

UNITED STATES SECURITIES AND EXCHANGE COMMISSION
WASHINGTON, D.C. 20549

FORM 10-K

☒ ANNUAL REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE
SECURITIES EXCHANGE ACT OF 1934

FOR THE FISCAL YEAR ENDED DECEMBER 31, 2002

OR

☐ TRANSITION REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE
SECURITIES EXCHANGE ACT OF 1934

FOR THE TRANSITION PERIOD FROM TO

MIRANT CORPORATION
(Exact name of registrant as specified in its charter)

DELAWARE 001-16107 58-2056305
(State or other jurisdiction of (Commission File Number) (I.R.S. Employer
Incorporation or Organization) Identification No.)

1155 PERIMETER CENTER WEST, SUITE 100, 30338
ATLANTA, GEORGIA (Zip Code)
(Address of Principal Executive Offices)

(678) 579-5000 WWW.MIRANT.COM
(Registrant's Telephone Number, Including Area Web Page
Code)

SECURITIES REGISTERED PURSUANT TO SECTION 12(B) OF THE ACT:

TITLE OF
EACH CLASS
NAME OF
EACH
EXCHANGE
ON WHICH
REGISTERED

- Common
Stock, par
value
\$0.01 per
share New
York Stock
Exchange
Company
obligated
mandatorily
redeemable
New York
Stock
Exchange
Preferred
securities,
\$27.50
liquidation
amount

SECURITIES REGISTERED PURSUANT TO SECTION 12(G) OF THE ACT:

NONE

Indicate by check mark whether the registrant (1) has filed all reports
required to be filed by Section 13 or 15(d) of the Securities Exchange Act of
1934 during the preceding 12 months (or for such shorter period that the
registrant was required to file such reports), and (2) has been subject to such
filing requirements for the past 90 days. Yes ☒ No ☐

Indicate by check mark if disclosure of delinquent filers pursuant to Item
405 of Regulation S-K is not contained herein, and will not be contained, to the
best of the registrants' knowledge, in definitive proxy or information
statements incorporated by reference in Part III of this Form 10-K or any
amendment to this Form 10-K. ☒

Indicate by check mark whether the registrant is an accelerated filer (as defined by Rule 12b-2 of the Act). Yes ☒ No ☐

Aggregate market value of voting stock held by non-affiliates of the registrant was approximately \$2,934,000,000 on June 28, 2002 (based on \$7.30 per share, the closing price in the daily composite list for transactions on the New York Stock Exchange for that day).

Aggregate market value of voting stock held by non-affiliates of the registrant was approximately \$1,256,602 on April 28, 2003, (based on \$3.11 per share, the closing price in the daily composite list for transactions on the New York Stock Exchange for that day). As of April 28, 2003, there were 404,052,225 shares of the registrant's Common Stock, \$0.01 par value per share outstanding.

DOCUMENTS INCORPORATED BY REFERENCE

The information required by Part III of this Report, to the extent not set forth herein, is incorporated by reference from the Registrant's definitive proxy statement relating to the annual meeting of shareholders to be held in 2003, which statement shall be filed with the Securities and Exchange Commission within 120 days after the end of the fiscal year to which this Report relates.

- - - - -
- - - - -

TABLE OF CONTENTS

PAGE ---- PART I Item 1.

Business.....	3	Item 2.	
Properties.....	18	Item 3. Legal	
Proceedings.....	19	Item 4. Submission of Matters to a Vote of Security	
Holders.....	31	Item 4A. Executive Officers of Mirant	
Corporation.....	31	PART II Item 5. Market	
for Registrant's Common Equity and Related Stockholder			
Matters.....	34	Item 6.	
Selected Financial			
Data.....	34	Item 7.	
Management's Discussion and Analysis of Financial Condition			
and Results of			
Operations.....	36	Item 7A.	
Quantitative and Qualitative Disclosures About Market			
Risk.....	66	Item 8. Financial Statements and Supplementary	
Data.....	71	Item 9. Changes In and	
Disagreements with Accountants on Accounting and Financial			
Disclosure.....	71	PART III	
Item 10. Directors and Executive Officers of the			
Registrant.....	71	Item 11. Executive	
Compensation.....	71	Item	
12. Security Ownership of Certain Beneficial Owners and			
Management.....	71	Item 13. Certain Relationships and Related	
Transactions.....	71	Item 14. Controls and	
Procedures.....	71	PART IV	
Item 15. Exhibits, Financial Statement Schedules and			
Reports on Form 8-			
K.....	73		

DEFINITIONS

TERM MEANING - ----

Brazos.....	Brazos Electric Power Cooperative
Btu.....	British thermal unit
IRS.....	Internal Revenue Service
MMBtu.....	Million British thermal unit
MW.....	Megawatts
MWh.....	Megawatt-hour
Generation.....	Mirant Americas
Americas Generation, LLC	Mirant
California.....	Mirant California, LLC
Mirant California, LLC	Mirant Mid-
Atlantic.....	Mirant
Mid-Atlantic, LLC	Mirant New
England.....	Mirant
New England, Inc.	Mirant New
York.....	Mirant
New York, Inc. and Mirant	New York
Investments, Inc., collectively	Mirant
Texas.....	Mirant
Mirant Texas Management, Inc. and	Mirant
Texas Investments, Inc., collectively	Mirant
Wichita Falls.....	Mirant
Mirant Wichita Falls, LP	Mirant
Wisconsin.....	Mirant
Mirant Wisconsin Investments, Inc.	Mirant
Zeeland.....	Mirant
Mirant Zeeland, LLC	
Perryville.....	Perryville Energy Partners, LLC
TransCanada.....	TransCanada PipeLines Limited

PART I

ITEM 1. BUSINESS

OVERVIEW

We are an international energy company, incorporated in Delaware on April 20, 1993, that produces and sells electricity in the United States, the Philippines and the Caribbean. As of December 31, 2002, we owned or controlled through operating agreements more than 21,800 MW of electric generating capacity around the world, of which more than 18,000 MW was located in the United States. We expect to complete construction of approximately 990 MW of generating capacity by December 2003. In North America, we also have rights to approximately 3.1 billion cubic feet per day of natural gas production, more than 2.1 billion cubic feet per day of natural gas transportation and almost 13.4 billion cubic feet of natural gas storage as of December 31, 2002.

In addition, in North America we use derivative financial instruments primarily to hedge and optimize our generating assets, and we also take proprietary commodity positions. In the Philippines, most of our generation output is sold under long-term contracts. Our operations in the Caribbean include fully integrated electric utilities, which generate power sold to residential, commercial and industrial customers.

We manage our business through two principal operating segments. Our North America segment consists of generation capacity and commodity trading operations managed as a combined business and our International segment includes generation businesses in the Philippines, Curacao and Trinidad and integrated utilities in the Bahamas and Jamaica. In 2002, we closed our European trading operations and sold our distribution and generation assets in Europe and Asia. Prior to the sale of these assets, they are reflected in the International segment. The other reportable business segment is Corporate.

We have incurred substantial indebtedness on a consolidated basis to finance our business. As of December 31, 2002, our total consolidated indebtedness was \$8.9 billion (approximately \$4.4 billion of which was recourse to Mirant Corporation). We are working on a restructuring plan pursuant to which we will ask certain of our creditors to defer repayments of principal. We refer you to the discussions of certain risks relating to our restructuring in "Management's Discussion and Analysis of Financial Condition and Results of Operations," "Factors That Could Affect Future Performance" and the notes to our consolidated financial statements.

The annual, quarterly, and current reports, and any amendments to those reports, that we file with or furnish to the SEC are available free of charge on our website at www.mirant.com as soon as reasonably practicable after they are electronically filed with or furnished to the SEC. Information contained in our website is not incorporated into this Form 10-K.

As used in this report, "we," "us," "our," the "Company" and "Mirant" refer to Mirant Corporation and its subsidiaries, unless the context requires otherwise.

THE MARKETS

The power industry is one of the largest industries in the United States and has influence on practically every aspect of our economy, with an estimated market of approximately \$250 billion of electricity sales in 2002, according to the Energy Information Administration. Historically, the power generation industry has been characterized by electric utility monopolies selling to a franchised customer base. In response to increasing customer demand for access to low-cost electricity and enhanced services, new regulatory initiatives have been adopted to increase wholesale competition in the power industry. For the past decade, the power industry has been deregulated at the wholesale level, allowing generators to sell directly to load serving entities.

Cambridge Energy Research Associates estimates that over the past five years competitive generation grew from almost nothing to 40% of total generation in the United States. This rapid growth in competitive generation, coupled with economic slowdown and regional market uncertainty in certain

regions, has contributed to the fall of wholesale power prices and the rise of reserve margins over the majority of the country. The North American Electric Reliability Council ("NERC") estimates summer regional reserve margins in excess of 20% for most regions. In response to these indications, companies have made large-scale cancellations of power projects across the country. According to NERC, over 47,000 MW of proposed additions are expected to be cancelled from 2002 to 2004.

In addition to increased reserve margins and cancelled power projects, the industry has experienced a great deal of turmoil associated with the exit of prominent energy traders, corporate scandals and uncertainty in the sanctity of contracts. Combined with an economic slowdown and a decline in wholesale power prices, these factors have contributed to a loss of confidence in the competitive power industry.

STRATEGY

Mirant owns and operates power generation plants in the United States, the Philippines and the Caribbean. As of March 31, 2003, in the Philippines and the Caribbean, Mirant owned approximately 3,277 MW in generation plants whose output is sold on a long-term basis through contracts or through franchise businesses. In the United States, Mirant owned or controlled through operating agreements approximately 17,717 MW of generation capacity, of which the majority is located in the proximity of major metropolitan areas in the Northeast, Mid-Atlantic region and California. Over 35% of Mirant's existing United States generating capacity has dual-fuel capabilities, giving Mirant added flexibility from its portfolio. We optimize our North American assets through an integrated risk management platform which dispatches the units, purchases fuels and sells the electricity generated to consumers either in the wholesale market or through long-term contracts. We use the flexibility of our generating units to maximize the benefit to our customers and us.

Due to recent industry events, we have adopted near-term strategic objectives that will guide our activities until market fundamentals improve. These include:

- Successfully complete the restructuring of our debt;
- Reduce uncertainty associated with our business in California;
- Focus on core markets internationally and in North America;
- Enhance our liquidity position through asset divestitures and reductions in posted collateral;
- Reduce capital expenditures;
- Continue to lower overhead cost; and
- Realize operating efficiency in our United States generation portfolio.

We view our power generation and risk management as an integrated business. In this respect, we closely coordinate the dispatch of our power plants, the purchase of fuels and the sale of electricity between our generating plants and our risk management unit. We use our risk management organization to manage price and volume risk associated with selling power and purchasing fuels in the markets in which we operate. Although we continue to see decreasing liquidity in the energy markets on a longer-term basis, we still see liquidity on a short-term basis to adequately manage our business.

COMPETITION

As an international competitive energy company, we face competition both in the United States and in international markets. In the power generation markets, we compete in the development and operation of energy-producing projects, and our competitors in this business include various utilities, industrial companies and independent power producers (including affiliates of utilities).

The following summarizes our competitive position in our key markets:

- North America: We were ranked as the tenth and fifth-largest competitive power company in net equity ownership of generation capacity in July 2002 and July 2001, respectively, according to the

Platts "Global Power Report." As of March 31, 2003, we owned or controlled through operating agreements 17,717 MW of capacity in the United States, of which approximately 12,000 MW of generating capacity is located in close proximity to major metropolitan areas. Our generation units consume a variety of fuels, and we have the flexibility to consume multiple types of fuels in over 35% of our United States generating plants.

- Philippines: As of March 31, 2003, we had a net ownership interest in approximately 2,263 MW of generation capacity in the Philippines, and we are the largest private producer of electricity in that country. In general, our coal-fired and gas-fired plants in the Philippines are among the lowest operating cost plants in their market.
- The Caribbean: We have ownership interests in electric utilities, power plants and transmission facilities in the Caribbean, which are located in the Bahamas, Trinidad and Tobago, Jamaica and Curacao. Our generation investments in Trinidad and Curacao (Curacao Utilities Company) have long-term power purchase agreements and our investments in the Bahamas, Jamaica and Curacao (Aqualectra) are franchise utilities with exclusive rights to serve their respective customer bases.

Because each company may employ widely differing strategies in their fuel supply and power sales contracts with regard to pricing, terms and conditions, it can be difficult for us to assess our position versus the position of existing power providers and new entrants. Additionally, many states and countries are considering or implementing different types of regulatory and privatization initiatives that are aimed, in some instances, at increasing and, in other instances, decreasing competition in the power industry. Increased competition that has resulted from some of these initiatives has already contributed to a reduction in electricity prices and put pressure on electric utilities to lower their costs, including the cost of purchased electricity.

In general, we believe that our regional generating presence combined with our risk management expertise will allow us to remain competitive during volatile or otherwise adverse market circumstances. Over the past year, we have modified our business strategy, limiting our business to our current North America, Philippines and Caribbean operations. This includes the sale of our investments in China, Europe, South America and Guam, the closure of our trading operations in Europe and the reduction of physical gas volumes in North America. However, our focus on optimizing our generation portfolio through our integrated business in the United States remains central to our strategy.

BUSINESS SEGMENTS

For selected financial information about our business Segments and information about geographic areas, see Note 20 to our consolidated financial statements. See "Item 2 Properties" for a complete asset list.

NORTH AMERICA

Through various subsidiaries, we own or control under operating agreements power generation assets and natural gas pipeline capacity in the United States and Canada, which we seek to optimize by our commodity trading operations.

In the United States, as of December 31, 2002, we own, lease or control, through contracts, over 18,000 MW of generation capacity in the major markets we have strategically targeted. In the United States and Canada, we also controlled access, through contracts, to approximately 3.1 billion cubic feet per day of natural gas production, more than 2.1 billion cubic feet per day of natural gas transportation and almost 13.4 billion cubic feet of natural gas storage as of December 31, 2002. Our commodity trading subsidiaries, Mirant Americas Energy Marketing, L. P. ("Mirant Americas Energy Marketing") and Mirant Canada Energy Marketing, Ltd. ("Mirant Canada Energy Marketing"), operate 24-hours a day and Mirant Americas Energy Marketing is one of the leading electricity and gas marketers in the United States markets. Our commodity trading operations trade energy and energy-linked commodities, consisting primarily of electricity, gas, coal and oil. In 2002, we produced 73 million megawatt-hours of electricity,

sold 312 million megawatt-hours of electricity and sold or marketed an aggregate average of 21 billion cubic feet per day of natural gas.

In 2002, we completed construction of over 1,700 MW of additional generation capacity. In addition, during 2002 we sold or announced sales of approximately 900 MW of generation capacity related to operations in non-strategic markets and sold Mirant Americas Production Company, which held the assets and operations we acquired from Castex LaTerre, Inc. ("Castex") in 2001. In March 2003, we completed the sale of Mirant Americas Energy Capital, LP ("Mirant Americas Energy Capital"), which provided secured financing to independent oil and gas producers for the purpose of developing, acquiring and producing oil and gas properties in North America in exchange for the rights to market those commodities.

We attempt to create value by integrating commodity trading with our asset management skills. This strategy combines our risk management and energy marketing expertise with the generation capacity we control and our access to natural gas to maximize opportunities existing in the power and natural gas markets. This integration of our strategically located generation capacity, our access to natural gas and our commodity trading operations allows us to capitalize on arbitrage opportunities across energy products, between regions and over time.

We believe our operations provide national market access and intelligence, and commodity trading opportunities, as well as logistics expertise in power and various types of fuels used to generate electricity. This, coupled with our reliable power supply, gives us a wide range of opportunities to create value through structured contracts for power and natural gas as well as the ability to capitalize on market volatility. Our current development plan, in light of the current environment in our industry, is to complete the construction of approximately 925 MW related to existing projects scheduled to begin commercial operation in 2003 and to postpone or cancel projects scheduled for completion beyond 2003. See "Item 2 Properties" for a list of the projects under development.

INTERNATIONAL

Through various subsidiaries, we own or control under operating agreements various generation, transmission and distribution operations in the Philippines and the Caribbean. During 2002, as part of our restructuring, we completed the sale of our international investments in Germany, the United Kingdom, China, Brazil, Australia and Korea. In 2002, we also closed our European trading operations. For 2002, in our International segment, we added approximately 445 MW of additional generation capacity to our portfolio through construction and acquisition. A complete list of our international properties is contained in "Item 2 Properties."

ASIA-PACIFIC

Philippines

We had a net ownership interest in eight plants in the Philippines with approximately 2,422 MW of generating capacity as of December 31, 2002. We sell electricity from our plants through long-term energy conversion agreements with the government-owned National Power Corporation ("NPC") for the majority of our available capacity. Under the energy conversion agreements, we accept fuel from NPC and convert that fuel to electricity. In addition to our energy conversion agreements, we have joint marketing agreements with NPC for the 218 MW and 35 MW of excess capacity from our Sual and Pagbilao plants, respectively. Currently, electricity from the excess Sual capacity is provided to select markets such as economic zones, industries and private electric distribution companies and cooperatives.

Under the energy conversion agreements, we receive both fixed capacity fees and variable energy fees. The energy conversion agreements are executed under the government's build-operate-transfer program. At the end of the term of each energy conversion agreement, the associated plant is required to be transferred to NPC, free from any lien or payment of compensation. The agreements end in October 2024 for Sual and August 2025 for Pagbilao. NPC acts as both the fuel supplier and the energy off-taker under the

energy conversion agreements. NPC procures all of the fuel necessary for each plant, at no cost to Mirant's subsidiaries and has accepted substantially all fuel risks and fuel related obligations other than each plant's actual fuel burning efficiency. Over 90% of the revenues are expected to come from fixed capacity charges that are paid without regard to the dispatch level of the plant. Nearly all of the capacity fees are denominated in United States dollars. The energy fees have both United States dollar and Philippine Peso components that are both indexed to inflation.

The energy conversion agreements contain a provision under which NPC bears most of the financial risks for both political force majeure and change of law. The majority of NPC's obligations under the energy conversion agreements are guaranteed by the full faith and credit of the Philippine government.

The majority of the projects in the Philippines have been granted preferred or pioneer status that, among other things, have qualified them for income tax abatements of three to six years. The abatement for the Pagbilao plant expired in 2002, and the abatement for the Sual plant expires in October 2005.

Deregulation and Privatization

In June 2001, the Philippine Congress approved and passed into law the Electric Power Industry Reform Act ("EPIRA"), providing the mandate and the framework to introduce competition in the Philippine electricity market. Within three years from its effectiveness, competition in the retail supply of electricity and open access to the transmission and distribution systems is planned. Prior thereto, concerned government agencies are required to establish a wholesale electricity spot market, ensure the unbundling of transmission and distribution wheeling rates and remove existing cross-subsidies provided by industrial and commercial users to residential customers. As of March 2003, most of these changes have started but are considerably behind the schedule set by the Department of Energy.

A significant component of this legislation is the mandate to privatize the assets of NPC, including its generation and transmission assets, as well as contracts with the Independent Power Producers ("IPP"). Under the EPIRA, NPC's generation assets will be sold through transparent, competitive public bidding, while all transmission assets will be transferred to the Transmission Company ("TRANSCO") -- initially a government-owned entity that will eventually be privatized.

The EPIRA also mandates the creation of the Power Sector Assets and Liabilities Management Corporation ("PSALM"), which is to accept transfer of all assets and assume all outstanding obligations of NPC, including its obligations to the IPP. One of PSALM's responsibilities is to manage these IPP contracts after NPC's privatization. PSALM is also responsible for privatizing at least 70% of all the transferred generating assets and IPP contracts no later than three years from the effective date of the law. Consistent with the announced policy of the government, the law contemplates continued payments of NPC's obligations under its energy conversion agreements. The energy conversion agreements of Mirant Asia-Pacific Ventures, Inc. ("Mirant Asia-Pacific") are not involuntarily assignable. Mirant Asia-Pacific is in continuing discussions with NPC and PSALM on a proposal to add PSALM as an additional obligor under our existing IPP contracts.

Additionally, the Republic of the Philippines issued performance undertakings (the "Undertakings") to guarantee the performance of NPC's obligations under our energy conversion agreements. The EPIRA does not expressly repeal the Undertakings but the ultimate effect of the privatization efforts on our operations, our contracts or the Undertakings cannot now be absolutely determined.

The deregulation of the Philippine electricity industry and the privatization of NPC have been long anticipated, and the reform law is not expected to have a material impact on the existing assets and operations of Mirant Asia-Pacific.

Philippines IPP Review

Pursuant to the Electric Power Industry Reform Act of 2001, a governmental inter-agency committee reviewed IPP contracts and reported that some contracts had legal or financial issues requiring further review or action. These included several of Mirant's contracts. Subsequently, Mirant Philippines, the

PSALM, the Department of Energy, and the Department of Justice entered into a letter agreement establishing a general framework ("Framework Agreement") for resolving all outstanding issues raised by the committee about Mirant's IPP contracts. The key terms of the new agreements are: Pagbilao will no longer nominate capacity beyond the plant's nominal capacity; Pagbilao will agree to settle certain issues on interpretation of its ECA relating to penalties resulting from forced outages and waive past claims relating thereto; the ECA for Navotas II will be terminated and Mirant will acquire rights to the Navotas II plant in return for a net payment of approximately \$6 million; Mirant will be free to sell Navotas II and excess Pagbilao energy output in the open market; and Sual and Pagbilao will waive their claims to be reimbursed for local business taxes. Any issue with respect to Ilijan is outside the terms of the Framework Agreement.

In March 2003, the conditions precedent for the Sual and Pagbilao components of the Framework Agreement were satisfied and the implementing agreements relating to both became effective. Navotas I was taken out of the coverage of the Framework Agreement as the "cooperation period" had ended, while the period for meeting the conditions precedent for Navotas II was extended to May 12, 2003. The benefits to Mirant are confirmation that the original contracts for Sual and Pagbilao remain intact and will be reaffirmed; no resultant material net income impact; reduction in potential penalty payments due to outages at Pagbilao; acquisition of ownership rights of Navotas II plant; and facilitation of further energy sales from Sual, Pagbilao and Navotas II.

Clean Air Act

In July 1999, the Philippines enacted legislation, Republic Act No. 8749, otherwise known as the Philippine Clean Air Act of 1999 (the "Clean Air Act"), which applies to stationary emission sources and other operating plants. The Department of Environment and Natural Resources has promulgated Administrative Order No. 2000-81, the Act's Implementing Rules and Regulations ("IRRs"), which took effect on November 25, 2000 and are in the process of being implemented. Provisions of the Clean Air Act affect the compliance of operating plants and their ability to serve as base load capacity for the grid. However, the IRRs provided regulatory flexibility for existing stationary sources which have difficulty complying with the requirements of the Clean Air Act to achieve full compliance by July 2004.

The provisions of the Clean Air Act and past practice of the Department of Environment and Natural Resources suggest potential for increasingly stringent standards in emissions from all sources to maintain and/or improve the air quality. This may require additional controls or equipment on some of Mirant Asia-Pacific's plants in order to comply with the emission reduction goals and targets set forth in the Clean Air Act.

We believe that the Sual plant and the Ilijan plant can comply with the current requirements of the Clean Air Act and the IRRs. Some additional pollution controls or other expenditures may be required for the Pagbilao, Mindoro and Bulacan plants to comply with the IRRs. We do not expect these expenditures to be material. We believe that the Navotas II plant will not be affected significantly by the Clean Air Act and the IRRs. Mirant Asia-Pacific has been closely following the development of the IRRs and is making contingency plans, which are capable of meeting the standards under the IRRs within the timeframe of the implementation of the IRRs.

Guam

Mirant Guam (Tanguisson) Corp. operates the 50 MW Tanguisson power plant in Guam, a territory of the United States. The Tanguisson power plant sells power to the Guam Power Authority under a 20-year energy conversion agreement, which ends in 2017. In April 2003, Mirant completed the sale of its Tanguisson power plant for \$16 million.

CARIBBEAN

Grand Bahama Power Company ("Grand Bahama Power")

We own a 55.4% interest in Grand Bahama Power, an integrated utility that generates, transmits, distributes and sells electricity on Grand Bahama Island. Grand Bahama Power operates generation facilities and has the exclusive right and obligation to supply electric power to the residential, commercial and industrial customers on Grand Bahama Island. Grand Bahama Power's rates are approved by the Grand Bahama Port Authority.

The Power Generation Company of Trinidad and Tobago ("PowerGen")

We own a 39% interest in PowerGen, a power generation company that owns and operates three plants located on the island of Trinidad. The electricity produced by PowerGen is provided to the Trinidad and Tobago Electricity Commission, the state-owned transmission and distribution monopoly, which serves nearly 300,000 customers on the islands of Trinidad and Tobago and which holds a 51% interest in PowerGen. PowerGen has a power purchase agreement for approximately 820 MW of capacity and spinning reserve with the Trinidad and Tobago Electricity Commission, which expires in 2009 and is unconditionally guaranteed by the government of Trinidad and Tobago. The fuel is provided by the Trinidad and Tobago Electricity Commission.

Jamaica Public Service Company Limited ("JPSCo")

We own an 80% interest in JPSCo, a fully integrated electric utility on the island of Jamaica. JPSCo operates under a 20-year All-Island Electric License that expires in 2021 and is subject to monitoring and rate regulation by the Office of Utilities Regulation. JPSCo operates generation facilities and supplies energy to approximately 517,000 residential, commercial and industrial customers in Jamaica. The Company is regulated under a rate of return model at present with annual adjustments for inflation and foreign exchange movements. Starting with the next rate case in 2004, JPSCo will be regulated under a price cap model with rate cases held every five years.

Curacao Utilities Company ("CUC")

We own a 25.5% interest in the CUC project under construction at the Isla Refinery in Curacao, Netherlands Antilles. The 134 MW facility will provide electricity, steam, desalinated water and compressed air to the refinery, and up to 50 MW of electricity to the Curacao national grid. The facility is expected to be completed in the second quarter of 2003. We will operate and manage the facility through our wholly owned subsidiary, Curacao Utility Operating Company.

Aqualectra

We own a \$40 million 16.75% convertible preferred equity interest in Aqualectra, an integrated water and electric company in Curacao, Netherlands Antilles. Aqualectra has electric generating capacity of 235 MW and drinking water production capability of 69,000 cubic meters per day. Aqualectra serves approximately 60,000 electricity customers and 62,000 water customers. Aqualectra has a call option and Mirant has a put option related to this investment. The options are exercisable by the earlier of three years from December 2001 or privatization and expire three years after this trigger date. Mirant can convert its preference shares to common shares during the vesting period.

REGULATORY ENVIRONMENT

INTERNATIONAL REGULATION

Our international operations are subject to regulation by various foreign governments and regulatory authorities. The laws and regulations that apply to each of our international projects are more fully discussed under the description of the particular project listed above.

The United States electric industry is subject to comprehensive regulation at the federal and state levels. Under the Federal Power Act ("FPA"), the Federal Energy Regulatory Commission ("FERC") has the exclusive jurisdiction over sales of electricity at wholesale and the transmission of electricity in interstate commerce. Except for those subsidiaries that either own a qualifying facility or that own generation or sell electricity wholly within the Electric Reliability Council of Texas ("ERCOT"), Mirant's subsidiaries that own generating facilities or sell electricity at wholesale in the United States are public utilities subject to the FERC's jurisdiction under the FPA and must file rates with the FERC applicable to their wholesale sales. The FERC has accepted for filing tariffs for the sale of energy and capacity at wholesale based on market-based rates for each of those Mirant subsidiaries. Some Mirant subsidiaries have also received authority from the FERC under the FPA to sell ancillary services at market-based rates. The majority of the output of our generation facilities in the United States is sold at market prices under market-rate authority granted by the FERC. Certain of our facilities, however, are subject to reliability- must-run ("RMR") agreements that under some circumstances dictate the price at which electricity is sold from such facilities. Our subsidiaries that are public utilities under the Federal Power Act are also subject to regulation by the FERC relating to accounting and reporting requirements, as well as oversight of mergers and acquisitions, securities issuances and dispositions of facilities.

In granting authority to Mirant's subsidiaries to sell electricity at wholesale at market-based rates, the FERC has reserved the right to revoke or limit that market-based rate authority if the FERC subsequently determines that a Mirant subsidiary receiving such authority or any of its affiliates possesses excessive market power. If the FERC were to revoke the market-based rate authority of Mirant's subsidiaries, those subsidiaries would have to file, and obtain the FERC's approval of, cost-based rate schedules for all or some of their sales of electricity at wholesale.

State or local authorities have historically overseen and regulated the distribution and sale of retail electricity to the ultimate end user. They have also had regulatory authority with respect to siting, permitting, and the construction of generating and transmission facilities. Where individual states have allowed for retail access, state and local authorities will normally establish the bidding rules for default service to customers who choose to remain with their regulated utility suppliers. As a result, our existing generation may be subject to a variety of state and local regulations regarding maintenance and expansion of our facilities and financing capital additions depending upon whether the law of the state in which such generation is located provides for state public service commission regulation of such activities by entities that produce electricity for sale at wholesale. Outside of ERCOT, the terms and conditions of wholesale power sales by Mirant's subsidiaries owning generation or selling power at wholesale are subject exclusively to FERC regulation under the FPA and to tariff requirements of such entities as regional transmission groups and independent system operators as authorized by the FERC under the FPA.

We are not subject to the Public Utility Holding Company Act of 1935, as amended ("PUHCA") unless we acquire the securities of a public utility company or public utility assets that are not exempt as an exempt wholesale generator, foreign utility company or qualifying facility. Currently, all of Mirant's subsidiaries owning generation in the United States are exempt wholesale generators under the PUHCA and all of our subsidiaries owning generation outside the United States are either foreign utility companies or exempt wholesale generators. Our 50% owned nonconsolidated Birchwood Power Partners, L.P. ("Birchwood") facility is also a qualifying facility under the Public Utility Regulatory Policies Act of 1978, as amended ("PURPA"). As a qualifying facility, Birchwood is exempt from most provisions of the FPA and state laws relating to securities, rate and financial regulation. PURPA requires electric utilities (i) to purchase electricity generated by qualifying facilities at a price based on the utility's avoided cost of purchasing electricity or generating electricity itself, and (ii) to sell supplementary, back-up, maintenance and interruptible power to qualifying facilities on a just, reasonable and non-discriminatory basis. To qualify for qualifying facility status, the Birchwood facility must satisfy requirements regarding the production of useful thermal energy as well as limitations on the extent of ownership by utilities or utility affiliates.

In emergency conditions, such as those that occurred in California in 2000 and 2001, our public utility operations may be subject to extraordinary and costly emergency service requirements. For example, the United States Department of Energy exercised its emergency authority between 2000 and 2001 to require interconnections and sales of power into the California market. Future orders of this nature may be issued with respect to any market in the event the Department of Energy deems emergency conditions to exist and could have a materially negative impact on our operations.

Beginning in 1996 and continuing over the last several years, the FERC has issued transmission initiatives that require electric transmission services to be offered on an open-access basis unbundled from commodity sales. In December 1999, FERC issued Order No. 2000, which provided for the development of Regional Transmission Organizations ("RTO") to control the transmission facilities within a certain region. Compliance by transmission-owning utilities has been inconsistent and the order has been met with significant political resistance on the part of state public utility commissions and state governments in certain regions of the country. For example, recently, the Virginia legislature passed a law that bars American Electric Power ("AEP") or any other Virginia transmission owner from joining any regional grid until after June 2004.

In addition, in July 2002 FERC initiated its Standard Market Design ("SMD") and Interconnection rule-making proceedings. FERC's intention under the SMD proceedings is to eliminate discrimination in transmission service, to standardize electricity market design nationally, and to strongly encourage the creation of RTOs. While the SMD is viewed as a positive step in the evolution of the wholesale electric market, there is significant opposition to SMD. We cannot predict at this time whether the SMD will be adopted as proposed or what changes will be implemented prior to adoption.

While RTO participation by transmission-owning public utilities has been and is expected to continue to be voluntary, the majority of such public utilities have either joined or indicated that they will join the proposed RTO for their region. Currently there are approximately nine proposed RTO's covering the majority of the United States. In addition, large portions of the nation's transmission system are currently operated by an independent entity. In each of the following markets in which we own and operate generation facilities, the RTO's and Independent System Operators ("ISOs") in our areas of operation establish valid pricing and provide markets and thus liquidity. Large open markets with clear established rules are beneficial to mitigating and hedging against risk:

Mid-Atlantic -- The Company's Mid-Atlantic assets sell power into the Pennsylvania-New Jersey-Maryland Interconnection ("PJM") market. PJM was certified by the FERC as an ISO in 1997, and as an RTO in December 2002. It is the nation's first fully functioning RTO. PJM's stated objectives are to ensure reliability of the bulk power transmission system and to facilitate an open, competitive wholesale electricity market. To achieve these objectives, PJM manages the PJM Open Access Transmission Tariff (the first power pool open access tariff approved by FERC), which provides comparable pricing and access to the transmission system. PJM operates the PJM Interchange Energy Market, which is the region's spot market (power exchange) for wholesale electricity. PJM also provides ancillary services for its transmission customers and performs transmission planning for the region. To account for transmission congestion and losses, energy prices in PJM are determined through a locational-based marginal pricing model and dispatch is on a security constrained least cost basis. PJM has been expanding its geographical boundaries to the south and west and has entered into negotiations with the MISO to establish a common and seamless market. This expansion was viewed favorably by the Company as it would extend the scope and footprint of the PJM market, which would increase the market size and liquidity of PJM. We cannot predict when PJM will be able to complete the expansion and improve the market in its region, or when or precisely how such expansion will impact our earnings. PJM protocols allow energy demand to respond to price changes under locational marginal pricing. Currently PJM has set a \$1,000/MWh cap on prices for energy and a mitigation process in designated transmission constrained areas that provide for revenues that allow for recovery of incremental cost plus 10%. PJM's working groups and market monitor are reviewing other energy price mitigation measures. We cannot predict what other

modifications to protocols PJM may develop or precisely how such protocols could impact our future earnings.

In the Mid-Atlantic region, our Chalk Point power plant located in Prince George's County Maryland and our Morgantown Power Plant located in Charles County Maryland rely on an underground oil pipeline for delivery of number six fuel oil supply. Recently, the Maryland Public Service Commission staff considered, but did not act on, policies that could substantially restrict the operations of the pipeline. We cannot predict if such regulatory actions will be reconsidered in the future. However, since the cycling units at Chalk Point and the base load units at Morgantown are dual fuel capable, such a potential regulatory action would not fully halt operations, although it could potentially increase the cost of fuel oil delivery to operate the units.

