

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)11
	)	Jointly Administered
Debtors.	)	
	)	

**ORDER GRANTING DEBTORS' TIER I OBJECTION TO CERTAIN PROOFS OF CLAIM FILED AGAINST THE DEBTORS' ESTATES (GROUP III) PURSUANT TO 11 U.S.C. §§ 105(a), 502(b) AND FED. R. BANKR. P. 3007**

On July 2, 2004, Mirant Corporation and its Chapter 11 Debtors Affiliates (the "Debtors") filed and served the "Debtors' Tier I Objection To Certain Proofs Of Claim Filed Against The Debtors' Estates (Group III) Pursuant To 11 U.S.C. §§ 105(a), 502(b) And Fed. R. Bankr. P. 3007" (the "Objection")<sup>1</sup> requesting entry of an Order disallowing the claims listed on Exhibit A hereto on the grounds that they were later amended and replaced. The only response filed to the Objection was the "Response of MSE Power Systems, Inc. To Tier I Objection To Certain Proofs Of Claim Filed Against the Debtors' Estates (Group III) Pursuant To 11 U.S.C. §§ 105(a), 502(b), And Fed. R. Bankr. P. 3007" (docket no. 4851).

The Court having reviewed the Objection, the Declaration of Carrienne Basler, the Exhibit, any responses filed thereto; and it appearing that this Court has jurisdiction to consider this Objection and the relief requested therein in accordance with 28 U.S.C. §§ 157 and 1334; and it appearing that this matter is a core proceeding within the meaning of 28 U.S.C. § 157(b); and it appearing that venue of this proceeding and this Objection is proper in this district in accordance with 28 U.S.C. §§ 1408 and 1409; and due and proper notice of the Objection having

<sup>1</sup> Capitalized terms not otherwise defined herein have those meanings ascribed to such terms in the Objection.

been given as set forth on the certificate of service annexed to the Objection and the affidavit filed by Bankruptcy Services LLC; and it appearing that no other or further notice is necessary; and it further appearing that the relief requested in the Objection is in the best interests of the Debtors, their estates and their creditors:

**IT HEREBY IS ORDERED THAT:**

1. The Objection is sustained.
2. The proofs of claim listed on Exhibit A under the heading “Claim to be Expunged” are claims that were amended or superseded. The claims register will be modified to record these claims as “identified as amended.” Each Claim to be Expunged is hereby disallowed.
3. The proofs of claim listed on Exhibit A under the heading “Remaining Claims” will remain on the claims registry. The Remaining Claims are neither allowed nor disallowed at this time and the Debtors reserve their right to object to the Remaining Claims on other grounds.
4. Nothing in the Objection, Exhibit A, or this Order constitutes a waiver of the Debtor’s rights to assert any claims, counterclaims, rights of offset or recoupment, preference

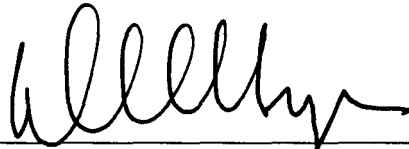
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actions, fraudulent-transfer actions, or any other bankruptcy or nonbankruptcy claims against the Remaining Claims. This Order has no *res judicata* effect on the allowance or disallowance of the claims listed on Exhibit A other than duplication.

DATED: August 11, 2004



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HONORABLE D. MICHAEL LYNN  
UNITED STATES BANKRUPTCY JUDGE

## Exhibit A

## Amended Claims - Tier I, Group III

In re: Mirant Corporation et al.  
Case No. 03-46590 (DML)

