

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
MIRANT CORPORATION, *et al.*,))
)) Case No. 03-46590 (DML)
)) (Jointly Administered)
Debtors.))
_____)

**STIPULATION AND ORDER PERMITTING
PENSION BENEFIT GUARANTY CORPORATION
TO FILE CONSOLIDATED CLAIMS
UNDER ONE CASE NUMBER**

The above-captioned debtors and debtors in possession (collectively, the “Debtors”), and the Pension Benefit Guaranty Corporation (“PBGC”) have agreed that PBGC will be permitted to file consolidated proofs of claim with respect to the Mirant Services Pension Plan and the Mirant Services Pension Plan for Bargaining Unit Employees (collectively, the “Pension Plans”), which shall be deemed to have been filed in each of the Debtors’ cases, for the reasons and on the terms and conditions set forth below:

RECITALS

A. On July 14, 2003, and concluding in the early morning hours of July 15, 2003, certain of the Debtors (collectively, the “Initial Debtors”) filed voluntary petitions under Chapter 11 of the Bankruptcy Code. On August 18, 2003, two additional Debtors, Mirant EcoElectrica Investments I, Ltd., and Puerto Rico Power Investments, Ltd. (collectively, the “New Debtors”) filed voluntary petitions under Chapter 11 of the Bankruptcy Code. On October 3, 2003, the following additional Debtors filed voluntary petitions under Chapter 11 of the Bankruptcy Code:

ORIGINAL

(i) Mirant Wrightsville Management, Inc.; (ii) Mirant Wrightsville Investments, Inc.; (iii) Wrightsville Power Facility, L.L.C.; and (iv) Wrightsville Funding, L.L.C. (collectively, the “Wrightsville Debtors”). On November 18, 2003, the following additional Debtors filed voluntary petitions under Chapter 11 of the Bankruptcy Code: (i) Mirant Americas Energy Capital LP and (ii) Mirant Americas Energy Capital Assets LLC.¹

B. The Court has entered an order establishing December 16, 2003, as the general deadline for filing proofs of claim against the Initial Debtors and the New Debtors, and a further order making the December 16, 2003 deadline for filing proofs of claim applicable to the Wrightsville Debtors.

C. PBGC is a wholly-owned United States government corporation that administers the defined benefit pension plan termination insurance program under Title IV of the Employee Retirement Income Security Act of 1974 (“ERISA”), *as amended*, 29 U.S.C. §§ 1301-1461 (2000).

D. PBGC asserts that the Pension Plans are covered under Title IV of ERISA, and that Mirant Services, LLC, one of the Debtors, is the contributing sponsor of each of the Pension Plans. PBGC further asserts that the other Debtors are or may be members of Mirant Services, LLC’s controlled group.

E. PBGC has concluded that it must file claims with respect to the Pension Plans against each of the Debtors, representing the claims for which the Debtors may be jointly and severally liable to the Pension Plans and PBGC under 26 U.S.C. § 412 and 29 U.S.C.

¹ A complete list of the Debtors currently in these proceedings is attached hereto as Exhibit A.

§§ 1082(c)(11), 1307(e)(12), 1362(a). Filing individual claims against each of the Debtors would result in the PBGC filing over 500 claims and statements in support of these claims. These multiple claims would impose a significant administrative burden on the Debtors, PBGC, the Court and the Debtors' claims agent.

IN LIGHT OF THE FOREGOING, the Debtors and PBGC agree as follows:

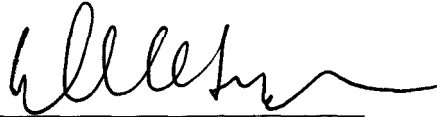
1. Notwithstanding anything to the contrary set forth in any applicable bar date order or notice of claims bar date, the Bankruptcy Code, the Federal Rules of Bankruptcy Procedure and/or local bankruptcy rules, the filing of a proof of claim or proofs of claim by PBGC on its own behalf or on behalf of the Pension Plans in Chapter 11 Case No. 03-46590 and any amendments to such claim or claims, also shall be deemed to constitute the filing of such proof of claim, proofs of claim or amendment in each of the other Debtors' Chapter 11 cases. The Debtors acknowledge that each proof of claim filed on or before December 16, 2003, shall be deemed timely filed against each of the Debtors for all purposes. In the event that one or more additional debtors are joined in this proceeding after the execution of this stipulation, upon the filing of a notice referring to this stipulation by the PBGC in each such case, the claims and any amendments thereto that are filed in Case No. 03-46590 also shall be deemed timely filed against such debtor or debtors.

