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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. |) | |
| |) | Hearing Date and Time: |

**MOTION OF THE DEBTORS FOR AN ORDER PURSUANT TO BANKRUPTCY
RULE 3003(c) (I) ESTABLISHING A BAR DATE FOR FILING CERTAIN PROOFS
OF CLAIM; (II) ESTABLISHING RAMIFICATIONS FOR FAILURE TO COMPLY
THEREWITH; (III) APPROVING PROOF OF CLAIM FORM AND CONSOLIDATED
NOTICE OF (A) CASE COMMENCEMENT, (B) BAR DATE, AND (C) FIRST
MEETING OF CREDITORS UNDER SECTION 341(a) OF THE BANKRUPTCY CODE;
AND (IV) APPROVING NOTICE AND PUBLICATION PROCEDURES**

TO THE HONORABLE UNITED STATES BANKRUPTCY JUDGE:

Mirant Corporation (“Mirant”) and its affiliated debtors (collectively, “Mirant” or the “Debtors”), as debtors-in-possession, file this motion (the “Motion”) for the entry of an order pursuant to Rule 3003(c) of the Federal Rules of Bankruptcy Procedure (the “Bankruptcy Rules”) (i) establishing a bar date for filing certain proofs of claim; (ii) establishing ramifications for failure to comply therewith; (iii) approving proof of claim form and consolidated notice of (a) case commencement, (b) bar date, (c) meeting of creditors under section 341(a) of title 11 of the

United States Code, 11 U.S.C. §§ 101-1330, as amended (the “Bankruptcy Code”); and (iv) approving notice and publication procedures, and respectfully 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”), each of the Debtors filed a voluntary petition in this Court for relief under chapter 11 of the Bankruptcy Code.¹ 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 Debtors’ motion for an order requesting that the Debtors’ bankruptcy estates be jointly administered.

4. Creditors’ Committees. On July 18, 2003, the Office of the United States Trustee for the Northern District of Texas announced the formation of two official unsecured creditors’ committees; one for Mirant Corporation and the other for Mirant Americas Generation, LLC.

¹ 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 “CCAA”). The Canadian Debtors are subject to the sole and exclusive jurisdiction of the Canadian Court.

The appointment lists of members of both official unsecured creditors' committees were filed in their respective chapter 11 cases on July 25, 2003.

RELIEF REQUESTED

5. The Debtors request entry of an order pursuant to Bankruptcy Rule 3003(c)(3) establishing a date by which proofs of claim or interest must be filed or be forever barred (the "Bar Date"). The Debtors request that (i) the Bar Date for all creditors be established as one hundred seventeen (117) days after the date actual notice of the bar date is mailed to such parties and (ii) the Bar Date be set forth on the consolidated notice of (a) commencement of cases; (b) Bar Date; and (c) the meeting of creditors under section 341(a) of the Bankruptcy Code (the "341 Meeting") that will be served on all creditors and parties in interest in these cases.

A. Basis for Relief.

6. With the assistance of AlixPartners LLC, the Debtors are preparing their respective Schedules of Assets and Liabilities, Statements of Financial Affairs, Schedules of Executory Contracts and Unexpired Leases (collectively, the "Schedules") and anticipate filing the Schedules on or before September 12, 2003. The Debtors believe that the Schedules will include a substantially complete and accurate list of all of the Debtors' potential creditors and interest holders, as well as an accurate estimate of the magnitude of claims against the Debtors' estates. The purpose of the Bar Date is to provide a deadline to identify any possible unknown claims against the Debtors' estates and to give parties additional certainty regarding the magnitude of claims against the Debtors' estates.

7. The Office of the United States Trustee scheduled the 341 Meeting for September 17, 2003. Per the "Standing Order Concerning Claims Bar Date In Chapter 11 Reorganization

Cases Where No Bar Date Is Otherwise Specifically Set In Such Case” (the “Standing Order”), a December 16, 2003 Bar Date was established.²

B. Special Claims.

8. The Debtors request that the Bar Date apply to all known and unknown creditors, subject to the following exceptions:

a. Co-Debtors or Sureties. The Debtors request that the Court establish January 16, 2004 as the last date by which parties, including the Debtors, could file claims of co-debtors, sureties or guarantors under section 501(b) of the Bankruptcy Code. The Debtors submit that the proposed deadline is reasonable, in that it will expire thirty (30) days after the Bar Date. Such a deadline will give the Debtors, co-debtors, sureties, or guarantors ample time to determine whether to file claims against the Debtors’ estates.

b. Non-Debtor Parties to Rejected Executory Contracts or Unexpired Leases. The Debtors request that the Court establish the later of either (1) the Bar Date or (2) thirty (30) calendar days after the entry of an order approving the rejection of an executory contract or lease, as the bar date for filing claims arising out of the rejection of an executory contract or unexpired lease.

c. Entities Asserting Claims Arising from the Recovery of a Voidable Transfer. The Debtors request that the Court establish the later of either (1) the Bar Date or (2)

² The Standing Order provides, in relevant part, “an unsecured creditor or an equity security holder whose claim or interest is not scheduled or is scheduled as disputed, contingent, or unliquidated, has a proof of claim timely filed if it is filed not later than ninety days after the first date set for the meeting of creditors called under Section 341(a) of the United States Bankruptcy Code, except that a proof of claim filed by a governmental unit is timely filed if it is filed not later than 180 days after the date of the order for relief.”

the first business day that is at least thirty (30) calendar days after the mailing of the notice of entry of any order approving the avoidance of the transfer, as the bar date for filing claims arising out of a voidable transfer.

d. Entities Asserting Claims Arising from the Assessment of Certain Taxes.

The Debtors request that the Court establish the later of either (1) the Bar Date or (2) the first business day that is at least thirty (30) calendar days after the date the relevant tax claim arises, as the bar date for filing claims arising from the assessment of certain taxes described in section 502(i) of the Bankruptcy Code.

e. Governmental Units. Pursuant to Bankruptcy Rule 3003(c)(1), the bar date for filing proofs of claim by governmental units (as defined in section 101(27) of the Bankruptcy Code) is January 12, 2004 at 5:00 p.m. Prevailing Eastern Time.

f. Creditors Holding Claims that Were Reduced by Amendments to the Debtors' Schedules. The Debtors propose that if an amendment to the Schedules reduces the liquidated amount of a scheduled claim, or reclassifies a scheduled, undisputed, liquidated, non-contingent claim as disputed, unliquidated, or contingent, the affected claimant may file a proof of claim on the later of (1) the Bar Date or (2) the first business day that is at least thirty (30) calendar days after the mailing of the notice of such amendment in accordance with Bankruptcy Rule 1009, but only to the extent such proof of claim does not exceed the amount scheduled for such claim before the amendment. The Debtors further propose that creditors not be entitled to an extension of the Bar Date if a Schedule amendment increases the scheduled amount of an undisputed, liquidated, non-contingent claim.

g. Bondholders. Entities whose claims are limited exclusively to claims for repayment of principal and interest under the public bonds of Mirant Corporation and Mirant Americas Generation LLC (the “Public Notes”) need not file a proof of claim; provided that the applicable indenture trustee under the applicable indenture agreement shall be required to file a proof of claim on behalf of each of their bondholder constituencies. To the extent that an indenture trustee or a bondholder asserts a claim arising out of or related to a debt instrument, other than a claim for repayment of principal an interest under the bonds, such party shall be required to file a proof of claim on or before the Bar Date. The Public Notes are as follows:

| Mirant Corporation | Mirant Americas Generation LLC |
|---|---------------------------------------|
| 7.4% Senior Notes due 2004 | 7.625% Senior Notes due 2006 |
| 7.9% Senior Notes due 2009 | 7.2% Senior Notes due 2008 |
| 2.5% Convertible Debentures due 2021 | 8.3% Senior Notes due 2011 |
| 6.25% Series A Junior Convertible Subordinated Notes due 2030 | 8.5% Senior Notes due 2021 |
| 5.75% Convertible Senior Notes due 2007 | 9.125% Senior Notes due 2031 |

h. Holders of Administrative Claims. The Debtors propose that neither the Bar Date nor any other deadline proposed in this Motion applies to requests for payment of administrative expenses arising in the Debtors’ cases under sections 503, 507(a)(1), 507(b), 330(a), 331 or 364 of the Bankruptcy Code. The Debtors anticipate that an administrative claims bar date will be established as part of any confirmation order entered in these cases.

i. Holders of Equity Securities. Bankruptcy Rule 3003(b)(2) provides that it is not necessary for an equity security holder to file a proof of interest based solely upon such interest. Accordingly, the Debtors propose that the Order establishing the Bar Date specifically provide that holders of equity securities of the Debtors need not file a proof of interest. However, any equity holder asserting any rights as a creditor of any of the Debtors’ estates shall be required to file a proof of claim against the Debtors’ estates on or before the Bar Date.

