

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

**U.S. BANKRUPTCY COURT
NORTHERN DISTRICT OF TEXAS
ENTERED
TRIANA 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)
)	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; AND (III) APPROVING PROOF OF CLAIM FORM AND
NOTICE OF BAR DATE FOR THE MAEC DEBTORS**

On January 7, 2004, 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; And (III) Approving Proof Of Claim Form And Notice Of Bar Date For The MAEC Debtors” (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 March 12, 2004 at 5:00 p.m. Prevailing Eastern Time (the “Bar Date”).

2. In accordance with Bankruptcy Rule 9007, the form of notice of 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 January 12, 2004 (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 parties that have requested special notice; and

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

3. The Debtors are authorized to use a customized Proof of Claim form based on Official Form 10 and containing the modifications described in the Motion.

4. 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.

5. 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 MAEC 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 MAEC Debtors;

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

d. a Debtor having a claim against a MAEC Debtor;

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

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

6. 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 April 11, 2004.

7. 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.

8. 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.

9. Notwithstanding anything contained herein to the contrary, governmental units will have until May 17, 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.

10. 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 Government Bar Date, or (ii) the first business day that is at least thirty (30) calendar days after the date the relevant tax claim arises.

11. 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.

12. 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.

13. 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

14. 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.

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. 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.

17. 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 8 DAY OF JANUARY, 2004.



D. MICHAEL LYNN
UNITED STATES BANKRUPTCY JUDGE

PREPARED BY:

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(305) 371-2700

EXHIBIT A

BAR DATE NOTICE

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 January 13, 2004 (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.

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 **May 17, 2004** at 5:00 p.m. Prevailing Eastern Time (the "Government Bar Date").

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) the Government 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 April 11, 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.

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, MARCH 12, 2004, 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.

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: January __, 2004

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