

MIRANT CORP
Form T-3/A
June 30, 2003

SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

Amendment No. 1 to

Form T-3

APPLICATION FOR QUALIFICATION OF INDENTURE

UNDER THE TRUST INDENTURE ACT OF 1939

Mirant Corporation
(Name of Applicant)

1155 Perimeter Center West

Suite 100
Atlanta, Georgia 30338
(Address of Principal Executive Offices)

SECURITIES TO BE ISSUED UNDER THE

INDENTURE TO BE QUALIFIED

| Title of Class | Amount |
|-------------------------------------|---------------|
| 8.25% Senior Secured Notes due 2008 | \$867 million |

Approximate date of proposed public offering: As soon as practicable after the date of this Application for Qualification.

Name and address of agent for service:
Douglas L. Miller, Esq.
Senior Vice President and General Counsel
Mirant Corporation
1155 Perimeter Center West
Suite 100
Atlanta, Georgia
(678) 579-5000

Copies to be sent to:
J. Gregory Milmo, Esq.
Skadden, Arps, Slate,
Meagher & Flom LLP
Four Times Square
New York, New York 10036
(212) 735-3000

The obligor hereby amends this application for qualification on such date or dates as may be necessary to delay its effectiveness until (i) the 20th day after the filing of an amendment which specifically states that it shall supersede this application, or (ii) such date as the Commission, acting pursuant to Section 307(c) of the Trust Indenture Act of 1939, may determine upon the written request of the obligor.

1. General Information

(a) Mirant Corporation (the Corporation), is a Delaware corporation.

(b) The Corporation was organized under the laws of the State of Delaware, on April 20, 1993.

2. Securities Act Exemption Applicable

The Corporation is offering (i) to exchange (the Senior Notes Exchange Offer) \$1,000 principal amount of the Corporation's 8.25% Senior Secured Notes due 2008 (the New Secured Notes), warrants to purchase 22.47 shares of the Corporation's common stock and \$5.00 in cash for each \$1,000 principal amount of the Corporation's currently outstanding 7.4% Senior Notes due 2004 (CUSIP No. 842815 AC 6) (the Senior Notes) and (ii) to exchange (the Convertible Debentures Exchange Offer, and together with the Senior Notes Exchange Offer, the Exchange Offers) \$1,000 principal amount of New Secured Notes, warrants to purchase 22.47 shares of the Corporation's common stock and \$5.00 in cash for each \$1,000 principal amount of the Corporation's currently outstanding 2.5% Convertible Senior Debentures due 2021 (CUSIP No. 604675 AB 4) (the Convertible Debentures, and together with the Senior Notes, the Exchange Offer Securities). The terms of the Exchange Offers are contained in the Second Amended Offering Circular and Disclosure Statement and Solicitation of Acceptances of a Prepackaged Plan of Reorganization, dated June 30, 2003 (the Offering Circular), and in related documents incorporated by reference herein as Exhibit T3E.

As the New Secured Notes are proposed to be offered for exchange by the Corporation with its existing security holders exclusively and solely for outstanding securities of the Corporation, the transaction is exempt from registration under the Securities Act of 1933, as amended (the Securities Act), pursuant to the provisions of Section 3(a)(9) thereof. No sales of securities of the same class as the New Secured Notes have been or are to be made by the Corporation by or through an underwriter at or about the same time as the Exchange Offers for which the exemption is claimed. No consideration has been, or is to be given, directly or indirectly, to any person in connection with the transaction, except for the customary payments to be made in respect of preparation, printing, and mailing of the Offering Circular and related documents and the engagement of Deutsche Bank Trust Company Americas as Exchange Agent for the Corporation. No holder of the outstanding securities has made or will be requested to make any cash payment to the Corporation in connection with the Exchange Offers.

AFFILIATIONS

3. Affiliates

The following is a list of affiliates of the Corporation as of the date of this application. The voting securities of each of these entities are owned 100% by its immediate parent unless indicated otherwise.

| Name of Company | Jurisdiction of Organization |
|---|------------------------------|
| Mirant Corporation | Delaware |
| Mirant Trust I | Delaware |
| Mirant Capital Management, LLC | Delaware |
| Mirant Capital, Inc. | Delaware |
| Mirant Fund 2001, LLC | Delaware |
| (93.46% Mirant Capital, Inc.; 6.54% Third party) | |
| Cheng Power Systems, Inc. | California |
| (6.4% Mirant Fund 2001, LLC; 93.6% Third parties) | |
| Gunderboom, Inc. | Alaska |
| (38% Mirant Fund 2001, LLC; 62% Third parties) | |
| Axonon, L.L.C | Louisiana |
| (16% Mirant Fund 2001, LLC; 84% Third parties) | |