Northeast -- The Company's New York plants participate in a market controlled by the New York Independent System Operator ("NYISO"). The NYISO was formed to replace the New York Power Pool ("NYPP") structure in order to comply with FERC Orders 888 and 889. Under the FERC-approved structure for the New York markets, the NYISO coordinates the generation and transmission system and the interfaces with neighboring market control areas. The NYISO also provides statewide transmission service in New York under a single tariff. To account for transmission congestion and losses, energy prices are determined through a locational-based marginal pricing model similar to the existing structure in the PJM market and the new structure in New England. NYISO also administers a spot market for energy and markets for installed capacity, operating reserves and regulation. The Management Committee of the NYISO has recently endorsed a new methodology for capacity payments to generators, which is known as the Demand Curve. This methodology would provide an assured floor for existing capacity, and appropriate price signals to incent new construction when market conditions so dictate. The Demand Curve is currently before FERC for approval and we cannot predict when or if it will be approved by FERC. In New York, the FERC approved an Automated Mitigation Procedure ("AMP"), administered by the NYISO, which caps energy bid prices in circumstances where the bidder is perceived to have market power based on cost characteristics. When energy bids fail the AMP test (the specific rules which are used to define market power) they are replaced by reference bids (cost based energy prices without any allowance for scarcity value) on a locational basis and this new set of bids is used to determine the day-ahead prices and schedules. In an order issued in May 2002, the FERC modified and extended the AMP proposal indefinitely, until the NYISO implements the FERC's standard market design rules. We cannot provide assurance if or when the FERC will approve the Demand Curve proposal, or that the NYISO could not implement or revert to a more restrictive AMP such as the original AMP that was imposed prior to May 2002. In the event that a more restrictive AMP is imposed, our earnings could be adversely affected.

Also in the Northeast, the Company's New England plants participate in a market controlled by the Independent System Operator of New England ("ISO-NE"). In the ISO-NE markets, NEPOOL is the voluntary association of electric utilities and other market participants in Massachusetts, Connecticut, Maine, New Hampshire, Rhode Island, and Vermont that has existed for more than 25 years. NEPOOL is the body that makes the rules that govern the ISO-NE's operation of transmission systems and administration and settlement of the wholesale electric energy, capacity, and ancillary services markets for most of the New England region. In New England, price mitigation is imposed in Designated Congestion Areas ("DCA") that have transmission constrained areas. New England utilizes a "Combustion Turbine Proxy" approach to simulate a new entrant price for mitigation in the DCA. The ISO-NE Board initiated a new regional revision of standard market design on March 1, 2003. The move replaced a single New England-wide wholesale market with eight regional markets, three in Massachusetts and five others covering each New England state. The new system is intended to let market prices determine where new power plants and transmission lines are most needed. The new design is being opposed by the attorney generals of both Massachusetts and Connecticut who are concerned about the removal of subsidies paid by rural New Englanders and the subsequent increase in prices in the metropolitan Boston area and in Fairfield County, Connecticut.

As with all Northeast markets, the ISO-NE has committees of market participants collaboratively working to improve market rules. We cannot predict which rules may be changed or what the impact on our earnings could be if market rules were modified and approved by both the ISO-NE board and FERC.

Mid-Continent -- The Company's Mid-Continent business unit covers the Mid-west and Southeast markets and the ERCOT market in Texas. The Company's Mid-west plants participate in a market controlled by the MISO. MISO is the nation's first voluntary non-profit RTO and was approved by the FERC on December 20, 2001. Beginning in March of 2004, MISO will enter a new phase of market design similar to the successful markets in PJM. The market features locational marginal pricing for energy and associated financial transmission rights for market participants to manage their locational energy risk. In addition, the market includes both a day-ahead, financial settlement of the energy market, as well as a real-time settlement of physical supply and demand. With the implementation of its market design, the MISO will also have mitigation rules similar to those in place in New York utilizing an AMP type process. The MISO and PJM are in the process of developing a joint and common wholesale energy market with a three-stage implementation process that should have the entire MISO/PJM footprint under a common wholesale market by May 2005. The final market structure for the MISO remains unsettled. MISO and the Southwestern Power Pool ("SPP") had planned to merge regions to expand their scope and achieve operating synergies, but recently announced that they would not merge into a single market. We cannot predict when the final market structure in the Mid-West will be resolved or what the ultimate impact on our earnings until the market design is submitted to and approved by the FERC.

The Company's Texas plants participate in a market controlled by the ERCOT, which manages a major portion of the state's electric power grid. ERCOT oversees the transactions associated with the newly restructured electric market and protects the overall reliability of the grid. ERCOT represents a bulk electric system located totally within the state of Texas. ERCOT is the only RTO that covers both the wholesale and retail market operations. ERCOT is regulated by the Public Utility Commission of Texas ("PUCT"). Market monitoring is done within ERCOT by the PUCT. Mitigation measures include a \$1000 price cap on bids for sale of energy and RMR type contracts for congested areas. To improve congestion on the local grid, the PUCT of Texas has recently established a Rulemaking Proceeding on Wholesale Market Design Issues that will focus on adding a nodal congestion management mechanism similar to PJM and a day-ahead market. The company believes this change to be a positive one for the wholesale market in ERCOT. The proceeding is expected to be completed and revised market design in place by 2005. As with other evolving market structures we cannot provide assurance when the enhancements will be completed and implemented nor what the impact on our earnings will be in the ERCOT market.

In the Southeast there are two proposed RTO's, GridFlorida and SeTrans. Neither of these RTO's are yet functioning. We currently sell electric energy and capacity from our facilities in these markets under bilateral contracts that contain terms and conditions that are not standardized and that have been negotiated on an individual basis. Customers who participate in power transactions in this region include investor-owned, fully integrated utilities, municipalities and electric cooperatives.

West -- California accounts for roughly 40% of the energy consumption in the Western Interconnection. Approximately 75% of the California's demand is served from facilities, including Mirant's facilities, under the administration of the California Independent System Operator ("CAISO"). The CAISO performs control area functions, schedules transmission assets for usage, arranges for necessary ancillary services on a day-ahead basis, and administers a real-time balancing energy market.

The majority of our assets in California are subject to RMR agreements with the CAISO. These agreements require certain of Mirant's subsidiaries, under certain conditions, to run the acquired generation assets at the request of the CAISO in order to support the reliability of the California electric transmission system. Under the RMR agreements, Mirant recovers either a portion

(Condition 1) or all (Condition 2) of the annual fixed revenue requirement (the "Annual Requirement") of the generation assets through fixed charges to the CAISO. If Mirant's California generation assets subject to RMR agreements are under Condition 1, then Mirant depends on revenues from sales of the output of the units at market prices to recover the remainder. The Annual Requirement is subject to the FERC's review and approval. See Note 15 to our consolidated financial statements for discussion concerning the Company's RMR litigation regarding the Annual Requirement.

Under the FERC approved CAISO comprehensive market design, also known as MD02, the CAISO imposes a \$250/MWh cap on prices for energy and ancillary services, implements an AMP similar to that in place in the NYISO, and requires owners of non-hydroelectric generation in California, such as Mirant, to offer power in the CAISO's spot markets to the extent the output is not scheduled for delivery in the hour. For the remainder of Mirant's units located outside of California, but within the Western Interconnection, there is no single entity responsible for a centralized bid-based clearing market. The primary markets in the West today are bilateral and adhere to the reliability standards of the Western Electricity Coordinating Council ("WECC"). The WECC is the regional reliability organization responsible for development and enforcement of rules to ensure the security of the bulk power electric systems in the western United States. The purpose of these rules is to ensure system stability and reliability. The WECC region is divided into four sub-regions: California, NWP (Northwest Power Area), DSW (Desert Southwest), and RMPA (Rocky Mountain Power Area). Although the Company is an active participant in all the developing western markets, we cannot predict when the final revisions and modifications will be complete, or when market designs will gain the necessary regional and national approvals. We therefore cannot predict if the outcomes will have a positive or negative impact on future earnings from our Western assets.

FEDERAL AND STATE LEGISLATION

Congress is currently considering legislation to modify federal laws affecting the electric industry. Certain provisions in the bills under consideration could effect FERC jurisdiction over interstate transmission. Additional provisions in the bills under consideration propose to repeal or modify both PURPA and the PUHCA. As with other bills before the Congress we cannot predict the outcome or the impact on our business.

In addition, various states have either enacted or are considering legislation designed to deregulate the production and sale of electricity in order to provide for the further development of a competitive wholesale and/or retail marketplace. Although the legislation and regulatory initiatives vary, common themes include the availability of market pricing, retail customer choice, recovery of stranded costs and separation of generation assets from transmission, distribution and other assets. The impetus for enacting state driven legislation to deregulate the sale of electricity within individual states has slowed significantly over the last few years. Proposed reforms to state-mandated deregulatory measures have also included the repeal of measures implementing retail competition, although the state of California is the only jurisdiction in which such a proposal is active. Reforms of this type would have a negative impact on the competitive wholesale electricity market and could adversely impact our earnings.

ENVIRONMENTAL REGULATION

Our projects, facilities, and operations are subject to extensive federal, state, local and foreign laws and regulations relating to environmental protection and human health, including air quality, water quality, waste management, and natural resources protection. Our compliance with these environmental laws and regulations necessitates significant capital and operating expenditures, including costs associated with monitoring, pollution control equipment and mitigation of other environmental impacts, emission fees, reporting, and permitting at our various operating facilities. Our expenditures, while not prohibitive in the past, are anticipated to increase in the future along with the increase in stricter standards, greater regulation, and more extensive permitting requirements. We cannot provide assurance that future

compliance with these environmental requirements will not have a material adverse effect on our operations or financial condition.

The environmental laws and regulations in the United States illustrate the comprehensive environmental requirements that govern our operations. Our most significant environmental requirements in the United States arise under the federal Clean Air Act and similar state laws. Under the Clean Air Act, we are required to comply with a broad range of requirements and restrictions concerning air emissions, operating practices and pollution control equipment. Several of our facilities are located in or near metropolitan areas, such as New York City, Boston, and San Francisco, which are classified by the United States Environmental Protection Agency ("EPA") as not achieving federal ambient air quality standards. This regulatory classification of these areas subjects our operations to more stringent air regulation requirements.

In the future, we anticipate increased regulation of our facilities under the Clean Air Act and applicable state laws and regulations concerning air quality. The EPA and several states in which we operate are in the process of enacting more stringent air quality regulatory requirements.

For example, the EPA recently promulgated new regulations (known as the "Section 126 Rule" and "NOx SIP Call") which establish emission caps for nitrogen oxide ("NOx") emissions from electric generating units in most of the eastern states that will be implemented beginning May 2004. Under either rule, a plant receives an allocation of NOx emission allowances, and if a plant exceeds its allocated allowances, the plant must purchase additional, unused allowances from other regulated plants or reduce emissions, which could require the installation of emission controls. Our plants in Maryland, New York and Massachusetts are already subject to a similar state and regional NOx emission cap program, which will become a part of the EPA NOx cap program. Some of our plants in these states are required to purchase additional NOx allowances to cover their emissions and maintain compliance. The cost of these allowances is expected to increase in future years and may result in some of our plants reducing NOx emissions through additional controls, the cost of which could be significant but would be offset in part by the avoided cost of purchasing NOx allowances to operate the plant.

The EPA is also developing regulations to govern mercury emissions from power plants, which are scheduled to be finalized in 2004 and go into effect in 2007. These mercury regulations are likely to require significant emission reductions from coal-fired power plants in particular. Also, during the course of this decade, the EPA will be implementing new, more stringent ozone and particulate matter ambient air quality standards and will address regional haze visibility issues, which will result in new regulations that will likely require more emission reductions from power plants, along with other emission sources such as vehicles. These future regulations will increase compliance costs for our operations and will likely require emission reductions from some of our power plants, which could necessitate significant expenditures on emission controls or have other impacts on operations. However, these rulemakings are at a preliminary stage, and we cannot opine at this time on specific impacts or whether the regulations will have a material adverse effect on our financial condition, cash flows and results of operations.

Various states where we do business also have other air quality laws and regulations with increasingly stringent limitations and requirements that will become applicable in future years to our plants and operations. We expect to incur additional compliance costs as a result of these additional state requirements, which could include significant expenditures on emission controls or have other impacts on our operations.

For example, the Commonwealth of Massachusetts has finalized regulations to further reduce nitrogen oxide and sulfur dioxide emissions from certain power plants and to regulate carbon dioxide emissions for the first time. These regulations, which become effective in the 2004-2008 timeframe, will apply to our oil-fired Canal plant in the state and will increase our operating costs and could necessitate the installation of additional emission control technology.

Also, the San Francisco Bay Area where we own power plants has increasingly more stringent NOx emission standards which will become applicable to our plants in the coming years, culminating in 2005.

We will continue to apply our NOx implementation plan for these plants, which includes the installation of emission controls as well as the gradual curtailment and phasing out of some of our higher NOx emitting units.

Additionally, on March 26, 2003, the State of New York has approved air regulations that significantly reduce NOx and sulfur dioxide ("SO(2)") emissions from power plants through a year round state emissions cap and allowance trading program, which will become effective during the 2004-2008 timeframe. This regulation will necessitate that we act on one, or a combination, of the following options: install emission controls at some of our units to reduce emissions, purchase additional state NOx and SO(2) allowances under the regulatory program or reduce the number of hours that units operate. We expect to incur additional compliance costs as a result of these additional state requirements, which could include significant expenditures on emission controls or have other impacts on our operations.

These are illustrative but not a complete discussion of the additional federal and state air quality laws and regulations which we expect to become applicable to our plants and operations in the coming years. We will continue to evaluate these requirements and develop compliance plans that ensure we appropriately manage the costs and impacts and provide for prudent capital expenditures.

In 1999, the United States Department of Justice ("DOJ") commenced litigation against seven electric utilities for alleged violations of the new source review regulations promulgated under the Clean Air Act ("NSR"), and the EPA also issued an administrative order to the Tennessee Valley Authority alleging similar violations at seven of its coal-fired power plants. Since then, the EPA has added additional power generators to the litigation, and the EPA has also issued administrative notices of violation alleging similar violations at other coal-fired power plants. These enforcement actions concern maintenance, repair and replacement work at power plants that the EPA alleges violated permitting and other requirements under the NSR law, which, among other things, could require the installation of emission controls at a significant cost. The power generation industry disagrees with the EPA's positions in the lawsuits. Trials in certain of the cases are scheduled to occur in 2003. To date, no lawsuits or administrative actions alleging similar violations have been brought by the EPA against us, our subsidiaries or any of our power plants, but the EPA has requested information concerning some of our Mid-Atlantic business unit plants covering a time period that predates our ownership. Also, the State of New York has issued a notice of violation to the previous owner of our Lovett plant alleging similar violations from operations that predate our ownership. For more information about these matters, see "Legal Proceedings." We cannot provide assurance that lawsuits or other administrative actions against our power plants under NSR will not be filed or taken in the future. If an action is filed against us or our power plants and we are judged to not be in compliance, this could require substantial expenditures to bring our power plants into compliance and could have a material adverse effect on our financial condition, results of operations or cash flows.

There are several other environmental laws in the United States, in addition to air quality laws, which also affect our operations. For example, we are required under the Clean Water Act to comply with effluent and intake requirements, technological controls and operating practices. Our wastewater discharges are permitted under the Clean Water Act, and our permits under the Clean Water Act are subject to review every five years. As with air quality regulations, federal and state water regulations are expected to increase and impose additional and more stringent requirements or limitations in the future. For example, the EPA has issued a new rule that imposes more stringent standards on the cooling water intakes for new plants and has proposed a similar regulation for intakes on existing plants. We expect to incur additional compliance costs if this proposed water regulation is adopted; however, based on the currently proposed regulation, we do not expect these costs to be material.

Our facilities are also subject to several waste management laws and regulations in the United States. The Resource Conservation and Recycling Act sets forth very comprehensive requirements for handling of solid and hazardous wastes. The generation of electricity produces non-hazardous and hazardous materials, and we incur substantial costs to store and dispose of waste materials from our facilities. The EPA may develop new regulations that impose additional requirements on facilities that store or dispose of fossil fuel combustion materials, including types of coal ash. If so, we may be required to change our current waste

management practices at some facilities and incur additional costs for increased waste management requirements.

The Federal Comprehensive Environmental Response, Compensation and Liability Act, known as the Superfund, establishes a framework for dealing with the cleanup of contaminated sites. Many states have enacted state superfund statutes. We do not expect any corrective actions to require significant expenditures.

Some of our international operations are subject to comprehensive environmental regulation similar to that in the United States, and these regulations are expected to become more stringent in the future. For example, as discussed in the regulatory discussion for our business in the Philippines, the government in the Philippines enacted comprehensive clean air act legislation which governs power plants and other sources. Additionally, other countries in which we have operations, such as Trinidad, have proposed increased environmental regulation of many industrial activities, including increased regulation of air quality, water quality and solid waste management.

Over the past several years, federal, state and foreign governments and international organizations have debated the issue of global climate change and policies of whether to regulate greenhouse gases ("GHGs"), one of which is carbon dioxide emitted from the combustion of fossil fuels by sources such as vehicles and power plants. Recently, the European Union and certain other developed countries ratified the Kyoto Protocol, an international treaty regulating GHGs, which makes the implementation of the treaty in certain countries more likely. The current United States Administration is opposed to the treaty, and the United States has not ratified and is not expected to ratify the treaty. Therefore, the United States would not be bound by the treaty if it goes into effect in the future in countries that have ratified it. None of the countries in which we presently own or operate power plants would have any binding obligations under the treaty, if it does go into effect in the future in the countries that have ratified it, and none presently have enacted any law or regulation governing GHGs emissions from power plants. However, we cannot provide assurances that no such law or regulation would be enacted in the future in a country in which we own or operate power plants, and in such event the impact on our business would be uncertain but could be material.

We believe we are in compliance in all material respects with applicable environmental laws. While we believe our operations and facilities comply with applicable environmental laws and regulations, we cannot provide assurances that additional costs will not be incurred as a result of new interpretations or applications of existing laws and regulations.

EMPLOYEES

At December 31, 2002, our corporate offices and majority owned or controlled subsidiaries employed approximately 7,000 persons. This number includes approximately 1,100 employees in the corporate and North American headquarters in Atlanta and approximately 5,900 employees at operating facilities. Approximately 1,000 of our domestic employees are subject to collective bargaining agreements with one of the following unions: International Brotherhood of Electrical Workers, Utilities Workers of America or United Steel Workers. Approximately 2,100 of our employees in international business units belong to unions. These unions include:

- the Managers' Association, the Union of Technical Administrative and Supervisory Personnel, the National Workers' Union and the Bustamante Industrial Trade Union in Jamaica; and
- Bahamas Industrial Engineers, Managerial and Supervisory Union and the Commonwealth Electrical Workers Union in the Bahamas.

We are currently negotiating new labor agreements at JPSCo, Trinidad, New York and Mid-Atlantic. At each location, we hope to reach a new labor contract with each of its existing unions. However, there is a substantial risk that new labor agreements will not be reached without a strike or other form of adverse collective action by one or more of our unions. If a strike were to occur, there is a risk that such action would significantly disrupt our ability to produce and/or distribute energy.

To mitigate and reduce the risk of disruption as described above, we have engaged in contingency planning for continuation of our generation and/or distribution activities to the extent possible during an adverse collective action by one or more of our unions. Additionally, if our non-unionized workforce moved toward unionization, we could be materially impacted through increased employee costs, work stoppages or both.

ITEM 2. PROPERTIES

The following properties were owned or controlled through operating agreements as of December 31, 2002.

CONTROLLED, OWNED AND
OPERATED MIRANT'S % --

----- LEASEHOLD/
NET EQUITY OWNERSHIP
TOTAL INTEREST/LEASE
OPERATED POWER
GENERATION BUSINESS
LOCATION PRIMARY FUEL
INTEREST(1) MW(2) IN
TOTAL MW(2) MW(2) - --

- -----

----- NORTH AMERICA

WEST REGION: Mirant
California(12)..
California Natural Gas
100% 2,942 2,942 2,942
Apex.....
Nevada Natural Gas 100
-- -- -- Longview Mint
Farm..... Washington
Natural Gas 100 -- --
-- Coyote
Springs.....
Oregon Natural Gas 50
-- -- -- -----

Subtotal.....
2,942 2,942 2,942 ----
-- ----- EAST

REGION: Mirant New
York..... New York
Natural 100 1,659
1,659 1,659
Gas/Hydro/Coal/Oil
Mirant New
England(4)..
Massachusetts Natural
Gas/Oil 100 2,011
1,406 1,397

Birchwood.....
Virginia Coal 50 238
119 238

Neenah(5).....
Wisconsin Natural Gas
100 307 307 307 Mirant
Zeeland.....
Michigan Natural Gas
100 808 808 808

Wyandotte.....
Michigan Natural Gas
100 -- -- -- Mirant
Mid-Atlantic(6)..
Maryland/Virginia
Coal/Oil/ 100 5,988
5,988 6,062 Natural
Gas Mirant Wichita
Falls... Texas Natural
Gas 100 77 77 77
Mirant

Texas..... Texas
Natural Gas 100 538
538 538

Wrightsville.....
Arkansas Natural Gas
51 587 294 --

Brazos.....
Texas Oil/Natural Gas
(8) 2,000 2,000 --
Sugar

Creek.....
Indiana Natural Gas
100 318 318 318 West
Georgia.....
Georgia Natural
Gas/Oil 100 615 615 --
Perryville.....
Louisiana Natural Gas
(8) 718 718 -- Shady
Hills.....

```
Florida Natural Gas
100 474 474 -- -----
-----
Subtotal.....
16,338 15,321 11,404 -
-----
North America
Total.... 19,280
18,263 14,346 ----- -
-----
INTERNATIONAL ASIA-
PACIFIC:
Sual.....
Philippines Coal 91.9
1,218 1,120 1,218
Pagbilao(9).....
Philippines Coal 87.2
735 641 735 Navotas
I(10).....
Philippines Oil 100
190 190 190 Navotas
II.....
Philippines Oil 100 95
95 95
Mindoro.....
Philippines Diesel 100
7 7 7
Ilijan.....
Philippines Natural
Gas 20 1,251 250 --
Bulacan.....
Philippines Diesel 100
7 7 7
Sangi.....
Philippines Coal 100
75 75 75
Carmen.....
Philippines Diesel 100
37 37 37
UNDER DEVELOPMENT ----
-----
EXPECTED NET EQUITY
DATE OF INTEREST IN
COMMERCIAL POWER
GENERATION BUSINESS
TOTAL MW(1) OPERATION
- -----
-----
----- NORTH AMERICA
WEST REGION: Mirant
California(12).. 580
2006(3)
Apex.....
533 2003 Longview Mint
Farm.... 298 (7)
Coyote
Springs..... 133
2003 -----
Subtotal.....
1,544 ----- EAST
REGION: Mirant New
York..... 750
2008(3) Mirant New
England(4)... -- --
Birchwood.....
-- --
Neenah(5).....
-- -- Mirant
Zeeland.....
Wyandotte.....
560 2007(3) Mirant
Mid-Atlantic(6).. -- -
- Mirant Wichita
Falls... -- -- Mirant
Texas..... -- --
Wrightsville.....
-- --
Brazos.....
-- -- Sugar
Creek..... 259
2003 West
Georgia..... --
--
Perryville.....
-- -- Shady
Hills..... -- -
- -----
Subtotal.....
1,569 ----- North
America Total....
3,113 -----
INTERNATIONAL ASIA-
PACIFIC:
Sual.....
-- --
Pagbilao(9).....
-- -- Navotas
```

I(10)..... -- --
Navotas
II..... -- --
Mindoro.....
-- --
Ilijan.....
-- --
Bulacan.....
-- --
Sangi.....
-- --
Carmen.....
-- --

CONTROLLED, OWNED AND
 OPERATED MIRANT'S % --

 ----- LEASEHOLD/
 NET EQUITY OWNERSHIP
 TOTAL INTEREST/LEASE
 OPERATED POWER
 GENERATION BUSINESS
 LOCATION PRIMARY FUEL
 INTEREST(1) MW(2) IN
 TOTAL MW(2) MW(2) - --

 - -----

 Guam(11).....
 Guam Island Oil 100 50
 50 50 ----- --

 Subtotal.....
 3,665 2,472 2,414 ----
 -- -----

CARIBBEAN: Grand
 Bahama Power.....
 Bahamas Oil 55.4 136
 75 136

PowerGen.....
 Trinidad & Natural Gas
 39 1,159 452 1,159
 Tobago

JPSCo.....
 Jamaica Oil/Hydro 80
 743 595 585

CUC.....
 Netherlands
 Pitch/Natural 25.5 --
 -- -- Antilles Gas ---
 --- -----

Subtotal.....
 2,038 1,122 1,880 ----
 -- -----

International
 Total.... 5,703 3,594
 4,294 ----- --

TOTAL.....
 24,983 21,857 18,640
 =====

UNDER DEVELOPMENT ----

EXPECTED NET EQUITY
 DATE OF INTEREST IN
 COMMERCIAL POWER
 GENERATION BUSINESS
 TOTAL MW(1) OPERATION
 - -----

 Guam(11).....
 -- -- -----

Subtotal.....
 -- ----- CARIBBEAN:
 Grand Bahama
 Power..... -- --

PowerGen.....
 -- --

JPSCo.....
 30 2003

CUC.....
 34 2003 ----

Subtotal.....
 64 ---- International
 Total.... 64 ----

TOTAL.....
 3,177 =====

OWNERSHIP CUSTOMERS/ DISTRIBUTION BUSINESS LOCATION
 INTEREST END-USERS - -----
 ----- (IN THOUSANDS) Grand Bahama
 Power..... Bahamas
 55.4% 18
 JPSCo.....
 Jamaica 80 517 Visayan Electric Company
 Inc..... Philippines 8.9 245 ---
 Total..... 780 ===

- -----

(1) Amounts reflect Mirant's percent economic interest in the total MW.

(2) MW amounts reflect net dependable capacity.

- (3) Substantially all of these development projects have been suspended.
- (4) Total MW reflects a 1.4% ownership interest, or 9 MW, in the 614 MW Wyman plant.
- (5) The Neenah facility was sold in January 2003.
- (6) Amount includes 732 MW of controlled capacity under the Potomac Electric Power Company ("PEPCO") power purchase agreements.
- (7) This project has been suspended indefinitely.
- (8) Mirant has tolling agreements for net dependable capacity. See Note 16 to our consolidated financial statements for additional information related to the agreements with Brazos and Perryville.
- (9) Mirant acquired an additional 4.26% ownership interest in the Pagbilao project in the first quarter of 2003, bringing our ownership interest to 91.5%.
- (10) In March 2003, the energy conversion agreement related to Navotas 1 expired and the plant and equipment were transferred back to NPC.
- (11) The Guam facility was sold in April 2003.
- (12) In a letter dated April 24, 2003, Mirant informed the CAISO of its intent to permanently retire from service the generating units commonly known as Pittsburgh Units 1, 2, 3 and 4 (595 MW) as of October 1, 2003. None of these units are subject to RMR Agreements.

The Company also owns an oil pipeline, which is approximately 51.5 miles long and serves the Chalk Point and Morgantown generating facilities.

ITEM 3. LEGAL PROCEEDINGS

With respect to each of the following matters, the Company cannot currently determine the outcome of the proceedings or the amounts of any potential losses from such proceedings.

Provision for California Contingencies: Mirant is subject to a variety of lawsuits and regulatory proceedings related to its activities in California and the western power markets and the high prices for wholesale electricity and natural gas experienced in the western markets during 2000 and 2001. As described below in Potential FERC Show Cause Proceedings Arising Out of Its Investigation of Western Power Markets, Western Power Markets Price Mitigation and Refund Proceedings, California Attorney General Litigation, California Rate Payer Litigation, Oregon Rate Payer Litigation, and Washington Rate Payer Litigation and as set forth in Note 15 to our consolidated financial statements, various regulatory proceedings and lawsuits have been filed or initiated by the FERC, the California attorney general and various states' rate payers with the FERC and in state and federal courts. In addition, civil and criminal investigations have been initiated by the Department of Justice, the General Accounting Office, the FERC and various states' attorneys general, as described below in Western Power Markets Investigations, relating to Mirant's operations in California and the western power markets. The Company has made a provision of approximately \$295 million for losses related to the Company's operations in California and the western power markets during 2000 and 2001.

Western Power Markets Investigations: Several governmental entities have launched investigations into the western power markets, including activities by Mirant and several of its wholly owned subsidiaries. Those governmental entities include the FERC, the United States Department of Justice, the California Public Utilities Commission ("CPUC"), the California Senate, the California State Auditor, California's Electricity Oversight Board ("EOB"), the General Accounting Office of the United States Congress, the San Joaquin District Attorney and the Attorney General's offices of the States of Washington, Oregon and California. These investigations, some of which are civil and some criminal, have resulted in the issuance of civil investigative demands, subpoenas, document requests, requests for admission, and interrogatories directed to several of Mirant's entities. In addition, the CPUC has had personnel onsite on a periodic basis at Mirant's California generating facilities since December 2000. Each of these civil investigative demands, subpoenas, document requests, requests for admission, and interrogatories, as well as the plant visits, could impose significant compliance costs on Mirant or its subsidiaries.

Additionally, on February 13, 2002, the FERC directed its staff to undertake a fact-finding investigation into whether any entity manipulated short-term prices in electric energy or natural gas markets in the West or otherwise exercised undue influence over wholesale prices in the West, for the period January 1, 2000 forward. Information from this investigation could be used in any existing or future complaints before the FERC relevant to the matters being investigated, including the proceedings described below in Potential FERC Show Cause Proceedings Arising Out of Its Investigation of Western Power Markets and Western Power Markets Price Mitigation and Refund Proceedings. On August 13, 2002, the FERC Staff issued an initial report describing its investigation of the effect on spot electric prices in the West of trading strategies employed by Enron Corporation and its affiliates ("Enron") and other entities but stating it could not quantify the exact economic impact. The report recommended that the natural gas indices used for purposes of calculating potential refunds in the California refund cases described below in Western Power Markets Price Mitigation and Refund Proceedings be replaced with indices at a different location plus a transportation component.

In September 2002, the CPUC issued a report that purported to show that on days in the Fall of 2000 through the Spring of 2001 during which the CAISO had to declare a system emergency requiring interruption of interruptible load or imposition of rolling blackouts, Mirant and four other out of state owners of generation assets in California had generating capacity that either was not operated or was out of service due to an outage and that could have avoided the problem if operated. The report identified two specific days on which Mirant allegedly had capacity available that was not used or that was on outage and that if operated could have avoided the system emergency. Mirant has responded to the report pointing out a number of material inaccuracies and errors that it believes cause the CPUC's conclusions to be wrong with respect to Mirant. In January 2003, the CPUC staff issued a supplemental report in which it again concluded that Mirant and the other four generators did not provide energy when it was available during the period reviewed.

In November 2002, Mirant received a subpoena from the Department of Justice, acting through the United States Attorney's office for the Northern District of California, requesting information about its activities and those of its subsidiaries for the period since January 1, 1998. The subpoena requests information related to the California energy markets and other topics, including the reporting of inaccurate information to the trade press that publish natural gas or electricity spot price data. The subpoena was issued as part of a grand jury investigation. Mirant intends to cooperate fully with the United States Attorney's office in this investigation.

On March 26, 2003, the FERC Staff issued its final report regarding its investigation into whether and, if so, the extent to which California and Western energy markets were manipulated during 2000 and 2001. Although the staff reaffirmed the FERC's conclusion set forth in its December 15, 2000 order that significant supply shortfalls and a fatally flawed market design were the root causes of the problems that occurred in the California wholesale electricity market in 2000 and 2001, it also found that significant market manipulation had occurred in both the gas and electricity markets. In addition to its finding that significant manipulation had occurred in the wholesale gas markets, the staff found that the gas price indices published by various trade publications were unreliable due to widespread falsification of the transactional information reported to such trade press. Based on those findings, the staff recommended again that the FERC not use gas prices from published price indices in calculating the market mitigated prices to be used in calculating refund amounts in the California refund proceedings. Mirant cannot at this time predict what effect, if any, such misreporting of information to the trade press will have upon transactions to which a Mirant entity is a party that utilize such published spot price data as part of the price terms.

The staff further concluded that trading strategies of the type portrayed in the Enron memos released by the FERC in May 2002 violated provisions of the CAISO and the California Power Exchange Corporation ("PX") tariffs that prohibited gaming. It identified Mirant as being one of a number of entities that had engaged in one or more of those practices. The FERC Staff also found that bidding generation resources to the PX and CAISO at prices unrelated to costs constituted economic withholding and violated the antigaming provisions of the CAISO and PX tariffs. Mirant was one of the entities identified as engaging in that bidding practice.

In its final report, the staff also concluded that the artificially high short-term prices that had resulted from the various instances of market manipulation identified in its report had affected forward power prices reflected in longer term contracts negotiated during the period from January 1, 2001 through June 21, 2001, particularly such contracts having a term of one to two years. Finally, the staff recommended that the FERC remand the proceeding addressing whether unjust and unreasonable charges had occurred in spot market bilateral sales in the Pacific Northwest from December 25, 2000 through June 20, 2001 to the administrative law judge ("ALJ") for further proceedings in light of the findings of market manipulation made by the staff in its final report.

On March 26, 2003, the FERC Staff also issued a separate report addressing the allegations of physical withholding by Mirant and four other out of state owners of generation assets in California made by the CPUC in its report issued in September 2002. The staff concluded that the CPUC's contention that thirty-eight service interruptions could have been avoided had those five generators produced all of their available power was not supported by the evidence. The FERC Staff found that the CPUC's calculation of available power was incomplete and greatly overstated the amount of available power that was not generated. The staff also indicated, however, that the FERC was continuing to investigate whether withholding by generators had occurred during 2000 and 2001.

Potential FERC Show Cause Proceedings Arising Out of Its Investigation of Western Power Markets: On March 26, 2003, the FERC stated at its meeting that it would consider issuing show cause orders to those entities that the FERC Staff report issued on March 26, 2003 (described above in Western Power Markets Investigations) indicated may have engaged in one or more of the trading strategies of the type portrayed in the Enron memos released by the FERC in May 2002, which would include Mirant. The show cause order, if issued, could require Mirant to demonstrate why it should not have to disgorge any

profits obtained from such practices in the California market from January 1, 2000 through June 20, 2001. The FERC further stated that it would consider issuing additional show cause orders to those entities, including Mirant, that the staff report identified as having bid generation resources to the PX and CAISO at prices unrelated to costs. That show cause order, if issued, could require Mirant to demonstrate why its bidding behavior in the PX and CAISO markets from May 1, 2000 through October 1, 2000 did not constitute a violation of the CAISO and PX tariffs and why it should not be required to disgorge any profits resulting from such bidding practices.