	Claim #	Date Filed	Debtor	Name and Address of Claimant	Secured	Administrative	Priority	Unsecured	Total
Claim To Be Expunged	1221	09/12/2003	Mirant Corporation	ADLER INDUSTRIAL SERVICES	\$0.00	\$0.00	\$0.00	\$128,694.20	\$128,694.20
Remaining Claim	7709	2/17/2004	Mirant Lovett, LLC	ADLER INDUSTRIAL SERVICES INC	\$0.00	\$0.00	\$0.00	\$128,694.20	\$128,694.20
Claim To Be Expunged	1220	09/12/2003	Mirant Corporation	ADLER TANK RENTALS	\$0.00	\$0.00	\$0.00	\$17,048.66	\$17,048.66
Remaining Claim	7710	2/17/2004	Mirant Lovett, LLC	ADLER TANK RENTALS	\$0.00	\$0.00	\$0.00	\$17,048.66	\$17,048.66
Claim To Be Expunged	626	09/12/2003	Mirant Corporation	AQUENT	\$0.00	\$0.00	\$0.00	\$24,117.98	\$24,117.98
Remaining Claim	722	9/12/2003	Mirant Corporation	AQUENT PARTNERS INC	\$0.00	\$0.00	\$0.00	\$24,118.00	\$24,118.00
Claim To Be Expunged	3097	09/19/2003	Mirant Corporation	ARCH COAL SALES COMPANY, INC.	\$0.00	\$0.00	\$0.00	\$1,678,687.04	\$1,678,687.04
Remaining Claim	7690	2/2/2004	Mirant Corporation	ARCH COAL SALES COMPANY, INC	\$0.00	\$0.00	\$0.00	\$1,705,142.48	\$1,705,142.48
Claim To Be Expunged	4865	11/07/2003	Mirant Dickerson Development, LLC	ATLANTIC SCAFFOLDING COMPANY	\$0.00	\$0.00	\$0.00	\$150,399.06	\$150,399.06
Remaining Claim	7689	2/4/2004	Mirant Mid-Atlantic, LLC	ATLANTIC SCAFFOLDING CO	\$0.00	\$0.00	\$0.00	\$150,399.06	\$150,399.06
Claim To Be Expunged	2188	09/16/2003	Mirant Mid-Atlantic, LLC	AVAYA FKA LUCENT TECHNOLOGIES	\$0.00	\$0.00	\$0.00	\$4,963.12	\$4,963.12

## Exhibit A

## Amended Claims - Tier I, Group III

In re: Mirant Corporation et al.  
Case No. 03-46590 (DML)

Claim #	Date Filed	Debtor	Name and Address of Claimant	Secured	Administrative	Priority	Unsecured	Total	
Remaining Claim	7851	3/1/2004	Mirant Mid-Atlantic, LLC	AVAYA FKA LUCENT TECHNOLOGIES	\$0.00	\$0.00	\$3,620.00	\$15,769.12	\$19,389.12
Claim To Be Expunged	3559	10/02/2003	Mirant Mid-Atlantic, LLC	B FRANK JOY COMPANY INC	\$0.00	\$0.00	\$0.00	\$110,764.51	\$110,764.51
Remaining Claim	7864	3/23/2004	Mirant Mid-Atlantic, LLC	B FRANK JOY COMPANY, INC.	\$0.00	\$0.00	\$0.00	\$112,760.67	\$112,760.67
Claim To Be Expunged	641	09/12/2003	Mirant Corporation	BUCKLES SMITH INDUSTRIAL AUTOMATION AND	\$0.00	\$0.00	\$0.00	\$7,496.39	\$7,496.39
Remaining Claim	3658	10/6/2003	Mirant Corporation	BUCKLES SMITH INDUSTRIAL AUTOMATION AND	\$0.00	\$0.00	\$0.00	\$7,607.19	\$7,607.19
Claim To Be Expunged	4986	11/10/2003	Wrightsville Power Facility, LLC	CENTRAL ARKANSAS WATER	\$0.00	\$0.00	\$0.00	\$30,826.32	\$30,826.32
Remaining Claim	7418	12/19/2003	Wrightsville Power Facility, LLC	UTILITY BILLING SERVICES	\$0.00	\$0.00	\$0.00	\$40,296.32	\$40,296.32
Claim To Be Expunged	1602	09/12/2003	Mirant Corporation	CIANBRO CORPORATION	\$0.00	\$0.00	\$0.00	\$416,271.55	\$416,271.55
Remaining Claim	5133	11/17/2003	Mirant Mid-Atlantic, LLC	CIANBRO CORPORATION	\$0.00	\$0.00	\$416,271.55	\$0.00	\$416,271.55
Claim To Be Expunged	2982	09/22/2003	Mirant Corporation	CINCINNATI THERMAL SPRAY	\$0.00	\$0.00	\$0.00	\$7,600.00	\$7,600.00

