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**COUNSEL TO THE OFFICIAL COMMITTEE OF  
UNSECURED CREDITORS OF MIRANT CORPORATION, *ET AL.***

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

IN RE: § Chapter 11  
§  
MIRANT CORPORATION, *et al.*, § Case No. 03-46590-DML-11  
§  
Debtors. § Jointly Administered

**MIRANT COMMITTEE'S RESPONSE TO DEBTORS' MOTION  
PURSUANT TO 11 U.S.C. § 363(B) TO APPROVE FIRM, WHOLESALE  
ENERGY AND CAPACITY OFFER BETWEEN MIRANT AMERICAS  
ENERGY MARKETING, LP AND THIRD PARTY**

TO THE HONORABLE D. MICHAEL LYNN,  
UNITED STATES BANKRUPTCY JUDGE:

The Official Committee of Unsecured Creditors (the "Committee") of Mirant Corporation, *et al.*, hereby files this response to the Debtors' Motion Pursuant to 11 U.S.C. § 363(b) to Approve Firm, Wholesale Energy and Capacity Offer Between Mirant Americas Energy Marketing, LP and Third Party (the "Motion") and respectfully represents:

1. The debtors in the above-captioned cases (the “Debtors”) filed the Motion on or about June 17, 2004. By the Motion, the Debtors seek approval of a back-to-back arrangement with a qualified bidder to participate in a bid for the supply of retail electricity to customers located on Cape Cod and Martha’s Vineyard, Massachusetts. In the Motion, the Debtors describe in general terms the structure of the proposed bid and the terms of the contemplated transaction (together, the “Bid Transaction”).

2. Following review of the Motion, the Mirant Committee determined that additional details were required in order to ascertain whether the proposed Bid Transaction is within the range of reasonableness. Accordingly, on June 20, 2004, PA Consulting Group, Inc. (“PA”), the Mirant Committee’s energy industry consultant, requested additional information from the Debtors in connection with the proposed Bid Transaction. PA received additional information on the afternoon of June 22, 2004, but has not yet had sufficient time to analyze this information. Consequently, the Mirant Committee currently is unable to determine the reasonableness of the proposed Bid Transaction.

### **RELIEF REQUESTED**

3. Based upon the foregoing, the Mirant Committee hereby requests that the Court decline to approve the Motion at this time, and requests that the hearing to consider the Motion be adjourned until the Mirant Committee has had an ample opportunity to determine the reasonableness of the proposed Bid Transaction.

**WHEREFORE**, the Mirant Committee respectfully requests that that the Motion be denied pending final review of the reasonableness of the proposed Bid Transaction.

Respectfully submitted this 22<sup>nd</sup> day of June, 2004.

**ANDREWS KURTH LLP**

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**CERTIFICATE OF SERVICE**

The undersigned hereby certifies that on the 22<sup>nd</sup> day of June, 2004, he caused a true and correct copy of the foregoing document to be served on the parties appearing below via electronic mail and via facsimile.

/s/ Jason S. Brookner  
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