2. This Stipulation is intended solely for the purpose of administrative convenience and is not intended to be a determination of PBGC's claims against any of the Debtors' estates. Except to the extent expressly set forth herein, this Stipulation shall not affect the substantive rights of the Debtors, PBGC or any other party in interest.

3. This Stipulation may be executed in counterparts, each of which shall be deemed an original but all of which together shall constitute one and the same instrument.

4. This Stipulation and its terms and conditions are subject to the approval of the Court.

December 11, 2003



D. MICHAEL LYNN
UNITED STATES BANKRUPTCY JUDGE

STIPULATED AND AGREED TO:

/s/ Stephen D. Schreiber
Stephen D. Schreiber
Pension Benefit Guaranty Corporation
1200 K Street NW
Washington, DC 20005
Telephone: (202) 326-4020 ext. 3045

STIPULATED AND AGREED TO:

Michelle Campbell w/ permission
Michelle Campbell
WHITE & CASE LLP
633 West Fifth Street
Suite 1900
Los Angeles, CA 90071
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Tom T. Peck TX BAR NO. 24013306

**ATTORNEYS FOR THE DEBTORS
AND DEBTORS-IN-POSSESSION**

List of Debtors

Debtor	Petition Date	Case Number	EIN
Mirant Corporation	7/14/03	03-46590	58-2056305
MLW Development, LLC	7/14/03	03-46588	71-0947795
Mirant Americas Energy Marketing, LP	7/14/03	03-46591	58-2338667
Mirant Americas Generation, LLC	7/14/03	03-46592	51-0390520
Mirant Mid-Atlantic, LLC	7/14/03	03-46593	58-2574140
Mirant Americas, Inc.	7/14/03	03-46594	58-2042321
Hudson Valley Gas Corporation	7/14/03	03-46595	13-4133279
Mint Farm Generation, LLC	7/14/03	03-46596	91-2084280
Mirant Americas Development Capital, LLC	7/14/03	03-46597	52-2320105
Mirant Americas Development, Inc.	7/14/03	03-46598	58-2337738
Mirant Americas Energy Marketing Investments, Inc.	7/14/03	03-46599	58-2361898
Mirant Americas Gas Marketing I, LLC	7/14/03	03-46600	N/A
Mirant Americas Gas Marketing II, LLC	7/14/03	03-46601	N/A
Mirant Americas Gas Marketing III, LLC	7/14/03	03-46602	N/A
Mirant Americas Gas Marketing IV, LLC	7/14/03	03-46603	N/A
Mirant Americas Gas Marketing V, LLC	7/14/03	03-46604	N/A
Mirant Americas Gas Marketing VI, LLC	7/14/03	03-46605	N/A
Mirant Americas Gas Marketing VII, LLC	7/14/03	03-46606	N/A
Mirant Americas Gas Marketing VIII, LLC	7/14/03	03-46607	N/A
Mirant Americas Gas Marketing IX, LLC	7/14/03	03-46608	N/A
Mirant Americas Gas Marketing X, LLC	7/14/03	03-46609	N/A
Mirant Americas Gas Marketing XI, LLC	7/14/03	03-46610	N/A
Mirant Americas Gas Marketing XII, LLC	7/14/03	03-46611	N/A