Western Power Markets Price Mitigation and Refund Proceedings: On July 25, 2001, the FERC issued an order setting out a methodology to be used to determine the mitigated market clearing prices for sales made to the CAISO or the PX from October 2, 2000 through June 20, 2001. The order required hearings before an ALJ to determine the amount of any refunds resulting from the use of such mitigated market prices as well as amounts owed to sellers by the CAISO and the PX that had not been paid. Parties have appealed the FERC's July 25, 2001 order to the United States Court of Appeals for the Ninth Circuit, seeking review of various issues, including changing the potential refund date to include periods prior to October 2, 2000 and expanding the sales of electricity subject to potential refund to include sales made to the California Department of Water Resources ("DWR"). Any such expansion of the refund period or the types of sales of electricity potentially subject to refund could significantly increase Mirant's refund exposure in this proceeding.

On December 12, 2002, the ALJ issued an initial decision providing for a method to implement the FERC's mitigated market clearing price methodology set forth in its July 25, 2001 order and a preliminary determination of what refunds would be owed under that methodology. In addition, the ALJ determined the preliminary amounts currently owed to each supplier in the proceeding. The ALJ determined that the initial amounts owed to Mirant from the CAISO and the PX totaled approximately \$292 million and that Mirant owed the CAISO and the PX refunds totaling approximately \$170 million. The ALJ recommended that any refunds owed by a supplier to the CAISO and the PX should be offset against any outstanding amounts owed to that supplier by the CAISO and the PX. Under this approach, Mirant would be owed net amounts totaling approximately \$122 million from the CAISO and the PX. The ALJ stressed that the monetary amounts were not final since they did not reflect the final mitigated market clearing prices, interest that would be applied under the FERC's regulations, offsets for emission costs or the effect of certain findings made by the ALJ in the initial decision. An errata issued by the ALJ to his initial decision indicated that the amounts identified by the initial decision as being owed to Mirant and other sellers by the PX failed to reflect an adjustment for January 2001 that the ALJ concluded elsewhere in his initial decision should be applied. If that adjustment is applied, the amount owed Mirant by the PX, and the net amount owed Mirant by the CAISO and the PX after taking into account the proposed refunds, would increase by approximately \$37 million.

On March 3, 2003, the California Attorney General, the California Electricity Oversight Board, the CPUC, Pacific Gas and Electric, and Southern California Edison Company (the "California Parties") filed submittals with the FERC in the California refund proceeding alleging that owners of generating facilities in California and energy marketers, including Mirant entities, had engaged in extensive manipulation of the California wholesale electricity market during 2000 and 2001. With respect to the Mirant entities, the California Parties asserted that Mirant entities had engaged in a variety of practices alleged to be improper, including withholding power either by not operating generating facilities when they could be operated or by offering the power from such facilities at prices in excess of the Mirant entities' marginal cost and engaging in various Enron-type trading strategies. The California Parties argued that the alleged market manipulation by the generators and marketers warranted the FERC applying its mitigated market prices to require refunds beyond just transactions done through the CAISO and PX in the period from October 2, 2000 through June 20, 2001. They asserted that the FERC should expand the transactions subject to the refund proceeding to include short-term and long-term bilateral transactions entered into by the DWR that were not conducted through the CAISO and PX and should begin the refund period as of January 1, 2000 rather than October 2, 2000. Expansion of the scope of the transactions subject to refund in the manner sought by the California Parties could materially affect the amount of any refunds that

Mirant might be determined to owe and any such additional refunds could negatively impact the Company's consolidated financial position, results of operations or cash flows. On March 20, 2003, Mirant filed reply comments denying that it had engaged in any conduct that violated the Federal Power Act or any tariff provision applicable to its transactions in California. Mirant stated that the purported evidence presented by the California Parties did not support the allegations that Mirant had engaged in market manipulation, had violated the Federal Power Act or had not complied with any applicable tariff or order of the FERC.

On March 26, 2003, the FERC largely adopted the findings of the ALJ made in his December 12, 2002 order with the exception that the FERC concluded the price of gas used in calculating the mitigated market prices used to determine refunds should not be based on published price indices. Instead, the FERC ruled that the price of gas should be based upon the price at the producing area plus transportation costs. This adjustment by the FERC to the refund methodology is expected to increase the refunds owed by Mirant and therefore to reduce the net amount that would remain owed to Mirant from the CAISO and PX after taking into account any refunds. Based solely on the staff's formula, the amount of the reduction could be as much as approximately \$110 million, which would reduce the net amount owed to Mirant by the CAISO and PX to approximately \$49 million. The FERC will allow any generator that can demonstrate it actually paid a higher price for gas to recover the differential between that higher price and the proxy price for gas adopted by the FERC. Mirant intends to demonstrate to the FERC that its actual cost of gas used to make spot sales of electricity was higher than the amounts calculated under the staff's formula, which, if accepted, would significantly decrease the \$110 million and increase the resulting net amount owed to Mirant, although the amount of such potential decrease and the resulting net amount owed to Mirant cannot at this time be determined. In its March 26, 2003 order, the FERC also ruled that any future findings of market manipulation resulting from its ongoing review of conduct in the California market in 2000 and 2001 discussed above in Western Power Markets Investigations and Potential FERC Show Cause Proceedings Arising Out of Its Investigation of Western Power Markets would not result in a resetting of the refund effective date or the mitigated market prices developed for the refund period. Instead, the remedy for any such market manipulation that is found to have occurred will be disgorgement of profits and other appropriate remedies and such remedies could apply to conduct both prior to and during the refund period. Various parties, including the California Parties, have filed motions with the FERC seeking rehearing of the FERC's March 26, 2003 order. The amount owed to Mirant from either the CAISO or the PX, the amount of any refund that Mirant might be determined to owe to the CAISO or the PX, and whether Mirant may have any refund obligation to the DWR may be affected materially by the ultimate resolution of the issues described above related to which gas indices should be used in calculating the mitigated market clearing prices, allegations of market manipulation, whether the refund period should include periods prior to October 2, 2000, and whether the sales of electricity potentially subject to refund should include sales made to the DWR.

In the July 25, 2001 order, the FERC also ordered that a preliminary evidentiary proceeding be held to develop a factual record on whether there have been unjust and unreasonable charges for spot market bilateral sales in the Pacific Northwest from December 25, 2000 through June 20, 2001. In the proceeding, the California parties (consisting of the California Attorney General, the CPUC and the EOB) filed to recover certain refunds from parties, including one of Mirant's subsidiaries, for bilateral sales of electricity to the DWR at the California/Oregon border, claiming that such sales took place in the Pacific Northwest. The refunds sought from Mirant and its subsidiaries totaled approximately \$90 million. A FERC ALJ concluded a preliminary evidentiary hearing related to possible refunds for power sales in the Pacific Northwest. In a preliminary ruling issued September 24, 2001, the ALJ indicated that she would order no refunds because the complainants had failed to prove any exercise of market power or that any prices were unjust or unreasonable. The FERC may accept, reject, or modify this preliminary ruling and the FERC's decision may itself be appealed. On May 13, 2002 and May 24, 2002, the City of Tacoma, Washington and the City of Seattle, Washington, respectively, filed to reopen the evidentiary record in this proceeding as a result of the contents of three internal Enron Power Marketing, Inc. memoranda that had been obtained and publicly released by the FERC as part of its continuing investigation. On December 19, 2002, the FERC granted in part the motion to reopen the record, allowing parties the opportunity to

conduct additional discovery through February 28, 2003 (which date was later extended to March 3, 2003) on claims of purported market manipulation and to submit directly to the FERC any additional evidence and proposed findings of fact that they wish the FERC to consider in evaluating the ALJ's initial decision. On March 3, 2003, the two cities and other parties did make a further submittal to the FERC asserting that market manipulation by various parties in the California energy markets and violations of FERC approved tariffs caused prices for electricity sold at wholesale to be unreasonably high and warranted refunds. As set out above in Western Power Markets Investigations, the FERC Staff in its March 26, 2003 report recommended that the FERC remand this proceeding to the ALJ for further proceedings in light of the findings of market manipulation made by the staff in its final report. The Company cannot predict the outcome of these proceedings. If the Company were required to refund such amounts, its subsidiaries would be required to refund amounts previously received pursuant to sales made on their behalf during the refund periods. In addition, its subsidiaries would be owed amounts for purchases made on their behalf from other sellers in the Pacific Northwest.

California Attorney General Litigation: On March 11, 2002, the California Attorney General filed a civil suit against Mirant and several of its wholly owned subsidiaries. The lawsuit alleges that between 1998 and 2001 the companies effectively double-sold their capacity by selling both ancillary services and energy from the same generating units, such that if called upon, the companies would have been unable to perform their contingent obligations under the ancillary services contracts. The California Attorney General claims that this alleged behavior violated both the tariff of the CAISO and the California Unfair Competition Act. The suit seeks both restitution and penalties in unspecified amounts. Mirant removed this suit from the state court in which it was originally filed to the United States District Court for the Northern District of California. The district court denied the California Attorney General's motion seeking to have the case remanded to the state court, and the California Attorney General has appealed that ruling to the United States Court of Appeals for the Ninth Circuit. This suit has been consolidated for joint administration with the California Attorney General suits filed on April 9, 2002, and April 15, 2002. The district court on March 25, 2003 granted Mirant's motion seeking dismissal of this suit. The court ruled that the California Attorney General's claims under California's Unfair Competition Act are barred by the doctrine of preemption and the filed rate doctrine, finding that the remedies sought would interfere with the FERC's exclusive authority to set wholesale electric rates under the Federal Power Act. The California Attorney General has appealed that dismissal to the United States Court of Appeals for the Ninth Circuit.

On March 20, 2002, the California Attorney General filed a complaint with the FERC against certain power marketers and their affiliates, including Mirant and several of its wholly owned subsidiaries, alleging that market-based sales of energy made by such generators were in violation of the Federal Power Act in part because such transactions were not appropriately filed with the FERC. The complaint requests, among other things, refunds for any prior short-term sales of energy that are found to not be just and reasonable along with interest on any such refunded amounts. The FERC has dismissed the California Attorney General's complaint and denied the California Attorney General's request for rehearing. The California Attorney General has appealed that dismissal to the United States Court of Appeals for the Ninth Circuit.

On April 9, 2002, the California Attorney General filed a second civil suit against Mirant and several of its wholly owned subsidiaries. The lawsuit alleges that the companies violated the California Unfair Competition Act by failing to properly file their rates, prices, and charges with the FERC as required by the Federal Power Act, and by charging unjust and unreasonable prices in violation of the Federal Power Act. The complaint seeks unspecified penalties, costs and attorney fees. Mirant removed this suit from the state court in which it was originally filed to the United States District Court for the Northern District of California. The district court denied the California Attorney General's motion seeking to have the case remanded to the state court, and the California Attorney General has appealed that ruling to the United States Court of Appeals for the Ninth Circuit. This suit has been consolidated for joint administration with the California Attorney General suits filed on March 11, 2002 and April 15, 2002. The district court on March 25, 2003 granted Mirant's motion seeking dismissal of this suit. The court ruled that the California Attorney General's claims under California's Unfair Competition Act are barred by the doctrine of preemption and the filed rate doctrine, finding that the remedies sought would interfere with the

FERC's exclusive authority to set wholesale electric rates under the Federal Power Act. The California Attorney General has appealed that dismissal to the United States Court of Appeals for the Ninth Circuit.

On April 15, 2002, the California Attorney General filed a third civil lawsuit against Mirant and several of its wholly owned subsidiaries in the United States District Court for the Northern District of California. The lawsuit alleges that Mirant's acquisition and possession of its Potrero and Delta power plants has substantially lessened, and will continue to substantially lessen, competition in violation of the Clayton Act and the California Unfair Competition Act. The lawsuit seeks equitable remedies in the form of divestiture of the plants and injunctive relief, as well as monetary damages in unspecified amounts to include disgorgement of profits, restitution, treble damages, statutory civil penalties and attorney fees. This suit has been consolidated for joint administration with the California Attorney General suits filed on March 11, 2002 and April 9, 2002. On March 25, 2003, the court dismissed the California Attorney General's state law claims and his claim for damages under the Clayton Act as barred by the filed rate doctrine but allowed the California Attorney General to proceed on his claim under the Clayton Act seeking relief in the form of an order requiring Mirant to divest its California plants.

California Rate Payer Litigation: A total of sixteen lawsuits are pending that assert claims under California law based on allegations that certain owners of electric generation facilities in California and energy marketers, including Mirant and several of its subsidiaries, engaged in various unlawful and anti-competitive acts that served to manipulate wholesale power markets and inflate wholesale electricity prices in California.

Six of those suits were filed between November 27, 2000 and May 2, 2001 in various California Superior Courts. Three of these suits seek class action status, while two of the suits are brought on behalf of all citizens of California. One lawsuit alleges that, as a result of the defendants' conduct, customers paid approximately \$4 billion more for electricity than they otherwise would have and seeks an award of treble damages as well as other injunctive and equitable relief. One lawsuit also names certain of Mirant's officers individually as defendants and alleges that the state had to spend more than \$6 billion purchasing electricity and that if an injunction is not issued, the state will be required to spend more than \$150 million per day purchasing electricity. The other suits likewise seek treble damages and equitable relief. One such suit names Mirant Corporation itself as a defendant. A listing of these six cases is as follows:

CAPTION
DATE FILED
COURT OF
ORIGINAL
FILING - -

-- People
of the
State of
California
January
18, 2001
Superior
Court of
California
-- v.
Dynegy, et
al San
Francisco
County
Gordon v.
Reliant
Energy,
Inc., et
November
27, 2000
Superior
Court of
California
-- al San
Diego
County
Hendricks
v. Dynegy
Power
November
29, 2000
Superior
Court of
California
--
Marketing,
Inc., et
al San
Diego
County
Sweetwater
Authority,

et al. v.
January
16, 2001
Superior
Court of
California
-- Dynegy,
Inc., et
al San
Diego
County
Pier 23
Restaurant
v. PG&E
Energy
January
24, 2001
Superior
Court of
California
--
Trading,
et al San
Francisco
County
Bustamante,
et al. v.
Dynegy,
May 2,
2001
Superior
Court of
California
-- Inc.,
et al Los
Angeles
County

These six suits (the "Six Coordinated Suits") were coordinated for purposes of pretrial proceedings before the Superior Court for San Diego County. In the Spring of 2002, two of the defendants filed crossclaims against other market participants who were not parties to the actions. Some of those crossclaim defendants then removed the Six Coordinated Suits to the United States District Court for the Southern District of California. The plaintiffs filed a motion seeking to have the actions remanded to the California state court, and the defendants filed motions seeking to have the claims dismissed. On December 13, 2002, the United States District Court for the Southern District of California granted the plaintiffs' motion seeking to have the six cases remanded to the California state court. The defendants that filed the crossclaims have appealed that decision remanding the Six Coordinated Suits to the California

state courts to the United States Court of Appeals for the Ninth Circuit, and the Ninth Circuit has stayed the district court's remand decision until the Ninth Circuit can act on that appeal.

Eight additional rate payer lawsuits were filed between April 23, 2002 and October 18, 2002 alleging that certain owners of electric generation facilities in California, as well as certain energy marketers, including Mirant and several of its subsidiaries, engaged in various unlawful and fraudulent business acts that served to manipulate wholesale markets and inflate wholesale electricity prices in California. The suits are related to events in the California wholesale electricity market occurring over the last three years. Each of the complaints alleges violation of California's Unfair Competition Act. One complaint also alleges violation of California's antitrust statute. Each of the plaintiffs seeks class action status for their respective case. These suits contain allegations of misconduct by the defendants, including the Mirant entities, that are similar to the allegations made in the previously filed rate payer suits, and in the suits filed by the California Attorney General on March 11, 2002, and April 15, 2002. Some of these suits also allege that contracts between the DWR and certain marketers of electricity, including a nineteen month power sales agreement entered into by Mirant Americas Energy Marketing with the DWR in May 2001, contain terms that were unjust and unreasonable. The actions seek, among other things, restitution, compensatory and general damages, and to enjoin the defendants from engaging in illegal conduct. The captions of each of these eight cases follow:

CAPTION
DATE FILED
COURT OF
ORIGINAL
FILING - --

T&E
Pastorino
Nursery, et
al. v.
April 23,
2002
Superior
Court of
California
-- Duke
Energy
Trading and
San Mateo
County
Marketing,
LLC, et al
RDJ Farms,
Inc., et
al. v. May
10, 2002
Superior
Court of
California
--
Allegheny
Energy
Supply
Company,
San Joaquin
County LLC,
et al
Century
Theatres,
Inc., et
al. v. May
14, 2002
Superior
Court of
California
--
Allegheny
Energy
Supply
Company,
San
Francisco
County LLC,
et al El
Super
Burrito,
Inc., et
al. v. May
15, 2002
Superior
Court of
California
--
Allegheny
Energy
Supply

Company,
 San Mateo
 County LLC,
 et al Leo's
 Day and
 Night
 Pharmacy,
 et May 21,
 2002
 Superior
 Court of
 California
 -- al. v.
 Duke Energy
 Trading and
 Alameda
 County
 Marketing,
 LLC, et al
 J&M Karsant
 Family
 Limited May
 21, 2002
 Superior
 Court of
 California
 --
 Partnership,
 et al. v.
 Duke
 Alameda
 County
 Energy
 Trading and
 Marketing,
 LLC, et al
 Bronco Don
 Holdings,
 LLP, et al.
 May 24,
 2002
 Superior
 Court of
 California
 -- v. Duke
 Energy
 Trading and
 San
 Francisco
 County
 Marketing,
 LLC, et al
 Kurtz v.
 Duke Energy
 Trading et
 al October
 18, 2002
 Superior
 Court of
 California
 -- Los
 Angeles
 County

These suits were initially filed in California state courts by the plaintiffs and removed to United States district courts. These eight cases were consolidated for purposes of pretrial proceedings with the Six Coordinated Suits described above. Motions to remand have been filed by the plaintiffs in these cases, and whether the cases will remain in the United States District Court for the Southern District of California or be remanded to the California state courts in light of the district court's decision on December 13, 2002 to remand the Six Coordinated Suits cannot be determined at this time.

On July 15, 2002, an additional rate payer lawsuit, Public Utility District No. 1 of Snohomish Co. v. Dynegy Power Marketing, et al., was filed in the United States District Court for the Central District of California against various owners of electric generation facilities in California, including Mirant and its subsidiaries, by Public Utility District No. 1 of Snohomish County, which is a municipal corporation in the

state of Washington that provides electric and water utility service. The plaintiff public utility district alleges that defendants violated California's antitrust statute by conspiring to raise wholesale power prices, injuring plaintiff through higher power purchase costs. The plaintiff also alleges that defendants acted both unfairly and unlawfully in violation of California's Unfair Competition Act through various unlawful and anticompetitive acts, including the purportedly wrongful acquisition of plants, engagement in "Enron-style" trading, and withholding power from the market. The plaintiff seeks restitution, disgorgement of profits, injunctive relief, treble damages, and attorney's fees. The Snohomish suit was consolidated for purposes of pretrial proceedings with the other rate payer suits pending before the United States District Court for the Southern District of California. On January 6, 2003, the district court granted a motion to dismiss filed by the defendants. The district court concluded that the effect of the plaintiffs' claims was to challenge rates for the sale of power at wholesale that were subject to the exclusive regulation of the FERC under the Federal Power Act, and that those claims were therefore barred by the filed rate doctrine and federal preemption. The plaintiff has appealed the dismissal of the Snohomish suit to the United States Court of Appeals for the Ninth Circuit.

On November 20, 2002, a class action suit, *Bustamante v. The McGraw-Hill Companies, Inc., et al.*, was filed in the Superior Court for the County of Los Angeles against certain publishers of index prices for natural gas, gas distribution or marketing companies, owners of electric generation facilities in California and energy marketers, including the Company and various of its subsidiaries. The plaintiff in the *Bustamante* suit alleges that the defendants violated California Penal Code sections 182 and 395 and California's Unfair Competition Act by reporting false information about natural gas transactions to the defendants that published index prices for natural gas causing the prices paid by Californians for natural gas and for electricity to be artificially inflated. The suit seeks, among other things, disgorgement of profits, restitution, and compensatory and punitive damages.

Oregon Rate Payer Litigation: On December 16, 2002, a class action suit, *Lodewick v. Dynegy, et al.*, was filed in the Circuit Court for the County of Multnomah, Oregon, against various owners of electric generation facilities in California and marketers of electricity and natural gas, including Mirant and various of its subsidiaries, on behalf of all persons who purchased electricity or natural gas in Oregon from January 2000. The plaintiff alleges that defendants engaged in unlawful, unfair, and deceptive practices, including withholding energy from the market, misrepresenting the amount of energy they supplied, exercising improper control over the energy market and manipulating the price of energy. The defendants' unlawful manipulation of the wholesale energy market, the plaintiff alleges, resulted in supply shortages and skyrocketing energy prices in the western United States, including Oregon, which in turn caused drastic rate increases for Oregon consumers. The plaintiff asserts claims under Oregon's Unfair Trade Practices Act, as well as claims for negligence and fraud by concealment. The plaintiff seeks injunctive relief, attorney's fees, and an accounting of the wholesale energy transactions entered into by the defendants from 1998 and indicates that she will amend her complaint to seek restitution and damages. The defendants have removed the *Lodewick* suit to the United States District Court for the District of Oregon.

Washington Rate Payer Litigation: On December 16, 2002, a class action suit, *Symonds v. Dynegy, et al.*, was filed in the United States District Court for the Western District of Washington against various owners of electric generation facilities in California and marketers of electricity and natural gas, including Mirant and various of its subsidiaries, on behalf of all persons who purchased electricity or natural gas in the state of Washington from January 2000. The plaintiff alleges that defendants engaged in unlawful, unfair, and deceptive practices, including withholding energy from the market, misrepresenting the amount of energy they supplied, exercising improper control over the energy market and manipulating the price of energy. The defendants' unlawful manipulation of the wholesale energy market, the plaintiff alleges, resulted in supply shortages and skyrocketing energy prices in the western United States, including the state of Washington, which in turn caused drastic rate increases for Washington consumers. The plaintiff asserts claims under Washington's Consumer Protection Act, as well as claims for negligence and fraud by concealment. The plaintiff seeks treble damages, injunctive relief, attorney's fees, and an accounting of the wholesale energy transactions entered into by the defendants since 1998.

Shareholder Litigation: Twenty lawsuits have been filed since May 29, 2002 against Mirant and four of its officers alleging, among other things, that defendants violated Sections 10(b) and 20(a) of the Securities Exchange Act of 1934 and Rule 10b-5 promulgated thereunder by making material misrepresentations and omissions to the investing public regarding Mirant's business operations and future prospects during the period from January 19, 2001 through May 6, 2002. The suits have each been filed in the United States District Court for the Northern District of Georgia, with the exception of three suits filed in the United States District Court for the Northern District of California. The three suits filed in California have been transferred by the court to the United States District Court for the Northern District of Georgia and consolidated with the seventeen consolidated suits already pending before that court. The complaints seek unspecified damages, including compensatory damages and the recovery of reasonable attorneys' fees and costs. The captions of each of the cases follow:

CAPTION
DATE
FILED -

Kornfeld
v.

Mirant
Corp.,
et al
May 29,
2002
Holzer
v.

Mirant
Corp.,
et al
May 31,
2002
Abrams
v.

Mirant
Corp.,
et al
June 3,
2002
Froelich
v.

Mirant
Corp.,
et al
June 4,
2002
Rand v.
Mirant
Corp.,
et al
June 5,
2002

Purowitz
v.
Mirant
Corp.,
et al
June 10,
2002
Kellner
v.

Mirant
Corp.,
et al
June 14,
2002
Sved v.
Mirant
Corp.,
et al
June 14,
2002

Teaford
v.
Mirant
Corp.,
et al
June 14,
2002
Woff v.
Mirant
Corp.,
et al
June 14,
2002

Peruche
v.
Mirant
Corp.,
et al

June 14,
 2002
 Thomas
 v.
 Mirant
 Corp.,
 et al
 June 18,
 2002
 Urgenson
 v.
 Mirant
 Corp.,
 et al
 June 18,
 2002
 Orlofsky
 v.
 Mirant
 Corp.,
 et al
 June 24,
 2002
 Jannett
 v.
 Mirant
 Corp.
 June 28,
 2002
 Green v.
 Mirant
 Corp.,
 et al
 July 9,
 2002
 Greenberg
 v.
 Mirant
 Corp.,
 et al
 July 16,
 2002 Law
 v.
 Mirant
 Corp.,
 et al
 July 17,
 2002
 Russo v.
 Mirant
 Corp.,
 et al
 July 18,
 2002
 Delgado
 v.
 Mirant
 Corp.,
 et al
 October
 4, 2002

In November 2002, the plaintiffs in the consolidated suits in the United States District Court for the Northern District of Georgia filed an amended complaint that added additional defendants and claims. The plaintiffs added as defendants Southern Company ("Southern"), the directors of Mirant immediately prior to its initial public offering of stock, and various firms that were underwriters for the initial public offering by the Company. In addition to the claims set out in the original complaint, the amended complaint asserts claims under Sections 11 and 15 of the Securities Act of 1933, alleging that the registration statement and prospectus for the initial public offering of Mirant's stock misrepresented and omitted material facts. In the amended complaint, the plaintiffs expand their claims under sections 10(b) and 20 of the Securities Exchange Act of 1934 and Rule 10b-5 promulgated thereunder to include statements made to the investing public regarding Mirant's business operations and future prospects during the period from September 26, 2000 through September 5, 2002. The amended complaint alleges, among other things, that Mirant's stock price was artificially inflated because the Company failed to disclose in various filings, public statements, and registration statements: (1) that Mirant allegedly reaped illegal profits in California by manipulating energy prices through a variety of alleged improper tactics; (2) that Mirant allegedly failed to take a timely charge to earnings through a write off of its interest in Western Power Distribution; and (3) the accounting errors and internal controls issues that were disclosed in July and

November of 2002. All defendants have filed motions seeking dismissal of the amended complaint for failure to state a claim upon which relief can be granted.

Under a master separation agreement between Mirant and Southern, Southern is entitled to be indemnified by Mirant for any losses arising out of any acts or omissions by Mirant and its subsidiaries in the conduct of the business of Mirant and its subsidiaries. The underwriting agreements between Mirant and the various firms added as defendants that were underwriters for the initial public offering by the Company also provide for Mirant to indemnify such firms against any losses arising out of any acts or omissions by Mirant and its subsidiaries.

Shareholder Derivative Litigation: Four purported shareholders' derivative suits have been filed against Mirant, its directors and certain officers of the Company. These lawsuits allege that the directors breached their fiduciary duties by allowing the Company to engage in alleged unlawful or improper practices in the California energy market during 2000 and 2001. The Company practices complained of in the purported derivative lawsuits largely mirror those complained of in the shareholder litigation, the rate payer litigation and the California attorney general lawsuits that have been previously disclosed by the Company. One suit also alleges that the defendant officers engaged in insider trading. The complaints seek unspecified damages on behalf of the Company, including attorneys' fees, costs and expenses and punitive damages. The captions of each of the cases follow:

CAPTION
DATE FILED
- -----

Kester v.
Correll,
et al June
26, 2002
Pettingill
v. Fuller,
et al July
30, 2002
White v.
Correll,
et al
August 9,
2002
Cichocki
v.
Correll,
et al
November
7, 2002

The Kester and White suits were filed in the Superior Court of Fulton County, Georgia. The Pettingill suit was filed in the Court of the Chancery for New Castle County, Delaware and the Cichocki suit in the United States District Court for the Northern District of Georgia. All four of the suits have been stayed until a decision is rendered on the motions to dismiss or until discovery begins in the consolidated suits pending in the United States District Court for the Northern District of Georgia described in Shareholder Litigation above.

ERISA Litigation: On April 17, 2003, a purported class action lawsuit alleging violations of the Employee Retirement Income Security Act ("ERISA") was filed in the United States District Court for the Northern District of Georgia entitled James Brown v. Mirant Corporation, et al., Civil Action No. 1:03-CV-1027 (the "ERISA Litigation"). The ERISA Litigation names as defendants Mirant Corporation, certain of its current and former officers and directors, and Southern Company. The plaintiff, who seeks to represent a putative class of participants and beneficiaries of Mirant's 401(k) plans (the "Plans"), alleges that defendants breached their duties under ERISA by, among other things, (1) concealing information from the Plans' participants and beneficiaries; (2) failing to ensure that the Plans' assets were invested prudently; (3) failing to monitor the Plans' fiduciaries; and (4) failing to engage independent fiduciaries to make judgments about the Plans' investments. The plaintiff seeks unspecified damages, injunctive relief, attorneys' fees and costs. The factual allegations underlying this lawsuit are substantially similar to those described above in California Attorney General Litigation, California Rate Payer Litigation, and Shareholder Litigation.

Environmental Information Requests: Along with several other electric generators which own facilities in New York, in October 1999, Mirant New York received an information request from the State of New York concerning the air permitting and air emission control implications under the EPA's new source review regulations promulgated under the Clean Air Act ("NSR") of various repairs and maintenance activities at its Lovett facility. Mirant New York responded fully to this request and provided all of the information requested by the State. The State of New York issued notices of violation to some of the utilities being investigated. The State issued a notice of violation to the previous owner of the Lovett facility, Orange and Rockland Utilities, alleging violations associated with the operation of the

Lovett facility prior to the acquisition of the plant by Mirant New York. To date, Mirant New York has not received a notice of violation. Mirant New York disagrees with the allegations of violations in the notice of violation issued to the previous owner. The notice of violation does not specify corrective actions, which the State of New York may require. If a violation is determined to have occurred at the Lovett facility, Mirant New York may be responsible for the cost of purchasing and installing emission control equipment, the cost of which may be material. Under the sales agreement with Orange and Rockland Utilities for the Lovett facility, Orange and Rockland Utilities is responsible for fines and penalties arising from any violation associated with historical operations prior to the sale. If a violation is determined to have occurred after Mirant New York acquired the plants or, if occurring prior to the acquisition, is determined to constitute a continuing violation, Mirant New York would be subject to fines and penalties by the state or federal government for the period subsequent to its acquisition of the plants, the cost of which may be material. Mirant New York is engaged in discussions with the State to explore a resolution of this matter.

In January 2001, the EPA issued a request for information to Mirant concerning the air permitting and air emission control implications under the NSR of past repair and maintenance activities at the Company's Potomac River plant in Virginia and Chalk Point, Dickerson and Morgantown plants in Maryland. The requested information concerns the period of operations that predates the Company's ownership of the plants. Mirant has responded fully to this request. If a violation is determined to have occurred at any of the plants, the Company may be responsible for the cost of purchasing and installing emission control equipment, the cost of which may be material. Under the sales agreement with PEPCO for those plants, PEPCO is responsible for fines and penalties arising from any violation associated with historical operations prior to the Company's acquisition of the plants. If a violation is determined to have occurred after Mirant acquired the plants or, if occurring prior to the acquisition, is determined to constitute a continuing violation, Mirant would be subject to fines and penalties by the state or federal government for the period subsequent to its acquisition of the plants, the cost of which may be material.

The Company cannot provide assurance that lawsuits or other administrative actions against its power plants will not be filed or taken in the future. If an action is filed against the Company or its power plants and it is determined to not be in compliance, such a determination could require substantial expenditures to bring the Company's power plants into compliance, which could have a material adverse effect on its financial condition, results of operations or cash flows.

Securities and Exchange Commission ("SEC") Informal Investigation and United States Department of Justice and CFTC Inquiries: In August 2002, Mirant received a notice from the Division of Enforcement of the Securities and Exchange Commission that it was conducting an investigation of Mirant. The Division of Enforcement has asked for information and documents relating to various topics such as accounting issues (including the issues announced on July 30, 2002 and August 14, 2002), energy trading matters (including round trip trades), Mirant's accounting for transactions involving special purpose entities, and information related to shareholder litigation. Mirant intends to cooperate fully with the SEC.

In addition, the Company has been contacted by the United States Department of Justice regarding the Company's disclosure of accounting issues and energy trading matters and allegations contained in the amended complaint discussed above in Shareholder Litigation that Mirant improperly destroyed certain electronic records related to its activities in California. The Company has been asked to provide copies of the same documents requested by the SEC in their informal inquiry, and it intends to cooperate fully.

In August 2002, the Commodities Futures Trading Commission ("CFTC") asked the Company for information about certain buy and sell transactions occurring during 2001. The Company provided information regarding such trades to the CFTC, none of which it considers to be wash trades. The CFTC subsequently requested additional information, including information about all trades conducted on the same day with the same counterparty that were potentially offsetting during the period from January 1, 1999 through June 17, 2002, which information the Company provided. In March 2003, the Company received a subpoena from the CFTC requesting a variety of documents and information related to the

Company's trading of electricity and natural gas and its reporting of transactional information to energy industry publications that prepare price indices for electricity and natural gas in the period from January 1, 1999 through the date of the subpoena. Among the documents requested are any documents previously produced to the FERC, the SEC, the Department of Justice, any state's Attorney General, and any federal or state grand jury. The Company intends to cooperate fully with the CFTC.

ITEM 4. SUBMISSION OF MATTERS TO A VOTE OF SECURITY HOLDERS

None

ITEM 4A. EXECUTIVE OFFICERS OF MIRANT CORPORATION

(Identification of executive officers of Mirant Corporation is inserted in Part I in accordance with Regulation S-K, Item 401(b), Instruction 3.) The ages of the officers set forth below are as of January 1, 2003.

NAME AGE POSITION - ---- --- ---
----- S. Marce

Fuller.....
42 President, Chief Executive Officer and Director; Elected President, Chief Executive Officer and a Director in July 1999. Served as President and Chief Executive Officer of Mirant Americas Energy Marketing from September 1997 to July 1999 and Executive Vice President of Mirant from October 1998 to July 1999. From May 1996 to September 1997, Ms. Fuller was Senior Vice President, in charge of North American operations and business development. From February 1994 to May 1996, she was the Vice President for domestic business development. She joined Southern Company in 1985 and joined Mirant in 1992. Ms. Fuller is also a director of Curtiss-Wright Corporation and a director of EarthLink, Inc.