9. The Debtors also request that the following persons or entities **not** be required to file a proof of claim on or before the Bar Date:

a. any person or entity that has already properly filed, with the Clerk of the United States Bankruptcy Court for the Northern District of Texas, a proof of claim against the Debtors using a claim form which substantially conforms to Official Form No. 10;

b. any person or entity whose claim has been paid by the Debtors;

c. any directors, officers or employees of the Debtors as of the Petition Date that have or may have claims against the Debtors for indemnification, contribution, subrogation or reimbursement;

d. a Debtor having a claim against another Debtor;

e. any direct or indirect non-debtor subsidiary of a Debtor having a claim against a Debtor; and

f. any professionals whose retention in these chapter 11 cases have been approved by the Court.

C. Proposed Procedures for Filing Proofs of Claim.

10. The Debtors request that the Order establishing the Bar Date set forth the following procedural requirements with respect to the filing of proofs of claim against the Debtors' estates:

a. Claims filed before the entry of the Order Establishing a Bar Date. The Debtors propose that any claim that was filed with the Clerk of the United States Bankruptcy Court for the Northern District of Texas before the entry of the Order granting this Motion, that

substantially conforms to the Official Form No. 10, shall be deemed properly filed, subject to the right of the Debtors or any other party in interest to object to the allowance thereof.

b. Transfers of Claims. The Debtors propose that if a timely filed claim is transferred, the transferee must both (i) file a notice of transfer of the claim with the Claims Agent, in accordance with Bankruptcy Rule 3001(e), by forwarding such notice to the Claims Agent and (ii) serve a copy of the notice of transfer on the Debtors' counsel.

c. Form of Proof of Claim. Due to the size and complexity of these chapter 11 cases, with the assistance of the Claims Agent, Bankruptcy Services, LLC ("BSI"), the Debtors have prepared a proof of claim form tailored to conform to these cases (the "Proof of Claim"), a copy of which is attached hereto as Exhibit A. The proposed Proof of Claim is based on Official Form 10. The substantive modifications to the Official Form proposed by the Debtors include (1) adding a list of all of the Debtors, their case numbers, and their respective trade names and former names; (2) providing room for BSI to add the name and address of each creditor; (3) allowing the creditor to correct any incorrect information contained in the name and address portion; (4) adding additional categories to the "Basis of Claim" section; and (5) including certain instructions. The Debtors hereby request that Court approve the Proof of Claim and the substantive modifications to Official Form 10 contained therein.

d. Substance of Proof of Claim. The Debtors propose that proofs of claim against the Debtors' estates be (1) written in the English language; (2) denominated in lawful currency of the United States as of the Petition Date; and (3) supported by evidence in accordance with the requirements of applicable laws and rules.

e. Place and time for Filing Proofs of Claim. The Debtors hereby request that the Order establishing the proposed bar dates dictate that proofs of claim must be filed so that they are actually received by the BSI, on or before the Bar Date (or alternative deadline for filing special claims as described above), by 5:00 p.m. Prevailing Eastern Time.

f. No Prejudice regarding Claim Objections. The Debtors propose that the Order approving this Motion provide that notwithstanding the fact that the Debtors have scheduled a claim as liquidated and undisputed, the Debtors will not be precluded from objecting to any claim, whether scheduled or not.

D. Proposed Ramifications for Failure to Timely or Properly File a Proof of Claim.

11. The Debtors propose that the Order granting this Motion expressly state that a creditor's failure to timely or properly file a proof of claim in accordance with the Order, provided that such filing is required, shall (1) constitute grounds for disallowance of such claim; (2) render the creditor ineligible for distributions under any confirmed chapter 11 plan of reorganization; and (3) render the claimant bound by the terms of any confirmed plan of reorganization.

E. Notice of the Bar Date.

12. The Debtors hereby request that the Court approve the form of notice of the claims bar date, a copy of which is attached hereto as Exhibit B (the "Notice"). The Note is a consolidated notice of (1) case commencement; (2) the 341 Meeting; and (3) the Bar Date. The Debtors propose to serve the Notice no later than August 27, 2003 (the "Mailing Date"), by United States mail, first class postage prepaid, at the expense of the estates, on the following parties whose addresses are known by the Debtors:

- a. all known creditors as reflected in the Schedules;

- b. all known shareholders of record based upon the lists of equity holders filed by the Debtors in accordance with the Bankruptcy Code;
- c. all parties that have requested special notice in these cases; and
- d. all other parties in interest as required by Bankruptcy Rules 2002(i), (j), and (k).

Serving the Notice on or before August 27, 2003 will (1) give creditors and parties in interest at least twenty (20) days notice of the 341 Meeting, as required by Bankruptcy Rule 2002(a)(1), and (2) provide creditors with at least 117 days notice of the Bar Date.

13. The Debtors further request approval to publish notice of the bar date, substantially in the form of the Notice (excluding references to the 341 Meeting) in the following publications: The Wall Street Journal (National Edition), The New York Times (National Edition), and at least one trade journal to be determined by the Debtors. The Debtors propose that the Notice be published in those publications within forty-five (45) days before the Bar Date.

14. The Debtors have been advised by BSI that, based upon the large volume of creditors who are entitled to receive notice, BSI will be able to complete the mailing of the Proof of Claim forms and Bar Date Notices no later than August 27, 2003 (the "Mailing Date"). By establishing December 16, 2003 as the Bar Date, all potential claimants will have over 100 days' notice of the Bar Date for filing their proofs of claim. Such period is clearly an adequate period of time within which to file a proof of claim, and consistent with the requirement of the Standing Order and Bankruptcy Rule 2002(a)(1).

15. The Debtors believe that they have identified all parties entitled to receive notice of the Bar Date. However, in the event that the Debtors later determine after the Mailing Date

that an additional party or parties should appropriately receive the Notice, the Debtors propose that the date by which a proof of claim must be filed by such party or parties be the date that is thirty (30) days from the mailing date of an amended Notice to such additional party or parties.

CONCLUSION

WHEREFORE, the Debtors respectfully request entry of an order (i) fixing a bar date for filing certain proofs of claim; (ii) establishing ramifications for failure to comply therewith; (iii) approval of the proposed Proof of Claim form attached hereto as Exhibit A and the proposed consolidated Notice attached hereto as Exhibit B; and (iv) approval of notice and publication procedures.

Dated: Fort Worth, Texas
August 5, 2003

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ATTORNEYS FOR THE DEBTORS AND
DEBTORS-IN-POSSESSION

EXHIBIT A

PROPOSED PROOF OF CLAIM FORM

| | | |
|---|--|--|
| United States Bankruptcy Court Northern District of Texas | | PROOF OF CLAIM |
| Name of Debtor: | | Case Number: |
| NOTE: This form should not be used to make a claim for an administrative expense arising after the commencement of the case. A "request" of payment of an administrative expense may be filed pursuant to 11 U.S.C. § 503. | | |
| Name of Creditor: (The <i>person</i> or entity to whom the <i>debtor</i> owes money or property): | | <input type="checkbox"/> Check box if you are aware that anyone else has filed a proof of claim relating to your claim. Attach copy of statement giving particulars. |
| Name and Addresses where notices should be sent: | | THIS SPACE IS FOR COURT USE ONLY |
| Telephone Number: | | |
| Account or other number by which creditor identifies debtor: | | Check here if this claim <input type="checkbox"/> replaces a previously filed claim, dated: _____ <input type="checkbox"/> amends |
| 1. Basis for Claim: <input type="checkbox"/> Goods sold <input type="checkbox"/> Services performed <input type="checkbox"/> Money loaned <input type="checkbox"/> Personal injury/wrongful death <input type="checkbox"/> Taxes <input type="checkbox"/> Other _____ | | <input type="checkbox"/> Retiree benefits as defined in 11 U.S.C. § 1114(a) <input type="checkbox"/> Wages, salaries, and compensations (Fill out below) Your SS # _____ - _____ - _____ Unpaid compensations for services performed from _____ (date) to _____ (date) |
| 2. Date debt was incurred: | | 3. If court judgment, date obtained: |
| 4. Total Amount of Claim at Time Case Filed: \$ _____ If all or part of your claim is secured or entitled to priority, also complete Item 5 or 6 below. <input type="checkbox"/> Check this box if claim includes interest or other charges in addition to the principal amount of the claim. Attach itemized statement of all interest or additional charges. | | |
| 5. Secured Claim. <input type="checkbox"/> Check this box if your claim is secured by collateral (including a right of setoff) Brief Description of Collateral: <input type="checkbox"/> Real Estate <input type="checkbox"/> Motor Vehicle <input type="checkbox"/> Other _____ Value of Collateral: \$ _____ Amount of arrearage and other charges <u>at time case filed</u> included in secure claim, if any \$ _____ | | 6. Unsecured Priority Claim. <input type="checkbox"/> Check this box if you have an unsecured priority claim Amount entitled to priority \$ _____ Specify the priority of the claim: <input type="checkbox"/> Wages, salaries, or commissions (up to \$4,650)* earned within 90 days before filing of the bankruptcy petition or cessation of the debtor's business, whichever is earlier - 11 U.S.C. § 507(a)(3). <input type="checkbox"/> Contributions to an employee benefit plan—11 U.S.C. § 507(a)(4). <input type="checkbox"/> Up to \$2,100* of deposits toward purchase, lease, or rental of property or services for personal, family, or household use—11 U.S.C. § 507(a)(6). <input type="checkbox"/> Alimony, maintenance, or support owed to a spouse, former spouse, or child - 11 U.S.C. § 507(a)(7). <input type="checkbox"/> Taxes or penalties of governmental units—11 U.S.C. § 507(a)(8) <input type="checkbox"/> Other— Specify applicable paragraph of 11 U.S.C. §§ 507(a - ____). * Amounts are subject to adjustment on 4/1/04 and every 3 years thereafter with respect to cases commenced on or after the date of adjustment. |
| 7. Credits: The amount of all payments on this claim has been credited and deducted for the purpose of making this proof of claim. 8. Supporting Documents: Attach copies of supporting documents, such as promissory notes, purchase orders, invoices, itemized statements of running accounts, contracts, court judgments, mortgages, security agreements, and evidence of perfection of lien. DO NOT SEND ORIGINAL DOCUMENTS. If the documents are not available, explain. If the documents are voluminous, attach a summary. 9. Date-Stamped Copy: To receive an acknowledgment of the filing of your claim, enclose a stamped, self-addressed envelope and copy of this proof of claim. | | THIS SPACE IS FOR COURT USE ONLY |
| Date | Sign and print the name and title, if any, of the creditor or other person authorized to file this claim (attach copy of power of attorney, if any): | |

