bear a caption substantially in the form as the caption attached hereto as Exhibit A; and it is further

ORDERED that, a docket entry shall be made in each of the above-captioned cases substantially as follows:

“An order has been entered in this case directing the procedural consolidation and joint administration of Mirant Corporation, _____, and the docket in Case No. 03-_____ (____) should be consulted for all matters affecting this case.”

End of Order

PREPARED BY:

Robin Phelan
State Bar No. 15903000
Judith Elkin
State Bar No. 06522200
Ian Peck
State Bar No. 24013306
HAYNES AND BOONE, LLP
901 Main Street
Suite 3100
Dallas, TX 75202
(214) 651-5000

-and-

Thomas E Lauria
State Bar No. 11998025
Gerard Uzzi
Linda M. Leali
WHITE & CASE LLP
Wachovia Financial Center
200 South Biscayne Blvd.
Miami, Florida 33131
(305) 371-2700

**PROPOSED ATTORNEYS FOR THE DEBTORS
AND DEBTORS IN POSSESSION**