NAME	AGE	POSITION	-	----	---	---
----- Harvey A.						
Wagner.....	61	Executive Vice President and Chief Financial Officer; Elected Executive Vice President and Chief Financial Officer effective January 1, 2003. Prior to joining Mirant, he was Executive Vice President of Finance, Secretary, Treasurer, and Chief Financial Officer at Optio Software, Inc. from February 2002 to December 2002. He acted as interim Chief Financial Officer for Targus Group International, Inc. from September 2001 to January 2002. From May 2001 to August 2001, he performed independent consulting services for various corporations. He was Chief Financial Officer, General Manager, and Chief Operating Officer for PaySys International, Inc. from December 1999 to April 2001. He served as Executive Vice President of Finance and Administration, and Chief Financial Officer for Premiere Technologies, Inc. from April 1998 to September 1999. He served as Senior Vice President of Finance, Chief Financial Officer, and Treasurer of Scientific- Atlanta, Inc. from June 1994 to April 1998. From 1978 to 1994, he held the position of Vice President and Chief Financial Officer for Computervision Corporation, Datapoint Corporation, and American Microsystems, Inc.				
Richard J.						
Pershing.....	56	Executive Vice President, North America; Elected Chief Executive Officer, Americas group in August 1999 and Executive Vice President in October 1998. Served as Senior Vice President from November 1997 to October 1998. Prior to joining Mirant in 1992, Mr. Pershing held various executive and management positions at Georgia Power Company, a subsidiary of Southern Company. He joined Southern Company in 1971.				Edwin H.
Adams.....	38	Senior Vice President, Corporate Development and Technology; Elected Senior Vice President in February 2002. Served as Senior Vice President, Commerce and Technology for Mirant Americas from December 2000 to January 2002; Senior Vice President, Chief Financial Officer and Treasurer for Mirant Americas from January 2002 to April 2002; Executive Director and Chief Financial Officer for Mirant Asia- Pacific from 1997 to 2000; and director of corporate finance for Mirant from 1995 to 1997. Prior to joining Mirant in 1995, he held various positions in finance at Southern Company, First Financial Management Corp. and the Chase Manhattan Bank.				

NAME AGE POSITION - ---- --- -----

Vance N.

Booker..... 49
Senior Vice President, Administration and Technical; Elected Senior Vice President in August 1999. Served as Vice President, Administration from June 1996 to August 1999. Prior to joining Mirant in June 1996, he held various positions at Southern Company in strategic planning, human resources, accounting and finance. Mr. Booker joined Southern Company in 1975. J. William Holden

III..... 41 Senior Vice President, Finance and Accounting and Treasurer; Elected Senior Vice President in February 2002. Previously was Chief Financial Officer for Mirant Europe from April 2001 to February 2002; Vice President and Treasurer of Mirant from February 1999 to April 2001; Vice President of operations and business development for South America from 1996 to 1999; and Vice President of business development for Mirant Asia-Pacific from 1994 to 1995. He held various positions at Southern Company from 1985 to 1994 including director of corporate finance. Frederick D.

Kuester..... 52
Senior Vice President, International; Elected Chief Executive Officer, Asia-Pacific group in August 1999 and Senior Vice President in August 1999. In addition, since November 1998, he has served as Chief Executive Officer of Mirant Asia-Pacific. Served as director of the commercial group at Mirant Asia-Pacific from January 1997 to November 1998. Prior to that, he served as Vice President of power generation for Mississippi Power Company, a subsidiary of Southern Company. Mr. Kuester started his career at Southern Company in 1971.

Roy

McAllister.....
55 Senior Vice President, External Affairs; Elected Senior Vice President, External Affairs in December 2001. From 2000 until he joined the Company, Mr. McAllister was Vice President, External Affairs for Cingular Wireless LLC. He has also held various positions at BellSouth Corporation, including Vice President, Human Resources and Corporate Affairs for BellSouth Cellular Corp. from 1992 to 2000. Mr. McAllister joined BellSouth in 1970. Douglas L.

Miller..... 52
Senior Vice President and General Counsel; Elected Senior Vice President and General Counsel in October 1999. From 1997 until he joined the Company in 1999, Mr. Miller was managing partner of the Troutman Sanders LLP Hong Kong office where he oversaw the Project Development and Finance Practice Group. Mr. Miller joined Troutman Sanders in 1975.

The executive officers of Mirant Corporation were elected to serve until their successors are elected and have qualified or until their removal, resignation, death or disqualification.

PART II

ITEM 5. MARKET FOR REGISTRANT'S COMMON EQUITY AND RELATED STOCKHOLDER MATTERS

COMMON STOCK

Mirant's stock is listed on the New York Stock Exchange, which is the principal market in which the securities are traded. The following table indicates high and low sales prices for common stock of Mirant as reported on the New York Stock Exchange. As of April 23, 2003, Mirant had 154,541 holders of record. On April 2, 2001, Southern distributed its remaining 80% interest in Mirant to Southern's stockholders.

HIGH LOW -----		2001 First
Quarter.....	\$36.00 \$20.94	Second
Quarter.....	\$47.20 \$27.70	Third
Quarter.....	\$39.59 \$19.25	Fourth
Quarter.....	\$29.35 \$13.16	2002 First
Quarter.....	\$16.49 \$ 7.50	Second
Quarter.....	\$14.67 \$ 6.50	Third
Quarter.....	\$ 7.02 \$ 1.90	Fourth
Quarter.....	\$ 3.50 \$ 1.06	

REDEMPTION OF SERIES B PREFERRED STOCK

On March 5, 2001 Southern redeemed its outstanding share of our Series B preferred stock in exchange for transferring our subsidiaries, SE Finance Capital Corporation and Southern Company Capital Funding Inc., to Southern.

DIVIDENDS

We currently intend to retain any future earnings to fund our operations and meet our cash and liquidity needs. Therefore, we do not anticipate paying any cash dividends on our common stock in the foreseeable future. Under our credit facilities, our ability to pay dividends is subject to restrictions.

In 2000, we paid a cash dividend to Southern in the amount of \$503 million, funded by short-term borrowings and commercial paper borrowings. These dividends were authorized under an order issued by the SEC, which allowed us to pay dividends out of unearned surplus.

Holders of the preferred securities are entitled to receive cash distributions at an annual rate of 6 1/4% of the \$50 liquidation preference per preferred security. Distributions are cumulative and began to accumulate on the date of original issuance of the preferred securities, which was October 2, 2000. Distributions are payable quarterly in arrears on January 1, April 1, July 1 and October 1 of each year beginning January 1, 2001, unless we defer interest payments on the debentures. In 2001 and 2002, we paid cash distributions of approximately \$22 million in each year. The distributions for these securities are recorded in minority interest on the consolidated statement of operations.

ITEM 6. SELECTED FINANCIAL DATA

The following table presents our selected consolidated financial information. The information set forth below should be read together with "Management's Discussion and Analysis of Financial Condition and Results of Operations" and our historical consolidated financial statements and the notes thereto. The selected statement of operations data and balance sheet data are derived from our consolidated financial statements. The financial information for the periods prior to our separation from Southern on April 2,

2001 does not necessarily reflect what our financial position and results of operations would have been had we operated as a separate, stand-alone entity during those periods.

The following selected financial information should also be read considering that from January 1, 1998 until August 10, 2000, the date of our acquisition of Vastar Resources Inc.'s ("Vastar") 40% interest in Mirant Americas Energy Marketing, we accounted for this joint venture under the equity method of accounting. Effective August 10, 2000, Mirant Americas Energy Marketing became a wholly owned consolidated subsidiary.

As further described in Item 7 "Management's Discussion Analysis of Financial Condition and Results of Operations", the Company restated its consolidated financial statements as of December 31, 2001 and 2000, and for the years then ended.

SELECTED FINANCIAL DATA

YEARS ENDED DECEMBER 31, -----

 RESTATED RESTATED 2002 2001 2000 1999
 1998 -----

----- (IN MILLIONS EXCEPT PER SHARE
 DATA) STATEMENT OF OPERATIONS DATA:

Operating				
revenues.....	\$			
6,436 \$8,524 \$3,951 \$2,265 \$1,819				
Income (loss) from continuing				
operations.....				
(2,352) 465 299 362 (12)				
Income				
(loss) from discontinued				
operations.....				
(86) (56) 31 10 12				
Net income				
(loss).....				
(2,438)				
409 330 372 --				
Earnings (loss) per				
diluted share: From continuing				
operations.....	\$	(5.85)	\$	
1.34 \$ 1.03 \$ 1.33 \$(0.04)				
From discontinued operations.....				
(0.21) (0.15) 0.11 0.04 0.04				

Net				
income (loss).....	\$			
(6.06) \$ 1.19 \$ 1.14 \$ 1.37 \$ --				
=====				

AS OF DECEMBER 31, -----

 - RESTATED RESTATED RESTATED 2002
 2001 2000 1999 1998 -----

 BALANCE SHEET DATA: Total
 assets.....
 \$19,415 \$22,043 \$24,136 \$13,863
 \$12,054 Notes payable to
 Southern..... -- -- -- --
 926 Total long-term
 debt..... 8,822 8,435
 5,596 4,948 3,919
 Subsidiary
 obligated mandatorily redeemable
 preferred
 securities(1).....
 -- -- 950 -- 1,033
 Company
 obligated mandatorily redeemable
 securities of a subsidiary holding
 solely parent company
 debentures..... 345
 345 345 -- --
 Stockholders'
 equity..... 2,955
 5,258 4,019 3,010 2,642

- -----

- (1) The \$950 million of preferred securities were issued by special purpose financing subsidiaries owned by Capital Funding, our capital funding subsidiary. The proceeds were loaned to Southern in exchange for subordinated notes from Southern. Southern paid interest on the subordinated notes issued in favor of the financing subsidiaries, which payments were used to pay dividends on the preferred securities. Southern guaranteed payments due under the terms of the preferred securities. In connection with our separation from Southern, Capital Funding was transferred to Southern on March 5, 2001.

ITEM 7. MANAGEMENT'S DISCUSSION AND ANALYSIS OF FINANCIAL CONDITION AND RESULTS OF OPERATIONS

The following discussion should be read in conjunction with the Company's consolidated financial statements and the related notes, which are included elsewhere in this report. The accompanying consolidated financial statements of the Company have been prepared on a going concern basis, which contemplates the realization of assets and the satisfaction of liabilities in the normal course of business. As discussed below under "Financial Condition -- Liquidity and Capital Resources", the Company is currently in discussions with certain of its lenders regarding the extension of the maturities of a substantial portion of its indebtedness. If such restructuring efforts are not successful, the Company would likely be required to seek bankruptcy court or other protection from its creditors. The Company's consolidated financial statements do not reflect adjustments that might be required if the Company is unable to continue as a going concern. See also Note 1 to the Company's consolidated financial statements included elsewhere in this report.

OVERVIEW AND BACKGROUND

We are an international energy company that produces and sells electricity in the United States, the Philippines and the Caribbean. In addition, in North America we engage in trading activities to optimize the financial performance of our power generation business and for proprietary purposes. Most of our generating output in the Philippines is sold under long-term contracts. Our operations in the Caribbean include fully integrated electric utilities in Jamaica and the Bahamas and generation businesses in Curacao and in Trinidad and Tobago.

As of December 31, 2002, we owned or controlled through operating agreements more than 21,800 MW of electric generating capacity around the world and expect to complete construction of approximately 990 MW of generating capacity by December 2003. In North America, we also had rights to approximately 3.1 billion cubic feet per day of natural gas production, more than 2.1 billion cubic feet per day of natural gas transportation and almost 13.4 billion cubic feet of natural gas storage as of December 31, 2002.

Beginning in late 2001 and continuing through early 2003, there have been many changes in our business. This is a result of a number of factors, including uncertainty arising from the collapse of Enron Corporation and the financial difficulties of our competitors, regulatory and legal investigations of wholesale energy trading activities, and decreased power prices due to the construction of additional electric generating facilities in the United States. These conditions have adversely impacted our liquidity and earnings. Our earnings decreased by \$2.85 billion in 2002 compared to 2001.

Following is a summary of significant factors affecting the Company in 2002:

- The combination of external factors discussed above and changes in our strategic focus have reduced our estimated future cash flows which adversely impacted the value of our assets. In 2002, the Company recognized goodwill impairment charges of \$697 million; restructuring and long-lived asset impairment charges of \$973 million; deferred income tax valuation adjustments of \$1,088 million; provisions for income taxes that were previously unrecognized on accumulated foreign earnings of \$468 million; and other impairment charges of \$467 million.
- To reduce outstanding debt and in response to changes in the Company's strategic focus, the Company sold its European, Chinese and selected United States investments and operations resulting in gains of \$370 million in 2002.
- In 2002, we began scaling back the scope of our commodity trading activities, primarily physical gas, to reduce the impact that commodity trading has on our liquidity and credit positions. We expect to continue to reduce our physical natural gas trading activities in 2003. The Company expects these reductions in its trading activities to result in lower net trading revenues in 2003 and beyond.

- Limited access to capital has caused us to draw down our credit facilities and maintain substantially higher cash balances throughout the year resulting in increased interest expense. In addition, we are seeking to restructure our debt by asking certain of our creditors to defer repayments of principal. If we are successful in restructuring our debt, we expect that the terms of such restructured debt will be less favorable than the terms of our current debt.
- Lower power prices and higher natural gas prices resulted in reduced "spark spreads" (the difference between the price at which electricity is sold and the cost of the fuel used to generate it) and resulting lower gross margins in 2002 compared to unusually high spark spreads in 2001 and 2000.
- In 2002, our reduced credit ratings have caused the Company to provide additional collateral to market participants to support the Company's trading operations, which has adversely affected our liquidity.
- In 2002, trading volumes decreased in forward markets for both power and gas. Trading volumes are expected to decline further as market participants continue to exit the trading business. We expect these trends to adversely affect our future net trading revenues.
- Results of operations for 2002 include revenue generated from fixed price contracts with higher margins than are currently available based on forward curves. Our inability to enter into contracts with similar margins is expected to adversely impact our future operating results.
- In 2002, the prices realized under our power sales agreement with the DWR, which expired in December 2002, were based on the market prices, which were in place at the time we entered into the agreement. These prices were approximately \$150/MWh and under the new RMR condition 2 construct, we will receive lower revenue from our California properties in 2003.
- Our earnings include the non-cash effect of amortizing liabilities we recorded as part of our purchase of certain generating assets from PEPCO. At the time of the acquisition, we recorded a liability for out-of-market power sales agreements with PEPCO of approximately \$1.735 billion, which is being amortized to income over the life of the agreements. This non-cash amortization added \$423 million, \$417 million and \$12 million to revenues and operating income in 2002, 2001 and 2000, respectively. As of December 2002, the unamortized balance of this liability is \$883 million, which will be amortized to revenue through January 2005. The liability is not adjusted for subsequent changes in market prices. As a result, we expect the amount of amortization recognized as revenue will differ from the amount required to satisfy the obligation based on market prices at the time the obligations are satisfied.

RESTATEMENT OF FINANCIAL STATEMENTS

This report contains restated consolidated financial statements of the Company for the years ended December 31, 2001 and 2000. Prior to filing its second quarter 2002 Form 10-Q, the Company identified a number of accounting errors in its previously issued financial statements due to a material weakness in its accounting controls and organization. As a result, we completed a comprehensive analysis of our financial statements and accounting records and identified a number of additional errors. We also engaged our independent auditors to reaudit our financial statements.

The nature of the errors and the restatement adjustments that the Company has made to its financial statements for years ended December 31, 2001 and 2000 are set forth in Note 3 to our consolidated financial statements in Item 8 of this report.

The net impact of the adjustments include the following:

- Additional paid-in capital at December 31, 1999 has been adjusted by \$6 million primarily to reflect a non-cash transfer of employee obligations by Mirant to Southern Company. Retained earnings at December 31, 1999 has been restated to reflect the prior period adjustment in the accompanying consolidated statements of shareholders' equity, and increased by \$53 million, as a result of the restatement adjustments. This increase in the retained earnings balance is primarily due to \$49 million of tax benefits relating to the devaluation of the Philippine Peso relative to the United States dollar that occurred in the Philippines from 1997 through 1999 but were not previously recognized in the consolidated financial statements.
- A \$159 million reduction in net income in 2001; and
- A \$29 million reduction in net income in 2000.

In addition, the Company has reclassified certain amounts in the 2001 and 2000 consolidated financial statements to reflect the adoption of new accounting standards. The reclassifications include the net presentation of revenues and expenses associated with energy trading activities required by Emerging Issues Task Force ("EITF") Issue No. 02-03, "Issues Related to Accounting for Contracts Involved in Energy Trading and Risk Management Activities," and the presentation of the operations of Mirant Americas Production Company, MAP Fuels Limited, which owned AQC, in Queensland, Australia, and Mirant's State Line generating facility in Indiana and Neenah generating facility in Wisconsin as discontinued operations pursuant to Statement of Financial Accounting Standards ("SFAS") No. 144 "Accounting for the Impairment or Disposal of Long-Lived Assets."

INTERIM FINANCIAL INFORMATION

The Company is in the process of restating its interim financial information for each of the quarterly periods in 2001 and 2002. Upon completion of the quarterly financial information, the Company expects to prepare and file amended Forms 10-Q for each of the quarterly periods in 2002.

EFFECTS OF ALLOCATIONS FROM SOUTHERN COMPANY IN 2000

Our 2000 consolidated financial statements include allocations to us of certain assets and liabilities, including profit sharing, pension and non-qualified deferred compensation obligations; and corporate expenses, including engineering services, legal, accounting, human resources and insurance services, information technology services and other overhead costs. These amounts have been determined on bases that we and Southern considered to be reasonable reflections of the utilization of the services provided to us or the benefit received by us. The expense allocation methods include relative sales, investment, headcount, square footage, transaction processing costs, adjusted operating expenses and others. The financial information presented for 2000 may not be indicative of our consolidated financial position, results of operations or cash flows would have been had we been a separate, stand-alone entity for 2000.

RESULTS OF OPERATIONS

This discussion of our performance is organized by reportable operating segment, which is consistent with the way we manage our business.

NORTH AMERICA

Our North America segment consists primarily of power generation and commodity trading operations managed as a combined business, including approximately 18,000 MW of generating capacity. The

following table summarizes the operations of our North American segment for the years ended 2002, 2001 and 2000 (in millions):

YEAR ENDED DECEMBER 31, -----					
RESTATED -----	2002	2001	2000	-----	--
----	Operating revenues:				
Generation.....					
	\$5,051	\$6,989	\$2,570	Net trading	
revenues.....				339	563
				365	
Other.....					
	31	--	--	-----	-----
				Total operating	
revenue.....				\$5,421	
\$7,552	\$2,935	-----	-----	Operating expenses:	
				Cost of fuel, electricity and other	
products.....	\$3,986	\$5,347	\$2,042	Selling,	
general and administrative.....				301	576
				287	
Maintenance.....					
	119	144	75	Depreciation and	
amortization.....				154	206
				Impairment losses and restructuring	
charges.....	779	--	--	Gain on sales of assets,	
net.....				(5)	--
Other.....					
	353	322	120	-----	-----
				Total operating	
expenses.....				5,687	6,595
	2,606	-----	-----	Operating (loss)	
income.....				\$ (266)	\$ 958
	\$ 329	=====	=====	=====	

2002 versus 2001

Operating Revenues. Our operating revenues decreased by \$2.1 billion in 2002 compared to 2001. The following factors were primarily responsible for the decrease in operating revenues:

- Our revenues from the generation of power decreased by \$1.9 billion in 2002 compared to 2001. This decrease resulted primarily from lower revenues in the California market of approximately \$2.1 billion. The average price dropped from approximately \$173 per MWh to approximately \$66 per MWh or 62% and our sales volumes dropped from approximately 15.9 million MWhs to approximately 12.2 million MWhs or 23%. This decrease was partially offset by approximately \$250 million from sales of new generation capacity added in the United States in 2001 and 2002. As of December 31, 2002 we had a total generation capacity of approximately 18,000 MW in the United States, which included approximately 27% of base load units, 43% of intermediate units and 30% of peaking units.
- Our net trading revenues decreased by \$224 million in 2002 compared to 2001. This decrease was due to a particularly favorable pricing environment in 2001, which allowed the Company to take advantage of rising gas prices in the early part of 2001 followed by a sharp decline in power prices in spring and early summer. We were not able to repeat this performance in 2002, which had less price volatility due to more normal weather and the effect of additional generation capacity which served to temper price volatility.

Operating Expenses. Our operating expenses decreased by \$908 million in 2002 compared to 2001. The following factors were responsible for the changes in operating expenses:

- The cost of fuel, electricity and other products decreased by \$1.4 billion in 2002 compared to 2001. This decrease resulted primarily from lower demand for our facilities and lower prices for purchased power and natural gas of approximately \$1.3 billion in the California market. In the California market, the average unit price for purchased power decreased from approximately \$199 per MWh in 2001 to approximately \$42 per MWh in 2002 or 79% and the average unit price for natural gas

decreased from approximately \$7.50 per MMBtu in 2001 to approximately \$3.10 per MMBtu in 2002 or 59%. In the California market our purchased power increased by approximately 28% and our natural gas purchases decreased by approximately 91% compared to 2001.

- Selling, general and administrative expense decreased by \$275 million in 2002 compared to 2001 as a result of cost cutting efforts and restructuring our business. Incentive compensation expense was approximately \$59 million lower in 2002 due to the lower financial performance compared to 2001. We reduced expenses related to business development, consulting and information systems by approximately \$63 million to reflect lower expected growth related activities going forward and reduced travel and other miscellaneous expenses by approximately \$20 million. The decrease also resulted from provisions for potential losses of approximately \$112 million recorded in the first quarter of 2001 related to receivables due from both the PX and PG&E. These decreases were offset in part by higher audit and legal fees.
- Depreciation and amortization expense decreased by \$52 million in 2002 compared to 2001. The decrease was primarily as a result of no longer amortizing goodwill upon our adoption of SFAS No. 142. In addition, we recorded approximately \$12 million less depreciation expense related to certain assets that were fully depreciated by the end of 2001. These decreases were partially offset by additional depreciation of approximately \$23 million from assets we acquired throughout 2001, and from the commencement of operations at new units completed in 2001 and 2002.
- The impairment losses and restructuring charges of \$779 million recorded in 2002 included \$248 million related to write-downs of work in progress and progress payments on equipment, \$236 million related to costs to cancel equipment orders and service agreements, \$25 million related to the severance of approximately 323 employees and other employee termination-related charges and \$10 million related to costs incurred to suspend construction projects in progress. We also recorded impairment charges of \$77 million related to our suspended Mint Farm construction project and \$44 million associated with one power island that we originally intended to use as part of a development project in Korea. In addition, we recorded a write down of \$91 million reflecting the fair market value of our remaining turbines held in storage.

2001 versus 2000

Operating Revenues. Our operating revenues increased by \$4.6 billion in 2001 compared to 2000. The following are some of the factors that were responsible for the increase in operating revenues:

- Our revenues from the generation of power increased by \$4.4 billion in 2001 compared to 2000. This increase resulted primarily from unusually high power prices in the first quarter of 2001 and increased market demand in the California market. Revenue from the California market contributed approximately \$2.4 billion to the increase. Market prices in this region increased by approximately 61%. Power sales volumes in this region increased by approximately 181%. The revenue from the assets we acquired from PEPCO contributed approximately \$1.6 billion to the increase in revenues. Other capacity additions in the United States also contributed to the increase in revenues. In addition, the 2000 amounts reflect provisions recorded for potential refunds related to revenues from our California operations.
- Our net trading revenues increased by \$198 million in 2001 compared to 2000. This increase resulted primarily from the inclusion of 12 months of revenues in 2001, compared to 5 months in 2000, from Mirant Americas Energy Marketing which was consolidated in our financial statements beginning in August 2000. Prior to August of 2000 Mirant Americas Energy Marketing was accounted for as an equity method investment.

Operating Expenses. Our operating expenses increased by approximately \$4.0 billion in 2001 compared to 2000. The following factors were responsible for the increase in operating expenses:

- The cost of fuel, electricity and other products increased by \$3.3 billion in 2001 compared to 2000 primarily due to the combination of unusually high prices for natural gas in the first quarter of 2001

and increased market demand for natural gas and power in the California market. As noted above, power sales volumes in this region increased by approximately 181%. In the California market, the average price for purchased power and natural gas increased by approximately 20% and 12%, respectively which resulted in higher cost of fuel. Additionally, the costs from the net capacity additions in the United States contributed to higher cost of fuel, electricity and other products.

- Selling, general and administrative expense increased by \$289 million in 2001 as compared to 2000. Our acquisition of the PEPCO assets in December 2000 contributed to the higher selling, general and administrative expense in 2001. The provisions of \$112 million recorded related to receivables due from both the PX and PG&E, and provisions recorded of \$68 million related to amounts due from Enron as a result of its bankruptcy in December 2001, also contributed to the increase in selling, general and administrative expense.
- Depreciation and amortization expense increased by \$124 million in 2001 compared to 2000. This increase resulted primarily from depreciation expense related to the plants we acquired in Maryland and Virginia in December 2000, and the commencement of operations at our Wisconsin plant in May 2000, at our Michigan plant in June 2001 and at our Texas plant for the first and second phases in June 2000 and 2001, respectively.
- Maintenance expense increased by \$69 million in 2001 as compared to 2000 partly as a result of approximately \$36 million in additional expenses attributable to the plants acquired in the PEPCO acquisition, and the commencement of operations at our plants in Wisconsin, Michigan and Texas.
- Other operating expenses increased by \$202 million in 2001 compared to 2000 primarily as a result of the inclusion of expenses related to the PEPCO assets acquired in December 2000.

INTERNATIONAL

Our International segment consists of power generating operations in Asia and Trinidad and Tobago and our integrated utilities in Jamaica and the Bahamas. For 2001 and 2000, it includes our operations in South America, and for 2000 it also includes our distribution operations in Europe. The following table summarizes the operations of our International businesses for the years ended 2002, 2001 and 2000 (in millions):

YEAR ENDED DECEMBER 31, -----				
RESTATE	2002	2001	2000	-----
-----				----
Operating revenues:				
Generation.....				
\$ 527 \$495 \$ 537 Integrated utility and				
distribution.....	485	475	477	
Other.....				
3 2 2 -----				-----
Total operating				
revenues.....	1,015	972		
1,016 Operating expenses: Cost of fuel, electricity and				
other products.....	228	213	121	
and administrative.....	182	182	105	
Maintenance.....				
33 39 68 Depreciation and				
amortization.....	117	157	213	
Impairment losses and restructuring				
charges.....	863	82	--	
Gain on sales of assets,				
net.....	(36)	(2)	--	
Other.....				
108 88 83 -----				-----
Total operating				
expenses.....	1,495	759		
590 -----				-----
Operating (loss)				
income.....	\$ (480)	\$212		
\$ 426 =====				=====

2002 versus 2001

Operating Revenues. Our operating revenues increased by \$43 million in 2002 compared to 2001. The following factors were primarily responsible for the increase in operating revenues:

- Our revenues from the generation of power increased by \$32 million in 2002 compared to 2001 due to approximately \$21 million of additional revenue from our Philippine operations, primarily resulting from increased sales volumes of excess capacity to new customers.
- Our distribution and integrated utility revenues increased by \$10 million in 2002 compared to 2001. This increase was due to the recognition of approximately \$114 million of additional revenue from 12 months of operations in 2002 compared to nine months in 2001 related to our Jamaican operation, which was acquired in March 2001. This was offset by the reduction of approximately \$95 million in revenue as a result of the sale of our Chilean operations in December 2001.

Operating Expenses. Our operating expenses increased by \$736 million in 2002 compared to 2001. The following factors were responsible for the changes in operating expenses:

- Depreciation and amortization expense decreased by \$40 million in 2002 compared to 2001 primarily as a result of no longer amortizing goodwill. Goodwill amortization was \$31 million in 2001. In addition, we recorded approximately \$4 million less depreciation related to certain assets that were fully depreciated by the end of 2001 or disposed of during 2002. These decreases were partially offset by additional depreciation of approximately \$2 million from units we acquired or from commencement of operations from new units completed during 2001.
- Impairment losses and restructuring charges increased by \$781 million in 2002 compared to 2001. The increase is primarily due to goodwill impairment charges of approximately \$697 million related to our Asia operations and impairment charges of approximately \$101 million related to our development projects in Norway and Korea. Additionally, we recorded restructuring charges of \$65 million, which included \$51 million related to costs to cancel equipment orders and service agreements and \$14 million related to the severance of approximately 200 employees and other employee termination-related charges. In 2001, we recorded an impairment of \$82 million relating to our investment in our Chilean subsidiary, Empresa Electrica del Norte Grande S.A. ("EDELNOR").
- Gain on sale of assets in 2002 included a \$30 million gain on the sale of our investments in Australia and a \$6 million gain on the sale of our investments in Korea and the UK.
- Other expenses increased by \$20 million in 2002 compared to 2001 which was primarily attributable to a \$14 million reclassification of operation and maintenance integration costs in Asia from selling, general and administrative expenses, and increased costs from owning JPSCo for a full year versus nine months during 2001.

2001 versus 2000

Operating Revenues. Our operating revenues decreased by \$44 million in 2001 compared to 2000. This decrease was primarily attributable to the deconsolidation of WPD effective December 2000 offset by additional revenue from nine months of operations in 2001 related to our Jamaican investment, which was acquired in March 2001.

Operating Expenses. Our operating expenses increased by \$169 million in 2001 compared to 2000. The following factors were responsible for the increase in operating expenses:

- The increase in cost of fuel, electricity and other products and selling, general and administrative expense was attributable to the inclusion of additional expenses related to our Jamaican investment, which was acquired in March 2001. Selling, general and administrative expense was higher as a result of lower bad debt expense in 2000 related to the Shajiao C venture.

- Maintenance expense decreased by \$29 million in 2001 compared to 2000. This decrease was primarily due to the deconsolidation of WPD effective December 2000, offset somewhat by the additional expenses from JPSCo after our acquisition of an 80% interest in JPSCo in March 2001.
- Impairment loss was \$82 million in 2001, which was attributable to the \$82 million impairment of our investment in our Chilean subsidiary, EDELNOR.

CORPORATE & OTHER

The following table summarizes our corporate expenses and other income and expenses for the years ended 2002, 2001 and 2000 (in millions):

YEAR ENDED DECEMBER 31, -----					
RESTATED -----	2002	2001	2000	-----	---
Operating expenses: Selling, general and administrative.....	\$ 98	\$ 119	\$ 73		
Depreciation and amortization.....	17	9	5		
Impairment losses and restructuring charges.....	28	--	--		
Other operating expenses.....	19	16	4		
Operating loss.....	162	144	82		
Other (expense) income, net: Interest					
Interest	38	118	176		
Expense.....	(495)	(614)	(606)		
Gain on sales of investments, net.....	329	--	19		
Equity in income of affiliates.....	168	217	253		
Impairment loss on minority owned affiliates.....	(467)	(3)	(18)		
Receivables recovery.....	29				
Other, net.....	10	--			
Total other expense, net.....	(417)	(242)			
Provision for income taxes.....	949	256			
Minority Interest.....	78	63	88		
Income (loss) from Discontinued Operations.....	(86)	(56)	31		

2002 versus 2001

Selling, general and administrative expense decreased by \$21 million for 2002 compared to 2001 as a result of lower compensation expense.

Impairment losses and restructuring charges of \$28 million in 2002 related to the severance of 133 employees and other employee termination-related charges.

Interest income declined \$80 million in 2002 due to lower interest rates in 2002 compared to 2001.

Interest expense declined \$119 million in 2002 due to a reduction in debt stemming from dispositions made in 2002. In 2002 we sold assets that reduced debt by \$847 million, decreasing interest by approximately \$79 million. Capitalized interest increased by \$21 million due to construction projects, as noted in Item 2 "Properties," partially offset by higher interest rates stemming from a refinancing in Asia.

Gain on sales of investments of \$329 million primarily related to our gain on sales of Bewag of \$249 million and Shajiao C of \$91 million. See Note 7 to the accompanying consolidated financial statements for additional discussion.

Equity in income of affiliates declined \$49 million in 2002 compared to 2001 primarily as the result of the sale of Bewag and WPD.

Impairment loss on minority owned affiliates is discussed in detail in Note 7 to the accompanying consolidated financial statements.

Provision for income taxes increased \$693 million primarily due to providing a valuation allowance of \$1,088 million for the company's net deferred tax assets in the United States. In addition, we provided deferred taxes of \$468 million on the unremitted earnings of our foreign subsidiaries as a result of changes in our plans for reinvestment of those earnings.

2001 versus 2000

Selling, general and administrative expense and other operating expenses increased by \$46 million and \$12 million, respectively, compared to 2001. The increase in selling, general and administrative expenses reflects an increase of approximately \$43 million in compensation and benefits expenses related to Stock Appreciation Rights and Performance Restricted Stock Units. In addition, legal and consulting were approximately \$18 million higher in 2001. The 2000 amount includes costs related to transitioning to a publicly traded company.

Equity in income of affiliates decreased by \$36 million in 2001 as compared to 2000. 2000 amounts included 12 months of equity in earnings from Mirant Americas Energy Marketing prior to its consolidation upon our acquisition of the remaining 40% minority interest in August 2000.

FINANCIAL CONDITION

LIQUIDITY AND CAPITAL RESOURCES

We have incurred substantial indebtedness on a consolidated basis to finance our business. As of December 31, 2002, our total consolidated indebtedness was \$8.9 billion (approximately \$4.4 billion of which was recourse to Mirant Corporation). Although we scaled back our capital expenditure programs and sold a number of investments and businesses in 2002, we do not expect that our cash flows from operations will cover all of our capital expenditures, interest payments and debts as they become due and payable pursuant to their scheduled maturities.

We are working on a restructuring plan pursuant to which we will ask certain of our creditors to defer repayments of principal. Those creditors include holders of approximately \$4.5 billion of bank facilities (including our turbine facility and prepaid gas transaction) and capital markets debt of Mirant Corporation and approximately \$800 million of bank and capital markets debt of Mirant Americas Generation. The purpose of the restructuring is to enable the Company to repay in full all of its obligations with interest, including unsecured long term indebtedness that is not so extended. To reassure creditors who will be asked to extend maturities, all of whom are currently unsecured, the Company intends to offer security interests in substantially all of its and its subsidiaries' unencumbered assets as well as terms more favorable to the creditors. The Company has been working with its financial advisor to develop a financial restructuring plan. If this restructuring plan is accepted by creditors and creditors are ultimately paid in full, the Company believes that there will be value available for existing shareholders. We note that there can be no assurances either with respect to the accomplishment of the contemplated financial restructuring or with respect to the values that may ultimately be available for creditors or stockholders.