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| Name of Company | Jurisdiction of Organization |
|--|------------------------------|
| Industrial Technology Ventures, LP (4% Mirant Fund 2001, LLC; 96% Third parties) | Georgia |
| Phonex Broadband Corp. (7.53% Mirant Fund 2001, LLC; 92.47% Third parties) | Utah |
| Mirant Services, LLC | Delaware |
| Mirant Hong Kong Membership, Inc. | Delaware |
| Ravensdown Assets Limited | British Virgin Islands |
| Mirant Mid-Atlantic Services, LLC | Delaware |
| Mirant (Bermuda), LTD | Bermuda |
| Mirant Energy Marketing Austria GmbH | Austria |
| Mirant Potomac River, LLC | Delaware |
| Mirant Peaker, LLC | Delaware |
| Mirant Americas, Inc. | Delaware |
| Mirant Intellectual Asset Management and Marketing, LLC | Delaware |
| Shady Hills Power Company, L.L.C | Delaware |
| West Georgia Generating Company, L.L.C | Delaware |
| Mirant Oregon, LLC | Delaware |
| Coyote Springs 2, LLC (50% Mirant Oregon, LLC; 50% Third party) | Delaware |
| Mirant North Carolina Investments, Inc. | Delaware |
| Mirant Gastonia, LLC | Delaware |
| Mirant Construction Holdings, LLC | Delaware |
| Mint Farm Generation, LLC | Delaware |
| Mirant Sugar Creek Ventures, Inc. | Delaware |
| Mirant Sugar Creek Holdings, Inc. | Delaware |
| Mirant Sugar Creek, LLC (60% Mirant Sugar Creek Ventures, Inc.; 40% Mirant Sugar Creek Holdings, Inc.) | Indiana |
| MMD ONE, Inc. | Delaware |
| MMD TWO, Inc. | Delaware |
| Mirant de Mexico, S. de R.L. de C.V. (50% MMD ONE, Inc.; 50% MMD TWO, Inc.) | Mexico |
| Propiedades Punta Mexicana, S. de R.L. de C.V. (50% MMD ONE, Inc.; 50% MMD TWO, Inc.) | Mexico |
| Mirant Special Procurement, Inc. | Delaware |
| Mirant Americas Procurement, Inc. | Delaware |
| Mirant Michigan Investments, Inc. | Delaware |
| Mirant Zeeland, LLC | Delaware |
| Mirant Wyandotte, LLC | Delaware |
| Mirant Birchwood, Inc. | Delaware |
| Birchwood Power Partners, L.P. (50% Mirant Birchwood, Inc.; 50% Third party) | Delaware |
| Greenhost, Inc. (50% Mirant Birchwood, Inc.; 50% Third party) | Delaware |
| Mirant Wichita Falls Investments, Inc. | Delaware |
| Mirant Wichita Falls Management, Inc. | Delaware |
| Mirant Wichita Falls, LP (99% Mirant Wichita Falls Investments, Inc.; 1% Mirant Wichita Falls Management, Inc.) | Delaware |

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| Name of Company | Jurisdiction of Organization |
|--|------------------------------|
| Mirant Nevada Wellcom, LLC | Delaware |
| Wellcom, LLC (50% Mirant Nevada Wellcom, LLC; 50% Third party) | Nevada |
| Mirant Las Vegas, LLC | Delaware |
| Mirant Perryville Investments, Inc. | Delaware |
| Mirant Wrightsville Investments, Inc. | Delaware |
| Mirant Wrightsville Management, Inc. | Delaware |
| Wrightsville Power Facility, L.L.C | Delaware |
| (1% Mirant Wrightsville Management, Inc.; 50% Mirant Wrightsville Investments, Inc.; 49% Third party) | |
| Wrightsville Development and Funding, L.L.C | Delaware |
| (1% Mirant Wrightsville Management, Inc.; 50% Mirant Wrightsville Investments, Inc.; 49% Third party) | |
| Mirant Portage County, LLC | Delaware |
| Mirant Dickerson Development, LLC | Delaware |
| Mirant Chalk Point Development, LLC | Delaware |
| Mirant Danville, LLC | Delaware |
| Peace River Station, L.L.C | Florida |
| Midway Energy Center, L.L.C | Florida |
| Mirant Americas Generation, LLC | Delaware |
| Mirant New York, Inc. | Delaware |
| Mirant New York Investments, Inc. | Delaware |
| Mirant Bowline, LLC (99% Mirant New York Investments, Inc.; 1% Mirant New York, Inc.) | |
| Mirant Lovett, LLC (99% Mirant New York Investments, Inc.; 1% Mirant New York, Inc.) | Delaware |
| Mirant NY-Gen, LLC (99% Mirant New York Investments, Inc.; 1% Mirant New York, Inc.) | Delaware |
| Hudson Valley Gas Corporation | New York |
| Mirant California Investments, Inc. | Delaware |
| Mirant California, LLC | Delaware |
| Mirant Delta, LLC | Delaware |
| Mirant Potrero, LLC | Delaware |
| Mirant Bay Area Procurement, LLC | Delaware |
| Mirant New England, Inc. | Delaware |
| Mirant Canal, LLC | Delaware |
| Mirant Kendall, LLC | Delaware |
| Mirant New England, LLC | Delaware |
| Mirant Wisconsin Investments, Inc. | Delaware |
| Mirant Neenah, LLC | Delaware |
| Mirant Texas Management, Inc. | Delaware |
| Mirant Texas Investments, Inc. | Delaware |
| Mirant Central Texas, LP (99% Mirant Texas Investments, Inc.; 1% Mirant Texas Management, Inc.) | |
| Mirant Texas, LP (99% Mirant Texas Investments, Inc.; 1% Mirant Texas Management, Inc.) | Delaware |