## Exhibit A Amended Claims - Tier I, Group III

In re: Mirant Corporation et al.  
Case No. 03-46590 (DML)

Claim #	Date Filed	Debtor	Name and Address of Claimant	Secured	Administrative	Priority	Unsecured	Total
Remaining Claim	7833	12/16/2003	Mirant Corporation CINCINNATI THERMAL SPRAY MID	\$0.00	\$0.00	\$0.00	\$7,600.00	\$7,600.00
Claim To Be Expunged	8	08/29/2003	Mirant Corporation COASTAL TECHNICAL SALES INC	\$0.00	\$0.00	\$0.00	\$5,616.00	\$5,616.00
Remaining Claim	4836	11/6/2003	Mirant Corporation COASTAL TECHNICAL SALES, INC.	\$0.00	\$0.00	\$0.00	\$5,616.00	\$5,616.00
Claim To Be Expunged	3114	09/26/2003	Mirant Americas Development, Inc COMMONWEALTH OF MASSACHUSETTS	\$0.00	\$0.00	\$965.91	\$136.80	\$1,102.71
Remaining Claim	7884	4/12/2004	Mirant Americas Development, Inc COMMONWEALTH OF MASSACHUSETTS	\$0.00	\$0.00	\$465.27	\$27.36	\$492.63
Claim To Be Expunged	3122	09/26/2003	Mirant New England, Inc. COMMONWEALTH OF MASSACHUSETTS	\$0.00	\$0.00	\$1,087,902.46	\$600.00	\$1,088,502.46
Remaining Claim	7885	4/12/2004	Mirant New England, Inc. COMMONWEALTH OF MASSACHUSETTS	\$0.00	\$0.00	\$1,087,902.46	\$600.00	\$1,088,502.46
Claim To Be Expunged	3545	09/30/2003	Mirant Corporation CRANE VALVE SERVICES	\$0.00	\$0.00	\$0.00	\$22,251.15	\$22,251.15
Remaining Claim	7837	1/14/2004	Mirant California, LLC CRANE VALVE SERVICES/CRANE NUCLEAR	\$0.00	\$0.00	\$0.00	\$22,251.15	\$22,251.15
Claim To Be Expunged	4463	10/24/2003	Mirant Services, LLC ECOLOGICHEM, INC.	\$0.00	\$0.00	\$0.00	\$25,458.20	\$25,458.20

## Exhibit A

## Amended Claims - Tier I, Group III

In re: Mirant Corporation et al.  
Case No. 03-46590 (DML)

	Claim #	Date Filed	Debtor	Name and Address of Claimant	Secured	Administrative	Priority	Unsecured	Total
Remaining Claim	5213	11/18/2003	Shady Hills Power Company, LLC	EOCHLEM INC	\$0.00	\$0.00	\$0.00	\$25,458.20	\$25,458.20
Claim To Be Expunged	4460	10/24/2003	Mirant Lovett, LLC	EOCLOCHEM INC	\$0.00	\$0.00	\$0.00	\$24,935.53	\$24,935.53
Remaining Claim	5003	11/10/2003	Mirant Lovett, LLC	EOCLOCHEM, INC	\$0.00	\$0.00	\$0.00	\$41,382.53	\$41,382.53
Claim To Be Expunged	1387	09/12/2003	Mirant Corporation	EXPANSION SEAL TECHNOLOGIES INC	\$0.00	\$0.00	\$0.00	\$1,365.90	\$1,365.90
Remaining Claim	4992	11/10/2003	Mirant Corporation	EXPANSION SEAL TECHNOLOGIES INC	\$0.00	\$0.00	\$0.00	\$6,592.53	\$6,592.53
Claim To Be Expunged	346	09/12/2003	Mirant California, LLC	F RODGERS INSULATION INC	\$0.00	\$0.00	\$0.00	\$47,071.35	\$47,071.35
Remaining Claim	2691	9/22/2003	Mirant California, LLC	F RODGERS INSULATION, INC	\$0.00	\$0.00	\$0.00	\$153,489.02	\$153,489.02
Claim To Be Expunged	264	09/12/2003	Mirant Corporation	GASCOYNE LABORATORIES INC	\$0.00	\$0.00	\$0.00	\$24,215.00	\$24,215.00
Remaining Claim	4731	10/31/2003	Mirant Corporation	GASCOYNE LABORATORIES INC	\$0.00	\$0.00	\$0.00	\$26,069.00	\$26,069.00
Claim To Be Expunged	4041	10/14/2003	Mirant Corporation	H AND R INDUSTRIES INC	\$0.00	\$0.00	\$0.00	\$1,418.07	\$1,418.07