The restructuring of the debt of the Company is part of a broader effort to refocus the Company and restructure the business of the Company. Our restructuring activities thus far include:

- The sale of our investments in the United Kingdom (WPD), Germany (Bewag), China (Shajiao C and SIPD) and others. The proceeds from the sale of Bewag and Shajiao C and others were used to reduce debt by \$847 million. The net gains from the sale of our investments decreased our 2002 net loss by \$370 million, however, future earnings will be adversely impacted by the loss of the related income from these investments.

- The cancellation or sale of 70 turbines and power islands in order to reduce future cash expenditures. These actions increased our 2002 net loss by \$549 million, but will reduce future cash expenditures by approximately \$1.9 billion between 2003 and 2005. As of April 22, 2003, approximately \$160 million in additional cash will be required to cancel the turbines.
- The reduction of our workforce by approximately 655. This action resulted in a \$51 million severance charge, but will result in approximately \$78 million of annual payroll savings. We expect to continue to reduce our workforce as we exit additional activities.
- The purchase of \$83 million of TIERS Fixed Rate Trust Certificates for approximately \$51 million. TIERS Certificates represent beneficial interests in approximately \$400 million aggregate principal amount of our 2.5% Convertible Senior Debentures, which are held as the underlying trust assets of a trust established on June 18, 2001 by Structured Products Corp., an indirect wholly-owned subsidiary and affiliate of Salomon Smith Barney Inc. We have no relationship with Structured Products Corp. The TIERS Certificates mature on June 15, 2004. Pursuant to the terms of the Call Right Agreement, Citibank was granted the right to purchase the underlying trust assets from the trustee at any time up to and including the maturity date. If Citibank does not exercise its purchase right at least two business days prior to June 15, 2004, the trustee is obligated to tender the underlying trust assets to Mirant and Mirant is obligated to purchase all of the underlying trust assets tendered in accordance with the terms of the indenture governing the 2.5% Convertible Senior Debentures. This purchase obligation may be settled in cash or, subject to meeting certain conditions, common stock. We purchased the TIERS Certificates pursuant to an authorization by our board of directors to repurchase up to \$500 million of the Company's debt securities as liquidity permits.
- We are currently pursuing various arrangements with multiple third parties to sell certain of our Canadian assets, to monetize commodity contracts related to our Canadian business and to restructure our Canadian business operated by Mirant Canada Energy Marketing, Ltd. and Mirant Canada Gas Marketing, Ltd. in order to reduce the overall collateral requirements of the Canadian business while maintaining, on a reduced scale with a reduced scope, a business presence in Canada.

If we are successful in our restructuring efforts, we expect to meet our liquidity needs going forward through a combination of cash from operations, revolving credit facilities, use of our existing cash balances and asset sales. In addition, the anticipated contractions in the level of our trading and marketing activities are expected to reduce the need for collateral provided by letters of credit and cash deposits. If we are not successful in our restructuring efforts, we would likely be required to seek bankruptcy court or other protection from our creditors.

Cash Flows

Operating cash flow increased by \$440 million in 2002 compared to 2001 due to favorable changes in working capital in 2002. In 2002 working capital changes provided \$308 million in cash compared to a \$535 million use of cash in 2001. The main cause for the swing stems from the completed sale of our State Line generating facility and Mirant Americas Production Company.

Cash provided by investing activities was \$874 million in 2002 primarily which included cash generated from asset sales of \$2,282 million. This compares to \$2,866 million of cash used in 2001 related to growth activities such as acquisitions and capital expenditures. The change between years is characteristic of the repositioning activities that Mirant has engaged in for most of 2002.

We used \$548 million of cash in 2002 to reduce debt consistent with the asset sale activities discussed above. In 2001 financing activities provided cash to fund acquisition and growth activities. Similar to investing cash flows, financing cash flows have changed between years consistent with the repositioning activities in 2002.

The Company has restated its 2001 consolidated statement of cash flows to reduce operating cash flows and increase financing cash flows by \$217 million to reclassify the proceeds received under a natural gas prepay transaction. See Note 3 to our consolidated financial statements for additional information.

The cash flows set forth above are presented on a consolidated basis. However, our operations are conducted primarily by our subsidiaries, and our cash flow is dependent upon cash dividends and distributions and other transfers from our subsidiaries. A significant number of our subsidiaries, including Mirant Americas Generation and its subsidiary Mirant Mid-Atlantic, have substantial indebtedness or lease obligations. These subsidiaries are restricted under the terms of their indebtedness or lease obligations in their ability to pay dividends or make distributions. These limitations generally require that debt service payments or lease obligations be current, debt service coverage and leverage ratios be met and that there be no default or event of default existing under the respective facilities. In the event that such subsidiaries, including Mirant Americas Generation and Mirant Mid-Atlantic, were unable to make dividends and distributions to Mirant Corporation for a prolonged period, it could have a material adverse affect on our liquidity. We note that Mirant Mid-Atlantic is currently restricted from making dividends and, based on projected ratio calculations, is expected to remain restricted until at least the date on which financial statements for the fiscal quarter ended September 30, 2003 are delivered.

Total Cash and Available Credit

We believe that total cash and available credit is an important indication of our ability to meet our obligations. The following table sets forth total cash and available credit of Mirant Corporation and its subsidiaries as of April 25, 2003 and December 31, 2002 and 2001, respectively (in millions):

APRIL 25, 2003	DECEMBER 31, 2002	DECEMBER 31, 2001

--- Cash: Mirant		
Corporation.....		
\$ 492	\$ 862	\$ 406
Americas Generation(1).....		
70	212	-- Mirant Mid-
Atlantic(1).....	175	
70	-- Other	
subsidiaries.....		
659*	812	640

- Total		
cash(2).....		
1,396	1,956	1,046
under credit facilities: Mirant		
Corporation.....		
6	51	867
Mirant Americas		
Generation..... -- --		
227 Mirant Canada Energy		
Marketing..... -- -- 18		
--- ----- Total cash and		
available		
credit(2).....		
\$1,402	\$2,007	\$2,158
=====		
=====		

- -----

* estimated

- (1) The ability of Mirant Americas Generation and Mirant Mid-Atlantic to distribute cash to Mirant is subject to various covenants under their debt and lease agreements. We note that Mirant Mid-Atlantic is currently restricted from making dividends and, based on projected ratio calculations, is expected to remain restricted until at least the date on which financial statements for the fiscal quarter ended September 30, 2003 are delivered.
- (2) The amount includes an estimated \$447 million as of April 25, 2003, \$619 million as of December 31, 2002 and \$514 million as of December 31, 2001 at various subsidiaries that either is required for operating, working capital or other purposes at each respective subsidiary, or the distribution of which is restricted by the subsidiaries' debt agreements and therefore is not available for immediate payment to Mirant Corporation. As of April 25, 2003, we estimate that approximately \$159 million of the \$447 million is not legally restricted from being used by Mirant Corporation. Total cash is equal to

cash and cash equivalents as of such dates plus funds on deposit and cash included in assets held for sale as follows (in millions):

DECEMBER 31, DECEMBER 31, 2002 2001 -----
----- Cash and cash
equivalents.....
\$1,708 \$ 793 Funds on
deposit.....
180 180 Cash included in assets held for sale on
balance sheet..... 13 12 Funds on deposit non-
current..... 55 61 ----
-- ----- Total
cash.....
\$1,956 \$1,046 =====

Major uses of cash since December 31, 2002 that have resulted in the decline in cash and availability under our credit facilities include:

- approximately \$160 million in capital expenditures, primarily related to completing the construction of four of our power plant facilities and ongoing environmental and maintenance expenses;
- \$125 million related to turbine cancellation payments;
- \$269 million related to increased collateral and other operating requirements;
- \$51 million related to the purchase of TIERS; and
- a \$73 million reduction in committed availability under our credit arrangements.

Since December 31, 2002 we have received \$233 million in proceeds from asset sales.

The schedule below summarizes our bank credit facilities as of April 25, 2003 (in millions).

UTILIZED AMOUNT	
EXCLUDING LETTERS OF	
FACILITY/ FACILITY	
LETTERS OF CREDIT AMOUNT	
COMMITMENT COMPANY	
MATURING AMOUNT CREDIT	
OUTSTANDING AVAILABLE	
FEES - -----	

----- Mirant	
Corporation one-year	
term	
loan.....	
July 2003 \$1,125 \$1,125	
\$ -- \$-- 0.300% Mirant	
Corporation Credit	
Facility	
C.....	
2004 446 401 45 --	
0.325% Mirant	
Corporation Four-Year	
Credit	
Facility.....	
July 2005 1,056 25 1,025	
6 0.350% Mirant Americas	
Generation Facilities B	
and C..... October	
2004 300 300 -- --	
0.250% -----	

Total.....	
\$2,927 \$1,851 \$1,070 \$ 6	
=====	

Our financing arrangements subject us to certain covenants which restrict our activities and, under certain facilities, require us to maintain certain financial ratios. As a result of write-downs to reflect the impairment of goodwill, valuation allowances provided for net deferred tax assets, and deferred tax liabilities provided with respect to investments in non-United States subsidiaries, we anticipated that we would not be in compliance with the recourse debt to recourse capital financial covenant under our bank facilities (including the Mirant Americas Development Capital, LLC turbine facility) upon delivery of our financial statements for the year ended December 31, 2002. Therefore, we sought, and received, a waiver from the required lenders under such bank facilities for any potential breaches with respect to non-compliance with the recourse debt to recourse capital financial covenant, any potential breaches that could arise relating to our historical financial reporting requirements or representations or the inclusion in its independent auditors' report on the Company's annual financial statements of an explanatory paragraph stating that the Company has not presented the selected quarterly financial data specified by Item 302(a)

of Regulation S-K, that the Securities and Exchange Commission requires as supplementary information to the basic financial statements. The lenders under such bank facilities have agreed to such waiver through May 29, 2003, subject to certain terms and conditions, including limiting future use of the bank facilities to issuances of letters of credit and limiting capital expenditures and other material payments. (1) Upon expiration or termination of the waiver, the lenders under the respective bank facilities would be able to restrict the issuance of additional letters of credit and/or declare an event of default and, after the applicable cure or grace period, accelerate the indebtedness under such bank facilities. An acceleration of indebtedness under the Mirant Corporation bank facilities would cross accelerate approximately \$910 million of Mirant capital markets and other indebtedness. The terms of the waiver provide for an additional extension, to July 14, 2003, with the prior written consent of lenders representing a majority of the committed amount under each of the facilities. However, the Company can provide no assurances either with respect to whether the waiver will be extended beyond May 29, 2003 or whether the lenders under each of the Mirant bank facilities will accelerate the loans after the expiration or termination of the waiver.

The Company has restated its 2000 and 2001 consolidated financial statements to reflect the impact of discontinued operations and to correct certain errors made in these periods. Upon delivery of the restated audited financial statements for the fiscal years ended December 31, 2000 and December 31, 2001, and the audited financial statements for the fiscal year ended December 31, 2002, and giving effect to the waiver received from the lenders under our bank facilities, we do not believe that any events of default exist under our bank facilities or capital markets debt, either with respect to historical financial statements or otherwise. However, we note that, under their respective bank facilities, our subsidiaries West Georgia Generating Company, LLC and Mirant Canada Gas Marketing, Ltd. are required to deliver audited financial statements of Mirant Corporation (with respect to West Georgia Generating Company) and Mirant Americas Energy Marketing (with respect to both) within 120 days of fiscal year end, which financial statements are to be accompanied by a certification of independent public accountants that, in the case of West Georgia Generating Company, is not qualified or limited because of a restricted or limited examination. Although West Georgia Generating Company and Mirant Canada Gas Marketing will not be able to provide such financial statements within the 120 day period, we expect that they will be able to provide the required financial statements within the applicable grace periods under the respective facilities. Further, we have provided notice to the trustees with respect to a series of convertible debt and our convertible trust preferred securities, that we did not file with the trustees within 15 days after required to be filed with the SEC, a copy of our annual report on Form 10-K. We expect to file the Form 10-K with the trustees within the respective grace periods provided for under the convertible debt and convertible trust preferred securities. Finally, we expect to provide the lenders and debt holders restated interim financial information that are consistent with the restated audited annual financial statements for the respective historical periods in a timely manner.

We note that we expect to meet our liquidity needs while we work on restructuring our debt with cash from operations, issuances of letters of credit under our existing revolving credit facilities, existing cash balances and proceeds of asset sales. However, in the event of a default under our respective bank facilities (including, with respect to Mirant, upon expiration or termination of the waiver under the Mirant bank facilities), the lenders under our existing revolving bank facilities could elect to restrict the issuance of additional letters of credit. In addition, upon a default under our credit facilities or capital markets debt and the expiration of the applicable cure or grace periods, the respective lenders and debt holders would have the right to accelerate the obligations under their respective facilities. Any such acceleration would trigger cross-acceleration of the otherwise non-defaulted indebtedness. In the event our lenders or debt holders elect to accelerate our indebtedness, or materially impact our liquidity by refusing to issue letters of credit or otherwise, the Company would likely be required to seek bankruptcy court or other protection.

- -----

- (1) Pursuant to the requirements of Item 601(a)(4) of Regulation S-K, we will file a copy of the waiver with the SEC with our Form 10-Q for the quarter ending June 30, 2003.

Credit ratings impact our ability to obtain financing and the cost of such financing, as well as, the amount of collateral needed to execute our commercial activities. The majority of our debt is rated by the leading credit rating agencies, Standard & Poor's ("S&P"), Fitch, Inc. ("Fitch") and Moody's Investors Service ("Moody's"). As of April 18, 2003, all of the Company's debt was rated by these agencies as below investment grade. As a result of downgrades of our credit ratings in 2002, the interest rate on our corporate bank facilities has increased by 1.05%.

Debt Obligations, Off-Balance Sheet Arrangements and Contractual Obligations

The Company's debt obligations, off-balance sheet arrangements and contractual obligations, as discussed in Notes 10, 16 and 17 to our consolidated financial statements, as of December 31, 2002 are as follows (in millions):

DEBT OBLIGATIONS, OFF-BALANCE SHEET ARRANGEMENTS AND CONTRACTUAL OBLIGATIONS BY YEAR -----						

----- TOTAL 2003 2004 2005						
2006	2007	THEREAFTER			-----	

- ----- Long-term						
debt(1)..... \$						
8,822	\$1,731	\$2,189	\$	236	\$	
900	\$517	\$3,249	Operating			
leases(2).....				3,183		
189	158	152	140	145	2,399	
Long-term service						
agreements(3).....						
791	40	32	44	50	53	572
Fuel/transportation						
commitments(4).....						
3,125	1,277	901	574	228	130	15
Turbine						
purchases.....						18
18	--	--	--	--	Construction	
related commitments (Note						
16).....						483
186	5	153	113	25	1	Power
purchase agreements(5).....						
1,467	213	212	212	52	52	726 --

--- ---- ----- Total						
contractual						
obligations.....						
\$17,889	\$3,654	\$3,497	\$1,371			
\$1,483	\$922	\$6,962	=====			
=====	=====	=====	=====			
=====	=====	=====	=====			

- -----

- (1) These amounts include interest for certain capital lease obligations.
- (2) The majority of these leases relate to Mirant Mid-Atlantic's Morgantown and Dickerson facilities.
- (3) These represent our total estimated commitments under our long-term service agreements associated with turbines installed or in storage.
- (4) The majority of the fuel commitments are related to our contract with BP p.l.c. ("BP"), in which BP is obligated to deliver and we are obligated to purchase at current spot prices fixed quantities of natural gas at identified delivery points.
- (5) The amounts represent the estimated commitments under the power purchase agreements that Mirant assumed in the asset purchase and sale agreement for the PEPCO generating assets. The estimated commitment is based on the total remaining MW commitment at contractual prices.

COMMODITY TRADING ACTIVITIES

We provide risk management services through commodity trading to our customers in North America. These services are provided through a variety of exchange-traded and over-the-counter ("OTC") energy and energy-related contracts, such as forward contracts, futures contracts, option contracts and financial swap agreements. These contractual commitments are reflected at fair value and are presented as "price risk management assets and liabilities" in the accompanying consolidated balance sheets. The net changes in their market values are recognized in income in the period of change.

The determination of fair value considers various factors, including closing exchange or over-the-counter market price quotations, time value, credit quality, liquidity and volatility factors underlying options and contractual commitments. Certain financial instruments that Mirant uses to manage risk exposure to energy prices for its North American generation portfolio do not qualify for hedge accounting treatment, typically because they do not meet strict hedge effectiveness criteria and/or hedge documentation criteria. Therefore, the fair values of these instruments are included in "price risk management assets and liabilities" in the accompanying consolidated balance sheets.

FAIR VALUE OF PRICE RISK MANAGEMENT ASSETS AND LIABILITIES AS OF DECEMBER 31, 2002 -----									

--- LOW COMPLEXITY MEDIUM COMPLEXITY HIGH COMPLEXITY MODELS MODELS MODELS PRICE DISCOVERY PRICE DISCOVERY PRICE DISCOVERY -----									

HIGH MEDIUM LOW HIGH MEDIUM LOW HIGH MEDIUM LOW TOTAL - -----									

- (IN MILLIONS)									
2003.....	\$100	\$24	\$ 6	\$ 4	\$ 1	\$--	\$		
	--	\$	--	\$	--	\$ 135			
2004.....	24	2	--	1	--	--	--	--	27
2005.....	18	(7)	(5)	1	--	--	--	--	--

```

2006.....
35 (4) (5) -- 1 -- -- -- --
      27
2007.....
(1) 5 (2) -- -- 1 -- -- --
      3
Thereafter.....
-- 13 (13) -- -- 5 -- -- 1
6 -----
-- -----
      Net
assets.....
$176 $33 $(19) $ 6 $ 2 $6 $
-- $ -- $ 1 $ 205 =====
=====
      =====

```

- -----

Model Complexity:

- - Low -- Transactions involving exchange, or exchange look-a-like products with no operational or other constraints.
- - Medium -- Transactions involving some operational constraints, but where these constraints are not the primary drivers of value/risk.
- - High -- Transactions involving much more complex operational and/or contractual constraints, incorporating factors such as temperature, and where these items can be the primary drivers of value/risk.

Level of Price Discovery:

- - High -- Large, liquid markets within the next 3 years, with multiple daily third party and/or exchange settled price quotes available.
- - Medium -- Less liquid markets with periodic external price quotes available, or price levels which are validated, on a daily basis, indirectly as temporal and/or locational spreads off of "High" price discovery data.
- - Low -- Illiquid markets with little or no external price quotes, or where the underlying transactions constitute a large portion of the totality of the transactions in the market.

The process of model development, independent testing and verification of model robustness, system implementation and security, and version control are all covered by the oversight activities of our Model Oversight Committee. Documentation covering this process, including independent testing of model results by the Risk Control organization, is maintained for oversight purposes.

See Item 7A "Market Risk" for further information.

CRITICAL ACCOUNTING POLICIES AND ESTIMATES

The accounting policies described below are considered critical in obtaining an understanding of Mirant's consolidated financial statements because their application requires significant estimates and judgments by management in preparing these consolidated financial statements. Management's estimates and judgments are inherently uncertain and may differ significantly from actual results achieved. Management believes that the following critical accounting policies and the underlying estimates and judgments involve a higher degree of complexity than others do. In addition, the estimates and assumptions used in applying these critical accounting policies to our financial statements and other estimates about future operating results affect the calculation of the financial ratios and measures used to determine the Company's compliance with its debt covenants. Significant changes in these estimates and assumptions could impact calculations under our debt covenants. A more complete discussion regarding debt compliance and the Company's plans regarding future debt restructuring activities is discussed in "Financial Condition -- Liquidity and Capital Resources."

ACCOUNTING FOR COMMODITY TRADING ACTIVITIES:

Our commodity trading activities include new origination transactions and risk management activities using contracts for energy, other energy related commodities and related derivative contracts. We use the mark-to-market method of accounting for our commodity trading activities. Under the mark-to-market method of accounting, we record the fair value of commodity and derivative contracts as price risk management assets and liabilities at the inception of the contract with changes in fair value being recorded on a net basis in revenues. Certain commodity trading transactions are entered into under master netting agreements that provide us with legal right of offset in the event of default by the counterparty and are therefore reported net in our consolidated balance sheets. Prior to the issuance of EITF 02-03, "Issues Related to Accounting for Contracts Involved in Energy Trading and Risk Management Activities" the Company followed the guidance in EITF 98-10. Under 98-10, all energy trading contracts were accounted for at fair value. The consensus reached in EITF 02-03 rescinded EITF Issue 98-10 and required that all

energy trading contracts that do not qualify as derivatives under SFAS No. 133 such as transportation contracts, storage contracts, and tolling agreements, should no longer be accounted for at fair value but rather on an accrual basis. This consensus was effective for all new contracts executed after October 25, 2002, and will require a cumulative effect adjustment to income after tax on January 1, 2003 for all contracts executed prior to October 25, 2002 which do not qualify as derivatives under SFAS No. 133. Our energy contracts that qualify as derivatives will continue to be accounted for at fair value under SFAS No. 133.

We enter into a variety of contractual agreements, such as forward purchase and sale agreements, and futures, swaps and option contracts. Futures and option contracts are traded on a national exchange and swaps and forward contracts are traded in over-the-counter financial markets. These contractual agreements have varying terms and durations, or tenors, which range from a few days to a number of years, depending on the instrument.

The fair value of these contracts are primarily determined using quoted market prices, or if no active trading market exists, quantitative pricing models. We estimate the fair value of derivative contracts using our pricing models based on contracts with similar terms and risks. Our modeling techniques assume market correlation and volatility such as using the prices of one delivery point to calculate the price of the contract's delivery point in the model. The nominal value of the transaction is also discounted using a London InterBank Offered Rate ("LIBOR") based forward interest rate curve. In addition, the fair value of our derivative contracts includes credit reserves reflecting the risk that the counterparties to these contracts may default on their obligations. The degree of complexity of our pricing models increases for longer duration contracts, contracts with multiple pricing features and off hub delivery points. The amounts recorded as revenue change as these estimates are revised to reflect actual results and changes in market conditions or other factors, many of which are beyond our control.

As of December 31, 2002, approximately \$12 million of the net fair value of our price risk management assets and liabilities, excluding derivative financial instruments previously designated as cash flow hedges (see Item 7A for further discussion), was calculated using models with low price discovery. Low price discovery includes illiquid markets with little or no external price quotes, or where the underlying transactions constitute a large portion of the totality of the transactions in the market. These circumstances require management to make assumptions about forward commodity prices and volatility which could vary from actual future results. As a result of the limited amount of transactions and values that are derived using these quantitative models, our reported financial results should not be materially effected by these estimates. However, in the future, we could enter into additional contracts that are accounted for at fair value which may be difficult to measure. The Model Risk Oversight Committee maintains responsibility to review the model assumptions and design to ensure that the valuation methodologies are consistent and appropriate.

INCOME TAX VALUATION ALLOWANCE

SFAS No. 109, "Accounting for Income Taxes" requires that a valuation allowance be established when it is more likely than not that all or a portion of a deferred tax asset will not be realized. The ultimate realization of deferred tax assets is dependent upon the generation of future taxable income during the periods in which those temporary differences are deductible. In making this determination, management considers all available positive and negative evidence affecting specific deferred tax assets, including the Company's past and anticipated future performance, the reversal of deferred tax liabilities, and the availability of tax planning strategies.

Objective positive evidence is necessary to support a conclusion that a valuation allowance is not needed for all or a portion of a company's deferred tax assets when significant negative evidence exists. Cumulative losses are the most compelling form of negative evidence considered by management in this determination. In 2002, the Company recognized a valuation allowance of \$1,088 million primarily related to its United States net deferred tax assets.

LONG-LIVED ASSETS

We evaluate our long-lived assets (property, plant and equipment) and definite-lived intangibles for impairment whenever indicators of impairment exist or when we commit to sell the asset. The accounting standards require that if the sum of the undiscounted expected future cash flows from a long-lived asset or definite-lived intangible is less than the carrying value of that asset, an asset impairment charge must be recognized. The amount of the impairment charge is calculated as the excess of the asset's carrying value over its fair value, which generally represents the discounted future cash flows from that asset or in the case of assets we expect to sell, at fair value less costs to sell. In 2002, we recorded several impairment charges totaling \$373 million as shown in the table below (in millions).

IMPAIRMENT DESCRIPTION CHARGE - -----	
Turbines and related project	
costs.....	\$ 151 Mint Farm project
costs.....	77 Power
islands.....	134
Yulchon project	
cost.....	11 ----
Total.....	
	\$ 373 =====

Turbines and Related Project Costs: In March 2002 and December 2002, the Company recognized impairment charges of approximately \$151 million related to the construction work in progress costs of turbines to be terminated and certain turbines that it intends to place in storage and the related project costs. As of December 31, 2002, the remaining estimated fair value of these projects was approximately \$3 million, and is included in property, plant and equipment, net in the consolidated balance sheets.

Impairment charges for turbines are based on comparing our book value to the expected amounts that would be recoverable from a sale. The estimated sale values are determined by using quoted prices. The market for turbines is not liquid and there is no way of knowing for certain the net realizable value until proceeds are received or otherwise realized.

Substantially all construction has been suspended on four projects that resulted in impairment charges of \$77 million related to the Mint Farm project only. These impairment charges were based on comparing the estimated discounted cash flows, including costs of delaying construction, incurring suspension costs and later continuing development against the fair value of the discounted cash flows from the planned operations of the power plants. The estimated cash flows from the plants are based on our estimate of forward electricity and natural gas prices that have varying degrees of transparency. The forward market prices for natural gas are generally available for 36 months to 48 months. Forward market prices for electricity are generally available for 24 months to 36 months. For forward prices beyond these periods, we construct a model based on third party data and our market expectations. This data assumes demand and supply changes impacting the power generation market that are difficult to accurately predict. We discounted expected cash flows using an 8.5% rate, which was determined to be an appropriate rate reflective of project risk. The impairment charges for these three projects would change by \$20 million for every 100 basis point change in the discount rate.

Power Islands: In the third quarter of 2002, the Company assessed the recoverability of certain costs associated with two engineered equipment packages (commonly referred to as "power islands") related to its proposed development projects in Europe and Korea. Based on management's estimate of recoverability of the costs of these power islands, an impairment loss of \$134 million was recognized in 2002. The Company also recorded an impairment loss of \$11 million for the related Yulchon Project site in Korea.

Other Long-Lived Assets: We reviewed the estimated undiscounted future cash flows of our other North American, Caribbean, and Asian long-lived assets and concluded that the estimated cash flows attributable to each of the assets exceeded their carrying value. Consequently, we did not record any impairment losses on these assets.

GOODWILL AND INTANGIBLE ASSETS

In accordance with SFAS No. 142, "Goodwill and Other Intangible Assets," we evaluate our goodwill and indefinite-lived intangible assets for impairment at least annually and periodically if indicators of impairment are present. The Statement requires that if the fair value of a reporting unit is less than its carrying value including goodwill (Step I), an impairment charge for goodwill must be recognized. The impairment charge is calculated as the difference between the implied fair value of the reporting unit goodwill and its carrying value (Step II).

Upon adopting SFAS No. 142, we defined our reporting units, as required by the Statement, for purposes of testing goodwill for impairment. Our reporting units are the Americas, the Caribbean and Asia. The geographically defined reporting units have specific management that is held responsible for decision-making for a group of components representing the reporting unit. These reporting units reflect the way we manage our business. Impairment testing at this reporting unit level reflects how acquisitions were integrated into Mirant and how Mirant is managed overall. The components within our reporting units serve similar types of customers, provide similar services and operate in similar regulatory environments. The benefits of goodwill are shared by each component.

In performing the impairment evaluation required by SFAS No. 142, the Company estimates the fair value of each reporting unit and compares it to the carrying amount of that reporting unit. To the extent the carrying amount of a reporting unit exceeds the fair value of that reporting unit, the Company is required to perform the second step of the impairment test. In this step, the Company compares the implied fair value of the reporting unit goodwill with the carrying amount of the reporting unit goodwill. The implied fair value of goodwill is determined by allocating the fair value of the reporting unit to all of the assets (recognized and unrecognized) and liabilities of the reporting unit in a manner similar to a purchase price allocation, in accordance with SFAS No. 141. The residual fair value after this allocation is the implied fair value of the reporting unit goodwill. Upon the adoption of SFAS No. 142, the fair value of each of the Company's reporting units exceeded the carrying amount of the reporting unit in the transition test and no impairment charge was recognized.

In connection with our annual impairment assessment performed as of October 31, 2002, we tested all of our reporting units for impairment and recorded an impairment charge of \$697 million for goodwill related to our Asia reporting unit. No impairment charge for goodwill related to our North American or Caribbean reporting units was assessed. We believe that the accounting estimates related to determining the fair value of goodwill and any resulting impairment are critical accounting estimates because they are highly susceptible to change from period to period because determining the forecasted future cash flows related to the assets requires management to make assumptions about future revenues, operating costs and forward commodity prices over the life of the assets, and because of the impact that recognizing an impairment could have on our compliance with certain debt covenant financial ratios. Our assumptions about future sales, costs and forward prices require significant judgment because such factors have fluctuated in the past and will continue to do so in the future. Due to the subjective nature of our goodwill impairment analysis we have provided certain critical assumptions used in our analysis for each of our reporting units as follows:

Asia Goodwill Analysis -- Based on our impairment analysis, we recorded an impairment charge of \$697 million in the fourth quarter of 2002. This impairment was primarily attributable to the loss of future cash flows associated with certain Asian assets sold during the year, principally our investment in Shajiao C. Within our Asian business are three long-term power plant contracts that transfer ownership of the power plants to the Philippine NPC between 2022 and 2025. Three of our largest power projects in this reporting unit, Sual, Pagbilao and Ilijan, representing 82% of the capacity, have entered into fixed-price, long-term contracts with NPC. The contracts are build-operate-transfer ("BOT") agreements pursuant to which Mirant Asia-Pacific builds the power facilities, operates them during a cooperation period of up to twenty-five years, then transfers ownership to NPC at the end of the cooperation period. Under the contract, the NPC acts as both the fuel supplier and the energy off-taker. As a result, substantially all the dispatch risk and fuel price risk remains with NPC. The payments under the BOT agreements are almost

entirely in United States dollars and not subject to currency fluctuations. Mirant Asia-Pacific also enjoys protection against political force majeure and change in law under the contracts. These three BOT projects contribute more than 90% of the cash flow for Mirant Asia-Pacific. The contractual ownership transfer will impact our annual goodwill analysis resulting in a portion of the remaining goodwill balance being written off periodically until the time of ownership transfer. Prior to the impairment charge in the fourth quarter of 2002, we had \$1.3 billion of goodwill on our consolidated balance sheet related to the Asia reporting unit. As of December 31, 2002, we have \$582 million of goodwill on our consolidated balance sheet related to the Asia reporting unit. The critical assumptions used in our analysis are as follows:

- Mirant's Sual project operates under a 25-year term BOT agreement with 1,000 MW of capacity committed to NPC. At the end of the agreement, October 2024, the plant is required to be transferred to NPC free from any lien or payment of compensation. NPC acts as both the fuel supplier and energy off-taker under the agreement. NPC procures all the fuel necessary for each plant, at no cost to Mirant Asia-Pacific's subsidiary, and has accepted substantially all fuel risks and fuel related obligations other than each plant's actual fuel burning efficiency. Mirant Asia-Pacific receives compensation under the BOTs for fixed capacity fees, variable energy fees and other incidental fees. Over 90% of the revenues are expected to come from fixed capacity charges that are paid without regard to dispatch level of the plant. Capital recovery fees, infrastructure fees, and service fees, which comprise most of the fixed capacity charges, are denominated in United States dollars. The fixed operating fees, energy fees and other incidental fees have both United States dollar and Philippine peso components that are both indexed to inflation rates. Mirant is responsible for management, operations and maintenance of the plants and earns fees for providing those services. The remaining net available capacity is sold to NPC and large industrial or commercial users at contracted prices.
- Mirant's Pagbilao project operates under a 29-year term BOT agreement with 735 MW of capacity committed to NPC. At the end of the agreement, August 2025, the plants are required to be transferred to NPC free from any lien or payment of compensation. NPC acts as both the fuel supplier and energy off-taker under the agreement. NPC procures all the fuel necessary for each plant, at no cost to Mirant Asia-Pacific's subsidiary, and has accepted substantially all fuel risks and fuel related obligations other than each plant's actual fuel burning efficiency. Mirant Asia-Pacific receives compensation under the agreement for fixed capacity fees, variable energy fees and other incidental fees. Over 90% of the revenues are expected to come from fixed capacity charges that are paid without regard to dispatch level of the plant. Capital recovery fees, infrastructure fees, and service fees, which comprise most of the fixed capacity charges, are denominated in United States dollars. The fixed operating fees, energy fees and other incidental fees have both United States dollar and Philippine peso components that are both indexed to inflation rates.
- Mirant holds a 20% minority interest in Ilijan, a 1,251 MW gas-fired combined cycle power plant in the Philippines. Ilijan operates under a 20-year energy conversion agreement for 1,200 MW with NPC.
- Other Items -- The Asia forecasted cash flow data assumes the Pagbilao and Sual minority shareholders exercise the put options requiring Mirant Asia-Pacific to purchase the minority shareholders' interest in the Pagbilao and Sual projects between 2003 and 2005.
- Cost of Capital -- The cost of capital rate significantly impacts the fair value of our projected future cash flows. We used a cost of capital of 13% in determining the present value of our projected future cash flows. The rate was determined based on a study of discount rates in the current market used to value similar cash flow streams, specific capital fundamentals related to Mirant and comparable industry group data. The sensitivity of the fair value of our projected future cash flows is such that a 100 basis point change in the cost of capital rate would change the discounted value of our projected future cash flows by approximately \$70 million.