Penalty for presenting fraudulent claim: Fine of up to \$500,000 or imprisonment for up to 5 years, or both. 18 U.S.C. §§ 152 and 3571.

INSTRUCTIONS FOR PROOF OF CLAIM FORM

The instructions and definitions below are general explanations of the law. In particular types of cases or circumstances, such as bankruptcy cases that are not filed voluntarily by a debtor, there may be exceptions to these general rules.

---DEFINITIONS---

| | | |
|--|--|---|
| <p>Debtor The person, corporation or other entity that has filed a bankruptcy case is called the debtor.</p> <p>Creditor A creditor is any person, corporation or other entity to whom the debtor owed a debt on the date that the bankruptcy case was filed.</p> <p>Proof of Claim A form telling the bankruptcy court how much the debtor owed a creditor at the time the bankruptcy case was filed (the amount of the creditor's claim). This form must be filed with the clerk of the bankruptcy court where the bankruptcy case was filed.</p> | <p>Secured Claim A claim is a secured claim to the extent that the creditor has a lien on property of the debtor (i.e., collateral) that gives the creditor the right to be paid from that property before creditors who do not have liens on the property.</p> <p>Examples of liens are mortgages on real estate and security interests in cars, trucks, boats, television sets or other items of property. A lien may have been obtained through a court proceeding before the bankruptcy case began; in some states a court judgment is a lien. In addition, to the extent a creditor also owes money to the debtor (i.e., has a right of setoff), the creditor's claim may be a secured claim. (See also <i>Unsecured Claim</i>.)</p> | <p>Unsecured Claim If a claim is not a secured claim, it is an unsecured claim. A claim may be partly secured and partly unsecured if the property on which a creditor has a lien does not have sufficient value to satisfy the creditor in full.</p> <p>Unsecured Priority Claim Certain types of unsecured claims are given priority under the Bankruptcy Code and are paid in bankruptcy cases before most other unsecured claims (if there is sufficient money or property available to pay these claims). The most common types of priority claims are listed on the proof of claim form. Unsecured claims that are not specifically given priority status by the bankruptcy laws are classified as <i>Unsecured Nonpriority Claims</i>.</p> |
|--|--|---|

Items to be completed in Proof of Claim form (if not already filled in)

| | |
|--|---|
| <p>Court, Name of Debtor, and Case Number: Fill in the name of the federal judicial district where the bankruptcy case was filed (for example, Central District of California), the name of the debtor in the bankruptcy case, and the bankruptcy case number. If you received a notice of the case from the court, all of this information is near the top of the notice.</p> <p>Information about Creditor: Complete the section giving the name, address, telephone number, fax number and tax identification number or social security number of the creditor to whom the debtor owes money or property, and the debtor's account number, if any. If anyone else has already filed a proof of claim relating to this debt, if you never received notices from the bankruptcy court about this case, if the address differs from that to which the court sent notice, or if this proof of claim replaces or changes a proof of claim that was already filed, check the appropriate box on this form.</p> <p>1. Basis for Claim: Check the type of debt for which the proof of claim is being filed. If the type of debt is not listed, check "Other" and briefly describe the type of debt. If you were an employee of the debtor, fill in your social security number and the dates of work for which you were not paid.</p> <p>2. Date Debt Incurred: Fill in the date when the debt first was owed by the debtor.</p> <p>3. Court Judgments: If you have a court judgment for this debt, state the date the court entered the judgment.</p> <p>4. Total Amount of Claim at Time Case Filed: Fill in the amount of the entire claim. If interest or other charges in addition to the principal amount of the claim are included, check the appropriate place on the form and attach an itemization of the interest and charges.</p> | <p>5. Secured Claim: Check the appropriate place if the claim is a secured claim. You must state the type and value of property that is collateral for the claim, attach copies of the documentation of your lien, and state the amount past due on the claim as of the date the bankruptcy case was filed. A claim may be partly secured and partly unsecured. (See DEFINITIONS, above).</p> <p>6. Unsecured Priority Claim: Check the appropriate place if you have an unsecured priority claim and state the amount entitled to priority. (See DEFINITIONS, above). A claim may be partly a priority claim and partly a nonpriority claim if, for example, the claim is in an amount exceeding the amount given priority by the law. Check the appropriate place to specify the type of priority claim.</p> <p>7. Credits: By signing this proof of claim, you are stating under oath that, in calculating the amount of your claim, you have given the debtor credit for all payments received from the debtor.</p> <p>8. Supporting Documents: You must attach to this proof of claim form copies of documents that show the debtor owes the debt claimed or, if the documents are too lengthy, a summary of such documents must be provided. If documents are not available, you must attach a statement explaining why they are not available.</p> |
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EXHIBIT B

PROPOSED BAR DATE NOTICE

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

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

**NOTICE OF (1) COMMENCEMENT OF CHAPTER 11
CASES; (2) MEETING OF CREDITORS PURSUANT
TO SECTION 341(a) OF THE BANKRUPTCY CODE; AND (3) ESTABLISHMENT
OF BAR DATE FOR FILING PROOFS OF CLAIM AGAINST THE ESTATES**

THIS NOTICE DESCRIBES IMPORTANT DEADLINES AND PROCEDURES THAT AFFECT YOUR LEGAL RIGHTS. YOU MAY WISH TO CONSULT WITH AN ATTORNEY TO PROTECT YOUR RIGHTS.

| | |
|---|---|
| Petition Dates | July 14th & 15th, 2003 |
| Meeting of Creditors Under Section 341(a) of the Bankruptcy Code | September 17, 2003 2:00 p.m. (Central Time) |
| Claims Bar Date | December 16, 2003 at 5:00 p.m. Prevailing Eastern Time |

FILING OF CHAPTER 11 BANKRUPTCY CASES

On July 14 and July 15, 2003, Mirant Corporation and its affiliates identified below (collectively, the "Debtors") each filed voluntary petitions for relief under chapter 11 of title 11 of the United States Code, 11 U.S.C. §§ 101–1330, as amended (the "Bankruptcy Code") in the United States Bankruptcy Court for the Northern District of Texas, Fort Worth Division (the "Court"). The Debtors' chapter 11 cases are pending before the Honorable D. Michael Lynn. Each affiliate of Mirant and its respective case number appears on Schedule A appended hereto.

CLAIMS, CLAIMS BAR DATE, AND SCHEDULES

The Court presiding over the above-captioned chapter 11 cases has entered its *Order Pursuant to Bankruptcy Rule 3003(c) (I) Establishing a Bar Date for Filing Certain Proofs of Claim; (II) Establishing Ramifications for Failure to Comply Therewith; (III) Approving Proof of Claim Form and Consolidated Notice of (A) Case Commencement, (B) Bar Date, and (C) Meeting of Creditors Under section 341(a) of the Bankruptcy Code; and (IV) Approving Notice and Publication Procedures* (the "Order") establishing December 16, 2003 at 5:00 p.m. Prevailing Eastern Time (the "**Claims Bar Date**") as the deadline for creditors of the Debtors to file proofs of claim against the Debtors' estates. A proof of claim is a signed statement describing a creditor's claim. Creditors

receiving this notice by mail should receive a proof of claim form customized for these cases. If you need additional proof of claim forms, you may contact Claims Agent: Mirant Corporation, c/o Bankruptcy Services, L.L.C., 757 Third Avenue, 3rd Floor, New York, NY 10017; Fax (646) 282-2550; E-mail: Mirantinfo@bsillc.com.