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| Name of Company | Jurisdiction of Organization |
|---|------------------------------|
| Mirant Parker, LLC (99% Mirant Texas Investments, Inc.; 1% Mirant Texas Management, Inc.) | Delaware |
| Mirant Mid-Atlantic, LLC | Delaware |
| Mirant Chalk Point, LLC | Delaware |
| Mirant D.C. O&M, LLC | Delaware |
| Mirant Piney Point, LLC | Delaware |
| Mirant MD Ash Management, LLC | Delaware |
| Mirant Americas Development, Inc. | Georgia |
| Mirant Americas Development Capital, LLC | Delaware |
| Mirant Americas Energy Marketing Investments, Inc. | Georgia |
| Mirant Americas Production Company | Delaware |
| Mirant South Louisiana Fee, LLC | Delaware |
| Mirant South Louisiana Production, LLC | Delaware |
| Mirant Canada Energy Marketing Investments, Inc. | Alberta |
| Mirant Canada Energy Marketing, Ltd. | Alberta |
| Mirant Canada Energy Services, Ltd. | Alberta |
| Mirant Canada Energy Resources, Ltd. | Alberta |
| Mirant Canada Energy Trading Partnership (99% Mirant Canada Energy Marketing, Ltd.; 1% Canada Energy Marketing Investments, Inc.) | Alberta |
| Mirant Canada Gas Marketing, Ltd. | Alberta |
| Mirant Canada Energy Capital, Ltd. | New Brunswick |
| Mirant Americas Energy Capital, LP (99% Mirant Americas Energy Marketing Investments, Inc.; 1% Mirant Americas Development, Inc.) | Delaware |
| Mirant Americas Energy Capital Assets, LLC | Delaware |
| Mirant Americas Energy Marketing, LP (99% Mirant Americas Energy Marketing Investments, Inc.; 1% Mirant Americas Development, Inc.) | Delaware |
| Mirant Americas Gas Marketing I, LLC | Delaware |
| Mirant Americas Gas Marketing II, LLC | Delaware |
| Mirant Americas Gas Marketing III, LLC | Delaware |
| Mirant Americas Gas Marketing IV, LLC | Delaware |
| Mirant Americas Gas Marketing V, LLC | Delaware |
| Mirant Americas Gas Marketing VI, LLC | Delaware |
| Mirant Americas Gas Marketing VII, LLC | Delaware |
| Mirant Americas Gas Marketing VIII, LLC | Delaware |
| Mirant Americas Gas Marketing IX, LLC | Delaware |
| Mirant Americas Gas Marketing X, LLC | Delaware |
| Mirant Americas Gas Marketing XI, LLC | Delaware |
| Mirant Americas Gas Marketing XII, LLC | Delaware |
| Mirant Americas Gas Marketing XIII, LLC | Delaware |
| Mirant Americas Gas Marketing XIV, LLC | Delaware |
| Mirant Americas Gas Marketing XV, LLC | Delaware |
| Mirant Americas Retail Energy Marketing, LP (99% Mirant Americas Energy Marketing, LP; 1% Mirant Americas Development, Inc.) | Delaware |
| IntercontinentalExchange, Inc. (4.87% Mirant Americas Energy Marketing, LP; 95.13% Third Parties) | Delaware |

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| Name of Company | Jurisdiction of Organization |
|---|------------------------------|
| Mirant Energy Trading, LLC | Delaware |
| Mirant International Investments, Inc. | Delaware |
| Mirant International Ventures I, Inc. | Delaware |
| Mirant International Ventures II, Inc. | Delaware |
| Mirant Global Finance Investments Limited (50% Mirant International Ventures I, Inc.; 50% Mirant International Ventures II, Inc.) | British Virgin Islands |
| Mirant Global Finance Holdings | Ireland |
| Mirant do Brasil Ltda. (99.99% Mirant International Investments, Inc.; .01% Mirant Services, LLC) | Brazil |
| Southern Energy Mauritius Limited | Mauritius |
| SEMAR Ltd. | Mauritius |
| SE Newco Limited | Mauritius |
| Mirant Asia-Pacific (Korea) Ventures B.V | Netherlands |
| Mirant Asia-Pacific Investments B.V | Netherlands |
| Mirant Asia-Pacific Ventures, Inc. | Delaware |
| Mirant Asia-Pacific (Guam) Investments, Inc. | Delaware |
| Mirant Guam (Tanguisson) Corp. | Hawaii |
| Mirant Asia-Pacific Holdings, Inc. | Delaware |
| Mirant Asia-Pacific Limited (90% Mirant Asia-Pacific Ventures, Inc.; 10% Mirant Asia-Pacific Holdings, Inc.) | Bermuda |
| Mirant Asia-Pacific (Korea) Development Limited | British Virgin Islands |
| MAP Navotas I Limited | Hong Kong |
| Mirant (Philippines) Project Holdings Corporation | Philippines |
| Navotas II Holdings (BVI) Corp. | British Virgin Islands |
| MAP Mobile Power Systems (BVI) Corporation | British Virgin Islands |
| MAP Pagbilao Limited | Hong Kong |
| MAP Pangasinan Limited | British Virgin Islands |
| Mirant Sual Investments Corporation | Philippines |
| Mirant (Philippines) Corporation (40.27% MAP Pagbilao Limited; 4.33% MAP Mobile Power Systems (BVI) Corporation; 4.10% Navotas II Holdings (BVI) Corp.; 2.55% MAP Navotas I Limited; 48.75% MAP Pangasinan Limited) | Philippines |
| Mirant Pagbilao Corporation (87.22% Mirant (Philippines) Corporation; 12.78% Third parties) | Philippines |
| Mirant (Philippines) Energy Corporation | Philippines |
| Mirant (Philippines) Services Corporation | Philippines |
| Mirant (Philippines) Island Generation Corporation | Philippines |
| Mirant (Philippines) Rural Power Corporation | Philippines |
| LISP III Power Corporation (40% Mirant (Philippines) Energy Corporation; 60% Third party) | Philippines |
| Mirant Toledo Holdings Corporation | Philippines |
| ARB Power Ventures, Inc. | Philippines |
| Mirant Generation Cebu Limited Duration Company | Cayman Islands |
| Toledo Power Co. | Philippines |

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(52.5% ARB Power Ventures, Inc.; 47.5%
Mirant
Generation Cebu Limited Duration Company)