North America Goodwill Analysis -- We engaged a third party appraisal firm to review our annual financial plan and perform our Step I goodwill impairment analysis to determine if the fair value of our

North American reporting unit was less than its carrying value including goodwill at October 31, 2002. The third party appraisal firm reviewed the critical assumptions used in our financial plan. The result of the impairment analysis indicated that the fair value of our North American reporting unit was higher than its carrying value including goodwill at October 31, 2002 indicating that no impairment was necessary. At December 31, 2002, we had \$2 billion of goodwill on our consolidated balance sheet related to the North American segment. The critical assumptions used in our analysis are as follows:

- Forward Prices of Electricity and Natural Gas -- We used the forward market curves that are used by Mirant for mark-to-market accounting and that are regularly checked by Mirant's Risk Control group against broker quotes and exchange closing prices. Typically, the liquidity of these forward markets decreases significantly as maturity increases. Liquid market data is generally available in the first 36-48 months for natural gas prices and 24-36 months for power prices. Since our forecast is a 10-year estimate, for periods outside the liquid market we construct the forward prices using data available from third parties and our market knowledge. As such, our estimated future cash flows which contribute to the determination of the fair value of our North American reporting unit are highly sensitive to these price forecasts.
- Terminal Value -- We assume a terminal value based on the ability to continue plant operations and additional growth from plant expansion or new construction after 2010. Mirant employed a 4% terminal growth rate assumption in the discounted cash flow analysis. This rate was determined considering inflationary growth, historical and projected GDP growth, electricity demand, and generation capacity growth. The sensitivity of the fair value of our projected future cash flows is such that a 100 basis point change in the terminal value growth rate would change the discounted value of our projected future cash flows by approximately \$800 million.
- Assets sales -- Our financial plan assumes certain asset sales representing approximately 2,000 MW of generating capacity in the North American segment.
- Weighted average cost of capital -- the weighted average cost of capital rate significantly impacts the fair value of our projected future cash flows. We used a weighted average cost of capital of 10.25% in determining the present value of our projected future cash flows. The rate was determined based on a study of discount rates in the current market used to value similar cash flow streams, specific capital fundamentals related to Mirant and comparable industry group data. The sensitivity of the fair value of our projected future cash flows is such that a 100 basis point change in the rate would change the discounted value of our projected future cash flows by approximately \$1.2 billion.

The above assumptions were critical to our arriving at fair values of the physical assets and other intangible assets of the Company. We used the income approach in valuing our assets rather than a market approach, except in the case of assets expected to be sold, because we believe the income approach provides the best indicator of value that we expect to derive for our stakeholders over time. We used the market approach for expected asset sales. The combined subjectivity and sensitivity of our assumptions and estimates used in our goodwill impairment analysis could result in a reasonable person concluding differently on those critical assumptions and estimates resulting in an impairment charge being required.

Equity Method Investments -- We analyze our equity method investments, generally defined as investments where we own less than 50% but more than 20% of the voting stock, for impairment whenever evidence is present indicating a loss in value or ability to recover the carrying value of our investment. An impairment charge is required to be recorded if the resulting decline in value reduces the fair value our investment below its carrying value, and the decline is considered other than temporary. In the second quarter of 2002, we made the decision to sell our investment in WPD. Based on the initial purchase offers, we determined that our investment had experienced an other than temporary decline in fair value below our carrying value. We recorded an impairment charge of \$325 million based on the preliminary purchase offers and an analysis from an investment banking firm regarding our investment. In the third quarter of 2002, we sold our investment in WPD for \$235 million resulting in an additional loss of \$3 million.

We also recorded an impairment charge of \$132 million related to our investment in CEMIG upon our decision to sell this investment to reflect its estimated net realizable value. CEMIG was sold in December 2002.

LITIGATION

We are currently involved in certain legal proceedings. These legal proceedings are discussed in Item 3 Legal Proceedings and Note 15 to our consolidated financial statements contained elsewhere in this report. We estimate the range of liability through discussions with applicable legal counsel and analysis of case law and legal precedents. We record our best estimate of a loss when the loss is considered probable, or the low end of our range if no estimate is better than another estimate within a range of estimates. As additional information becomes available, we reassess the potential liability related to our pending litigation and revise our estimates. Revisions in our estimates of the potential liability could materially impact our results of operations, and the ultimate resolution may be materially different from the estimates that we make.

SPECIAL NOTE REGARDING FORWARD-LOOKING STATEMENTS

The information presented in this Form 10-K includes forward-looking statements in addition to historical information. These statements involve known and unknown risks and relate to future events, our future financial performance or our projected business results. In some cases, you can identify forward-looking statements by terminology such as "may," "will," "should," "expects," "plans," "anticipates," "believes," "estimates," "predicts," "targets," "potential" or "continue" or the negative of these terms or other comparable terminology.

Forward-looking statements are only predictions. Actual events or results may differ materially from any forward-looking statement as a result of various factors, which include: (1) legislative and regulatory initiatives regarding deregulation, regulation or restructuring of the electric utility industry; (2) the failure of our assets to perform as expected or the extent and timing of the entry of additional competition in the markets of our subsidiaries and affiliates; (3) our pursuit of potential business strategies, including the disposition of assets, termination of construction of certain projects or internal restructuring; (4) changes in state, federal and other regulations (including rate and other regulations); (5) changes in or application of environmental and other laws and regulations to which we and our subsidiaries and affiliates are subject; (6) political, legal and economic conditions and developments; (7) changes in market conditions, including developments in energy and commodity supply, demand, volume and pricing; (8) weather and other natural phenomena; (9) war or the occurrence of a catastrophic loss; (10) deterioration in the financial condition of our counterparties and the resulting failure to pay amounts owed to us or perform obligations or services due to us; (11) financial market conditions and the results of Mirant's financial restructuring efforts, including its inability to obtain long-term or working capital on terms that are not prohibitive and the effects that would result on our liquidity and business; (12) the direct or indirect effects on our business of a lowering of our credit rating or that of Mirant Americas Generation or Mirant Americas Energy Marketing (or actions taken by us or our affiliates in response to changing credit ratings criteria), including, increased collateral requirements to execute our business plan, demands for increased collateral by our current counterparties, curtailment of certain business operations in order to reduce the amount of required collateral, refusal by our current or potential counterparties or customers to enter into transactions with us and our inability to obtain credit or capital in amounts needed or on terms favorable to us; (13) the disposition of the pending litigation described in this Form 10-K; (14) the direct or indirect effects of the "going concern" explanatory paragraph contained in our, or our subsidiaries' independent auditors' reports; and (15) other factors, including the risks discussed elsewhere in this Form 10-K.

Although we believe that the expectations reflected in the forward-looking statements are reasonable, we cannot guarantee future results, events, levels of activity, performance or achievements. We expressly disclaim a duty to update any of the forward-looking statements.

FACTORS THAT COULD AFFECT FUTURE PERFORMANCE

In addition to the discussion of certain risks in Management's Discussion and Analysis of Financial Condition and Results of Operations and the notes to Mirant's consolidated financial statements, other factors that could affect the Company's future performance (business, financial condition or results of operations) are set forth below.

WE HAVE INCURRED SUBSTANTIAL INDEBTEDNESS ON A CONSOLIDATED BASIS TO FINANCE OUR BUSINESS. AS OF DECEMBER 31, 2002, OUR TOTAL CONSOLIDATED INDEBTEDNESS WAS \$8.9 BILLION (APPROXIMATELY \$4.4 BILLION OF WHICH WAS RECOURSE TO MIRANT CORPORATION). WE DO NOT EXPECT THAT OUR CASH FLOWS FROM OPERATIONS WILL COVER ALL OF OUR CAPITAL EXPENDITURES, INTEREST PAYMENTS AND DEBTS AS THEY BECOME DUE AND PAYABLE PURSUANT TO THEIR SCHEDULED MATURITIES. WE ARE WORKING ON A RESTRUCTURING PLAN PURSUANT TO WHICH WE WILL ASK CERTAIN OF OUR CREDITORS TO DEFER REPAYMENTS OF PRINCIPAL. OUR PURPOSE IS TO ENABLE THE COMPANY TO REPAY IN FULL ALL OF ITS OBLIGATIONS WITH INTEREST, INCLUDING UNSECURED LONG-TERM INDEBTEDNESS THAT IS NOT SO EXTENDED. OUR INABILITY TO SUCCESSFULLY RESTRUCTURE OUR DEBT WOULD MATERIALLY AND ADVERSELY EFFECT OUR FINANCIAL CONDITION AND WOULD LIKELY CAUSE US TO SEEK BANKRUPTCY COURT OR OTHER PROTECTION FROM OUR CREDITORS.

We have incurred substantial indebtedness on a consolidated basis to finance our business. As of December 31, 2002, our total consolidated indebtedness was \$8.9 billion (approximately \$4.4 billion of which was recourse to Mirant Corporation). We do not expect that our cash flows from operations will cover all of our capital expenditures, interest payments and debts as they mature. We are working on a restructuring plan pursuant to which we will ask certain of our creditors to defer repayments of principal. Those creditors include holders of approximately \$4.5 billion of bank facilities (including our turbine facility and prepaid gas transaction) and capital markets debt of Mirant Corporation and approximately \$800 million of bank and capital markets debt of Mirant Americas Generation. To reassure creditors who will be asked to extend maturities, all of whom are currently unsecured, the Company intends to offer security interests in substantially all of its and its subsidiaries' unencumbered assets as well as terms more favorable to the creditors. The purpose of the restructuring is to enable the Company to repay in full all of its obligations with interest, including unsecured long-term indebtedness that is not so extended. The Company has been working with its financial advisor to develop its financial restructuring plan. If this restructuring plan is accepted by creditors and creditors are ultimately paid in full, the Company believes that there will be value available for existing shareholders. We note that there can be no assurances either with respect to the accomplishment of the contemplated financial restructuring or with respect to the values that may ultimately be available for creditors and stockholders. In the event that we are unable to successfully restructure our debt we would likely be required to seek bankruptcy court or other protection from our creditors.

THE LENDERS UNDER THE MIRANT CORPORATION BANK FACILITIES HAVE WAIVED COMPLIANCE WITH CERTAIN TERMS OF THOSE FACILITIES THROUGH MAY 29, 2003. UPON EXPIRATION OR TERMINATION OF THE WAIVER, THE LENDERS UNDER THE RESPECTIVE BANK FACILITIES WOULD BE ABLE TO RESTRICT THE ISSUANCE OF ADDITIONAL LETTERS OF CREDIT AND/OR DECLARE AN EVENT OF DEFAULT AND, AFTER THE RESPECTIVE CURE OR GRACE PERIOD, ACCELERATE THE INDEBTEDNESS UNDER SUCH BANK FACILITIES. AN ACCELERATION OF INDEBTEDNESS UNDER THE MIRANT CORPORATION BANK FACILITIES WOULD CROSS ACCELERATE APPROXIMATELY \$910 MILLION OF MIRANT CORPORATION CAPITAL MARKETS AND OTHER INDEBTEDNESS.

As a result of write-downs to reflect the impairment of goodwill, valuation allowances provided for net deferred tax assets, and deferred tax liabilities provided with respect to investments in non-United States subsidiaries, we anticipated that Mirant Corporation would not be in compliance with the recourse debt to recourse capital financial covenant under its bank facilities upon delivery of its financial statements for the year ended December 31, 2002. Therefore, we sought, and received, a waiver from the required lenders under the Mirant Corporation bank facilities for any potential breaches with respect to non-compliance with the recourse debt to recourse capital financial covenant, any potential breaches that could arise relating to our historical financial reporting requirements or representations or the inclusion in its

independent auditors' report on the Company's annual financial statements of an explanatory paragraph stating that the Company has not presented the selected quarterly financial data specified by Item 302(a) of Regulation S-K, that the Securities and Exchange Commission requires as supplementary information to the basic financial statements. The lenders under the respective Mirant Corporation bank facilities have agreed to such waiver through May 29, 2003, subject to certain terms and conditions, including limitations on capital expenditures and other material payments. Simultaneous with the term of the waiver, we will be working with the lenders under the Mirant Corporation bank facilities, together with other creditors, on a comprehensive plan to restructure our debt. Upon expiration or termination of the waiver, the lenders under the respective bank facilities would be able to restrict the issuance of additional letters of credit and/or declare an event of default and, after the respective cure or grace period, accelerate the indebtedness under such bank facilities. An acceleration of indebtedness under the Mirant Corporation bank facilities would cross accelerate approximately \$910 million of Mirant Corporation capital markets and other indebtedness. The terms of the waiver provide for an additional extension, to July 14, 2003, with the prior written consent of lenders representing a majority of the committed amount under each of the facilities. However, the Company can provide no assurances either with respect to whether the waiver will be extended beyond May 29, 2003 or whether the lenders under the Mirant Corporation bank facilities will accelerate the loans after expiration or termination of the waiver. In the event that we are unable to secure a waiver beyond May 29, 2003, we would likely be required to seek bankruptcy court or other protection from our creditors.

OUR ACTIVITIES ARE RESTRICTED BY SUBSTANTIAL INDEBTEDNESS. THIS INDEBTEDNESS MAY BE ACCELERATED IF WE ARE UNABLE TO SERVICE IT. ACCELERATION OF SOME OF OUR DEBT MAY CAUSE OTHER LENDERS TO ACCELERATE OTHER DEBT OBLIGATIONS.

We have incurred substantial indebtedness on a consolidated basis to finance our business. As of December 31, 2002, our total consolidated indebtedness was \$8.9 billion (approximately \$4.4 billion of which was recourse to Mirant Corporation), our total consolidated assets were \$19.4 billion and our stockholders' equity was \$3.0 billion. Our level of indebtedness has important consequences, including:

- limiting our ability to refinance existing indebtedness as it comes due and to borrow additional amounts for working capital, capital expenditures, debt service requirements, execution of our business plan or other purposes,
- limiting our ability to use operating cash flow in other areas of our business because we must dedicate a substantial portion of these funds to service our debt,
- increasing our vulnerability to general adverse economic and industry conditions, and
- limiting our ability to capitalize on business opportunities and to react to competitive pressures and adverse changes in government regulation.

In addition, some of our existing debt agreements contain restrictive covenants which, among other things, limit our ability to:

- incur indebtedness,
- make prepayments of indebtedness in whole or in part,
- pay dividends,
- make investments,
- engage in transactions with affiliates,
- create liens,
- sell assets, and
- acquire facilities or other businesses.

If we or one of our subsidiaries are unable to comply with the terms of its debt agreements, the relevant debt holders may accelerate the maturity of the obligations of such borrower. Although a default or acceleration of debt at the subsidiary level would not trigger a cross-default under Mirant Corporation's credit arrangements, a default or acceleration of our debt, or our subsidiaries', could cause cross-defaults or cross-accelerations under the obligations of such borrower and, in certain instances, the obligations of our other subsidiaries. In such event, and because of our substantial indebtedness, we may be unable to refinance such indebtedness and the respective borrower may be unable to repay such debt.

CHANGES IN COMMODITY PRICES MAY IMPACT FINANCIAL RESULTS, EITHER FAVORABLY OR UNFAVORABLY.

Our generation and distribution businesses are subject to changes in power prices and fuel costs which may impact their financial results and financial position by increasing the cost of producing power and decreasing the amounts they receive from the sale of power. In addition, actual power prices and fuel costs may differ from those assumed in our financial models.

Many factors influence the level of commodity prices, including weather, illiquid markets, transmission or transportation inefficiencies, availability of competitively priced alternative energy sources, demand for energy commodities, natural gas, crude oil and coal production, natural disasters, wars, embargoes and other catastrophic events, and federal, state and foreign energy and environmental regulation and legislation.

Additionally, we may, at times, have an open position in the market, within established guidelines, resulting from the management of our portfolio. To the extent open positions exist, fluctuating commodity prices can impact financial results and financial position, either favorably or unfavorably. Furthermore, the risk management procedures we have in place may not always be followed or may not always work as planned. As a result of these and other factors, we cannot predict with precision the impact that risk management decisions may have on our businesses, operating results or financial position. Although we devote a considerable amount of management efforts to these issues, their outcome is uncertain.

OUR LIQUIDITY AND PROFITABILITY MAY DECLINE IF WE ARE NOT ABLE TO EXECUTE OUR HEDGING STRATEGY OR IF OUR HEDGING STRATEGIES DO NOT WORK AS PLANNED.

To lower our financial exposure related to commodity price fluctuations, our commodity trading operations may enter into contracts to hedge purchase and sale commitments, weather conditions, fuel requirements and inventories of natural gas, coal, electricity, crude oil and other commodities. As part of this strategy, we routinely utilize fixed-price forward physical purchase and sales contracts, futures, financial swaps and option contracts traded in the over-the-counter markets or on exchanges. However, we do not expect to cover the entire exposure from market price volatility of our assets and the coverage will vary over time. In addition, as a result of marketplace illiquidity and other factors, our commodity trading operations will likely not be able to or may choose not to fully hedge our portfolios for market risks. This inability to hedge against changes in commodity prices may cause our profitability to decline.

OUR PROJECTS LOCATED OUTSIDE OF THE UNITED STATES EXPOSE US TO RISKS RELATED TO LAWS OF OTHER COUNTRIES, TAXES, ECONOMIC CONDITIONS, FLUCTUATIONS IN CURRENCY RATES, LABOR SUPPLY AND RELATIONS, POLITICAL CONDITIONS AND POLICIES OF FOREIGN GOVERNMENTS. THESE RISKS MAY DELAY OR REDUCE OUR REALIZATION OF VALUE FROM OUR INTERNATIONAL PROJECTS.

We have substantial operations outside the United States. In 2002, we derived approximately 16% of our operating revenues from foreign operations. The financing and operation of projects outside the United States entail significant political and financial risks, which vary by country, including:

- changes in laws or regulations,
- changes in foreign tax laws and regulations, including unexpected tax liabilities,
- changes in United States laws, including tax laws, related to foreign operations,

- compliance with United States foreign corrupt practices laws,
- changes in government policies or personnel,
- changes in general economic conditions affecting each country,
- difficulty in converting earnings to United States dollars or moving funds out of the country in which the funds were earned,
- fluctuations in currency exchange rates,
- changes in labor relations in operations outside the United States,
- political instability and civil unrest, and
- expropriation and confiscation of assets and facilities.

Despite contractual protections we have against many of these risks for our operations in the Philippines and some other countries in which Mirant operates or may invest in the future, our actual results may be affected by the occurrence of any of these events.

Risk from fluctuations in currency exchange rates can arise when our foreign subsidiaries borrow funds in one type of currency but receive revenue in another. In such cases, an adverse change in exchange rates can reduce our ability to meet debt service obligations. Foreign currency risk can also arise when the revenues received by our foreign subsidiaries are not in United States dollars. In such cases, a strengthening of the United States dollar could reduce the amount of cash and income we receive from these foreign subsidiaries.

While we believe we have contracts in place to mitigate our most significant foreign currency exchange risks, we have some exposure that is not hedged.

SOME OF OUR FACILITIES DEPEND ON ONLY ONE OR A FEW CUSTOMERS OR SUPPLIERS. THESE PARTIES, AS WELL AS OTHER PARTIES WITH WHOM WE HAVE CONTRACTS, MAY FAIL TO PERFORM THEIR OBLIGATIONS, OR MAY TERMINATE THEIR EXISTING AGREEMENTS, WHICH MAY RESULT IN A DEFAULT ON PROJECT DEBT OR LOSS IN REVENUES AND MAY REQUIRE US TO INSTITUTE LEGAL PROCEEDINGS TO ENFORCE OUR AGREEMENTS.

Several of our power production facilities rely on a single customer or a few customers to purchase most or all of the facility's output or on a single supplier or a few suppliers to provide fuel, water and other services required for the operation of the facility. Our sale and procurement agreements for these facilities may also provide support for any project debt used to finance the related facilities. The financial performance of these facilities is dependent on the continued performance by customers and suppliers of their obligations under their long-term agreements.

In addition, our commodity trading operations are exposed to the risk that counterparties which owe us money or energy as a result of market transactions will not perform their obligations. We are currently owed significant past due revenues from the PX and CAISO.

Finally, revenue under some of our power sales agreements may be reduced significantly upon their expiration or termination. Much of the electricity we generate from our existing portfolio is sold under long-term power sales agreements that expire at various times. When the terms of each of these power sales agreements expire, it is possible that the price paid to us for the generation of electricity may be reduced significantly, which would substantially reduce our revenue under such agreements.

FAILURES OF COMPANIES WITHIN OUR SECTOR COULD HAVE A MATERIALLY ADVERSE EFFECT ON US.

The failure of companies within our sector could have a materially negative effect on our business. As a result of intra-industry company failures and other factors, we have experienced such adverse effects as increased negative sentiment and reactions from our customers, investors, lenders and credit rating agencies, increased requirements for collateral in the transaction of our businesses, increased pressure on our liquidity and reduced access to additional capital. Additional failures within our sector could heighten

these reactions or cause additional negative impacts on our business which could impair our ability to achieve our business plan.

OUR CREDIT RATINGS HAVE BEEN REDUCED BY MOODY'S, FITCH AND S&P TO NON-INVESTMENT GRADE; FURTHER REDUCTIONS COULD INCREASE OUR COLLATERAL REQUIREMENTS AND COULD MATERIALLY ADVERSELY AFFECT OUR FINANCIAL CONDITION.

As of April 25, 2003, our senior unsecured debt is rated "Caa2" with Negative Outlook by Moody's. As of the same date, S&P has assigned a rating to our senior unsecured debt of "B" on CreditWatch with negative implications, and Fitch has assigned a rating to our senior unsecured debt of "B+" Rating Watch Negative. While the foregoing indicates the ratings from the various rating agencies, we note that these ratings are not a recommendation to buy, sell or hold our securities and that each rating should be evaluated independently of any other rating. There can be no assurance that a rating will remain in effect for any given period of time or that a rating will not be lowered or withdrawn entirely by a rating agency if, in its judgment, circumstances in the future so warrant.

While we have removed ratings triggers from our various contracts, it is possible that significant additional downgrades by the various credit ratings agencies could materially negatively impact our business. For example, significant additional downgrades could further increase requirements for collateral in the transaction of our businesses, increase negative sentiment and reactions from our customers, regulators, investors, lenders or other credit rating agencies, increase pressure on our liquidity and reduce our ability to raise capital. These reactions, and others, could impair our ability to achieve our business plan.

OUR COSTS OF COMPLIANCE WITH ENVIRONMENTAL LAWS ARE SIGNIFICANT AND THE COST OF COMPLIANCE WITH NEW AND EXISTING ENVIRONMENTAL LAWS COULD ADVERSELY AFFECT OUR PROFITABILITY.

Our operations are subject to extensive federal, state, local and foreign statutes, rules and regulations relating to environmental protection. To comply with these legal requirements, we must spend significant sums on environmental monitoring, pollution control equipment and emission fees. We may be exposed to compliance risks from new projects, as well as from plants we have acquired.

Our failure to comply with environmental laws may result in the assessment of penalties and fines against us by regulatory authorities. With the trend toward stricter standards, greater regulation, more extensive permitting requirements and an increase in the number and types of assets operated by us subject to environmental regulation, we expect our environmental expenditures to be substantial in the future. As is true in many countries of the world, the governments of the United States, the Philippines and Trinidad and Tobago have proposed increased environmental regulation of many industrial activities, including increased regulation of air quality, water quality and solid waste management.

Unless our contracts with customers expressly permit us to pass through increased costs attributable to new statutes, rules and regulations, we may not be able to recover capital costs of complying with new environmental regulations, which may adversely affect our profitability. Most of our contracts with customers do not permit us to recover capital costs incurred to comply with new environmental regulations.

OUR BUSINESS IN THE UNITED STATES IS SUBJECT TO COMPLEX GOVERNMENT REGULATIONS AND CHANGES IN THESE REGULATIONS OR IN THEIR IMPLEMENTATION MAY AFFECT THE COSTS OF OPERATING OUR FACILITIES OR OUR ABILITY TO OPERATE OUR FACILITIES, WHICH MAY NEGATIVELY IMPACT OUR RESULTS OF OPERATIONS.

The majority of our generation operations in the United States are exempt wholesale generators that sell electricity exclusively into the wholesale market. Generally, our exempt wholesale generators are subject to regulation by the FERC regarding rate matters and state public utility commissions regarding non-rate matters. The majority of our generation from exempt wholesale generators is sold at market prices under market rate authority exercised by the FERC, although the FERC has the authority to impose "cost of service" rate regulation or other market power mitigation measures if it determines that market pricing is not in the public interest. A loss of our market-based rate authority would prohibit electricity sales at

market rates and would require all sales to be cost-based. A loss of our market-based rate authority could severely impair our execution of our business plan and could have a materially negative impact on our business.

To conduct our business, we must obtain licenses, permits and approvals for our plants. We cannot provide assurance that we will be able to obtain and comply with all necessary licenses, permits and approvals for our plants. If we cannot comply with all applicable regulations, our business, results of operations and financial condition could be adversely affected.

The United States Congress is considering legislation that would repeal PURPA entirely, or at least eliminate the future obligation of utilities to purchase power from qualifying facilities, and also repeal PUHCA. In the event of a PUHCA repeal, competition from independent power generators and from utilities with generation, transmission and distribution would likely increase.

Repeal of PURPA or PUHCA may or may not be part of comprehensive legislation to restructure the electric utility industry, allow retail competition and deregulate most electric rates. We cannot predict the effect of this type of legislation, although we anticipate that any legislation would result in increased competition. If we were unable to compete in an increasingly competitive environment, our business and results of operation may suffer.

We cannot predict whether the federal government, state legislatures or foreign governments will adopt legislation relating to the deregulation of the energy industry. We cannot provide assurance that the introduction of new laws or other future regulatory developments will not have a material adverse effect on our business, results of operations or financial condition.

OUR FACILITIES MAY NOT OPERATE AS PLANNED, WHICH MAY LEAD TO POOR FINANCIAL PERFORMANCE AND THE ACCELERATION OF THE AFFECTED PROJECT DEBT.

Our operation of power plants involves many risks, including the breakdown or failure of generation equipment or other equipment or processes, labor disputes, fuel interruption and operating performance below expected levels. In addition, weather related incidents and other natural disasters can disrupt both generation and transmission delivery systems. Operation of our power plants below expected capacity levels may result in lost revenues or increased expenses, including higher maintenance costs and penalties. In addition, we may not be able to repay the project debt for an under-performing facility, which could trigger default provisions in a project subsidiary's or project affiliate's financing agreements and might allow the affected lenders to accelerate that debt.

OUR OPERATIONS DEPEND SUBSTANTIALLY ON THE PERFORMANCE OF OUR SUBSIDIARIES AND AFFILIATES, SOME OF WHICH WE DO NOT CONTROL AND SOME OF WHICH ARE SUBJECT TO RESTRICTIONS AND TAXATION ON DIVIDENDS AND DISTRIBUTIONS. ALMOST ALL OF OUR OPERATIONS ARE CONDUCTED THROUGH OUR SUBSIDIARIES AND AFFILIATES. AS A RESULT, WE DEPEND ALMOST ENTIRELY UPON THEIR EARNINGS AND CASH FLOW.

Our Birchwood and PowerGen affiliates are not subject to our control of management and policies to the same extent as our consolidated subsidiaries. However, we do exercise significant influence over the operations of these affiliates, and we account for these investments using the equity method of accounting. These affiliates contributed approximately 1% of our income (loss) from continuing operations in 2002.

The debt agreements of some of our subsidiaries and affiliates restrict their ability to pay dividends, make distributions or otherwise transfer funds to us prior to the payment of other obligations, including operating expenses, debt service and reserves. Further, if we elect to receive distributions of earnings from our foreign operations, we may incur United States taxes on such amounts. Such amounts may also be subject to withholding taxes in some countries. Tax on the repatriation of these earnings has already been provided in the consolidated financial statement.

OUR BUSINESS DEVELOPMENT ACTIVITIES MAY NOT BE SUCCESSFUL AND, AS SUCH, PROJECTS MAY BE CANCELLED OR OTHERWISE MAY NOT COMMENCE OPERATION AS SCHEDULED DESPITE THE EXPENDITURE OF SIGNIFICANT AMOUNTS OF CAPITAL.

Our business involves numerous risks relating to the acquisition, development and construction of large power plants. During the past year, we have terminated many of our previously planned development projects and deferred other such projects. The termination of these projects has resulted in the write-off of significant amounts of expenses, including termination expense payments in connection with turbine acquisition agreements. Future terminations of projects would most likely result in additional write-offs which could be material.

Our future success in developing a particular project may be contingent upon, among other things, negotiation of satisfactory engineering, construction, fuel supply and power sales contracts, receipt of required governmental permits and timely implementation and satisfactory completion of construction. We may be unsuccessful in accomplishing any of these matters or in doing so on a timely basis. Although we may attempt to minimize the financial risks in the development of a project by securing a favorable power sales agreement, obtaining all required governmental permits and approvals and arranging adequate financing prior to the commencement of construction, the development of a power project may require us to expend significant sums for preliminary engineering, permitting, legal, equipment fabrication and other expenses before we can determine whether a project is feasible, economically attractive or capable of being financed.

Currently, we have power plants under development or construction. Our completion of these facilities without delays or cost overruns is subject to substantial risks, including changes in market prices; shortages and inconsistent qualities of equipment, material and labor; work stoppages; permitting and other regulatory matters; adverse weather conditions; unforeseen engineering problems; environmental and geological conditions; unanticipated cost increases; and our attention to other projects, any of which could give rise to delays, cost overruns or the termination of the plant expansion, construction or development.

If we were unable to complete the development of a facility, we would generally not be able to recover our investment in the project. The process for obtaining initial environmental, siting and other governmental permits and approvals is complicated, expensive and lengthy, often taking more than one year, and is subject to significant uncertainties. In addition, construction delays and contractor performance shortfalls can result in the loss of revenues and may, in turn, adversely affect our results of operations. The failure to complete construction according to specifications can also result in liabilities, reduced plant efficiency, higher operating costs and reduced earnings.

THE IRS HAS COMPLETED ITS AUDIT OF MIRANT FOR ALL TAX YEARS THROUGH 1999. FOR YEARS SUBSEQUENT TO 1999, THE IRS MAY RAISE ISSUES THAT COULD HAVE A MATERIAL EFFECT ON OUR CASH FLOWS.

The IRS has completed its audit of Mirant for all tax years through 1999. The tax liability resulting from this audit has already been reflected in the financial statements for 2002. For years subsequent to 1999, the IRS may raise issues that may have a material effect on our cash flows. Additionally, audits of certain of our foreign operations are currently underway. Management believes that it has adequately provided for any potential exposures related to such open tax years.

OUR HISTORICAL FINANCIAL RESULTS FROM WHEN WE WERE A SUBSIDIARY OF SOUTHERN MAY NOT BE REPRESENTATIVE OF OUR RESULTS AS A SEPARATE COMPANY.

The historical financial information included in this Form 10-K does not necessarily reflect what our financial position, results of operations and cash flows would have been had we been a separate, stand-alone entity during the periods presented. Our costs and expenses reflect charges from Southern for centralized corporate services and infrastructure costs, including engineering, legal, accounting, information technology, investor relations and stockholder services, insurance and risk management, tax, environmental, human resources and payroll and external affairs, including marketing and public relations.

These allocations have been determined based on regulatory limitations and other bases that we and Southern considered to be reasonable reflections of the utilization of services provided to us for the benefits received by it. This historical financial information is not necessarily indicative of what our results of operations, financial position and cash flows will be in the future. We experienced significant changes in our cost structure, funding and operations as a result of our separation from Southern, including increased marketing expenses related to building a company brand identity separate from Southern and increased costs associated with being a publicly traded, stand-alone company.

TERRORIST ATTACKS, FUTURE WAR OR RISK OF WAR MAY ADVERSELY IMPACT OUR RESULTS OF OPERATIONS, OUR ABILITY TO RAISE CAPITAL OR OUR FUTURE GROWTH.

Uncertainty surrounding terrorist acts, retaliatory military strikes or a sustained military campaign may impact our operations in unpredictable ways, including changes in insurance markets, disruptions of fuel supplies and markets, particularly oil, and the possibility that infrastructure facilities, including electric generation, transmission and distribution facilities, could be direct targets of, or indirect casualties of, an act of terror. War or risk of war may also have an adverse effect on the economy. The terrorist attacks on September 11, 2001 and the changes in the insurance markets attributable to the terrorist attacks have made it difficult for us to obtain certain types of insurance coverage. As a result, we have chosen to self-insure some of our plants and facilities for acts of terrorism. A lower level of economic activity could also result in a decline in energy consumption, which could adversely affect our revenues or restrict our future growth. Instability in the financial markets as a result of terrorism or war could also affect our ability to raise capital.

CONTINUATION OF CURRENT CAPITAL MARKET CONDITIONS COULD ADVERSELY AFFECT OUR PROSPECTS.

Current conditions in our industry and in the capital markets have resulted in the need for additional liquidity. Continuation of these conditions could adversely affect our results of operations and growth prospects. We have taken many actions to respond to these conditions, including issuing additional equity, reducing our planned capital expenditures by deferring or canceling certain construction and acquisition projects, reducing corporate overhead expenses and undertaking the sale of several of our domestic and international assets. There can be no assurance that conditions in the energy equity markets will not continue to adversely affect our ability to efficiently conduct our marketing operations and affect our results of operations.

WE ARE CURRENTLY INVOLVED IN SIGNIFICANT LITIGATION THAT, IF DECIDED ADVERSELY TO US, COULD MATERIALLY ADVERSELY AFFECT OUR FINANCIAL CONDITION, CASH FLOWS AND RESULTS OF OPERATIONS.

We are currently involved in a number of lawsuits concerning our activities in the western power markets. These include a number of lawsuits by the California Attorney General and ratepayers alleging, among other things, that certain owners of electric generation facilities in California, and energy marketing, engaged in various unlawful and fraudulent business acts that served to manipulate wholesale markets and allegedly inflated wholesale electricity prices in California. Additionally, a class action is pending against us and four of our officers and former officers alleging, among other things, that defendants made material misrepresentations and omissions to the investing public regarding our business operations and future prospects during the period from January 19, 2001 through May 6, 2002. In addition, we are involved in various other litigation matters, all of which are described in more detail in this Form 10-K. We intend to vigorously defend against those claims which we are unable to settle, but the results of this litigation cannot be determined. Adverse outcomes for us in this litigation could require significant expenditures by us and could have a material adverse effect on our financial condition, cash flows and results of operations.

MIRANT MAY BE UNABLE TO RETAIN PERSONNEL CAPABLE OF SUCCESSFULLY EXECUTING OUR BUSINESS PLAN GIVEN THE UNCERTAIN BUSINESS CLIMATE FOR OUR SECTOR AND OUR COMPANY.