Under the Bankruptcy Code and as utilized in this notice and the Order, the term “claim” has been given the broadest possible definition, and includes any right to payment, whether in contract, tort, or by statute, and whether or not such right is reduced to judgment, liquidated, unliquidated, fixed, contingent, matured, unmatured, disputed, undisputed, legal, equitable, secured, priority, or unsecured as of the Petition Date for each Debtor.

The Debtors intend to file their Schedules of Assets and Liabilities by September 12, 2003 (the “Schedules”). The Schedules may be amended from time to time. The Schedules and any amendments thereto may be inspected at the office of Clerk of the Bankruptcy Court, Eldon B. Mahon United States Courthouse, 501 W. Tenth Street, Fort Worth, Texas 76102, or viewed on BSI’s web site at www.bsillc.com. If your claim is listed in the Schedules, and is not listed as disputed, contingent or unliquidated, your claim will be allowed in the amount scheduled unless you file a proof of claim, or you are sent further notice about the claim. If a liability based upon the same facts and circumstances is listed on the Schedules for more than one Debtor (i.e., duplicate listings), you will be allowed only one recovery on your claim. Whether or not your claim is scheduled, you are permitted to file a proof of claim.

If you assert a claim against any of the Debtors, you must file a proof of claim if:

- (a) your claim has not been listed by any of the Debtors in their respective Schedules;
- (b) you disagree with the amount of the claim scheduled by any of the Debtors in their respective Schedules;
- (c) any of the Debtors have scheduled your claim as disputed, contingent or unliquidated;
- (d) you believe your claim to be a secured claim, and any of the Debtors have not so scheduled your Claim; or
- (e) you believe your claim to be entitled to priority under the Bankruptcy Code, and any of the Debtors have not so scheduled your claim.

If you fail timely to file a proof of claim, and your claim is not scheduled, is scheduled for \$0.00, or is scheduled as disputed, unknown, contingent or unliquidated in the Schedules:

- (a) Your claim will be disallowed and you will not receive any distribution under any chapter plan(s) that may be confirmed in these chapter 11 cases; and
- (b) You nevertheless will be bound by the terms of any chapter plan(s) that may be confirmed in these chapter 11 cases.

SPECIAL CLAIMS

For claims arising from rejection of executory contracts or unexpired leases pursuant to section 365 of the Bankruptcy Code, the last day to file a proof of claim is the later of (a) Claims Bar Date or (b) thirty (30) days after the date of mailing of notice of entry of the order authorizing rejection.

For claims arising from recovery by the Debtor(s) of estate property transferred to you by the Debtor(s) prior to the Petition Date as a voidable transfer, the last day to file a proof of claim is the later of (i) Claims Bar Date or (ii) the first business day that is at least thirty (30) calendar days after the mailing of the notice of entry of an order or judgment avoiding a transfer.

For claims arising from the assessment of certain taxes as described in section 502(i) of the Bankruptcy Code, the last day to file a proof of claim is the later of (i) Claims Bar Date or (ii) the first business day that is at least thirty (30) calendar days after the date the relevant tax claim arises.

For claims asserted by a co-debtor, surety or guarantor that may be filed under section 501(b) of the Bankruptcy Code, the last day to file proofs of claim is January 16, 2004.

The last day for the Debtors to file a proof of claim in these cases pursuant to Rule 3004 of the Federal Rules of Bankruptcy Procedure is governed by the terms of Bankruptcy Rule 3004.

Pursuant to Bankruptcy Rule 3002(c)(1), the last date and time for filing proofs of claim by governmental units (as defined in section 101(27) of the Bankruptcy Code) is **January 12, 2004** at 5:00 p.m. Prevailing Eastern Time.

The Order does not establish any deadline for the payment of administrative expenses arising under sections 503, 507(a)(1), 507(b), 330(a), 331 or 364 of the Bankruptcy Code.

The following persons and entities need **not** file a proof of claim by the Claims Bar Date:

- (a) any person or entity that has already properly filed, with the Clerk of the United States Bankruptcy Court for the Northern District of Texas, a proof of claim against the Debtors using a claim form which substantially conforms to Official Form No. 10;
- (b) any person or entity whose claim has been paid by the Debtors;
- (c) any directors, officers or employees of the Debtors as of the Petition Date that have or may have claims against the Debtors for indemnification, contribution, subrogation or reimbursement;
- (d) a Debtor having a claim against another Debtor;
- (e) any direct or indirect non-debtor subsidiary of a Debtor having a claim against a Debtor; and
- (f) any professionals whose retention in these chapter 11 cases has been approved by the Court.

**INSTRUCTIONS FOR FILING PROOFS OF CLAIM AND
CONSEQUENCES FOR FAILURE TO TIMELY FILE CLAIM**

Any proof of claim filed after the Claims Bar Date or other applicable deadline will be disallowed. Any person or entity that is required by the Order to file a proof of claim and fails to do so by the Claims Bar Date or other applicable deadline set forth herein shall not be treated as a creditor for purposes of voting or receiving distributions in these cases, and any claim of such person or entity will be discharged and forever barred. Each creditor and recipient of this Notice and their respective agents and attorneys have an affirmative duty to review this notice, and timely file any proof of claim on or before the Claims Bar Date or other applicable deadline, or be forever barred from filing or asserting any such claim. Each creditor and recipient of this notice is personally responsible for reviewing this notice and timely filing any proof of claim and should not rely upon their respective agents and attorneys to meet the deadlines specified in this notice.

PROOFS OF CLAIM MUST BE FILED SO THAT THEY ARE ACTUALLY RECEIVED BY THE CLAIMS AGENT APPOINTED BY THE COURT, BANKRUPTCY SERVICES, LLC, ON OR BEFORE THE CLAIMS BAR DATE, DECEMBER 16, 2003, AT 5:00 P.M. PREVAILING EASTERN TIME, EXCEPT AS STATED HEREIN. PROOFS OF CLAIM MAY BE FILED BY MAIL ADDRESSED TO:

Claims Agent: Mirant Corporation
c/o Bankruptcy Services, L.L.C.
Grand Central Station
P. O. Box 4613
New York, NY 10163-4613

OR FILED IN PERSON, BY PERSONAL SERVICE OR FEDERAL EXPRESS ADDRESSED TO:

Mirant Corporation
c/o Bankruptcy Services, L.L.C.
757 Third Avenue, 3rd Floor
New York, NY 10017

You are encouraged to use the enclosed form of proof of claim. You must indicate the Debtor(s) against which you assert your claim. If you assert the same claim against more than one of the above-captioned debtors and debtors-in-possession, you should file a separate proof of claim against each Debtor(s) against which such claim is asserted. Additionally, if you assert different claims, based upon different facts and circumstances, against different Debtors, you should also complete separate proofs of claim.

Proofs of claim must be filed in the English language and, pursuant to section 502(b) of the Bankruptcy Code, amounts due shall be stated in lawful currency of the United States as of the Petition Date. Do not file your proof of claim with, or send copies of proofs of claim to, the Debtors. Pursuant to the Order, proofs of claim not filed with (i.e., actually received by) the Claims Agent by the applicable deadline shall be deemed not to be properly or timely filed. To receive an acknowledgment that your proof of claim has been received by the Claims Agent and filed, you must provide with your original proof of claim one additional copy and a postage-paid, self-addressed envelope.

ANY PROOF OF CLAIM PREVIOUSLY PROPERLY FILED WITH THE CLERK OF THE BANKRUPTCY COURT PRIOR TO THE MAILING OF THIS NOTICE SHALL BE DEEMED TO BE AND SHALL BE TREATED AS A PROPERLY FILED CLAIM SUBJECT TO THE RIGHT OF THE DEBTORS OR ANY PARTY IN INTEREST TO OBJECT TO THE ALLOWANCE THEREOF. NO ADDITIONAL PROOF OF CLAIM IS REQUIRED. If you have not filed your proof of claim yet, please file it with the Claims Agent only; please do not file your proof of claim with the Court or attempt to do so by sending it to the Debtors' counsel.