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| Name of Company | Jurisdiction of Organization |
|--|------------------------------|
| JEG Development Corporation (40% Mirant Toledo Holdings Corporation; 60% Third Parties) | Philippines |
| MAI-I Resources Corporation (22.47% Mirant Toledo Holdings Corporation; 77.53% Third parties) | Philippines |
| Philstar.com, Inc. (55% MAI-I Resources Corporation; 42% JEG Development Corporation; 3% Third parties) | Philippines |
| Hijos de F. Escano, Inc. (28.67% MAI-I Resources Corporation; 21.57% JEG Development Corporation; 49.76% Third parties) | Philippines |
| Visayan Electric Company, Inc. (51.24% Hijos de F. Escano, Inc.; 5.21% MAI-I Resources Corporation; .055% JEG Development Corporation; 43.495% Third parties) | Philippines |
| Mirant (Navotas II) Corporation | Philippines |
| Mirant Navotas Corporation | Philippines |
| Mirant Sual Corporation (66.4% Mirant (Philippines) Corporation; 25.51% Mirant Sual Investments Corporation; 8.09% Third parties) | Philippines |
| Mirant Ilijan Investments Ltd. Partnership (50% Mirant (Philippines) Corporation; 50% Mirant (Philippines) Project Holdings Corporation) | Philippines |
| Mirant Diamond Holding Corporation (48.79% Mirant Ilijan Investments Ltd. Partnership; 51.21% Third party) | Philippines |
| KEPCO Ilijan Corporation (41% Mirant Diamond Holding Corporation; 59% Third parties) | Philippines |
| Mirant Asia-Pacific Construction (Hong Kong) Limited | Hong Kong |
| Sual Construction Corporation | Philippines |
| Mirant (Philippines) Resources and Development Corporation (40% Mirant Asia-Pacific Construction (Hong Kong) Limited; 60% Third party) | Philippines |
| Mirant Philippines Industrial Power Corporation (60% Mirant (Philippines) Resources and Development Corporation; 40% Mirant (Philippines) Energy Corporation) | Philippines |
| Toledo Holdings Corporation (60% Mirant (Philippines) Resources and Development Corporation; 40% Mirant Generation Cebu Limited Duration Company) | Philippines |
| Mirant Philippines Industrial Power II Corporation (60% Mirant (Philippines) Resources and Development Corporation; 40% Mirant (Philippines) Energy Corporation) | Philippines |
| MAP India (BVI) Limited | British Virgin Islands |

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Mirant Asia-Pacific (India) Private Limited
Mirant Eastern Power Plant Limited

India
British Virgin Islands

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| Name of Company | Jurisdiction of Organization |
|--|------------------------------|
| MAP International Finance Corporation | British Virgin Islands |
| MAP Guangdong (BVI) Limited | British Virgin Islands |
| Mirant Guangdong (Shajiao C) Limited | British Virgin Islands |
| Stenus Limited | Jersey |
| Laito Company Limited | Hong Kong |
| Mirant Asia-Pacific (Europe) Investments Limited | British Virgin Islands |
| MAP Financial Services Limited | British Virgin Islands |
| MAP Investments (BVI) Limited | British Virgin Islands |
| MAP Nominee Services Limited | British Virgin Islands |
| Tranquil Star Corporation | British Virgin Islands |
| MAP Thailand (BVI) Limited | British Virgin Islands |
| BVR Holding Company Limited (28.18% Tranquil Star Corporation; 71.82% Third parties) | Thailand |
| Bayview Beach Resort Co., Ltd. (12.13% Tranquil Star Corporation; 51% BVR Holding Company Limited; 36.87% Third parties) | Thailand |
| MAP Balagarh (BVI) Limited | British Virgin Islands |
| Mirant Balagarh Investments Limited | Mauritius |
| Balagarh Power Company Limited (26.32% Mirant Balagarh Investments Limited; 73.68% Third parties) | India |
| MAP Hirma (BVI) Limited | British Virgin Islands |
| Mirant Hirma Investments Limited | Mauritius |
| Mirant Asia-Pacific Operations (Hong Kong) Limited | Hong Kong |
| Mirant (Philippines) Operations Corporation | Philippines |
| MAP Project Management and Engineering (BVI) Limited | British Virgin Islands |
| Mirant Asia-Pacific Singapore Pte Limited | Singapore |
| China Johnston Southern, Limited | Mauritius |
| CEPA Energy Investment (Mauritius) Limited | Mauritius |
| CEPA Development (Mauritius) Company Limited | Mauritius |
| Mirant Holdings Germany, Inc. | Delaware |
| Mirant Investments Germany, Inc. | Delaware |
| Mirant Investments Europe, Inc. | Delaware |
| Mirant Development UK Limited | England & Wales |
| Mirant Europe (99.996% Mirant Investments Europe, Inc.; 0.004% Mirant Corporation) | England & Wales |
| Mirant Holdings Netherlands, Inc. | Delaware |
| Mirant Asset Development and Procurement B.V | Netherlands |
| Mirant Investments Europe UK, Inc. | Delaware |
| Southern Electric International Netherlands B.V | Netherlands |
| Mirant Beteiligungs GmbH | Germany |
| P.T. Tarahan Power Company (55% Mirant Beteiligungs GmbH; 45% Third party) | Indonesia |
| Mirant Holdings Europe UK, Inc. | Delaware |
| Mirant Investments UK Limited | England & Wales |

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(50% Mirant Holdings Europe UK, Inc.; 50%
Mirant Investments Europe UK, Inc.)

Mirant Holdings Immingham Limited

England & Wales

Mirant Generation and Trading ICHP Ltd.