If our financial position does not improve or if our financial restructuring is unsuccessful, there is a risk that personnel who are integral to the success of our business model will leave the company, disrupting our ability to successfully complete our short-and long-term goals.

To reduce this risk, we have in place an equity-based compensation plan and have also put in place retention agreements with key employees. These measures are designed to provide incentives to these key employees to remain with Mirant throughout this critical period. There can be no assurance that these measures will be effective.

ITEM 7A. QUANTITATIVE AND QUALITATIVE DISCLOSURES ABOUT MARKET RISK

Mirant is exposed to market risks associated with commodity prices, interest rates and foreign currency exchange rates. The Company is also exposed to credit risks.

COMMODITY PRICE RISK

HEDGING STRATEGIES

In connection with our power generating business in North America, we enter into a variety of short and long-term agreements to acquire the fuel for generating electricity, as well as to sell the electricity produced. A portion of our fuel is also purchased in the spot market and a portion of the electricity we produce is sold in the spot market. As a result, our financial performance varies depending on changes in the prices of these commodities.

In the Philippines, our business is largely conducted based on fixed-price long-term contracts denominated in United States dollars, under which the purchaser is responsible for supplying the fuel, thereby mitigating our exposures to both fluctuating commodity prices, as well as currency exchange rates.

In the Caribbean, our generating facilities either operate as rate regulated integrated utilities, or under long-term power sales agreements which contain energy cost adjustment clauses. These arrangements help mitigate our exposure to commodity prices in these businesses.

The financial performance of our power generating business is influenced by the difference between the cost of converting source fuel, such as natural gas or coal, into electricity, and the revenue we receive from the sale of that electricity. The difference between the cost of a specific fuel used to generate one megawatt hour of electricity and the market value of the electricity generated is commonly referred to as a "spark spread". The operating margins that we realize are equal to the difference between the spark spread and the cost of operating the plants that produce the electricity sold.

Spark spreads are dependent on a variety of factors that influence the cost of fuel and the sales price of the electricity generated over the longer term, including additional plant capacity in the regions in which we operate, plant outages, weather and general economic conditions. As a result of these influences, the cost of fuel and electricity prices do not always move in the same direction, which results in spark spreads widening or narrowing. We attempt to maximize the spark spreads we realize and mitigate our exposure to price volatility for fuel purchases and electricity sales in the spot market by securing fuel under short and long-term fixed price contracts, selling electricity under short and long-term fixed price contracts or utilizing derivative instruments to hedge the cost of fuel or the sales price of the electricity we produce.

In recent years, the power generation industry has seen increasing spark spreads as the impact of steadily rising electricity demand reduced capacity reserve margins. These increasing spark spreads affected the financial performance of our generating assets in 2000 and 2001, particularly in California. In 2002, spark spreads narrowed, and remained relatively low compared to recent historical periods, which was the principal contributing factor in the deterioration in the financial performance of our generating businesses in the U.S. Excluding California, spark spreads in major metropolitan areas in the U.S. have declined on average 10% in 2002 compared to 2001 and we expect 2003 to be more similar to 2002 than 2001. For

Northern California, where our physical assets are located, spark spreads declined approximately 98% in 2002 as compared to 2001.

From time to time, the Company enters into derivative financial instruments to manage the market risks associated with the electricity produced by our power plants that are not covered by long-term, fixed price contracts. We enter into a variety of contractual agreements, such as forward purchase and sale agreements, and futures, swaps and option contracts. Futures and option contracts are traded on a national exchange and swaps and forward contracts are traded in over-the-counter financial markets. These contractual agreements have varying terms and durations, or tenors, which range from a few days to a number of years, depending on the instrument.

All derivative instruments are recorded in the consolidated balance sheet at fair value. Unless designated as cash flow hedges in accordance with SFAS No. 133, changes in the fair value of these derivative instruments are reflected in earnings currently, as unrealized gains or losses on derivative instruments. For derivative contracts that qualify and are designated as effective hedges of future cash flows, the effective portion of changes in fair value is recorded in other comprehensive income ("OCI") until the related hedged items affect earnings. Any ineffective portion of the change in the fair value of the contracts is reported in earnings immediately. Settlements of amounts receivable or payable under all derivative instruments utilized to manage the price risk of fuel purchased or energy sold are recorded as an adjustment of revenue or the cost of fuel purchased, as applicable.

The Company subsequently determined that all derivative financial instruments previously designated as cash flow hedges under SFAS No. 133 do not qualify for hedge accounting. Accordingly, all realized and unrealized gains and losses associated with all derivative transactions we entered into during the periods presented are recognized in earnings in the period incurred.

PROPRIETARY TRADING ACTIVITIES

In addition to managing commodity price risk for our generation assets, we also engage in proprietary trading primarily in regions where we own or operate generating facilities or other physical assets. The Company assumes certain market risks, in an effort to generate gains from changes in market prices, by entering into derivative instruments, including exchange-traded and over-the-counter contracts, as well as other contractual arrangements. Our proprietary trading business can be volatile and subject to swings in earnings and cash flow as commodity prices change. We manage our trading risk by monitoring compliance with stated risk management policies, as well as monitoring the effectiveness of our trading policies and strategies through our Risk Oversight Committee.

These derivative financial instruments utilized in our proprietary trading activities are recorded at their estimated market value in our consolidated balance sheet as price risk management assets and liabilities. Changes in the market value and settlements of these instruments are recorded as net trading revenues.

At times, we use complex derivatives for which the fair value determination is based on quantitative models. The quantitative models used may include assumptions that are not readily verifiable in the market. Therefore, the estimated value of these derivative instruments can be subject to unexpected changes in value as additional market information becomes available or upon settlement of the derivative instrument. To mitigate the risk that our quantitative models are not fully capturing the essential details of the derivative instruments, we have a Model Risk Oversight Committee to ensure that the model risk is properly controlled through a process of systematic model development, deployment and control. The Model Risk Oversight Committee sets the guidelines for model development, testing, implementation process and responsibilities.

VALUE AT RISK

We use a systematic approach to managing risks associated with our derivative instruments. For those transactions that are not designated for cash flow hedge accounting under SFAS No. 133, we use a Value-at-Risk (VaR) model to summarize in dollar terms the market price risk we have and the potential loss in

value of the Company's portfolio due to adverse market movement over a defined time horizon within a specified confidence interval. For those transactions that were designated for cash flow hedge accounting, we manage the market risks associated with these derivative financial instruments in conjunction with the underlying asset positions they are designed to hedge.

All of our positions, except those that are designated for cash flow hedge accounting, are managed based on VaR limits that have been established by the Board of Directors of Mirant. VaR is a statistical measure that is dependent upon a number of assumptions and approximations. The Company uses recent historical price volatility to estimate how the value of the portfolio will move in the future. Given its reliance on historical data, VaR is effective in estimating risk exposures in markets in which there are not sudden fundamental changes or shifts in market conditions. If future pricing patterns are not similar to historical patterns VaR could overstate or understate actual market risks. As a result, even though the portfolio is within the established VaR limit, actual gains or losses can exceed the reported VaR by a significant amount.

We assume a 95% confidence interval and holding periods that vary by commodity to calculate our VaR exposure. By using a 95% confidence interval, we are accepting a 5% probability that the actual market risk in the portfolio is greater than what is indicated by the VaR calculation. The holding period assumption relates to our estimate of how long it would take to liquidate our commodity positions (i.e., how long our positions are subjected to market price risk before mitigating the position). To determine our holding period by commodity we analyze the relative liquidity of different commodity positions across different time horizons and locations by assuming different holding periods. For very liquid commodity positions, such as natural gas for delivery within one year, we use a five-day holding period, whereas for a less liquid commodity position, such as physical coal, we employ a sixty business day holding period. As a result, the VaR that we measure, monitor and report on a daily basis is larger than what would be obtained using a one-day holding period for all positions, commodities and commitments.

Another important assumption in VaR is the effect of multiple commodities on risk. Our VaR calculation benefits from diversity; a variety of commodity positions that individually present large potential risk, when combined, present less risk. Our VaR calculation also takes into account very complex correlations between commodities, regions and time to determine the portfolio VaR.

The VaR calculation methodology we use is a variance covariance statistical modeling technique. Although VaR is a common technique utilized in the industry to measure and manage market risk, there is no uniform industry method of calculating VaR and, therefore, different assumptions or estimates could produce significantly different VaR results for the same portfolio.

The average VaR, using various assumed holding periods and a 95% confidence interval, was \$34.3 million for the year ended December 31, 2002 and the VaR as of December 31, 2002, was \$28.9 million, as compared to \$51.8 million and \$37.9 million, respectively, in 2001. If we assumed VaR levels using a one-day holding period for all positions and commitments in our portfolio based on a 95% confidence interval, our portfolio VaR was \$9.6 million at December 31, 2002 and the average for the year ended December 31, 2002 was \$11.2 million, compared to \$11.9 million and \$17.9 million, respectively, in 2001. During the year ended December 31, 2002, the actual daily loss on a fair value basis exceeded the corresponding one-day VaR calculation three times, which falls within our 95% confidence interval. During the second quarter of 2002, we implemented a new trading system to administer our natural gas transactions. As a result, the natural gas component of our total VaR calculation was held constant for a period of approximately 45 days. We believe this was a reasonable estimate of our average VaR calculations for 2002 and we would not have had additional instances of exceeding our VaR limits if the natural gas portion of the total VaR calculation would not have been held constant.

The VaR data presented does not include the derivative financial instruments that were initially designated as hedges under SFAS No. 133. We have subsequently determined that these transactions did not qualify for hedge accounting treatment. It is not practical to recalculate the VaR data presented above to include the effects of these derivative financial instruments.

In addition, we subsequently determined that certain of the Company's power purchase agreements are considered derivative financial instruments and subject to fair value accounting under SFAS No. 133. Previously, the Company believed the agreements qualified for the "normal purchase/normal sale" exception under SFAS No. 133 and had accounted for the agreements as executory contracts using the accrual method. These power purchase agreements have also not been included in the VaR data presented since it is also not practical to recalculate the data.

The following is a summary of the units, equivalent megawatt-hours, duration and estimated fair value of the derivative financial instruments previously designated as cash flow hedges or normal purchase and sale exemption by commodity.

NOMINAL UNITS					
EQUIVALENT MEGAWATT-					
HOURS AVERAGE					
DURATION ESTIMATED					
LONG (SHORT) LONG					
(SHORT) (YEARS) FAIR					
VALUE -----					

---	(IN MILLIONS)				
Electricity.....					
(22) million mwh					
(22) million 1.7					
\$ (35) Natural					
gas.....	71				
million mmbtu	7				
million 1.3	41				
oil.....	5				
million barrels	2				
million 1.4	9				
Residual					
fuel.....	8				
million barrels	5				
million 0.8	26				

The following table represents the estimated cash flows of these financial instruments and power purchase agreements (based on market prices at December 31, 2002) by tenor (in millions):

2003	2004	2005	2006	2007	
THEREAFTER	TOTAL	----	----		
-----	-----				
-----	ENERGY COMMODITY				
INSTRUMENTS:					
Electricity.....					
\$ (23) \$ (13) \$ (2) \$ -- \$ 1					
\$ 2 \$ (35) Natural					
gas.....	29	9	2		
1 -- -- 41 Crude					
oil.....	5	2			
1 1 -- -- 9 Residual					
fuel.....	23	3	--		
-- -- -- 26					

Subtotal.....					
34 1 1 2 1 2 41 POWER					
PURCHASE AGREEMENTS....					
(125) (142) (141) (37) (37)					
(377) (859) -----					

Total.....					
\$ (91) \$ (141) \$ (140) \$ (35)					
\$ (36) \$ (375) \$ (818) =====					
=====					
=====					

Credit Risk

Credit risk represents the loss that the Company would incur if a counterparty fails to perform under its contractual obligations. We have established controls to determine and monitor the creditworthiness of customers, as well as the quality of pledged collateral. To reduce the Company's credit exposure, the Company seeks to enter into payment master netting agreements with counterparties that permit the Company to offset receivables and payables with such counterparties. The Company attempts to further reduce credit risk with certain counterparties by entering into agreements that enable the Company to obtain collateral or to terminate or reset the terms of transactions after specified time periods or upon the occurrence of credit-related events.

Our credit policies are established and monitored by the Risk Oversight Committee. We measure credit risk as the loss we would record if our customers failed to perform pursuant to the terms of their contractual obligations less the value of collateral held by us, if any, to cover such losses. We manage our portfolio positions such that the average credit quality of the portfolio falls inside an authorized range. We use published ratings of customers, as well as our internal analysis, to guide us in the process of setting credit levels, risk limits and contractual arrangements including master netting agreements. Where

external ratings are not available, we rely on our internal assessments of customers. The average credit quality is monitored on a regular basis and reported to the Risk Oversight Committee on a periodic basis, together with steps initiated to bring credit exposures to within the authorized range. The weighted average credit

rating of our customers, based on outstanding balances and management's internal assessment, included in the net fair value of our price risk management assets was BBB+ at December 31, 2002.

We also monitor the concentration of credit risk from various positions, including contractual commitments. Credit concentration exists when a group of customers have similar business characteristics, and/or are engaged in like activities that would cause their ability to meet their contractual commitments to be adversely affected, in a similar manner, by changes in the economy or other market conditions. We monitor credit concentration risk on both an individual basis and a group counterparty basis. The table below summarizes credit exposures by rating category as of December 31, 2002 (in millions, except percentages).

CREDIT RATING EXPOSURE			
COLLATERAL HELD NET EXPOSURE %			
OF NET EXPOSURE - -----			

AA/Aa2.....			
	\$ 72	\$ --	\$ 72 12%
A/A2.....			
	210	17	193 32
BBB/Baa2.....			
	251	10	241 40 BB/Ba2 or
lower.....			361 238
			123 20
Unrated.....			
	29	12	17 3 Less credit
reserves.....		(36)	--
	(36)	(7)	----
Total.....			
	\$887	\$277	\$610 ====

Collection Risk

Once we bill a customer for the commodity delivered or have financially settled the credit risk, the Company is subject to collection risk. Collection risk is similar to credit risk, collection risk is accounted for when we establish our allowance for bad debts. We manage this risk using the same techniques and processes used in credit risk discussed above. As of December 31, 2002, we had \$295 million of bad debt reserves related to amounts not deemed collectible. Approximately \$237 million of this reserve relates to two customers -- CAISO and PX, which is discussed more fully in Note 2 to our consolidated financial statements.

Interest Rate Risk

Our policy is to manage interest expense using a combination of fixed- and variable-rate debt. From time to time, we also enter into interest rate swaps in which we agree to exchange, at specified intervals, the difference between fixed- and variable-interest amounts calculated by reference to agreed-upon notional principal amounts. These interest rate swaps are designated to hedge the variable interest rate risk in the underlying debt obligations. For swaps that qualify as cash flow hedges, changes in the fair value of the swaps are deferred in OCI and are reclassified from OCI as an adjustment of interest expense over the term of the swaps. Gains and losses resulting from the termination of qualifying hedges prior to their stated maturities are recognized as interest expense ratably over the remaining term of the hedged debt instruments.

To assess our exposure to changes in interest rates, we determine the amount of our variable rate debt that is not hedged by an interest rate swap and then adjust this number for the amount of cash and investments having an offsetting exposure. If we sustained a 100 basis point change in interest rates for all variable rate debt and cash in all currencies, the change would affect earnings by approximately \$5 million per year, based on variable rate balances outstanding at December 31, 2002.

Foreign Currency Risk

From time to time, we have used currency swaps and currency forwards to hedge our net investments in certain foreign subsidiaries. Gains or losses on these derivatives are designated as hedges of net investments and are offset against the foreign currency translation gains or losses recorded in OCI relating to these investments. We do not have any foreign exchange contracts outstanding at December 31, 2002 that are designated as hedges of our investments in foreign countries. We have also utilized currency swaps

to hedge the effect of exchange rate fluctuations on foreign currency denominated debt. In 2002, we sold our investments where this type of hedging was applicable. Occasionally, we use currency forwards to offset the effect of exchange rate fluctuations on forecasted transactions denominated in a foreign currency. We also use forward contracts to hedge a portion of our Canadian dollar denominated storage, transport and commodity transactions. When the gains and losses are accounted for using mark-to-market through income, we do not apply hedge accounting for the related currency forwards.

We measure currency risk associated with net monetary investments denominated in foreign currencies using sensitivity analysis. At December 31, 2002, the carrying value of these investments would change by \$3 million if applicable foreign currencies changed by 10% against the United States dollar. This figure does not include changes in income related to United States dollar denominated intercompany loans to foreign subsidiaries having a different functional currency.

ITEM 8. FINANCIAL STATEMENTS AND SUPPLEMENTARY DATA

The information required hereunder is included in this report as set forth in the "Index to Financial Statements" on page F-1.

ITEM 9. CHANGES IN AND DISAGREEMENTS WITH ACCOUNTANTS ON ACCOUNTING AND FINANCIAL DISCLOSURE

Not applicable.

PART III

ITEM 10. DIRECTORS AND EXECUTIVE OFFICERS OF THE REGISTRANT

The information required by Item 10 of Form 10-K relating to directors who are nominees for election as directors at Mirant's Annual Meeting of Shareholders to be held on May 22, 2003 is set forth in Mirant's Proxy Statement and is incorporated herein by reference.

ITEM 11. EXECUTIVE COMPENSATION

The information regarding executive compensation is set forth in Mirant's Proxy Statement and is incorporated herein by reference.

ITEM 12. SECURITY OWNERSHIP OF CERTAIN BENEFICIAL OWNERS AND MANAGEMENT

The information regarding executive compensation is set forth in Mirant's Proxy Statement and is incorporated herein by reference.

ITEM 13. CERTAIN RELATIONSHIPS AND RELATED TRANSACTIONS

The information regarding executive compensation is set forth in Mirant's Proxy Statement and is incorporated herein by reference.

ITEM 14. CONTROLS AND PROCEDURES

During an interim review for the second quarter of 2002, the Company's independent auditors assessed the internal controls of the Company's North American energy marketing and risk management operations and advised the Company's Audit Committee that certain deficiencies identified in this review collectively constituted a material control weakness. The Company assigned the highest priority to the short and long-term correction of the internal control deficiencies identified and has made significant progress. As of the date of this report, we believe we have corrected deficiencies to internal controls in place and no longer have a material internal control weakness. A summary of the main control issues identified and the Company's resolution is detailed below.

RESOLUTION OF MATERIAL CONTROL WEAKNESS DEFICIENCY

As part of the internal control assessment completed by its independent auditor, the Company received detailed process improvement recommendations during October 2002 which addressed the internal control deficiencies in existence at June 30, 2002, the most significant of which relate to the Company's systems and processes and include:

- (i) Inadequate analysis, documentation and internal communication of natural gas actualization adjustments;
- (ii) Inadequate reconciliation of the Company's risk report and general ledger;
- (iii) Inadequate systems integration and data reconciliation; and
- (iv) Untimely resolution of balance sheet account reconciliation discrepancies.

As noted, the Company assigned the highest priority to addressing these deficiencies and developed a detailed action plan, including both short and long-term corrective measures. Initially, intensive manual processes were implemented to ensure the accuracy of the Company's financial statements. Additionally, the Company has implemented other short-term steps during the fourth quarter of 2002 in order to improve the controls detailed above by December 31, 2002. The Company believes that the corrective actions implemented prior to December 31, 2002 and additional manual procedures instituted are sufficient to ensure the accuracy of the financial statements as of and for the period ended December 31, 2002.

Subsequent to December 31, 2002, the Company has continued to implement both short and long-term solutions to resolve the control deficiencies identified. Specifically, the risk report to general ledger reconciliation and actualization issues were resolved by enabling the mid and back office data to reconcile information on an individual transaction basis, identifying and resolving all variances between the risk report and general ledger, and developing action plans to eliminate any systemic differences. The systems integration issues noted were addressed through the continued implementation of functionality included in the Company's new information technology system for natural gas trading and marketing activities ("ENDUR"), supported by increased controls and reconciliations around manual interfaces in the interim. The issue concerning untimely resolution of balance sheet reconciliation discrepancies was addressed by instituting standard policies, procedures and controls across all North American sites.

The Company continues to focus on certain longer-term initiatives, many of which are tied to systems implementations and integration projects, and expects these to be completed throughout the second and third quarters of 2003. Until these system solutions are in place and operating effectively, the additional manual processes and management oversight previously implemented will remain in place. Management has discussed its action plan with the Audit Committee and its independent auditors and will continue to provide periodic updates on progress made. As of the date of this filing, the Company is satisfied that the manual processes and systems of internal controls are now adequate. Like other companies, however, management cannot provide absolute assurance that material control weaknesses will not be identified from time to time or that any such weaknesses would not materially affect our financial results.

EVALUATION OF DISCLOSURE CONTROLS

Within the 90-day period immediately preceding the filing of this report, an evaluation was carried out under the supervision and with the participation of the Company's management, including its Chief Executive Officer and its Chief Financial Officer, of the effectiveness of the design and operation of its disclosure controls and procedures (as defined in Rule 13a-14(c) and 15d-14(c) under the Exchange Act). Based upon that evaluation, the Chief Executive Officer and Chief Financial Officer concluded that there were no significant deficiencies or material weaknesses in the Company's disclosure controls and procedures and that the design and operation of these disclosure controls and procedures were effective.

CHANGES IN INFORMATION SYSTEMS

Effective April 1, 2002, the Company implemented ENDUR, a new risk management system for its gas trading and marketing activities in North America. Because of ENDUR's improved capabilities over the legacy systems, management views the implementation of ENDUR as a significant change in internal controls. In addition, the Company recently modified its power trading and marketing information technology system to improve reporting of realized and unrealized income associated with power transactions and expects to implement the ENDUR system for power by mid-year 2003.

PART IV

ITEM 15. EXHIBITS, FINANCIAL STATEMENT SCHEDULES AND REPORTS ON FORM 8-K

(a)1. Financial Statements

See "Index to Financial Statements" set forth on page F-1.

2. Financial Statement schedules
None

3. Exhibit Index

EXHIBIT NO.	EXHIBIT NAME -
----- 3.1*	Restated
	Certificate of
	Incorporation
	(Designated on
	Form S-1 in
	Registration
	No. 333-35390
	as Exhibit 3.1)
3.2*	Bylaws of
	the Company
	(Designated on
	Form S-1 in
	Registration
	No. 333-35390
	as Exhibit 3.2)
4.1*	Specimen
	Stock
	Certificate
	(Designated on
	Form S-1 in
	Registration
	No. 333-35390
	as Exhibit 4.1)
4.2*	
	Certificate of
	Trust
	(Designated on
	Form S-1 in
	Registration
	No. 333-41680
	as Exhibit 4.2)
4.3*	Trust
	Agreement
	(Designated on
	Form S-1 in
	Registration
	No. 333-41680
	as Exhibit 4.3)
4.4*	
	Certificate of
	Designation of
	Series A
	Preferred Stock
	(Designated on
	Form S-1 in
	Registration
	No. 333-35390
	as Exhibit
	4.11) 4.5*
	Certificate of
	Designation of
	Series B
	Preferred Stock
	(Designated on
	Form S-1 in
	Registration
	No. 333-35390
	as Exhibit
	4.12) 4.6*
	Rights
	Agreement
	between
	Southern
	Energy, Inc.
	(now Mirant
	Corporation)

and ChaseMellon
 Shareholder
 Services,
 L.L.C.
 (Designated on
 Form S-1 in
 Registration
 No. 333-35390
 as Exhibit
 4.13) 10.1*
 Form of Master
 Separation and
 Distribution
 Agreement
 (Designated on
 Form S-1 in
 Registration
 No. 333-35390
 as Exhibit
 10.1) 10.2*
 Form of
 Transitional
 Services
 Agreement
 (Designated on
 Form S-1 in
 Registration
 No. 333-35390
 as Exhibit
 10.2) 10.3*
 Form of
 Indemnification
 and Insurance
 Matters
 Agreement
 (Designated on
 Form S-1 in
 Registration
 No. 333-35390
 as Exhibit
 10.3) 10.4*
 Form of
 Technology and
 Intellectual
 Property
 Ownership and
 Licenses
 Agreement
 (Designated on
 Form S-1 in
 Registration
 No. 333-35390)
 10.5* Form of
 Confidential
 Disclosure
 Agreement
 (Designated on
 Form S-1 in
 Registration
 No. 333-35390
 as Exhibit
 10.5) 10.6*
 Form of
 Employee
 Matters
 Agreement
 (Designated on
 Form S-1 in
 Registration
 No. 333-35390
 as Exhibit
 10.6) 10.7*
 Form of
 Amendment
 Number One to
 the Employee
 Matters
 Agreement
 (Designated on
 Form 10-K filed
 March 21, 2001
 as Exhibit
 10.7) 10.8*
 Form of Tax
 Indemnification
 Agreement
 (Designated on
 Form S-1 in
 Registration
 No. 333-35390
 as Exhibit
 10.7)

EXHIBIT NO.
EXHIBIT NAME
- -----
- -----
-- 10.9*
Form of
Registration
Rights
Agreement
(Designated
on Form S-1
in
Registration
No. 333-
35390 as
Exhibit
10.8) 10.10*
Form of
Mirant
Corporation
Employee
Stock
Purchase
Plan 10.11*
Deferred
Compensation
Agreement
with S.
Marce Fuller
(Designated
on Form S-1
in
Registration
No. 333-
35390 as
Exhibit
10.11)
10.12*
Deferred
Compensation
Agreement
with Raymond
D. Hill
(Designated
on Form S-1
in
Registration
No. 333-
35390 as
Exhibit
10.12)
10.13*
Deferred
Compensation
Agreement
with Richard
J. Pershing
(Designated
on Form S-1
in
Registration
No. 333-
35390 as
Exhibit
10.13)
10.14*
Amended and
Restated
Employment
Retention
Agreement
with
Frederick D.
Kuester
(Designated
on Form S-1
in
Registration
No. 333-
35390 as
Exhibit
10.14)
10.16*
Formation
Agreement by
and between
SEI
Holdings,
Inc. and
Vastar
Resources,
Inc. dated
August 8,
1997

(Designated
on Form S-1
in
Registration
No. 333-
35390 as
Exhibit
10.17)
10.17*
Energy
Conversion
Agreement
for a Coal
Fired
Thermal
Power
Station at
Sual
Pangasinan,
Philippines
between
National
Power
Corporation
and CEPA
Pangasinan
Electric
Limited
dated May
20, 1994
(Designated
on Form S-1
in
Registration
No. 333-
35390 as
Exhibit
10.18)
10.18*
Build,
Operate and
Transfer
Project
Agreement
for a Gas
Turbine
Power
Station in
Navotas,
Manila
between
National
Power
Corporation
and Hopewell
Project
Management
Company
Limited
dated 16th
November,
1988
(Designated
on Form S-1
in
Registration
No. 333-
35390 as
Exhibit
10.19)
10.19*
Navotas II,
Build,
Operate and
Transfer
Project
Agreement
for a Gas
Turbine
Power
Station in
Navotas,
Manila
between
National
Power
Corporation
and Hopewell
Energy
International
Limited,
dated 29
June, 1992
(Designated
on Form S-1
in
Registration

No. 333-
35390 as
Exhibit
10.20)
10.20*
Energy
Conversion
Agreement
for a Coal
Fired
Thermal
Power
Station at
Barangay
Ibabang
Pulo,
Pagbilao,
Quezon,
Philippines
between
National
Power
Corporation
and Hopewell
Energy
International
Limited,
dated 9th
November,
1991
(Designated
on Form S-1
in
Registration
No. 333-
35390 as
Exhibit
10.21)
10.21*
Amendment
Agreement,
dated the
30th day of
March 1993,
to an Energy
Conversion
Agreement
between
Hopewell
Energy
International
Limited,
National
Power
Corporation
and Hopewell
Power
(Philippines)
Corp. dated
9th November
1991
(Designated
on Form S-1
in
Registration
No. 333-
35390 as
Exhibit
10.22)
10.23* Form
of Mirant
Services
Employee
Savings Plan
10.24* Form
of Mirant
Services
Bargaining
Unit
Employee
Savings Plan
10.25*
Amendment to
Change in
Control
Agreement
with S.
Marce Fuller
(Designated
as Exhibit
10.25 on
Form 8-K
filed
November 29,
2001).
10.26*
Amendment to

Change in
 Control
 Agreement
 with Raymond
 D. Hill
 (Designated
 as Exhibit
 10.26 on
 Form 8-K
 filed
 November 29,
 2001).
 10.27*
 Amendment to
 Change in
 Control
 Agreement
 with Richard
 J Pershing
 (Designated
 as Exhibit
 10.27 on
 Form 8-K
 filed
 November 29,
 2001).
 10.28*
 Change in
 Control
 Agreements
 with Douglas
 L. Miller
 (Designated
 as Exhibit
 10.28 on
 Form 8-K
 filed
 November 29,
 2001).
 10.29* Form
 of Amended
 and Restated
 Mirant
 Corporation
 Omnibus
 Incentive
 Compensation
 Plan 10.31*
 Form of
 Amended and
 Restated
 Mirant
 Services
 Supplemental
 Executive
 Retirement
 Plan 10.32*
 Form of
 Mirant
 Corporation
 Change in
 Control
 Benefit Plan
 Determination
 Policy
 10.33*
 Change in
 Control
 Agreement
 with Vance
 N. Booker
 (Designated
 as Exhibit
 10.33 on
 Form 8-K
 filed
 November 29,
 2001).
 10.34*
 Change in
 Control
 Agreement
 with James
 Ward
 (Designated
 as Exhibit
 10.34 on
 Form 8-K
 filed
 November 29,
 2001).

EXHIBIT NO.
EXHIBIT
NAME - ----

10.35*
Amended and
Restated
Change in
Control
Agreement
with
Frederick
D. Kuester
(Designated
as Exhibit
10.35 on
Form 8-K
filed
November
29, 2001).
10.39*
Bewag Share
Purchase
Agreement
(Designated
as Exhibit
10.39 on
Form 8-K
filed
December
21, 2001)
10.40*
Employment
Retention
Agreement
with Roy P.
McAllister
10.41*
Change in
Control
Agreement
with Roy P.
McAllister
10.42*
Change in
Control
Agreement
with S.
Marce
Fuller
10.43*
Change in
Control
Agreement
with
Raymond D.
Hill 10.44*
Change in
Control
Agreement
with
Richard J.
Pershing
10.45*
Amendment
to Change
in Control
Agreement
with
Douglas L.
Miller
10.47*
Amendment
to Change
in Control
Agreement
with Vance
N. Booker
10.48* Form
of First
Amendment
to the
Mirant
Services
Bargaining
Unit
Employee
Savings
Plan 10.49*
Form of
Second
Amendment
to the

Mirant
Services
Bargaining
Unit
Employee
Savings
Plan 10.50*
Form of
Third
Amendment
to the
Mirant
Services
Bargaining
Unit
Employee
Savings
Plan 10.51*
First
Amendment
to the
Mirant
Services
Employee
Savings
Plan 10.52*
Form of
Second
Amendment
to the
Mirant
Services
Employee
Savings
Plan 10.53*
Form of
Third
Amendment
to the
Mirant
Services
Employee
Savings
Plan 10.54*
Form of
Fourth
Amendment
to the
Mirant
Services
Employee
Savings
Plan 10.55*
Form of
Amended and
Restated
Mirant
Corporation
Deferred
Compensation
Plan for
Directors
and Select
Employees
10.56*
First
Amendment
to Mirant
Corporation
Deferred
Compensation
Plan for
Directors
and Select
Employees
10.57* Form
of Mirant
Services
Supplemental
Benefit
Plan 10.58*
First
Amendment
to the
Mirant
Services
Supplement
Benefit
Plan 10.59*
Form of
Mirant
Services
Supplemental
Compensation
Plan 10.60*
First
Amendment

to the
Mirant
Services
Supplemental
Compensation
Plan 10.61*
Form of
First
Amendment
to the
Amended and
Restated
Mirant
Services
Supplemental
Executive
Retirement
Plan 10.62*
Form of
Second
Amendment
to the
Amended and
Restated
Mirant
Services
Supplemental
Executive
Retirement
Plan 10.63*
Employment
Agreement
with
Douglas L.
Miller
10.64* Form
of Change
in Control
Agreement
for Edwin
H. Adams
and J.
William
Holden III
10.65 Form
of
Retention
Agreement
with Edwin
H. Adams
10.66*
Employee
Retention
Agreement
with J.
William
Holden III
10.67*
Mirant
Corporation
-- Four
Year Credit
Agreement
10.68*
Mirant
Corporation
-- 364-Day
Credit
Facility
10.69*
Mirant
Corporation
-- Facility
C Credit
Agreement
10.70*
Mirant
Americas
Generation,
LLC --
Facility B
Credit
Agreement
10.71*
Mirant
Americas
Generation,
LLC --
Facility C
Credit
Agreement
10.72
Second
Amendment
to the
Mirant
Services

Supplemental
Benefit
Plan 10.73
Fifth
Amendment
to the
Mirant
Services
Employee
Savings
Plan 10.74
Sixth
Amendment
to the
Mirant
Services
Employee
Savings
Plan 10.75
Seventh
Amendment
to the
Mirant
Services
Employee
Savings
Plan 10.76
Eighth
Amendment
to the
Mirant
Services
Employee
Savings
Plan 10.77
Ninth
Amendment
to the
Mirant
Services
Employee
Savings
Plan

EXHIBIT NO.
EXHIBIT NAME

- -----
- -----
-- 10.78
Fourth
Amendment to
the Mirant
Services
Bargaining
and Employee
Savings Plan
10.79 Fifth
Amendment to
the Mirant
Services
Bargaining
and Employee
Savings Plan
10.80 Sixth
Amendment to
the Mirant
Services
Bargaining
and Employee
Savings Plan
10.81
Seventh
Amendment to
the Mirant
Services
Bargaining
and Employee
Savings Plan
10.82 Eighth
Amendment to
the Mirant
Services
Bargaining
and Employee
Savings Plan
10.83
Employment
Agreement
with Daniel
Streek 10.84
Second
Amendment to
the Mirant
Services
Supplemental
Compensation
Plan 16.1
Arthur
Andersen LLP
letter to
the
Securities
and Exchange
Commission
dated May
15, 2002
(designated
as Exhibit
16 on Form
8-K filed
May 15,
2002) 21.1
Subsidiaries
of
Registrant
23.1 Consent
of KPMG LLP
24.1 Power
of Attorney
99.1
Certification
Pursuant to
Section 906
of the
Sarbanes-
Oxley Act of
2002
(Subsections
(a) and (b)
of Section
1350,
Chapter 63
of Title 18,
United
States Code)

- -----

* Asterisk indicates exhibits incorporated by reference.