Debtor	Petition Date	Case Number	EIN
Mirant Americas Gas Marketing XIII, LLC	7/14/03	03-46612	N/A
Mirant Americas Gas Marketing XIV, LLC	7/14/03	03-46613	N/A
Mirant Americas Gas Marketing XV, LLC	7/14/03	03-46614	N/A
Mirant Americas Procurement, Inc.	7/14/03	03-46615	58-2588980
Mirant Americas Production Company	7/14/03	03-46616	58-2646181
Mirant Americas Retail Energy Marketing, LP	7/14/03	03-46617	58-2113640
Mirant Bowline, LLC	7/14/03	03-46618	58-2439347
Mirant California Investments, Inc.	7/14/03	03-46619	58-2437261
Mirant California, LLC	7/14/03	03-46620	58-2439965
Mirant Canal, LLC	7/14/03	03-46621	58-2415569
Mirant Capital Management, LLC	7/14/03	03-46622	58-2601595
Mirant Capital, Inc.	7/14/03	03-46623	51-0410053
Mirant Central Texas, LP	7/14/03	03-46624	58-2458137
Mirant Chalk Point Development, LLC	7/14/03	03-46625	N/A
Mirant Chalk Point, LLC	7/14/03	03-46626	58-2574146
Mirant D.C. O&M, LLC	7/14/03	03-46627	58-2588521
Mirant Danville, LLC	7/15/03	03-46628	58-2619460
Mirant Delta, LLC	7/15/03	03-46629	58-2441669
Mirant Dickerson Development, LLC	7/15/03	03-46630	58-2619458
Mirant Fund 2001, LLC	7/15/03	03-46631	22-3850936
Mirant Gastonia, LLC	7/15/03	03-46632	58-2652703
Mirant Intellectual Asset Management and Marketing, LLC	7/15/03	03-46633	01-0713248
Mirant Kendall, LLC	7/15/03	03-46634	58-2415568
Mirant Las Vegas, LLC	7/15/03	03-46635	58-2554712
Mirant Lovett, LLC	7/15/03	03-46636	58-2439345
Mirant MD Ash Management, LLC	7/15/03	03-46637	58-2574143
Mirant Michigan Investments, Inc.	7/15/03	03-46638	58-2512046
Mirant Mid-Atlantic Services, LLC	7/15/03	03-46639	58-2574084

Debtor	Petition Date	Case Number	EIN
Mirant New England, Inc.	7/15/03	03-46640	51-0392920
Mirant New York, Inc.	7/15/03	03-46641	58-2437263
Mirant NY-Gen, LLC	7/15/03	03-46642	58-2439344
Mirant Parker, LLC	7/15/03	03-46643	58-6441109
Mirant Peaker, LLC	7/15/03	03-46644	58-2574144
Mirant Piney Point, LLC	7/15/03	03-46645	58-2574141
Mirant Portage County, LLC	7/15/03	03-46646	58-2623535
Mirant Potomac River, LLC	7/15/03	03-46647	58-2574145
Mirant Potrero, LLC	7/15/03	03-46648	58-2441671
Mirant Services, LLC	7/15/03	03-46649	58-2589992
Mirant Special Procurement, Inc.	7/15/03	03-46650	58-2628316
Mirant Sugar Creek Holdings, Inc.	7/15/03	03-46651	58-2554710
Mirant Sugar Creek Ventures, Inc.	7/15/03	03-46652	58-2542073
Mirant Sugar Creek, LLC	7/15/03	03-46653	58-2554713
Mirant Texas Investments, Inc.	7/15/03	03-46654	51-0387254
Mirant Texas Management, Inc.	7/15/03	03-46655	58-2437264
Mirant Texas, LP	7/15/03	03-46656	58-2458361
Mirant Wichita Falls Investments, Inc.	7/15/03	03-46657	51-0392919
Mirant Wichita Falls Management, Inc.	7/15/03	03-46658	58-2490526
Mirant Wichita Falls, LP	7/15/03	03-46659	58-2441674
Mirant Wyandotte, LLC	7/15/03	03-46660	47-0830572
Mirant Zeeland, LLC	7/15/03	03-46661	58-2512045
Shady Hills Power Company, L.L.C.	7/15/03	03-46662	04-3597389
West Georgia Generating Company, L.L.C.	7/15/03	03-46663	45-0464666
Mirant EcoElectrica Investments I, Ltd.	8/18/03	03-47927	98-0363972
Puerto Rico Power Investments, Ltd.	8/18/03	03-47929	98-0363974
Wrightsville Power Facility, L.L.C.	10/03/03	03-49553	58-2566058
Wrightsville Development Funding, L.L.C.	10/03/03	03-49555	58-2565070

Debtor	Petition Date	Case Number	EIN
Mirant Wrightsville Investments, Inc.	10/03/03	03-49548	58-2565073
Mirant Wrightsville Management, Inc.	10/03/03	03-49556	58-2565102
Mirant Americas Energy Capital LP	11/18/03	03-91079	58-2466144
Mirant Americas Energy Capital Assets LLC	11/18/03	03-91081	74-3030440