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ATTORNEYS FOR 285 VENTURE, LLC

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

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

**OBJECTION OF 285 VENTURE, LLC TO DEBTORS' MOTION FOR  
AN ORDER PURSUANT TO SECTIONS 365 AND 554 OF THE BANKRUPTCY  
CODE AUTHORIZING AND APPROVING A PROCEDURE FOR THE  
REJECTION OF CERTAIN EXECUTORY CONTRACTS**

285 Venture, LLC ("285 Venture"), by and through the undersigned counsel, objects to Debtors' Motion for an Order Pursuant to Sections 365 and 554 of the Bankruptcy Code Authorizing and Approving a Procedure for the Rejection of Certain Executory Contracts ("Motion"). In support of its objection, 285 Venture respectfully represents as follows:

**Background**

1. 285 Venture and Mirant Corp. f/k/a/ Southern Energy, Inc. ("Mirant") are parties to an unexpired lease, dated March 24, 1999, entitled "Lease Agreement" (the "Lease").

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Pursuant to the Lease, Mirant leases in excess of 350,000 square feet of office space in Atlanta, Georgia from 285 Venture (the “Premises”). The Premises are used by Mirant for its corporate headquarters and its “trading floor.” The build-out of the Premises includes a substantial number of technology improvements necessary to allow the operation of the Mirant’s business and trading operations.

### **Objection**

2. On July 29, 2003, 285 Venture’s counsel received notice of the July 30, 2003 hearing on the Motion through the Notice of Agenda filed by the counsel to the Debtors with the Court.

3. The Debtors’ proposed procedure for rejection of numerous contracts and unexpired leases deprives contractual counterparties of their due process rights. The Debtors, without sufficient justification, seek to reduce from 23 days to 5 days the amount of notice that 285 Venture is entitled to receive should the Debtors elect to reject the Lease. The abbreviated five-day notice period proposed by the Debtors is at odds with Rule 9007.1 of the Local Bankruptcy Rules of this Court (the “Local Rules”) and Rule 9006(f) of the Federal Rules of Bankruptcy Procedure (the “Bankruptcy Rules”), which together require at least 23 days’ notice of a debtor’s proposed assumption or rejection of an executory contract or unexpired lease. Pursuant to Bankruptcy Rules 6006(a) and 9014, a motion for assume or reject an executory contract or unexpired lease must be brought on “reasonable notice and opportunity for hearing.”

Bankruptcy Rule 9014. Local Rule 9007.1, in turn, requires that parties receive at least twenty (20) days' notice to object to any such motion.

4. The procedure, if approved, does not afford 285 Venture adequate opportunity to receive and respond to any rejection notices, and may deny it a reasonable opportunity to oppose the rejection of the Lease or to take any other actions that it may deem necessary or appropriate to protect its interests in the Lease. The Debtors have not met the threshold of "showing cause" under Bankruptcy Rule 9006(c)(1), which permits a court to reduce a notice period for cause shown. Accordingly, the Motion should be denied.

5. Additionally, under the proposed procedures, the Debtors are seeking Court authority for any rejection of a executory contract or a unexpired lease to be effective as of the date of the notice. 285 Venture objects to this procedure. To the extent that Mirant ultimately elects to reject the Lease, absent objection, the rejection should be effective no earlier than 23 days after service of the rejection notice, and Mirant should be required to vacate the premises on the effective date of such rejection.

Wherefore, Premises Considered, for all of the foregoing reasons, 285 Venture respectfully requests that the Court (a) deny the Motion or (b) alternatively, modify the Rejection Procedures to correct the deficiencies as set forth above.

DATE: July 30, 2003

Respectfully submitted,

By: /s/ Matthew J. Cleaves

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**CERTIFICATE OF SERVICE**

This is to certify that a true and correct copy of the above Objection has been served upon the parties on the attached service list via United States First-Class Mail, postage prepaid, on the 30th day of July, 2003.

/s/ Matthew J. Cleaves

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