AMENDMENTS TO CLAIMS, AMENDMENTS TO SCHEDULES, AND CLAIM TRANSFERS

After the deadline for filing claims, a creditor may not seek to amend a claim deemed filed on its behalf under section 1111(a) of the Bankruptcy Code by virtue of the listing of such claim by the Debtors in their respective Schedules if such amendment increases the amount of the claim. After the deadline for filing claims, amendments to timely filed claims shall be allowed without the consent of the applicable Debtor(s) only to the extent that the amended claim is based on the same facts and circumstances as the timely asserted claim, and then only if the additional amounts asserted by the amended claim were not reasonably ascertainable by the applicable deadline.

Following notice of any amendment to the Schedules reducing the amount of a scheduled claim, or that reclassifies a scheduled, undisputed, liquidated or non-contingent claim as disputed, unliquidated or contingent, any creditor so affected shall have until the later of (i) the Claims Bar Date or (ii) thirty (30) days after the mailing of notice of the amendment, to file a proof of claim; provided, however, that following the Claims Bar Date, proofs of claim filed as a result of amendments to the Schedules shall be limited in amount to the amount previously scheduled by the Debtor(s), unless the creditor has otherwise timely filed a proof of claim. No extension of time is granted if the Debtors' amendment to its Schedules increases the claim deemed filed under section 1111(a) of the Bankruptcy Code. Amendments to the Schedules regarding creditors who previously have filed proofs of claim shall not affect any proof of claim already on file or extend the deadline for filing proofs of claim. Nothing set forth herein shall be deemed to preclude the Debtors from objecting to any claim, whether scheduled or filed, on any grounds.

If a timely filed claim is transferred, the transferee must both (i) file a notice of transfer of the claim with the Claims Agent, in accordance with Bankruptcy Rule 3001(e), by forwarding such notice to the Claims Agent,

Bankruptcy Services, LLC at either of its addresses indicated above, and (ii) serve a copy of the notice of transfer on the Debtors' counsel addressed to White & Case LLP, Attn: Mark Fuhr, Paralegal, Wachovia Financial Center, 200 South Biscayne Boulevard, Suite 4900, Miami, Florida 33131-2352.

EQUITY INTEREST HOLDERS

Pursuant to Bankruptcy Rule 3003(b)(2), it is not necessary for an equity security holder to file a proof of interest based solely upon such interest; provided, however, that if an equity holder asserts any rights as a creditor of a Debtor, a proof of claim is required, except as set forth herein.

PUBLIC BONDS

The information set forth in the following paragraph applies to the holders of public bonds of Mirant Corporation and Mirant Americas Generation LLC (the "Public Notes"):

| Mirant Corporation | Mirant Americas Generation LLC |
|---|---------------------------------------|
| 7.4% Senior Notes due 2004 | 7.625% Senior Notes due 2006 |
| 7.9% Senior Notes due 2009 | 7.2% Senior Notes due 2008 |
| 2.5% Convertible Debentures due 2021 | 8.3% Senior Notes due 2011 |
| 6.25% Series A Junior Convertible Subordinated Notes due 2030 | 8.5% Senior Notes due 2021 |
| 5.75% Convertible Senior Notes due 2007 | 9.125% Senior Notes due 2031 |

Unless you are the indenture trustee for any of the Public Notes, or you assert claims other than principal and interest on account of the Public Notes, you do not need to file a proof of claim for principal and interest on account of the Public Notes. Only the indenture trustees, not individual noteholders, are required to assert such claims.

MEETING OF CREDITORS

A meeting of creditors and equity security holders pursuant to section 341(a) of the Bankruptcy Code has been scheduled for 2:00 p.m. (Prevailing Central Time) on September 17, 2003 at the Fritz G. Lanham Federal Building, 819 Taylor Street, Room 7A24, Fort Worth, Texas 76102. As specified in Bankruptcy Rule 9001(5), the Debtors' representative is required to appear at the meeting of creditors on the date and at the place set forth above for the purpose of being examined under oath. Attendance by creditors at the meeting is welcomed, but not required. At the meeting, the creditors may examine the Debtors' representative as provided for in Bankruptcy Rule 2003. The meeting may be continued or adjourned from time to time by notice at the meeting, without further written notice.

INFORMATION CONCERNING THESE CASES.

Because this case is governed by the Court's General Order regarding administrative procedures for electronic case filing, the Court's docket sheet and documents filed electronically are also accessible at the Court's Internet site, www.txnb.uscourts.gov, through an account obtained from PACER Service Center at 1-800-676-6856. Certain pleadings are also available without charge at www.mirant-caseinfo.com.

Creditors and shareholders with general questions concerning these cases should contact the Debtors' information

line at **1-888-870-7626**. Representatives are available between 8:00 a.m. and 5:30 p.m. Prevailing Eastern Time.

CREDITORS AND PARTIES IN INTEREST MAY NOT TAKE CERTAIN ACTIONS.

A creditor is anyone to whom the Debtors owe money or property or anyone who has a claim or may have a claim against the Debtors that arose at the time of or before the entry of the order for relief concerning the Debtors. Under the Bankruptcy Code, the Debtors are granted certain protection against creditors and other parties in interest. Common examples of prohibited actions by creditors and other parties in interest are contacting the Debtors to demand repayment, taking action against the Debtors to collect money owed to creditors or to take property of the Debtors, and starting or continuing foreclosure actions, repossessions, or wage deductions. If unauthorized actions are taken by a creditor or other party in interest against any of the Debtors, the Court may penalize that creditor or party in interest. A creditor or other party in interest who is considering taking action against any of the Debtors or property of any of the Debtors should review section 362 of the Bankruptcy Code and may wish to seek legal advice. **The staffs of the bankruptcy court and the United States Trustee's Office are not permitted to give legal advice to creditors or other parties in interest.**

This notice is only a summary of the Order. All creditors and other parties in interest are referred to the text of the Order itself and to the Bankruptcy Code, Bankruptcy Rules and Local Bankruptcy Rules for additional information regarding the filing and treatment of proofs of claim and should consult with their own legal advisors.

DATED: August 27, 2003

HAYNES & BOONE, LLP

Robin Phelan
Judith Elkin
901 Main Street
Suite 3100
Dallas, TX 75202

WHITE & CASE LLP

Thomas E Lauria
Craig H. Averch
Wachovia Financial Center
200 South Biscayne Blvd.
Miami, FL 33131

Counsel for Debtors and Debtors-in-Possession

SCHEDULE A

Entity Name

Case Number

| Debtor | Petition Date | Address | Case Number | EIN |
|--|----------------------|--|--------------------|------------|
| Mirant Corporation | 7/14/03 | 1155 Perimeter Center West Atlanta, GA 30338-5416 | 03-46590 | 58-2056305 |
| MLW Development, LLC | 7/14/03 | 1155 Perimeter Center West Atlanta, GA 30338-5416 | 03-46588 | 71-0947795 |
| Mirant Americas Energy Marketing, LP | 7/14/03 | 1155 Perimeter Center West Atlanta, GA 30338-5416 | 03-46591 | 58-2338667 |
| Mirant Americas Generation, LLC | 7/14/03 | 1155 Perimeter Center West Atlanta, GA 30338-5416 | 03-46592 | 51-0390520 |
| Mirant Mid-Atlantic, LLC | 7/14/03 | 1155 Perimeter Center West Atlanta, GA 30338-5416 | 03-46593 | 58-2574140 |
| Mirant Americas, Inc. | 7/14/03 | 1155 Perimeter Center West Atlanta, GA 30338-5416 | 03-46594 | 58-2042321 |
| Hudson Valley Gas Corporation | 7/14/03 | 1155 Perimeter Center West Atlanta, GA 30338-5416 | 03-46595 | 13-4133279 |
| Mint Farm Generation, LLC | 7/14/03 | 1155 Perimeter Center West Atlanta, GA 30338-5416 | 03-46596 | 91-2084280 |
| Mirant Americas Development Capital, LLC | 7/14/03 | 1155 Perimeter Center West Atlanta, GA 30338-5416 | 03-46597 | 52-2320105 |
| Mirant Americas Development, Inc. | 7/14/03 | 1155 Perimeter Center West Atlanta, GA 30338-5416 | 03-46598 | 58-2337738 |
| Mirant Americas Energy Marketing Investments, Inc. | 7/14/03 | 1155 Perimeter Center West Atlanta, GA 30338-5416 | 03-46599 | 58-2361898 |
| Mirant Americas Gas Marketing I, LLC | 7/14/03 | 1155 Perimeter Center West Atlanta, GA 30338-5416 | 03-46600 | N/A |
| Mirant Americas Gas Marketing II, LLC | 7/14/03 | 1155 Perimeter Center West Atlanta, GA 30338-5416 | 03-46601 | N/A |
| Mirant Americas Gas Marketing III, LLC | 7/14/03 | 1155 Perimeter Center West Atlanta, GA 30338-5416 | 03-46602 | N/A |
| Mirant Americas Gas Marketing IV, LLC | 7/14/03 | 1155 Perimeter Center West Atlanta, GA 30338-5416 | 03-46603 | N/A |
| Mirant Americas Gas Marketing V, LLC | 7/14/03 | 1155 Perimeter Center West Atlanta, GA 30338-5416 | 03-46604 | N/A |
| Mirant Americas Gas Marketing VI, LLC | 7/14/03 | 1155 Perimeter Center West Atlanta, GA 30338-5416 | 03-46605 | N/A |
| Mirant Americas Gas Marketing VII, LLC | 7/14/03 | 1155 Perimeter Center West Atlanta, GA 30338-5416 | 03-46606 | N/A |
| Mirant Americas Gas Marketing VIII, LLC | 7/14/03 | 1155 Perimeter Center West Atlanta, GA 30338-5416 | 03-46607 | N/A |
| Mirant Americas Gas Marketing IX, LLC | 7/14/03 | 1155 Perimeter Center West Atlanta, GA 30338-5416 | 03-46608 | N/A |
| Mirant Americas Gas Marketing X, LLC | 7/14/03 | 1155 Perimeter Center West Atlanta, GA 30338-5416 | 03-46609 | N/A |
| Mirant Americas Gas Marketing XI, LLC | 7/14/03 | 1155 Perimeter Center West Atlanta, GA 30338-5416 | 03-46610 | N/A |
| Mirant Americas Gas Marketing XII, LLC | 7/14/03 | 1155 Perimeter Center West Atlanta, GA 30338-5416 | 03-46611 | N/A |
| Mirant Americas Gas Marketing XIII, LLC | 7/14/03 | 1155 Perimeter Center West Atlanta, GA 30338-5416 | 03-46612 | N/A |