Exhibit A

Amended Claims - Tier I, Group III

In re: Mirant Corporation et al.  
Case No. 03-46590 (DMIL)

Claim #	Date Filed	Debtor	Name and Address of Claimant	Secured	Administrative	Priority	Unsecured	Total
Remaining Claim	5127	11/17/2003	Mirant Corporation H AND R INDUSTRIES INC	\$0.00	\$0.00	\$0.00	\$379.92	\$379.92
Claim To Be Expunged	3072	09/24/2003	Mirant Corporation HUFFMAN AND ASSOCIATES INC	\$0.00	\$0.00	\$0.00	\$18,680.70	\$18,680.70
Remaining Claim	4834	11/4/2003	Mirant Corporation HUFFMAN & ASSOCIATES INC.	\$0.00	\$0.00	\$0.00	\$20,062.76	\$20,062.76
Claim To Be Expunged	5020	11/12/2003	Mirant Corporation LAND C ENGINEERING CO INC	\$0.00	\$0.00	\$0.00	\$61,443.26	\$61,443.26
Remaining Claim	5856	12/10/2003	Mirant Corporation LAND C ENGINEERING CO INC	\$0.00	\$0.00	\$0.00	\$65,394.72	\$65,394.72
Claim To Be Expunged	3281	09/26/2003	Mirant Services, LLC INDIANA DEPT OF REVENUE	\$2,686.07	\$0.00	\$147,013.72	\$23,783.33	\$173,483.12
Remaining Claim	7879	4/6/2004	Mirant Services, LLC INDIANA DEPARTMENT OF REVENUE	\$2,686.07	\$0.00	\$238,343.61	\$41,708.45	\$282,738.13
Claim To Be Expunged	1149	09/12/2003	Mirant Corporation INGRAM ELECTRIC SUPPLY	\$0.00	\$0.00	\$0.00	\$2,382.48	\$2,382.48
Remaining Claim	3290	9/29/2003	Mirant Las Vegas, LLC INGRAM SUPPLY CO	\$0.00	\$0.00	\$0.00	\$2,382.98	\$2,382.98
Claim To Be Expunged	316	09/12/2003	Mirant Corporation JOHN AND HENGERER	\$0.00	\$0.00	\$0.00	\$3,428.06	\$3,428.06

**Exhibit A  
Amended Claims - Tier I, Group III**

In re: Mirant Corporation et al.  
Case No. 03-46590 (DNI)

Claim #	Date Filed	Debtor	Name and Address of Claimant	Secured	Administrative	Priority	Unsecured	Total
Remaining Claim	4177	10/17/2003	Mirant Americas Energy/ Marketing, LP	JOHN & HENGERER	\$0.00	\$0.00	\$3,428.06	\$3,428.06
Claim To Be Expunged	1632	09/15/2003	Mirant Services, LLC	KAUFMAN LUMBER CO	\$0.00	\$0.00	\$416.27	\$416.27
Remaining Claim	4618	10/29/2003	Wrightsville Power Facility, LLC	KAUFMAN LUMBER CO	\$0.00	\$0.00	\$416.27	\$416.27
Claim To Be Expunged	26	09/08/2003	Mirant Corporation	KENDALL ELECTRIC	\$0.00	\$0.00	\$125.18	\$125.18
Remaining Claim	3292	9/29/2003	Mirant Corporation	KENDALL ELECTRIC	\$0.00	\$0.00	\$125.18	\$125.18
Claim To Be Expunged	5212	11/18/2003	Mirant Bowline, LLC	MSE POWER SYSTEMS INC	\$0.00	\$0.00	\$613,112.01	\$613,112.01
Remaining Claim	7886	4/13/2004	Mirant Bowline, LLC	MSE POWER SYSTEMS INC	\$613,112.01	\$0.00	\$0.00	\$613,112.01
Claim To Be Expunged	398	09/12/2003	Mirant Corporation	NEW ENGLAND WOOD PELLET INC	\$0.00	\$0.00	\$3,817.00	\$3,817.00
Remaining Claim	7827	12/16/2003	Mirant Corporation	NEW ENGLAND WOOD PELLET INC	\$0.00	\$0.00	\$3,817.00	\$3,817.00
Claim To Be Expunged	3171	09/26/2003	Mirant Corporation	NEW PIG CORP	\$0.00	\$0.00	\$313.02	\$313.02