England & Wales

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| Name of Company | Jurisdiction of Organization |
|--|------------------------------|
| Mirant Investments Europe B.V (50% Mirant Holdings Netherlands, Inc.; 50% Mirant Holdings Europe UK, Inc.) | Netherlands |
| Mirant Europe B.V (45% Mirant Investments Europe B.V.; 55% Mirant Holdings Netherlands, Inc.) | Netherlands |
| Mirant Energy Marketing Nordic A.B | Sweden |
| Mirant Deutschland GmbH | Germany |
| Mirant Energy Marketing Switzerland GmbH (95% Mirant Europe B.V.; 5% Mirant Investments Europe B.V.) | Switzerland |
| Mirant Generation Italia S.r.l (90% Mirant Europe B.V.; 10% Mirant Investments Europe B.V.) | Italy |
| Mirant Generation Europe B.V | Netherlands |
| Mirant Italia S.r.l (5% Mirant Generation Europe B.V.; 95% Third party) | Italy |
| SEI Brazil Holdings, Inc. | Delaware |
| SEI South America, Inc. | Delaware |
| Southern Energy Brazil Holdings, Inc. (50% SEI South America, Inc.; 50% SEI Brazil Holdings, Inc.) | Cayman Islands |
| T&S Participacoes Ltda. (99% Southern Energy Brazil Holdings, Inc.; 1% Third party) | Brazil |
| Mirant Caribe, Inc. | Delaware |
| Mirant Caribbean Services, LLC | Delaware |
| Mirant JPSCO Development Services, LLC | Delaware |
| Mirant Caribbean, Ltd. | British Virgin Islands |
| Mirant Virgin Islands, L.L.C | US Virgin Islands |
| Mirant Caribbean, Inc. | Delaware |
| Mirant Bahamas Investments Limited | Bahamas |
| Mirant Grand Bahama Limited ICD Utilities Limited (10.776% Mirant Grand Bahama Limited; 89.224% Third party) | Bahamas |
| Grand Bahama Power Company Limited (50% Mirant Grand Bahama Limited; 50% ICD Utilities Limited) | Bahamas |
| Mirant South America and Caribbean Finance, Ltd. (99% Mirant Caribbean, Inc.; 1% Mirant Caribe, Inc.) | British Virgin Islands |
| Puerto Rico Power Investments, Ltd. (99% Mirant South America and Caribbean Finance, Ltd.; 1% Mirant Caribe, Inc.) | British Virgin Islands |
| Mirant EcoElectrica Investments V, Ltd. (99% Mirant Caribe, Inc.; 1% Mirant Caribbean, Inc.) | British Virgin Islands |
| Mirant EcoElectrica Investments IV, Ltd. (99% Mirant EcoElectrica Investments V, Ltd.; 1% Mirant Caribbean, Inc.) | British Virgin Islands |
| Mirant EcoElectrica Investments III, Ltd. | British Virgin Islands |
| Mirant EcoElectrica Investments II, Ltd. | British Virgin Islands |
| Mirant EcoElectrica Investments I, Ltd. | British Virgin Islands |

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Mirant EcoElectrica Services, Ltd
Mirant EcoElectrica O&M, Ltd.

British Virgin Islands
British Virgin Islands

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| Name of Company | Jurisdiction of Organization |
|---|------------------------------|
| Mirant EcoElectrica LNG Investments, Ltd. | British Virgin Islands |
| Mirant EcoElectrica LNG Marketing, Ltd. | British Virgin Islands |
| Mirant EcoElectrica LNG Finance, Ltd. | British Virgin Islands |
| LNG Power, Ltd. | British Virgin Islands |
| Mirant (British Virgin Islands) III Investments, Ltd. (90% Mirant Caribe, Inc.; 10% Mirant Caribbean, Inc.) | British Virgin Islands |
| Mirant West Indies Investments, Ltd. | British Virgin Islands |
| Mirant (British Virgin Islands) II Investments, Ltd. | British Virgin Islands |
| Mirant JPSCO II Investments, Limited | Jamaica |
| Mirant JPSCO I Investments, Limited | Jamaica |
| Mirant (British Virgin Islands) I Investments, Ltd. | British Virgin Islands |
| Mirant JPSCO (Barbados) SRL | Barbados |
| Jamaica Public Service Company Limited (80% Mirant JPSCO (Barbados) SRL; 20% Third party) | Jamaica |
| Mirant Curacao Investments II, Ltd. | British Virgin Islands |
| Mirant Curacao Investments, Ltd. | British Virgin Islands |
| Curacao Utilities Operating Company N.V | Netherlands Antilles |
| Curacao Energy Company, Ltd. (50% Mirant Curacao Investments, Ltd.; 50% Third party) | Cayman Islands |
| CUC Holdings, N.V (51% Curacao Energy Company, Ltd.; 49% Third party) | Netherlands Antilles |
| Curacao Utilities Company, N.V | Netherlands Antilles |
| Integrated Utility Holdings Company, N.V (33.3% Mirant Curacao Investments, Ltd.; 66.6% Third party) | Netherlands Antilles |
| CEMIG Investments, LLC (51% Mirant International Investments, Inc.; 49% Third party) | Delaware |
| Cayman Energy Traders Cayman Islands (51% CEMIG Investments, LLC; 49% Third party) | Cayman Islands |
| Southern Electric do Brasil Participacoes, Ltda. (90.6% Cayman Energy Traders; 9.4% Third parties) | Brazil |
| SET Associados, S/ A | Brazil |
| Mirant Trinidad Investments, Inc. | Delaware |
| Power Generation Company Trinidad and Tobago Limited (39% Mirant Trinidad Investments, Inc.; 61% Third parties) | Trinidad and Tobago |

MANAGEMENT AND CONTROL

4. Directors and Executive Officers

The following table lists the names and offices held by all directors and executive officers of the Corporation as of April 30, 2003. The mailing address for each of the individuals listed in the following table is:

c/o Mirant Corporation

1155 Perimeter Center West
Suite 100
Atlanta, Georgia

| Name | Office |
|-----------------------|--|
| S. Marce Fuller | Director, President and Chief Executive Officer |
| David J. Lesar | Director |
| Ray M. Robinson | Director |
| A. W. Dahlberg | Director and Chairman of the Board of Directors |
| Stuart E. Eizenstat | Director |
| Robert F. McCullough | Director |
| A. D. Correll | Director |
| James F. McDoland | Director |
| Harvey A. Wagner | Executive Vice President and Chief Financial Officer |
| R. J. Pershing | Executive Vice President |
| Douglas L. Miller | Senior Vice President and General Counsel |
| Edwin H. Adams | Senior Vice President |
| J. William Holden III | Senior Vice President and Treasurer |
| Vance N. Booker | Senior Vice President |
| Roy McAllister | Senior Vice President |
| Frederick D. Kuester | Senior Vice President |
| Dan Streek | Vice President and Controller |

5. Principal Owners of Voting Securities

As of May 30, 2003 no persons owned 10% or more of the voting securities of the Corporation.

UNDERWRITERS

6. Underwriters

(a) Attached hereto as Annex A is a chart containing the name and complete mailing address of each person who within three years prior to the date hereof acted as an underwriter of any securities of the Corporation which are outstanding on the date hereof, and the title of each class of securities underwritten.

