

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

U.S. BANKRUPTCY COURT
NORTHERN DISTRICT OF TEXAS

ENTERED

TAWANA C. MARSHALL, CLERK

**THE DATE OF ENTRY IS
ON THE COURT'S DOCKET**

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

**ORDER GRANTING DEBTORS' MOTION TO REJECT EXECUTORY
CONTRACTS AMONG MIRANT AMERICAS ENERGY MARKETING
INVESTMENTS, INC., TRANSCANADA PIPELINES LIMITED, TRANSCANADA
ENERGY LTD. AND TRANSCANADA GAS SERVICES INC.**

Upon the motion,¹ dated March 26, 2004 (the "Motion") of Mirant Corporation ("Mirant") and its affiliated debtors, as debtors and debtors-in-possession (collectively, the "Debtors"), for authority to reject the Firm Gas Transportation Capacity Agreements and the Firm Service Capacity Release (collectively, the "Contracts"), contained within the Purchase And Sale Agreement (Margin) (the "PSA"), dated October 10, 2001, entered into among, Mirant Americas Energy Marketing Canada, Ltd., a Canadian corporation ("MCEM"), Mirant Americas Energy Marketing Investments, Inc., a corporation incorporated under the laws of the State of Georgia ("MAEMII" and, collectively with MCEM, defined as the "Purchasers" under the PSA), TransCanada Pipelines Limited, a Canadian corporation ("TransCanada Pipelines"), TransCanada Energy Ltd., a Canadian corporation ("TransCanada Energy"), and TransCanada Gas Services Inc., a corporation incorporated under the laws of the State of Delaware ("TransCanada Gas" and collectively with TransCanada Pipelines and TransCanada Energy, the

¹ Unless otherwise defined herein, capitalized terms have the same meaning ascribed to them in the Motion.

“TransCanada Entities”)², pursuant to section 365 of title 11 of the United States Code, 11 U.S.C. §§ 101-1330, as amended (the “Bankruptcy Code”); and it appearing that the Court has jurisdiction over this matter; and it appearing that due notice of the Motion has been provided, and that no other or further notice need be provided; upon all of the proceedings had before the Court; and after due deliberation and sufficient cause appearing therefor,

IT IS HEREBY ORDERED:

ORDERED that the Motion is hereby GRANTED; it is further

ORDERED that any and all of the obligations of the Debtors arising under or relating to the Contracts are hereby rejected and any claims resulting from such rejection shall be determined pursuant to Bankruptcy Code section 365; it is further

ORDERED that, pursuant to the *Order 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*, entered on August 21, 2003, the last date to file a timely proof of claim against the Debtors arising from the rejection of the Contracts is the first business day that is at least thirty

² On December 1, 2001, Mirant Americas Energy Marketing, LP (“MAEM”) and MAEMII entered into the Contribution, Assignment and Assumption Agreement (Margin) and the General Conveyance (Margin) pursuant to the terms of which, among other things, MAEMII transferred the TransCanada Gas Assets to MAEM and MAEM assumed the obligations under the Contracts.

(30) calendar days after the mailing of the notice of entry of this Order.

IT IS SO ORDERED.

Dated: May 6, 2004

A handwritten signature in black ink, appearing to read "D. Michael Lynn", written over a horizontal line.

D. Michael Lynn,
United States Bankruptcy Judge