| Debtor | Petition Date | Address | Case Number | EIN |
|---|----------------------|--|--------------------|------------|
| Mirant Americas Gas Marketing XIV, LLC | 7/14/03 | 1155 Perimeter Center West Atlanta, GA 30338-5416 | 03-46613 | N/A |
| Mirant Americas Gas Marketing XV, LLC | 7/14/03 | 1155 Perimeter Center West Atlanta, GA 30338-5416 | 03-46614 | N/A |
| Mirant Americas Procurement, Inc. | 7/14/03 | 1155 Perimeter Center West Atlanta, GA 30338-5416 | 03-46615 | 58-2588980 |
| Mirant Americas Production Company | 7/14/03 | 1155 Perimeter Center West Atlanta, GA 30338-5416 | 03-46616 | 58-2646181 |
| Mirant Americas Retail Energy Marketing, LP | 7/14/03 | 1155 Perimeter Center West Atlanta, GA 30338-5416 | 03-46617 | 58-2113640 |
| Mirant Bowline, LLC | 7/14/03 | 1155 Perimeter Center West Atlanta, GA 30338-5416 | 03-46618 | 58-2439347 |
| Mirant California Investments, Inc. | 7/14/03 | 1155 Perimeter Center West Atlanta, GA 30338-5416 | 03-46619 | 58-2437261 |
| Mirant California, LLC | 7/14/03 | 1155 Perimeter Center West Atlanta, GA 30338-5416 | 03-46620 | 58-2439965 |
| Mirant Canal, LLC | 7/14/03 | 1155 Perimeter Center West Atlanta, GA 30338-5416 | 03-46621 | 58-2415569 |
| Mirant Capital Management, LLC | 7/14/03 | 1155 Perimeter Center West Atlanta, GA 30338-5416 | 03-46622 | 58-2601595 |
| Mirant Capital, Inc. | 7/14/03 | 1155 Perimeter Center West Atlanta, GA 30338-5416 | 03-46623 | 51-0410053 |
| Mirant Central Texas, LP | 7/14/03 | 1155 Perimeter Center West Atlanta, GA 30338-5416 | 03-46624 | 58-2458137 |
| Mirant Chalk Point Development, LLC | 7/14/03 | 1155 Perimeter Center West Atlanta, GA 30338-5416 | 03-46625 | 58-2574146 |
| Mirant Chalk Point, LLC | 7/14/03 | 1155 Perimeter Center West Atlanta, GA 30338-5416 | 03-46626 | 58-2574146 |
| Mirant D.C. O&M, LLC | 7/14/03 | 1155 Perimeter Center West Atlanta, GA 30338-5416 | 03-46627 | 58-2588521 |
| Mirant Danville, LLC | 7/15/03 | 1155 Perimeter Center West Atlanta, GA 30338-5416 | 03-46628 | 58-2619460 |
| Mirant Delta, LLC | 7/15/03 | 1155 Perimeter Center West Atlanta, GA 30338-5416 | 03-46629 | 58-2441669 |
| Mirant Dickerson Development, LLC | 7/15/03 | 1155 Perimeter Center West Atlanta, GA 30338-5416 | 03-46630 | 58-2619458 |
| Mirant Fund 2001, LLC | 7/15/03 | 1155 Perimeter Center West Atlanta, GA 30338-5416 | 03-46631 | 22-3850936 |
| Mirant Gastonia, LLC | 7/15/03 | 1155 Perimeter Center West Atlanta, GA 30338-5416 | 03-46632 | 58-2652703 |
| Mirant Intellectual Asset Management and Marketing, LLC | 7/15/03 | 1155 Perimeter Center West Atlanta, GA 30338-5416 | 03-46633 | 01-0713248 |
| Mirant Kendall, LLC | 7/15/03 | 1155 Perimeter Center West Atlanta, GA 30338-5416 | 03-46634 | 58-2415568 |
| Mirant Las Vegas, LLC | 7/15/03 | 1155 Perimeter Center West Atlanta, GA 30338-5416 | 03-46635 | 58-2554712 |
| Mirant Lovett, LLC | 7/15/03 | 1155 Perimeter Center West Atlanta, GA 30338-5416 | 03-46636 | 58-2439345 |
| Mirant MD Ash Management, LLC | 7/15/03 | 1155 Perimeter Center West Atlanta, GA 30338-5416 | 03-46637 | 58-2574143 |
| Mirant Michigan Investments, Inc. | 7/15/03 | 1155 Perimeter Center West Atlanta, GA 30338-5416 | 03-46638 | 58-2512046 |

| Debtor | Petition Date | Address | Case Number | EIN |
|---|----------------------|--|--------------------|------------|
| Mirant Mid-Atlantic Services, LLC | 7/15/03 | 1155 Perimeter Center West Atlanta, GA 30338-5416 | 03-46639 | 58-2574084 |
| Mirant New England, Inc. | 7/15/03 | 1155 Perimeter Center West Atlanta, GA 30338-5416 | 03-46640 | 51-0392920 |
| Mirant New York, Inc. | 7/15/03 | 1155 Perimeter Center West Atlanta, GA 30338-5416 | 03-46641 | 58-2437263 |
| Mirant NY-Gen, LLC | 7/15/03 | 1155 Perimeter Center West Atlanta, GA 30338-5416 | 03-46642 | 58-2439344 |
| Mirant Parker, LLC | 7/15/03 | 1155 Perimeter Center West Atlanta, GA 30338-5416 | 03-46643 | 58-6441109 |
| Mirant Peaker, LLC | 7/15/03 | 1155 Perimeter Center West Atlanta, GA 30338-5416 | 03-46644 | 58-2574144 |
| Mirant Piney Point, LLC | 7/15/03 | 1155 Perimeter Center West Atlanta, GA 30338-5416 | 03-46645 | 58-2574141 |
| Mirant Portage County, LLC | 7/15/03 | 1155 Perimeter Center West Atlanta, GA 30338-5416 | 03-46646 | 58-2623535 |
| Mirant Potomac River, LLC | 7/15/03 | 1155 Perimeter Center West Atlanta, GA 30338-5416 | 03-46647 | 58-2574145 |
| Mirant Potrero, LLC | 7/15/03 | 1155 Perimeter Center West Atlanta, GA 30338-5416 | 03-46648 | 58-2441671 |
| Mirant Services, LLC | 7/15/03 | 1155 Perimeter Center West Atlanta, GA 30338-5416 | 03-46649 | 58-2589992 |
| Mirant Special Procurement, Inc. | 7/15/03 | 1155 Perimeter Center West Atlanta, GA 30338-5416 | 03-46650 | 58-2628316 |
| Mirant Sugar Creek Holdings, Inc. | 7/15/03 | 1155 Perimeter Center West Atlanta, GA 30338-5416 | 03-46651 | 58-2554710 |
| Mirant Sugar Creek Ventures, Inc. | 7/15/03 | 1155 Perimeter Center West Atlanta, GA 30338-5416 | 03-46652 | 58-2542073 |
| Mirant Sugar Creek, LLC | 7/15/03 | 1155 Perimeter Center West Atlanta, GA 30338-5416 | 03-46653 | 58-2554713 |
| Mirant Texas Investments, Inc. | 7/15/03 | 1155 Perimeter Center West Atlanta, GA 30338-5416 | 03-46654 | 51-0387254 |
| Mirant Texas Management, Inc. | 7/15/03 | 1155 Perimeter Center West Atlanta, GA 30338-5416 | 03-46655 | 58-2437264 |
| Mirant Texas, LP | 7/15/03 | 1155 Perimeter Center West Atlanta, GA 30338-5416 | 03-46656 | 58-2458361 |
| Mirant Wichita Falls Investments, Inc. | 7/15/03 | 1155 Perimeter Center West Atlanta, GA 30338-5416 | 03-46657 | 51-0392919 |
| Mirant Wichita Falls Management, Inc. | 7/15/03 | 1155 Perimeter Center West Atlanta, GA 30338-5416 | 03-46658 | 58-2490526 |
| Mirant Wichita Falls, LP | 7/15/03 | 1155 Perimeter Center West Atlanta, GA 30338-5416 | 03-46659 | 58-2441674 |
| Mirant Wyandotte, LLC | 7/15/03 | 1155 Perimeter Center West Atlanta, GA 30338-5416 | 03-46660 | 47-0830572 |
| Mirant Zeeland, LLC | 7/15/03 | 1155 Perimeter Center West Atlanta, GA 30338-5416 | 03-46661 | 58-2512045 |
| Shady Hills Power Company, L.L.C. | 7/15/03 | 1155 Perimeter Center West Atlanta, GA 30338-5416 | 03-46662 | 04-3597389 |
| West Georgia Generating Company, L.L.C. | 7/15/03 | 1155 Perimeter Center West Atlanta, GA 30338-5416 | 03-46663 | 45-0464666 |