(b) No person is acting, or proposed to be acting, as principal underwriter of the New Secured Notes proposed to be offered pursuant to the Indenture.

CAPITAL SECURITIES**7. Capitalization**

(a) As of May 30, 2003

| Title of Class | Amount Authorized | Amount Outstanding |
|---|-------------------|--------------------|
| Common Stock, par value \$0.01 per share | 2,000,000,000 | 405,468,084 |
| Company obligated mandatorily redeemable Preferred securities, \$27.50 liquidation amount | 6,900,000 | 6,900,000 |
| 7.4% Senior Notes due 2004 | \$ 200,000,000 | \$ 200,000,000 |
| 7.9% Senior Notes due 2009 | \$ 500,000,000 | \$ 500,000,000 |
| 5.75% Convertible Senior Notes due 2007 | \$ 370,000,000 | \$ 370,000,000 |
| 2.5% Convertible Senior Debentures, due 2021 | \$ 750,000,000 | \$ 750,000,000 |

(b) Each holder of common stock entitled to vote at any meeting of stockholders shall be entitled to one vote for each share of stock held by such stockholder which has voting power upon the matter in question.

INDENTURE SECURITIES**8. Analysis of Indenture Provisions**

The New Secured Notes will be issued under an indenture (the "Indenture") to be dated as of the consummation of the Exchange Offers and entered into between the Corporation and Wells Fargo Bank N.A. as trustee (the "Trustee"). The following analysis is not a complete description of the Indenture provisions discussed and is qualified in its entirety by reference to the terms of the Indenture, a form of which is attached as Exhibit T3C hereto and incorporated by reference herein. The Corporation has not entered into the Indenture as of the date of this filing, and the terms of the Indenture are subject to change prior to its execution. Capitalized terms used below but not defined herein have the meanings assigned to them in the Indenture.

(a) Events of Default; Withholding of Notice

An Event of Default with respect to the New Secured Notes is defined in the Indenture as being:

- (i) default for 30 days in payment of any interest on the New Secured Notes;
- (ii) default in payment of principal of the New Secured Notes;
- (iii) material default in the performance, or material breach, of any covenant or obligation of the Company or any of its Restricted Subsidiaries in the New Secured Notes Indenture and continuance of such material default or breach for a period of 60 days after written notice is given to the Company by the New Secured Notes Trustee or to the Company and the New Secured Notes Trustee by the Holders of at least 33 1/3% in aggregate principal amount of the New Secured Notes;
- (iv) default in the payment of the principal of any bond, debenture, note or other evidence of indebtedness, in each case for money borrowed, or in the payment of principal under any mortgage, indenture, fiscal agency agreement or instrument under which there may be issued or by which there may be secured or evidenced any indebtedness for money borrowed, of the Company or any of its Restricted Subsidiaries, other than as described in (i) and (ii) above, which default for payment of principal is in an aggregate principal amount exceeding \$50 million (or its equivalent in any other currency or currencies) when such indebtedness becomes due and payable (whether at maturity, upon redemption or acceleration or otherwise), if such default shall continue unremedied or unwaived for more than 10 Business

Days and the time for payment of such amount has not been expressly extended; *provided* that the foregoing clause of this paragraph (iv) shall not apply to secured Indebtedness permitted hereunder that becomes due prior to its stated maturity as a result of the voluntary sale or transfer as permitted hereunder of the property or assets securing such Indebtedness;

- (v) the failure of the Company or any Significant Subsidiary (other than any of the California Entities) generally to pay its debts as they become due, or the admission of such person in writing of its inability to pay its debts generally, or its making a general assignment for the benefit of its creditors, or the taking of any action by the Company or any Significant Subsidiary (other than any of the California Entities) to authorize any of the actions set forth in this subparagraph (v);
- (vi) the institution of any proceeding by or against the Company or any Significant Subsidiary (other than any of the California Entities) seeking to adjudicate it bankrupt or insolvent, or seeking liquidation, winding up, reorganization, arrangement, adjustment, protection, relief or composition (in each case, other than a solvent liquidation, winding up, reorganization, arrangement, adjustment, protection, relief or composition) of it or its debts under any law relating to bankruptcy, insolvency, reorganization, moratorium or relief of debtors, or seeking the entry of an order for relief or appointment of an administrator, receiver, fiscal agent, intervenor or other similar official for it or for any substantial part of its property, or the taking of any action by the Company or any Significant Subsidiary (other than any of the California Entities) to authorize any of the actions set forth in this subparagraph (vi);
- (vii) failure by Mirant or any of its Restricted Subsidiaries (other than any of the California Entities), to pay final and non-appealable judgments aggregating in excess of \$50 million, which are not covered by indemnities or third-party insurance, which judgments are not paid, discharged, vacated or stayed for a period of 60 days;
- (viii) the repudiation by Mirant or any of its Restricted Subsidiaries of any of its obligations under any of the security documents or the unenforceability of any of the security documents against Mirant or any of its Restricted Subsidiaries for any reason if such unenforceability shall be applicable to Collateral having an aggregate fair market value of \$50 million or more;
- (ix) any Security Document or any Lien purported to be granted thereby on assets having a fair market value in excess of \$50 million is held in any judicial proceeding to be unenforceable or invalid, in whole or in part, or ceases for any reason within the control of Mirant or any of its Restricted Subsidiaries (other than pursuant to a release that is delivered or becomes effective as set forth in the New Secured Notes Indenture) to be fully enforceable and perfected; or
- (x) any Security Document shall cease to be in full force and effect (unless terminated in accordance its terms) or shall cease to give the Collateral Agent a valid lien on a material portion of the Collateral, prior to the rights of all third Persons, subject to Permitted Liens.