### Exhibit A Amended Claims - Tier I, Group III

In re: Mitrant Corporation et al.  
Case No. 03-46590 (DML)

Claim #	Date Filed	Debtor	Name and Address of Claimant	Secured	Administrative	Priority	Unsecured	Total
Remaining Claim	5171	11/17/2003	Mitrant Corporation	NEW PIG CORPORATION	\$0.00	\$0.00	\$5,184.47	\$5,184.47
Claim To Be Expunged	2172	09/12/2003	Mitrant Lovett, LLC	NICHOLSON & HALL CORP.	\$297,406.87	\$0.00	\$0.00	\$297,406.87
Claim To Be Expunged	7790	12/12/2003	Mitrant Lovett, LLC	NICHOLSON & HALL CORP	\$0.00	\$0.00	\$297,406.87	\$297,406.87
Remaining Claim	7791	12/19/2003	Mitrant Lovett, LLC	NICHOLSON & HALL CORP	\$0.00	\$0.00	\$297,406.87	\$297,406.87
Claim To Be Expunged	2171	09/12/2003	Mitrant Canal, LLC	NICHOLSON & HALL CORP	\$624,812.62	\$0.00	\$0.00	\$624,812.62
Remaining Claim	7828	12/19/2003	Mitrant Lovett, LLC	NICHOLSON & HALL CORP	\$0.00	\$0.00	\$624,812.62	\$624,812.62
Claim To Be Expunged	2446	09/15/2003	Mitrant Americas Energy Marketing Investments, Inc	NYS DEPARTMENT OF TAXATION	\$0.00	\$0.00	\$41,448.77	\$54,967.18
Claim To Be Expunged	2447	09/15/2003	Mitrant Americas Energy Marketing Investments, Inc.	NYS DEPARTMENT OF TAXATION	\$0.00	\$0.00	\$7,138.86	\$9,839.15
Remaining Claim	7658	1/20/2004	Mitrant Americas Energy Marketing Investments, Inc	N Y STATE DEPT OF TAXATION AND FINANCE	\$0.00	\$0.00	\$1,367,185.77	\$1,380,704.18
Claim To Be Expunged	4832	11/04/2003	Mitrant Corporation	OCS INDUSTRIES, INC	\$0.00	\$0.00	\$0.00	\$169,851.67

## Exhibit A

## Amended Claims - Tier I, Group III

In re: Mirant Corporation et al.  
Case No. 03-46590 (DML)

Claim #	Date Filed	Debtor	Name and Address of Claimant	Secured	Administrative	Priority	Unsecured	Total
Remaining Claim	7823	2/4/2004	Mirant Bowline, LLC	OCS INDUSTRIES, INC	\$0.00	\$0.00	\$169,851.67	\$169,851.67
Claim To Be Expunged	4710	10/31/2003	Mirant Corporation	OLOHI CRANE SERVICE INC	\$0.00	\$0.00	\$1,791.03	\$1,791.03
Remaining Claim	7796	2/22/2004	Mirant NY-Gen, LLC	OCS INDUSTRIES, INC	\$0.00	\$0.00	\$1,791.03	\$1,791.03
Claim To Be Expunged	4924	11/07/2003	Mirant Corporation	PAUL, HASTINGS, JANOFSKY & WALKER	\$0.00	\$0.00	\$245,768.23	\$245,768.23
Remaining Claim	7308	12/16/2003	Mirant Americas, Inc	KATHERINE A TRAXLER, ESQ	\$0.00	\$0.00	\$173,510.24	\$173,510.24
Claim To Be Expunged	1923	09/15/2003	Mirant Corporation	PURITY CYLINDER GASES INC	\$0.00	\$0.00	\$13,567.47	\$13,567.47
Remaining Claim	4292	10/20/2003	Mirant Corporation	PURITY CYLINDER GASES INC	\$0.00	\$0.00	\$2,282.13	\$2,282.13
Settlement reached for allowed unsecured claim against Mirant Zeeland, LLC in the total amount of \$15,849.60.								
Claim To Be Expunged	5191	11/18/2003	Mirant Corporation	RM PACKER CO INC.	\$0.00	\$0.00	\$76,277.60	\$76,277.60
Remaining Claim	7826	12/15/2003	Mirant Canal, LLC	R M PACKER CO INC	\$0.00	\$0.00	\$76,277.60	\$76,277.60
Claim To Be Expunged	3096	09/25/2003	Mirant Corporation	RMB CONSULTING AND RESEARCH INC	\$0.00	\$0.00	\$9,248.51	\$9,248.51