**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. |) | |
| |) | |

ORDER PURSUANT TO BANKRUPTCY RULE 3003(c) (I) ESTABLISHING A BAR DATE FOR FILING CERTAIN PROOFS OF CLAIM; (II) ESTABLISHING RAMIFICATIONS FOR FAILURE TO COMPLY THEREWITH; (III) APPROVING PROOF OF CLAIM FORM AND CONSOLIDATED NOTICE OF (A) CASE COMMENCEMENT, (B) BAR DATE, AND (C) MEETING OF CREDITORS UNDER SECTION 341(a) OF THE BANKRUPTCY CODE; AND (IV) APPROVING NOTICE AND PUBLICATION PROCEDURES

On August 21, 2003, the Court held a hearing on the “Motion Of The Debtors Pursuant To Bankruptcy Rule 3003(c) For Entry Of An Order (I) Establishing A Bar Date For Filing Certain Proofs Of Claim; (II) Establishing Ramifications For Failure To Comply Therewith; (III) Approving Proof Of Claim Form And Consolidated Notice Of (A) Case Commencement, (B) Bar Date, and (C) Meeting Of Creditors Under section 341(a) of the Bankruptcy Code; And (IV) Approving Notice And Publication Procedures” (the “Motion”), that was filed by Mirant Corporation and its affiliated chapter 11 debtors and debtors-in-possession (collectively, the “Debtors”), in the above-captioned chapter 11 cases.

Based upon the Court’s review of the record in these cases and the Motion, the Court finds that (1) the notice procedures relating to the proposed procedures, deadlines, and enforcement mechanisms relating to the bar date provided for by this Order are fair, reasonable, and adequate, and they comport with the requirements of title 11 of the United States Code, 11 U.S.C. §§ 101-1330, as amended (the “Bankruptcy Code”), the Federal Rules of Bankruptcy Procedure (the “Bankruptcy Rules”), and the Due Process Clause of the United States

Constitution; (2) notice of the Motion was appropriate under the circumstances and in compliance with all applicable laws; and (3) good cause exists to enter this Order. Therefore, it is hereby **ORDERED**:

1. The last day for filing proofs of claim in all of the above-captioned cases is December 16, 2003 at 5:00 p.m. Prevailing Eastern Time (the “Bar Date”).

2. In accordance with Bankruptcy Rule 9007, the form of consolidated notice of (1) case commencement, (2) meeting of creditors under section 341(a) of the Bankruptcy Code, and (3) Bar Date, attached hereto as Exhibit A (the “Notice”) is incorporated herein by this reference and approved. Based upon the foregoing Bar Date, the Debtors will serve the Notice no later than August 27, 2003 (the “Mailing Date”), by United States mail, first class postage prepaid, at the expense of the estates, to all of the following whose addresses are known by the Debtors:

a. all known creditors, as reflected in the Schedules of Assets and Liabilities, the Statements of Financial Affairs and the Schedules of Executory Contracts and Unexpired Leases filed by the Debtors (“Schedules”);

b. all known shareholders of record, based upon the list of equity security holders filed by the Debtors on or about July 29, 2003;

c. all parties that have requested special notice; and

d. all other parties in interest as required by Bankruptcy Rules 2002(i), (j), and (k).

3. A proof of claim will be deemed timely and properly filed if it is filed with the Court-appointed claims agent, Bankruptcy Services LLC (the “Claims Agent”), so that

it is actually received by no later than the Bar Date as established by this Order. Proofs of claim may be filed by mail addressed to:

Mirant Corporation Claims Processing Center
c/o Bankruptcy Services LLC
Grand Central Station
PO Box 4613
New York, NY 10163-4613

or filed in person, by personal service or Federal Express addressed to:

Mirant Corporation
c/o Bankruptcy Services, L.L.C.
757 Third Avenue, 3rd Floor
New York, NY 10017

Proofs of claim that already have been filed with the Clerk of the Court need not be re-filed and will be incorporated into the Claims Dockets for these cases by the Claims Agent.

4. The following persons or entities are **not** required to file a proof of claim on or before the Bar Date:

a. any person or entity that has already properly filed, with the Clerk of the United States Bankruptcy Court for the Northern District of Texas, a proof of claim against the Debtors using a claim form which substantially conforms to Official Form No. 10;

b. any person or entity whose claim has been paid by the Debtors;

c. any directors, officers or employees of the Debtors as of the Petition Date that have or may have claims against the Debtors for indemnification, contribution, subrogation or reimbursement;

d. a Debtor having a claim against another Debtor;

e. any direct or indirect non-debtor subsidiary of a Debtor having a claim against a Debtor; and

f. any professionals whose retention in these chapter 11 cases have been approved by the Court.

5. Notwithstanding Paragraph 1 of this Order, the deadline for asserting claims by a co-debtor, surety, or guarantor under section 501(b) of the Bankruptcy Code and Bankruptcy Rule 3005 is January 16, 2004.

6. Notwithstanding Paragraph 1 of this Order, the last day for any entity asserting a claim by reason of the rejection of an executory contract or unexpired lease is the later of (i) the Bar Date, or (b) the first business day that is at least thirty (30) calendar days after the mailing of the notice of entry of any order approving the rejection of the executory contract.

7. Notwithstanding Paragraph 1 of this Order, the last day for any entity asserting a claim arising from the recovery of a voidable transfer will be the later of (i) the Bar Date, or (ii) the first business day that is at least thirty (30) calendar days after the mailing of notice of entry of any order approving the avoidance of the transfer.

8. Notwithstanding Paragraph 1 of this Order, the last day for any entity asserting a claim arising from the assessment of certain taxes as described in section 502(i) of the Bankruptcy Code will be the later of (i) the Bar Date, or (ii) the first business day that is at least thirty (30) calendar days after the date the relevant tax claim arises.

9. If an amendment to the Schedules reduces the liquidated amount of a scheduled claim, or reclassifies a scheduled, undisputed, liquidated, non-contingent claim as disputed, unliquidated, or contingent, the affected claimant may file a proof of claim on the later of (1) the Bar Date or (2) the first business day that is at least 30 calendar days after the mailing of the notice of such amendment, but only to the extent such proof of claim does not exceed the amount scheduled for such claim before the amendment. Creditors are not entitled to an

extension of the Bar Date if a schedule amendment increases the scheduled amount of an undisputed, liquidated, non-contingent claim.

10. After the Bar Date, or such other claim-filing deadline as is applicable under this Order, a creditor may not amend upward a claim deemed filed on its behalf under section 1111(a) of the Bankruptcy Code solely by virtue of the listing of such claim by the Debtors in the Schedules. After the deadline for filing claims, amendments to timely filed claims will be allowed with the consent of the applicable Debtor(s) only to the extent that the amended claim is based upon the same facts and circumstances as the timely asserted claim, and then only if the additional amounts asserted by the amended claim were not reasonably ascertainable by the applicable deadline.

11. If a timely-filed claim is transferred, the transferee must both (i) file a notice of transfer of the claim with the Claims Agent, in accordance with Bankruptcy Rule 3001(e), and (ii) serve a copy of the notice of transfer on the Debtors' counsel addressed as follows:

White & Case LLP
Attention: Mark Fuhr, Paralegal
Wachovia Financial Center
200 South Biscayne Blvd.
Miami, Florida 33131-2352

12. Neither the Bar Date nor any other deadline established in this Order applies to requests for the payment of administrative expenses arising in these cases under sections 503, 507(a)(1), 330(a), 331, and/or 364 of the Bankruptcy Code.