If an Event of Default with respect to the New Secured Notes shall occur and be continuing, either the New Secured Notes Trustee or the Holders of at least 33 1/3% in aggregate principal amount of the New Secured Notes may declare the principal amount of the New Secured Notes, and any interest accrued thereon, to be due and payable immediately. At any time after such declaration of acceleration has been made, but before a judgment or decree for payment of money has been obtained, if all Events of Default have been cured (other than the nonpayment of principal of the New Secured Notes which has become due solely by reason of such declaration of acceleration) then such declaration of acceleration shall be automatically annulled and rescinded.

No Holder of the New Secured Notes shall have any right to institute any proceeding, judicial or otherwise, with respect to the New Secured Notes Indenture, or for the appointment of a receiver or New Secured Notes Trustee, or for any other remedy thereunder, unless (i) such Holder has previously given written notice to the New Secured Notes Trustee of a continuing Event of Default with respect to the New Secured Notes; (ii) the Holders of not less than 33 1/3% in principal amount of the New Secured Notes shall

have made written request to the New Secured Notes Trustee to institute proceedings in respect of such Event of Default in its own name as New Secured Notes Trustee; (iii) such Holder or Holders have offered the New Secured Notes Trustee indemnity satisfactory to the New Secured Notes Trustee against the costs, expenses and liabilities to be incurred in compliance with such request; (iv) the New Secured Notes Trustee, for 60 days after its receipt of such notice, request and offer of indemnity, has failed to institute any such proceeding; and (v) no direction inconsistent with such written request has been given to the New Secured Notes Trustee during such 60 day period by the Holders of a majority in principal amount of the outstanding New Secured Notes.

(b) Authentication and Delivery of New Secured Notes; Use of Proceeds

As set forth in Section 302 of the Indenture, the Senior Secured Notes to be issued under the Indenture may from time to time be executed on behalf of the Corporation by its Chairman of the Board, its President or one of its Vice Presidents and delivered to the Indenture Trustee for authentication and delivery in accordance with the Indenture. Each Senior Secured Note shall be dated the date of its delivery, and no Senior Secured Note shall be valid unless it bears a certificate of authentication, as provided in the Indenture, executed by the Trustee by manual signature of an authorized officer, and such certificate shall be conclusive evidence that such Senior Secured Note has been duly authenticated and delivered under the Indenture.

Because the New Secured Notes are being issued in exchange for the Exchange Offer Securities, there will be no proceeds from the issuance of the New Secured Notes.

(c) Release and Substitution of Property Subject to the Lien of the Indenture

To secure the due and punctual payment of the obligations of the Company under this Indenture and the Senior Secured Notes of any series, the Company and the Trustee may enter into such collateral documents as may be specified in the terms of the particular series of Senior Secured Notes established as contemplated by Section 301 of the Indenture, to create the security interests and related matters referred to therein (the Collateral Documents).

Collateral may be released from the security interest created by the applicable Collateral Documents at any time or from time to time, and the applicable Collateral Documents may be terminated, in accordance with the provisions of the applicable Collateral Documents. The release of any collateral from the terms of the Indenture and of the applicable Collateral Documents or the release of, in whole or in part, the liens created by the applicable Collateral Documents, or the termination of the applicable Collateral Documents, will not be deemed to impair the lien on the collateral in contravention of the provisions of the Indenture if and to the extent the collateral or liens are released, or the applicable Collateral Documents are terminated, pursuant to the applicable Collateral Documents. To the extent applicable, the Corporation and each obligor on any series of New Secured Notes shall cause Section 314(d) of the Trust Indenture Act relating to the release of property or securities from the lien related to the Indenture and of the applicable Collateral Documents to be complied with. Any certificate or opinion required by 314(d) of the Trust Indenture Act may be made by an officer of the Corporation, except in cases which 314(d) of the Trust Indenture Act requires that such certificate or opinion be made by an independent person.

(d) Satisfaction and Discharge of the Indenture

The Corporation, at its option, (a) will be discharged from any and all obligations in respect of the New Secured Notes (except in each case for the obligations to register the transfer or exchange of such New Secured Notes, replace stolen, lost or mutilated New Secured Notes, maintain paying agencies and hold moneys for payment in trust) or (b) need not comply with certain covenants of the Indenture with respect to the New Secured Notes in each case, if the Corporation irrevocably deposits with the Trustee, in trust, (i) money or (ii) (A) U.S. Government Obligations which through the payment of interest and principal in respect thereof in accordance with their terms will provide money in an amount, or (B) a combination thereof, in each case sufficient to pay and discharge the principal and interest on the outstanding New Secured Notes on the dates such payments are due in accordance with the terms of such New Secured Notes (or if the Corporation has designated a redemption date pursuant to the final sentence of this paragraph, to and including the redemption date so designated by the Corporation), and no Event of Default or event which with

notice or lapse of time would become an Event of Default (including by reason of such deposit) with respect to the New Secured Notes shall have occurred and be continuing on the date of such deposit. To exercise any such option, the Corporation is required to deliver to the Trustee (x) an opinion of counsel (who may be counsel to the Corporation) to the effect that the Holders will not recognize income, gain or loss for federal income tax purposes as a result of such deposit, defeasance and discharge, which in the case of (a) must be based on a change in law or a ruling by the U.S. Internal Revenue Service, and (y) an Officers Certificate as to compliance with all conditions precedent provided for in the Indenture relating to the satisfaction and discharge of the New Secured Notes. If the Corporation shall wish to deposit or cause to be deposited money or U.S. Government Obligations to pay or discharge the principal of and interest, if any, on the outstanding New Secured Notes to and including the Redemption Date on which all of the outstanding New Secured Notes are to be redeemed, such Redemption Date shall be irrevocably designated by a Board Resolution delivered to the Trustee on or prior to the date of deposit of such money or U.S. Government Obligations, and such Board Resolution shall be accompanied by an irrevocable Company Request that the Trustee give notice of such redemption in the name and at the expense of the Corporation not less than 15 nor more than 30 days prior to such Redemption Date in accordance with the Indenture.