## Exhibit A

## Amended Claims - Tier I, Group III

In re: Mirant Corporation et al.  
Case No. 03-46590 (DML)

Claim #	Date Filed	Debtor	Name and Address of Claimant	Secured	Administrative	Priority	Unsecured	Total
Remaining Claim	5259	11/24/2003	Mirant Corporation	RMB CONSULTING AND RESEARCH INC	\$0.00	\$0.00	\$11,673.87	\$11,673.87
Claim To Be Expunged	673	09/12/2003	Mirant Corporation	STAFFING ONE, INC	\$0.00	\$0.00	\$8,402.82	\$8,402.82
Remaining Claim	1614	9/12/2003	Mirant Corporation	STAFFING ONE, INC	\$0.00	\$0.00	\$9,618.15	\$9,618.15
Claim To Be Expunged	3288	09/29/2003	Mirant Americas Development, Inc.	STATE OF LOUISIANA	\$0.00	\$25.11	\$5.00	\$30.11
Remaining Claim	7854	3/4/2004	Mirant Americas Development, Inc	LOUISIANA DEPARTMENT OF REVENUE	\$0.00	\$0.00	\$13,500.07	\$16,963.02
Claim To Be Expunged	3093	09/25/2003	Mirant Mid-Atlantic, LLC	STRUCTURAL INTEGRITY ASSOCIATES INC	\$0.00	\$0.00	\$59,301.20	\$59,301.20
Remaining Claim	7455	12/23/2003	Mirant Mid-Atlantic, LLC	STRUCTURAL INTEGRITY ASSOCIATES INC	\$0.00	\$0.00	\$63,714.58	\$63,714.58
Claim To Be Expunged	579	09/12/2003	Mirant Corporation	TILLEY CHEMICAL COMPANY INC	\$0.00	\$0.00	\$26,515.66	\$26,515.66
Remaining Claim	7800	12/16/2003	Mirant Corporation	TILLEY CHEMICAL COMPANY, INC	\$0.00	\$0.00	\$26,515.66	\$26,515.66
Claim To Be Expunged	14	09/04/2003	Mirant Kendall, LLC	UNIVERSAL ENERGY INC	\$0.00	\$0.00	\$16,252.00	\$16,252.00

**Exhibit A  
Amended Claims - Tier I, Group III**

In re: Mirant Corporation et al.  
Case No. 03-46590 (DML)

Claim #	Date Filed	Debtor	Name and Address of Claimant	Secured	Administrative	Priority	Unsecured	Total
Remaining Claim	3835	10/8/2003	Mirant Kendall, LLC UNIVERSAL ENERGY INC	\$0.00	\$0.00	\$0.00	\$19,242.00	\$19,242.00
Claim To Be Expunged	3560	10/02/2003	Mirant Corporation WELCH AND RUSHE	\$0.00	\$0.00	\$0.00	\$19,647.57	\$19,647.57
Remaining Claim	7834	12/16/2003	Mirant Corporation WELCH AND RUSCHE	\$0.00	\$0.00	\$0.00	\$19,647.57	\$19,647.57
<b>Claims To Be Expunged Totals</b>				\$924,905.56	\$0.00	\$1,292,897.65	\$4,409,289.65	\$6,627,092.86