13. Holders of equity securities of the Debtors need not file a proof of interest; provided, however, that an equity security holder must file a proof of claim to the extent that such equity security holder asserts any rights as a creditor against any of the Debtors.

14. Entities whose claims are limited exclusively to claims for repayment of principal and interest under the public bonds of Mirant Corporation and Mirant Americas Generation LLC (the “Public Notes”) need not file a proof of claim; provided that the applicable indenture trustee under the applicable indenture agreement shall be required to file a proof of claim on behalf of each of their bondholder constituencies. To the extent that an indenture trustee or a bondholder asserts a claim arising out of or related to a debt instrument, other than a claim for repayment of principal an interest under the bonds, such party must file a proof of claim on or before the Bar Date. For purposes of this paragraph, the Public Notes are:

| Mirant Corporatioj | Mirant Americas Generation LLC |
|---|---------------------------------------|
| 7.4% Senior Notes due 2004 | 7.625% Senior Notes due 2006 |
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| 6.25% Series A Junior Convertible Subordinated Notes due 2030 | 8.5% Senior Notes due 2021 |
| 5.75% Convertible Senior Notes due 2007 | 9.125% Senior Notes due 2031 |

15. If a creditor fails to timely file a proof of claim in these cases in compliance with the procedures and deadlines established by this Order, and such creditor’s claim is not listed in the Schedules, is listed in the Schedules for \$0.00, or is listed in the Schedules as disputed, unknown, contingent, or unliquidated, then any claim of such creditor is discharged, and such creditor is forever barred from (a) asserting its claim, whether directly or indirectly, against the Debtors, their successors, and assigns or their respective property (or filing a proof of claim respect thereto); (b) participating in any distribution in these cases on account of such claim; (c) voting with respect to any chapter 11 plan or plans filed in these chapter 11 cases; and (d) receiving any distribution under any such chapter 11 plan or plans. In addition, such creditor and need not receive any further notices regarding its claim and will be bound by the terms of any chapter 11 plan or plans that may be confirmed in these cases.

16. In accordance with Federal Rule of Bankruptcy Procedure 9008, the Debtors are authorized to publish the Notice one time in *The Wall Street Journal* (National Edition), *The New York Times* (National Edition), and at least one trade journal to be determined by the Debtors.

17. Notwithstanding anything contained herein to the contrary, governmental units will have until January 12, 2004 to file proofs of claim against any of the Debtors (the “Government Bar Date”); provided, that the foregoing is without prejudice to governmental units to seek, upon notice and a hearing, an extension of the Government Bar Date and the right of the Debtors to object to any such extension request.

18. If the Debtors determine after the Mailing Date that an additional party or parties should appropriately receive the Notice, the date by which a proof of claim must be filed by such party or parties is thirty (30) days from the mailing date of an amended Notice to such additional party or parties.

19. Notwithstanding the fact that the Debtors have scheduled a claim as liquidated and undisputed, the Debtors are not precluded from objecting to any claim, whether scheduled or not.

SIGNED THIS ____ DAY OF AUGUST, 2003.

D. Michael Lynn
United States Bankruptcy Judge

PREPARED BY:

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**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. |) | |
| |) | |

ORDER PURSUANT TO BANKRUPTCY RULE 3003(c) (I) ESTABLISHING A BAR DATE FOR FILING CERTAIN PROOFS OF CLAIM; (II) ESTABLISHING RAMIFICATIONS FOR FAILURE TO COMPLY THEREWITH; (III) APPROVING PROOF OF CLAIM FORM AND CONSOLIDATED NOTICE OF (A) CASE COMMENCEMENT, (B) BAR DATE, AND (C) MEETING OF CREDITORS UNDER SECTION 341(a) OF THE BANKRUPTCY CODE; AND (IV) APPROVING NOTICE AND PUBLICATION PROCEDURES

On August 21, 2003, the Court held a hearing on the “Motion Of The Debtors Pursuant To Bankruptcy Rule 3003(c) For Entry Of An Order (I) Establishing A Bar Date For Filing Certain Proofs Of Claim; (II) Establishing Ramifications For Failure To Comply Therewith; (III) Approving Proof Of Claim Form And Consolidated Notice Of (A) Case Commencement, (B) Bar Date, and (C) Meeting Of Creditors Under section 341(a) of the Bankruptcy Code; And (IV) Approving Notice And Publication Procedures” (the “Motion”), that was filed by Mirant Corporation and its affiliated chapter 11 debtors and debtors-in-possession (collectively, the “Debtors”), in the above-captioned chapter 11 cases.

Based upon the Court’s review of the record in these cases and the Motion, the Court finds that (1) the notice procedures relating to the proposed procedures, deadlines, and enforcement mechanisms relating to the bar date provided for by this Order are fair, reasonable, and adequate, and they comport with the requirements of title 11 of the United States Code, 11 U.S.C. §§ 101-1330, as amended (the “Bankruptcy Code”), the Federal Rules of Bankruptcy Procedure (the “Bankruptcy Rules”), and the Due Process Clause of the United States

Constitution; (2) notice of the Motion was appropriate under the circumstances and in compliance with all applicable laws; and (3) good cause exists to enter this Order. Therefore, it is hereby **ORDERED**:

1. The last day for filing proofs of claim in all of the above-captioned cases is December 16, 2003 at 5:00 p.m. Prevailing Eastern Time (the “Bar Date”).

2. In accordance with Bankruptcy Rule 9007, the form of consolidated notice of (1) case commencement, (2) meeting of creditors under section 341(a) of the Bankruptcy Code, and (3) Bar Date, attached hereto as Exhibit A (the “Notice”) is incorporated herein by this reference and approved. Based upon the foregoing Bar Date, the Debtors will serve the Notice no later than August 27, 2003 (the “Mailing Date”), by United States mail, first class postage prepaid, at the expense of the estates, to all of the following whose addresses are known by the Debtors:

a. all known creditors, as reflected in the Schedules of Assets and Liabilities, the Statements of Financial Affairs and the Schedules of Executory Contracts and Unexpired Leases filed by the Debtors (“Schedules”);

b. all known shareholders of record, based upon the list of equity security holders filed by the Debtors on or about July 29, 2003;

c. all parties that have requested special notice; and

d. all other parties in interest as required by Bankruptcy Rules 2002(i), (j), and (k).

3. A proof of claim will be deemed timely and properly filed if it is filed with the Court-appointed claims agent, Bankruptcy Services LLC (the “Claims Agent”), so that

it is actually received by no later than the Bar Date as established by this Order. Proofs of claim may be filed by mail addressed to:

Mirant Corporation Claims Processing Center
c/o Bankruptcy Services LLC
Grand Central Station
PO Box 4613
New York, NY 10163-4613

or filed in person, by personal service or Federal Express addressed to:

Mirant Corporation
c/o Bankruptcy Services, L.L.C.
757 Third Avenue, 3rd Floor
New York, NY 10017

Proofs of claim that already have been filed with the Clerk of the Court need not be re-filed and will be incorporated into the Claims Dockets for these cases by the Claims Agent.

4. The following persons or entities are **not** required to file a proof of claim on or before the Bar Date:

a. any person or entity that has already properly filed, with the Clerk of the United States Bankruptcy Court for the Northern District of Texas, a proof of claim against the Debtors using a claim form which substantially conforms to Official Form No. 10;

b. any person or entity whose claim has been paid by the Debtors;

c. any directors, officers or employees of the Debtors as of the Petition Date that have or may have claims against the Debtors for indemnification, contribution, subrogation or reimbursement;

d. a Debtor having a claim against another Debtor;

e. any direct or indirect non-debtor subsidiary of a Debtor having a claim against a Debtor; and

f. any professionals whose retention in these chapter 11 cases have been approved by the Court.

5. Notwithstanding Paragraph 1 of this Order, the deadline for asserting claims by a co-debtor, surety, or guarantor under section 501(b) of the Bankruptcy Code and Bankruptcy Rule 3005 is January 16, 2004.

6. Notwithstanding Paragraph 1 of this Order, the last day for any entity asserting a claim by reason of the rejection of an executory contract or unexpired lease is the later of (i) the Bar Date, or (b) the first business day that is at least thirty (30) calendar days after the mailing of the notice of entry of any order approving the rejection of the executory contract.

7. Notwithstanding Paragraph 1 of this Order, the last day for any entity asserting a claim arising from the recovery of a voidable transfer will be the later of (i) the Bar Date, or (ii) the first business day that is at least thirty (30) calendar days after the mailing of notice of entry of any order approving the avoidance of the transfer.

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D. Michael Lynn
United States Bankruptcy Judge

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