(e) Evidence Required to be Furnished by the Corporation to the Trustee as to Compliance with the Conditions and Covenants Provided for in the Indenture.

The Corporation shall comply with Section 314(a)(4) of the Trust Indenture Act without regard to any period of grace or requirement of notice and, if so, specifying each such default of which such signer has knowledge and the nature thereof.

9. Other Obligors

None.

Content of Application for Qualification. This application for qualification comprises:

(a) Pages number 1 to 16 consecutively.

(b) The statement of eligibility and qualification on Form T-1 of Wells Fargo Bank N.A., as Trustee under the Indenture to be qualified (included as Exhibit 25.1 of the Corporation's Form T-3 dated June 2, 2003 and incorporated by reference herein).

(c) The following exhibits in addition to those filed as part of the statement of eligibility and qualification of each trustee.

List of Exhibits

| | |
|--------------|--|
| Exhibit T3A | Certificate of Incorporation of Mirant Corporation (filed as Exhibit 3.1 of the Corporation's Annual Report on Form 10-K for the fiscal year ended December 31, 2002 and incorporated by reference herein) |
| Exhibit T3B | Bylaws of Mirant Corporation (filed as Exhibit 3.2 of the Corporation's Annual Report on Form 10-K for the fiscal year ended December 31, 2002 and incorporated by reference herein) |
| Exhibit T3C | Form of Indenture between Mirant Corporation and Wells Fargo Corporate Trust, as Trustee (filed herewith). |
| Exhibit T3D | Not Applicable |
| Exhibit T3E | Second Amended Offering Circular (filed as Exhibit (a)(1)(A) of the Corporation's Schedule TO dated June 30, 2003 and incorporated by reference herein) |
| Exhibit T3F | A cross reference sheet showing the location in the Indenture of the provisions inserted therein pursuant to Section 310 through 318(a), inclusive, of the Trust Indenture Act (included as part of Exhibit T3C herewith). |
| Exhibit 25.1 | Form T-1 qualifying Wells Fargo Bank, N.A. as Trustee under the Indenture to be qualified (filed as Exhibit 25.1 of the Corporation's Form T-3 dated June 2, 2003 and incorporated by reference herein). |

SIGNATURE

Pursuant to the requirements of the Trust Indenture Act of 1939, the applicant, Mirant Corporation, a corporation organized and existing under the laws of the State of Delaware, has duly caused this application to be signed on its behalf by the undersigned, thereunto duly authorized, and its seal to be hereunto affixed and attested, all in the City of Atlanta, and State of Georgia, on the 30th day of June, 2003.

(Seal)

MIRANT CORPORATION

By: /s/ J. WILLIAM HOLDEN III

Name: J. William Holden III

Title: Senior Vice President and Treasurer

Attest:

By: /s/ ELIZABETH B. CHANDLER

Name: Elizabeth B. Chandler

Title: Vice President and Corporate Secretary

Schedule of Underwriters for Securities of the Corporation

within the Previous Three Years

A. MIRANT CORPORATION

| Securities | Underwriters |
|---|---|
| 1. 60,000,000 Shares of Common Stock, dated as of July 31, 2001. | Credit Suisse First Boston Corporation Eleven Madison Avenue New York, NY 10010 |
| 2. 2.5% Convertible Senior Debentures due 2021, dated as of May 31, 2001. | Salomon Smith Barney, Inc. 388 Greenwich Street New York, New York 10003 |
| 3. 5.75% Convertible Senior Notes due 2007, dated as of July 8, 2002. | Banc of America Securities LLC 600 Montgomery Street San Francisco, California; |
| | Credit Suisse First Boston Corporation Eleven Madison Avenue New York, NY 10010; |
| | Salomon Smith Barney, Inc. 388 Greenwich Street New York, New York 10003; |
| | Commerzbank Capital Markets Corp. Two World Financial Center New York, NY 10281-1050; |
| | Dresdner Kleinwort Wasserstein Securities LLC 75 Wall Street New York, NY 10005; |
| | Westdeutsche Landesbank Girozentrale, London Branch 1211 Avenue of the Americas New York, NY 10036 |

Securities

4. 6,000,000 Preferred Securities 6 1/4% Convertible Trust Preferred Securities, Series A, dated as of October 2, 2000.

Underwriters

Goldman, Sachs & Co.

85 Broad Street
New York, NY 10004;

Morgan Stanley & Co. Incorporated

1585 Broadway
New York, NY 10036;

UBS Warburg LLC

677 Washington Boulevard
Stamford, CT 06901;

ABN AMRO Incorporated

55 East 52 Street
New York, NY 10055;

Donaldson, Lufkin & Jenrette Securities Corporation

11 Madison Avenue
New York, New York 10010;

Merrill Lynch, Pierre, Fenner & Smith Incorporated

4 World Financial Center
250 Vesey Street
New York, NY 10080

Securities

5. 58,000,000 Shares of Common Stock, dated as of October 2, 2000.

Underwriters

Goldman, Sachs & Co.

85 Broad Street
New York, NY 10004;

Morgan Stanley & Co. Incorporated

1585 Broadway
New York, NY 10036;

Banc of America Securities LLC

600 Montgomery Street
San Francisco, California;

Credit Suisse First Boston Corporation

Eleven Madison Avenue
New York, NY 10010;
JP Morgan Securities Inc.;

Lehman Brothers Inc.

399 Park Avenue
New York, NY 10022;

Salomon Smith Barney, Inc.

388 Greenwich Street
New York, New York 10003;

ABN AMRO Incorporated

55 East 52 Street
New York, NY 10055;

Blaylock & Partners, L.P.

399 Park Avenue, 15th Floor
New York, New York 10022;

J.P. Morgan Chase & Co.

270 Park Avenue
New York, NY 10017

Commerzbank Aktiengesellschaft

Two World Financial Center
New York, NY 10281-1050;

The Williams Capital Group, L.P.

650 Fifth Avenue, 10th Floor
New York, NY 10019