(b) Reports on Form 8-K

During the quarter ended December 31, 2002, the Company did not file a Current Report on Form 8-K.

INDEX TO FINANCIAL STATEMENTS

MIRANT CORPORATION AND SUBSIDIARIES

PAGE ---- Independent Auditors'

Report.....	F-2
Statements of Operations for the Years Ended December 31, 2002, 2001 and 2000.....	F-3
Consolidated Balance Sheets as of December 31, 2002 and 2001.....	F-4
Consolidated Statements of Stockholders' Equity for the Years Ended December 31, 2002, 2001 and 2000.....	F-5
Consolidated Statements of Cash Flows for the Years Ended December 31, 2002, 2001 and 2000.....	F-6
Notes to Consolidated Financial Statements.....	F-7

INDEPENDENT AUDITORS' REPORT

The Board of Directors and Shareholders
Mirant Corporation:

We have audited the consolidated balance sheets of Mirant Corporation and subsidiaries (the "Company") as of December 31, 2002 and 2001, and the related consolidated statements of operations, stockholders' equity, and cash flows for each of the years in the three-year period ended December 31, 2002. These consolidated financial statements are the responsibility of the Company's management. Our responsibility is to express an opinion on these consolidated financial statements based on our audits.

We conducted our audits in accordance with auditing standards generally accepted in the United States of America. Those standards require that we plan and perform the audit to obtain reasonable assurance about whether the financial statements are free of material misstatement. An audit includes examining, on a test basis, evidence supporting the amounts and disclosures in the financial statements. An audit also includes assessing the accounting principles used and significant estimates made by management, as well as evaluating the overall financial statement presentation. We believe that our audits provide a reasonable basis for our opinion.

In our opinion, the consolidated financial statements referred to above present fairly, in all material respects, the financial position of Mirant Corporation and subsidiaries as of December 31, 2002 and 2001, and the results of their operations and their cash flows for each of the years in the three-year period ended December 31, 2002, in conformity with accounting principles generally accepted in the United States of America.

The Company has not presented the selected quarterly financial data specified by Item 302(a) of Regulation S-K, that the Securities and Exchange Commission requires as supplementary information to the basic financial statements.

The accompanying financial statements have been prepared assuming that the Company will continue as a going concern. As more fully described in Note 1 to the accompanying consolidated financial statements, the Company has a loss from continuing operations of \$2.4 billion for the year ended December 31, 2002 and has sold significant assets during 2002 in order to generate additional liquidity. Furthermore, the Company has \$1.8 billion in scheduled debt maturities during 2003, and does not project that it will have sufficient liquidity to repay such debt maturities as they come due. Therefore, the Company anticipates that it will be required to refinance significant debt obligations during 2003 in order to maintain continuing operations. All of these conditions raise substantial doubt about the Company's ability to continue as a going concern. Management's plans with regard to these matters are also described in Note 1. The financial statements do not include any adjustments that might result from the outcome of this uncertainty.

As discussed in Note 1 to the accompanying consolidated financial statements, the Company changed its method of accounting for goodwill and other intangible assets, and the impairment of long-lived assets and discontinued operations in 2002. Additionally in 2002, the Company changed the method of reporting gains and losses associated with energy trading contracts from the gross to the net method and retroactively reclassified the consolidated statements of operations for 2001 and 2000. The Company changed its method of accounting for derivative instruments and hedging activities in 2001.

As discussed in Note 3 to the accompanying consolidated financial statements, the Company has restated the consolidated balance sheet as of December 31, 2001, and the related consolidated statements of operations, stockholders' equity, and cash flows for the years ended December 31, 2001 and 2000, which consolidated financial statements were previously audited by other independent auditors who have ceased operations.

/s/ KPMG LLP

Atlanta, Georgia
April 29, 2003

MIRANT CORPORATION AND SUBSIDIARIES

CONSOLIDATED STATEMENTS OF OPERATIONS
FOR THE YEARS ENDED DECEMBER 31, 2002, 2001 AND 2000

2002	2001	2000	-----	-----	-----	(RESTATED)
(RESTATED)						(IN MILLIONS,
EXCEPT SHARE DATA) OPERATING REVENUES:						
Generation.....						
\$ 5,578	\$7,484	\$3,107	Integrated utilities and			
distribution.....	485	475	477	Net trading		
revenue.....				339	563	365
Other.....						
34	2	2	-----	-----	-----	Total operating
revenues:.....						6,436 8,524
3,951	-----	-----	-----	OPERATING EXPENSES: Cost of		
fuel, electricity and other products.....				4,214		
5,560	2,163	Selling, general and				
administrative.....				581	877	465
Maintenance.....						
152	183	143	Depreciation and			
amortization.....				288	372	300
Impairment losses and restructuring						
charges.....				973	82	-- Goodwill
impairment.....						697 --
-- Gain on sales of assets,						
net.....				(41)	(2)	--
Other.....						
480	426	207	-----	-----	-----	Total operating
expenses.....				7,344	7,498	
3,278	-----	-----	-----	OPERATING INCOME		
(LOSS).....				(908)	1,026	673
-----	-----	-----	-----	OTHER (EXPENSE) INCOME, NET: Interest		
income.....				38	118	
176	Interest					
expense.....				(495)		
(614)	(606)	Gain on sales of investments,				
net.....				329	--	19 Equity in income
of affiliates.....				168	217	253
Impairment loss on minority owned						
affiliates.....				(467)	(3)	(18) Receivables
recovery.....				29	10	--
Other,						
net.....				(19)		
30	48	-----	-----	-----	-----	Total other expense,
net.....				(417)	(242)	(128) ---
-----	-----	-----	-----	INCOME (LOSS) FROM CONTINUING OPERATIONS		
BEFORE INCOME TAXES AND MINORITY						
INTEREST.....				(1,325)	784	
545	PROVISION FOR INCOME					
TAXES.....				949	256	158
MINORITY						
INTEREST.....				78	63	
88	-----	-----	-----	INCOME (LOSS) FROM CONTINUING		
OPERATIONS.....				(2,352)	465	299
---	---	---	---	---	---	---
INCOME (LOSS) FROM DISCONTINUED OPERATIONS, NET						
OF TAX (BENEFIT) PROVISION OF \$(55), \$(42) AND \$(15) IN						
2002, 2001 AND 2000,						
RESPECTIVELY.....				(86)	(56)	31 --
-----	-----	-----	-----	NET INCOME		
(LOSS).....				\$(2,438)		
\$ 409	\$ 330	=====	=====	=====	=====	EARNINGS (LOSS) PER
SHARE: Basic: From continuing						
operations.....				\$(5.85)	\$ 1.36	\$
1.03	From discontinued					
operations.....				(0.21)	(0.16)	0.11 --
-----	-----	-----	-----	Net income		
(loss).....				\$(6.06)	\$	
1.20	\$ 1.14	=====	=====	=====	=====	Diluted: From continuing
operations.....				\$(5.85)	\$ 1.34	\$
1.03	From discontinued					
operations.....				(0.21)	(0.15)	0.11 --
-----	-----	-----	-----	Net income		
(loss).....				\$(6.06)	\$	
1.19	\$ 1.14	=====	=====	=====	=====	

The accompanying notes are an integral part of these consolidated financial statements.

MIRANT CORPORATION AND SUBSIDIARIES

CONSOLIDATED BALANCE SHEETS
DECEMBER 31, 2002 AND 2001

2002	2001	-----	-----	(RESTATED)	-----	(IN
MILLIONS) ASSETS CURRENT ASSETS: Cash and cash						
equivalents.....				\$ 1,708	\$	
				793	Funds on	
deposit.....				180	180	
Receivables, less provision for uncollectibles of \$191 and						
\$191 for 2002 and 2001, respectively.....						
				2,092	2,804	Price risk management
assets.....				1,536	1,120	Deferred
income taxes.....				21	364	
						Assets held for
sale.....				423	828	
Other.....						
				541	564	-----
						----- Total current
assets.....				6,501	6,653	--

						PROPERTY, PLANT AND EQUIPMENT,
NET.....				8,419	7,522	-----
						NONCURRENT ASSETS: Goodwill, net of accumulated
						amortization of \$300 and \$287 for 2002 and 2001,
						respectively.....
				2,683	3,297	Other
						intangible assets, net of accumulated amortization of \$60
						and \$58 for 2002 and 2001, respectively.....
				535		
				808		
Investments.....						
				296	2,303	Notes and other receivables, less provision for
						uncollectibles of \$104 and \$114 for 2002 and 2001,
						respectively.....
				140	66	Price risk management
assets.....				582	511	Deferred
income taxes.....				17	661	
Other.....						
				242	222	-----
						----- Total noncurrent
assets.....				4,495	7,868	-----
						--
						----- TOTAL
ASSETS.....						
				\$19,415	\$22,043	=====
						===== LIABILITIES AND
STOCKHOLDERS' EQUITY CURRENT LIABILITIES: Short-term						
debt.....				\$ 65	\$ 55	
						Current portion of long-term
debt.....				1,731	2,610	Accounts
payable and accrued liabilities.....				2,359		
				2,639		Taxes
accrued.....				86		
				67		Price risk management
liabilities.....				1,535	1,294	
						Obligations under energy delivery and purchase
commitments.....						
				567	503	
Other.....						
				293	400	-----
						----- Total current
liabilities.....				6,636	7,568	--

						NONCURRENT LIABILITIES: Long-term
debt.....				7,091		
				5,825		Price risk management
liabilities.....				1,196	1,373	
						Obligations under energy delivery and purchase
commitments.....						
				335	829	Deferred income
taxes.....				18	--	
Other.....						
				534	552	-----
						----- Total noncurrent
liabilities.....				9,174	8,579	-----
						--
						MINORITY INTEREST IN SUBSIDIARY
COMPANIES.....				305	293	COMPANY OBLIGATED
						MANDATORILY REDEEMABLE SECURITIES OF A SUBSIDIARY HOLDING
						SOLELY PARENT COMPANY SUBORDINATED
DEBENTURES.....						
345 345 COMMITMENTS AND CONTINGENCIES STOCKHOLDERS' EQUITY:						
						Common stock, \$.01 par value, per
share.....				4	4	Authorized -- 2,000,000,000
shares Issued -- December 31, 2002: 404,018,156 shares; --						
December 31, 2001: 400,880,937 shares Treasury -- December						
31, 2002: 100,000 shares -- December 31, 2001: 100,000						
shares Additional paid-in						
capital.....				4,899	4,884	
						Retained earnings (accumulated
deficit).....				(1,844)	594	Accumulated other
comprehensive loss.....				(102)	(222)	
						Treasury stock, at
cost.....				(2)	(2)	-----
						----- Total stockholders'
equity.....				2,955	5,258	-----
						----- TOTAL LIABILITIES AND STOCKHOLDERS'
EQUITY.....				\$19,415	\$22,043	=====

The accompanying notes are an integral part of these consolidated statements.

MIRANT CORPORATION AND SUBSIDIARIES

CONSOLIDATED STATEMENT OF STOCKHOLDERS' EQUITY
FOR THE YEARS ENDED DECEMBER 31, 2002, 2001 AND 2000

RETAINED ACCUMULATED			
ADDITIONAL EARNINGS			
OTHER COMPREHENSIVE			
COMMON PAID-IN			
(ACCUMULATED			
COMPREHENSIVE TREASURY			
INCOME STOCK CAPITAL			
DEFICIT) LOSS STOCK			
(LOSS) -----			
-- -----			

----- (IN MILLIONS)			
Balance, December 31,			
1999 (as previously			
reported).....			
\$-- \$2,984 \$ 207 \$			
(95) \$-- Prior period			
adjustments.....			
-- 6 53 -- -- --			
-- -----			
Balance, December 31,			
1999 (as			
restated)..... --			
2,990 260 (95) -- Net			
income (as			
restated)..... -			
- -- 330 -- -- \$ 330			
Cumulative translation			
adjustment, net of			
tax..... -			
- -- -- (21) -- (21) -			
----- Comprehensive			
income (as			
restated)..... \$ 309			
===== Dividends and			
return of			
capital..... -			
- (345) (400) -- --			
Capital			
contributions..... -			
- 14 -- -- -- Common			
stock			
offering..... 3			
1,428 -- -- -- --			

Balance, December 31,			
2000 (as			
restated)..... 3 4,087			
190 (116) -- Net			
income (as			
restated)..... -			
- -- 409 -- -- \$ 409			
Other comprehensive			
loss..... -			
- -- -- (106) -- (106)			
----- Comprehensive			
income (as			
restated)..... \$ 303			
=====			
Dividends.....			
-- -- (5) -- --			
Issuance of common			
stock..... 1			
797 -- -- -- Common			
stock repurchased, at			
cost..... -			
- -- -- -- (2) ---			

Balance, December 31,			
2001 (as			
restated)..... 4 4,884			
594 (222) (2) Net			
loss..... --			
-- (2,438) -- --			
\$ (2,438) Other			
comprehensive			
loss..... -			
- -- -- 120 -- 120 ---			
---- Comprehensive			
loss..... \$ (2,318)			
===== Issuance of			
common			
stock..... -			
- 15 -- -- -- --			

BALANCE, DECEMBER 31,			
2002.....			
\$ 4 \$4,899 \$ (1,844)			

\$ (102) \$ (2) === =====
===== ===== ===

The accompanying notes are an integral part of these consolidated statements.
F-5

MIRANT CORPORATION AND SUBSIDIARIES

CONSOLIDATED STATEMENTS OF CASH FLOWS
FOR THE YEARS ENDED DECEMBER 31, 2002, 2001 AND 2000

2002	2001	2000	-----	-----	-----	(RESTATED)
(RESTATED) (IN MILLIONS) CASH FLOWS FROM OPERATING						
ACTIVITIES: Net (loss)						
income.....						\$ (2,438)
\$ 409 \$ 330 -----						Adjustments to
reconcile net (loss) income to net cash provided by						
operating activities: Equity in income of						
affiliates.....			(168)	(219)	(253)	
Dividends received from equity investments.....						
35 196 53 Depreciation and						
amortization.....			339	425	321	
Amortization of obligations under energy delivery and						
purchase commitments: Transition power						
agreements.....			(423)	(417)	(12)	
Other agreements.....						
(7) (13) (15) Impairment losses and restructuring						
charge.....			2,222	89	18	Price risk management
activities, net.....			(135)	5	10	Deferred
income taxes.....			974	91		
169 Gain on sales of assets and						
investments.....			(362)	(8)	(19)	Minority
interest.....			56	42	89	
Other, net.....						
148 39 5 Changes in operating assets and liabilities,						
excluding effects from acquisitions: Receivables,						
net.....			298	1,319		
(2,010) Other current						
assets.....			285	(369)	(248)	
Other assets.....						
(18) (73) 4 Accounts payable and accrued						
liabilities.....			(281)	(1,438)	2,336	Taxes
accrued.....			119	10		
18 Other current						
liabilities.....			8	44	12	Other
liabilities.....			(72)	8		
(32) -----						Total
adjustments.....						3,018
(269) 446 -----						Net cash provided by
operating activities.....			580	140	776	-----
--- -----						CASH FLOWS FROM INVESTING ACTIVITIES: Capital
expenditures.....						
(1,512) (1,780) (614) Cash paid for						
acquisitions.....						(111)
(1,352) (1,673) Issuance of notes						
receivable.....			(378)	(254)		
(837) Repayments on notes						
receivable.....			209	560	232	
Disposal of Southern Company affiliates and other						
companies.....						
-- (93) -- Proceeds from the sale of						
assets.....			395	40	42	Proceeds from
the sale of minority owned investments.....			2,282	--	--	
Property insurance						
proceeds.....			7	13	22	
Other.....						
(18) -- -- -----						Net cash provided by
(used in) investing activities....			874	(2,866)	(2,828)	----
--- -----						CASH FLOWS FROM FINANCING ACTIVITIES:
Issuance of short-term debt,						
net.....			6	(224)	1,849	Proceeds from
issuance of long-term debt.....						2,598
329 Repayment of long-term						
debt.....			(3,100)	(2,366)	(491)	
Proceeds from issuance of preferred						
securities.....			--	--	334	Payment of debt related
derivatives.....			(60)	--	--	Change in
debt service reserve fund.....			7	98		
(143) Proceeds from issuance of common						
stock.....			17	802	1,380	Capital
contributions from Southern Company.....			--	--		
65 Capital contributions from minority						
interests.....			29	47	14	Return of capital to
Southern Company.....			--	--	(113)	Payment
of dividends to Southern Company.....			--	--		
(390) Payment of dividends to minority						
interests.....			(20)	(28)	(28)	Purchase of
treasury stock.....			--	(2)	--	
(Repayment of) proceeds from commodity prepay						
transaction... (25) 217 --						Net cash
(used in) provided by financing activities....			(548)	2,546		
2,806 -----						EFFECT OF EXCHANGE RATE
CHANGES ON CASH AND CASH						
EQUIVALENTS.....						
9 18 (34) -----						NET INCREASE (DECREASE)
IN CASH AND CASH EQUIVALENTS.....			915	(162)	720	CASH AND
CASH EQUIVALENTS, BEGINNING OF YEAR.....			793	955		
235 -----						CASH AND CASH EQUIVALENTS, END
OF YEAR.....			\$ 1,708	\$ 793	\$ 955	=====
=====						SUPPLEMENTAL CASH FLOW DISCLOSURES: Cash

paid for interest, net of amounts capitalized.....	\$			
398 \$ 366 \$ 630 Cash paid (refunds received) for income				
taxes.....	\$	(254)	\$ 323	\$ (136) BUSINESS
ACQUISITIONS: Fair value of assets				
acquired.....	\$	114	\$ 2,225	\$
		6,533	Less cash	
paid.....				111
	1,352	1,673	-----	----- Liabilities
assumed.....	\$	3	\$ 873	\$
	4,860	=====	=====	=====

The accompanying notes are an integral part of these consolidated statements.

F-6

MIRANT CORPORATION AND SUBSIDIARIES

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS
DECEMBER 31, 2002, 2001 AND 2000

1. DESCRIPTION OF BUSINESS AND ORGANIZATION

Overview. Mirant Corporation (formerly Southern Energy, Inc.) and its subsidiaries (collectively, "Mirant" or the "Company") is an international energy company, incorporated in Delaware on April 20, 1993. Prior to April 2, 2001, Mirant was a subsidiary of Southern Company ("Southern").

Mirant's revenues are generated through the production of electricity in the United States, the Philippines and the Caribbean. In addition, in North America Mirant trades and markets commodities to optimize the financial performance of its power generation business and to take proprietary commodity trading positions, primarily in regions where it owns generating facilities or other physical assets. In the Philippines, over 80% of the Company's generation output is sold under long-term contracts. The Company's operations in the Caribbean include fully integrated electric utilities, which generate power sold to residential, commercial and industrial customers. As of December 31, 2002, Mirant owned or controlled through lease or operating agreements more than 21,800 MW of electric generating capacity. In North America, the Company also had rights to approximately 3.1 billion cubic feet per day of natural gas production, more than 2.1 billion cubic feet per day of natural gas transportation and approximately 13.4 billion cubic feet of natural gas storage as of December 31, 2002.

Mirant manages its business through two principal operating segments. The Company's North America segment consists of power generation and commodity trading operations managed as an integrated business. The International segment includes power generation businesses in the Philippines, Curacao and Trinidad, Guam and integrated utilities in the Bahamas and Jamaica. In 2002, Mirant closed its European trading operations and sold its distribution and generation assets in Europe and Asia. Prior to their sale, the operations of these assets were previously reflected in the International segment.

Consolidated subsidiaries and equity affiliates, in which Mirant has less than 100% ownership at December 31, 2002, are as follows:

ECONOMIC VOTING OWNERSHIP			
	INTEREST	PERCENTAGE AT	
PERCENTAGE AT COUNTRY OF YEAR OF			
DECEMBER 31, DECEMBER 31,			
OPERATIONS INVESTMENT 2002 2002			

-----	-----	ENTITIES	
CONSOLIDATED: Mirant Pagbilao Corporation			
("Pagbilao").....			
Philippines 1997	87.2%	87.2%	
Mirant Sual Corporation			
("Sual")... Philippines 1997			
91.9	91.9	Grand Bahama Power Company ("Grand Bahama Power").....	
Bahamas 1993	55.4	57.0	Jamaica
Public Service Company			
("JPSCo").....			
Jamaica 2001	80.0	80.0	
Wrightsville Power Facility, L.L.C.			
("Wrightsville").....			
United States 2000	51.0	51.0	

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS -- (CONTINUED)

ECONOMIC VOTING OWNERSHIP
INTEREST PERCENTAGE AT
PERCENTAGE AT COUNTRY OF YEAR OF
DECEMBER 31, DECEMBER 31,
OPERATIONS INVESTMENT 2002 2002

----- ENTITIES
ACCOUNTED FOR UNDER THE EQUITY
METHOD: Birchwood Power
Partners, L.P.
("Birchwood").....
United States 1994 50.0% 50.0%
The Power Generation Company of
Trinidad and Tobago
("PowerGen").....
Trinidad 1994 39.0 39.0 KEPCO
Ilijan Corporation
("Ilijan").....
Philippines 2000 20.0 20.0
Curacao Utilities Company
("CUC").....
Curacao, 2001 25.5 25.5
Netherlands Antilles Visayan
Electric Company, Inc.....
Philippines 2002 8.9 8.9

Restructuring. The financial statements have been prepared on a going concern basis, which contemplates the realization of assets and the satisfaction of liabilities in the normal course of business. As shown in the consolidated financial statements, the Company has a loss from continuing operations of \$2.3 billion for the year ended December 31, 2002 and has sold assets during 2002 in order to generate additional liquidity. Furthermore, the Company has \$1.7 billion in scheduled debt maturities during 2003, and does not project that it will have sufficient liquidity to repay such debt maturities as they come due. Therefore, the Company anticipates that it will be required to restructure significant debt obligations during 2003 in order to maintain continuing operations. All of these conditions raise substantial doubt about the Company's ability to continue as a going concern.

Management recognizes that the Company's continuation as a going concern is dependent upon its ability to restructure its upcoming debt obligations. The Company is working on a restructuring plan pursuant to which it will ask certain of its creditors to defer repayments of principal. Those creditors include holders of approximately \$4.5 billion of bank facilities (including its turbine facility and prepaid gas transaction) and capital markets debt of Mirant Corporation and approximately \$800 million of bank and capital markets debt of Mirant Americas Generation, LLC, a subsidiary. The purpose of the restructuring is to enable the Company to repay in full all of its obligations with interest, including unsecured long term indebtedness that is not extended. To reassure creditors who will be asked to extend maturities, all of whom are currently unsecured, the Company intends to offer security interests in substantially all of its and its subsidiaries unencumbered assets as well as terms more favorable to the creditors.

The restructuring of the debt of the Company is part of a broader effort to refocus the Company and restructure the business of the Company. Restructuring activities thus far include:

- The sale of our investments in the United Kingdom (WPD), Germany (Bewag), China and others. The proceeds from the sale of Bewag, Shajiao C and others, were used to reduce debt by \$847 million. The net gains from the sale of investments decreased the 2002 net loss by \$329 million, however, future earnings will be adversely impacted by the loss of the related income from these investments.
- The cancellation or sale of 70 turbines and power islands in order to reduce future expenditures. These actions increased the 2002 net loss by \$586 million, but will reduce future cash expenditures by approximately \$1.9 billion between 2003 and 2005. As of April 25, 2003, approximately \$160 million in additional cash will be required to cancel or settle remaining obligations.

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS -- (CONTINUED)

- The reduction of the workforce by approximately 655. This action resulted in a \$50 million severance charge, but will result in significant payroll savings. The Company expects to continue to reduce its workforce as it exits additional activities.
- The purchase of \$83 million of TIERS Fixed Rate Trust Certificates for approximately \$51 million. TIERS Certificates represent beneficial interests in approximately \$400 million aggregate principal amount of our 2.5% Convertible Senior Debentures, which are held as the underlying trust assets of a trust established on June 18, 2001 by Structured Products Corp., an indirect wholly-owned subsidiary and affiliate of Salomon Smith Barney Inc. The Company purchased the TIERS Certificates pursuant to an authorization by our board of directors to repurchase up to \$500 million of the Company's debt securities as liquidity permits.

Mirant Corporation sought, and received, a waiver from the required lenders under its bank facilities for any potential breaches with respect to non-compliance with the recourse debt to recourse capital financial covenant, any potential breaches that could arise relating to our historical financial reporting requirements or representations or the inclusion in its independent auditors' report on the Company's annual financial statements of an explanatory paragraph stating that the Company has not presented the selected quarterly financial data specified by Item 302(a) of Regulation S-K, that the Securities and Exchange Commission requires as supplementary information to the basic financial statements. The lenders have agreed to such waiver through May 29, 2003, subject to certain terms and conditions, including limiting future use of the bank facilities to issuances of letters of credit and limiting capital expenditures and other material payments. The terms of the waiver provide for an additional extension, to July 14, 2003, with the prior written consent of lenders representing a majority of the committed amount under each of the facilities. Upon expiration or termination of the waiver, the lenders under the respective bank facilities would be able to restrict the issuance of additional letters of credit and/or declare an event of default and, after the respective cure or grace period, accelerate the indebtedness under such bank facilities. An acceleration of indebtedness under the Mirant Corporation bank facilities would cross accelerate approximately \$910 million of Mirant Corporation capital markets and other indebtedness.

If the Company is successful in its restructuring efforts, it expects to meet its liquidity needs going forward through a combination of cash from operations, amounts available under its revolving credit facilities, existing cash balances and proceeds from asset sales. In addition, the anticipated contractions in the level of our trading and marketing activities are expected to reduce the need for collateral provided by letters of credit and cash deposits. There can be no assurance that the Company will be able to restructure its indebtedness or that its liquidity and capital resources will be sufficient to maintain its current operations. If the Company is not successful in its restructuring efforts and/or if a substantial portion of its indebtedness is accelerated, it would likely be required to seek bankruptcy court or other protection from its creditors. These financial statements do not include any adjustments relating to the recoverability and classification of asset carrying amounts or the amount and classification of liabilities that might result should the Company be unable to continue as a going concern.

2. ACCOUNTING AND REPORTING POLICIES

Basis of Presentation. The consolidated financial statements of Mirant are presented in United States dollars in conformity with accounting principles generally accepted in the United States. The financial statements include the accounts of Mirant and its wholly-owned as well as controlled majority-owned subsidiaries and have been prepared from records maintained by Mirant and its subsidiaries in their respective countries of operation.

All significant intercompany accounts and transactions have been eliminated in consolidation. Investments in companies in which Mirant exercises significant influence over operating and financial

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS -- (CONTINUED)

policies are accounted for using the equity method. Majority or jointly owned affiliates, which Mirant does not control, are also accounted for using the equity method of accounting.

Certain prior year amounts have been reclassified to conform to the current year financial statement presentation.

Use of Estimates. The preparation of financial statements in conformity with accounting principles generally accepted in the United States of America requires management to make estimates and assumptions that affect the reported amounts of assets and liabilities and disclosures of contingent assets and liabilities at the date of the financial statements and reported amounts of revenues and expenses during the reporting period. Actual results could differ from those estimates.

New Accounting Standards. In June 2001, the FASB issued Statement of Financial Accounting Standards ("SFAS") No. 143, "Accounting for Asset Retirement Obligations." SFAS No. 143 addresses financial accounting and reporting obligations associated with the retirement of tangible long-lived assets and the associated asset retirement costs. SFAS No. 143 is effective for the Company's 2003 fiscal year. Mirant adopted this statement on January 1, 2003. The impact of the adoption of SFAS No. 143 is not expected to have a material effect on the Company's financial position, results of operations or cash flows.

In July 2002, the FASB issued SFAS No. 146, "Accounting for Costs Associated with Exit or Disposal Activities." SFAS No. 146 requires companies to recognize certain costs associated with exit or disposal activities when they are incurred rather than at the date of a commitment to an exit or disposal plan. Examples of costs covered by the standard include lease termination costs and certain employee severance costs that are associated with a restructuring, discontinued operation, plant closing, or other exit or disposal activities. The provisions of SFAS No. 146 are effective for exit or disposal activities that are initiated after December 31, 2002.

The Company had previously reported the gross amounts of revenues and expenses relating to its energy trading activities. However, in accordance with the consensus reached in Emerging Issues Task Force ("EITF") Issue 02-03, "Issues Related to Accounting for Contracts Involved in Energy Trading and Risk Management Activities," the Company is required to present such revenues and expenses net. Accordingly, the Company has reclassified its previously reported revenues and expenses relating to its energy trading activities in the accompanying consolidated statements of operations for all periods presented. These reclassifications reduced revenues and cost of fuel, electricity and other products by corresponding amounts but did not impact Mirant's gross margin or net income (loss).

See Note 3 for the financial statement effects of this accounting change.

In October 2002, the Task Force also reached a consensus in EITF Issue 02-03 to rescind EITF Issue 98-10. Accordingly, energy-related contracts that are not accounted for pursuant to SFAS No. 133, such as transportation contracts, storage contracts and tolling agreements, are required to be accounted for as executory contracts using the accrual method of accounting and not at fair value. Energy-related contracts that meet the definition of a derivative pursuant to SFAS No. 133 will continue to be carried at fair value. In addition, the Task Force observed that accounting for energy-related inventory at fair value by analogy to the consensus in EITF Issue 98-10 was no longer appropriate and that inventory should no longer be recognized at fair value. The effect of implementing the EITF consensus with respect to ceasing use of the fair value method of accounting for non-derivative energy trading contracts is currently being assessed by management and will be recorded as the cumulative effect of a change in accounting principle during the first quarter of 2003.

In November 2002, the FASB issued Interpretation No. 45, "Guarantor's Accounting and Disclosure Requirements for Guarantees, Including Indirect Guarantees of Indebtedness of Others" ("FIN 45"). This interpretation requires that certain disclosures are to be made by a guarantor in its interim and annual

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS -- (CONTINUED)

financial statements about its obligations under certain guarantees that it has issued. It also requires a guarantor to recognize a liability for the fair value of the obligation undertaken in issuing certain guarantees. The initial recognition and initial measurement provisions of this interpretation are applicable on a prospective basis to guarantees issued or modified after December 31, 2002. The disclosure requirements of this interpretation are effective for financial statements of interim or annual periods after December 15, 2002. The disclosures required by FIN 45 are included in Note 16.

In January 2003, the FASB issued Interpretation No. 46, "Consolidation of Variable Interest Entities, an interpretation of ARB No. 51" ("FIN 46"). FIN 46 addresses the consolidation by business enterprises of variable interest entities, as defined in the interpretation. FIN 46 expands existing accounting guidance regarding when a company should include in its financial statements the assets, liabilities and activities of another entity. The consolidation requirements of FIN 46 apply immediately to variable interest entities created after January 31, 2003. The consolidation requirements apply to variable interest entities created before February 1, 2003 in the first fiscal year or interim period beginning after June 15, 2003. Certain of the disclosure requirements apply to all financial statements issued after January 31, 2003. The application of this Interpretation is not expected to have a material effect on the Company's financial position, results of operations or cash flows.

Revenue Recognition. Mirant recognizes generation revenue from the sale of energy and integrated utilities and distribution revenue from the sale and distribution of energy when earned and collection is probable. The Company recognizes revenue when electric power is delivered to a customer pursuant to contractual commitments that specify volume, price and delivery requirements. When a long-term electric power agreement conveys the right to use the generating capacity of Mirant's plant to the buyer of the electric power, that agreement is evaluated to determine if it is a lease of the generating facility rather than a sale of electric power.

The Company may choose not to operate certain generating plants, but purchase electric power to meet its contractual energy sales commitments. The resale of electric power purchased is recorded as revenue and the cost of power purchased is recorded as operating expense.

Commodity Trading Activities. Commodity trading activities are accounted for under the mark-to-market method. Under the mark-to-market method of accounting, energy trading contracts are recorded at fair value in the accompanying consolidated balance sheets. The determination of fair value considers various factors, including closing exchange or OTC market price quotations, time value and volatility factors underlying options and contractual commitments, price activity for equivalent or synthetic instruments in markets located in different time zones and counterparty credit quality. The net realized gain or loss and net unrealized gain or loss resulting from the change in the fair value of these energy trading contracts are reported as "net trading revenues." Prior to the effective date of EITF 02-03, all energy trading contracts including transportation and storage contracts and inventory held for trading purposes were marked-to-market under the provisions of EITF 98-10.

Subsequent to the rescission of EITF 98-10 the mark-to-market method is used to account for energy trading contracts entered into after October 25, 2002 that meet the criteria of derivative financial instruments pursuant to SFAS No. 133. These criteria require these contracts to be related to future periods, to contain one or more underlyings and one or more notional amounts, require little or no initial net investment and to have terms that require or permit net settlement of the contract in cash or its equivalent. As these transactions may be settled in cash, the fair value of the assets and liabilities associated with these transactions is reported at estimated settlement value based on current prices and rates as of each balance sheet date. The net unrealized gains or losses resulting from the revaluation of these contracts during the period are recognized currently in net trading revenues in the accompanying consolidated statements of operations. Assets and liabilities associated with energy trading activities are

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS -- (CONTINUED)

reflected in our consolidated balance sheet as price risk management assets and liabilities, classified as short-term (i.e., current) or long-term based on the term, or tenor, of the contracts.

The fair values of swap agreements, swap options, caps and floors and forward contracts in a net receivable position, as well as options held, are reported as price risk management assets in the accompanying consolidated balance sheets. Similarly, financial instruments and contractual commitments in a net payable position, as well as options written, are reported as price risk management liabilities in the accompanying consolidated balance sheets. The price risk management assets and liabilities associated with financial instruments and contractual commitments are reported net by counterparty, provided a legally enforceable master netting agreement exists, and are netted across products when such provisions are stated in the master netting agreement.

Derivative Financial Instruments. SFAS No. 133 requires that derivative financial instruments be recorded in the balance sheet at fair value as either assets or liabilities, and that changes in fair value be recognized currently in earnings, unless specific hedge accounting criteria are met. If the derivative is designated as a fair value hedge, the changes in the fair value of the derivative and of the hedged item attributable to the hedged risk are recognized currently in earnings. If the derivative is designated as a cash flow hedge, the changes in the fair value of the derivative are recorded in other comprehensive income ("OCI") and the realized gains and losses related to these derivatives are recognized in earnings in the same period as the settlement of the underlying hedged transaction. Any ineffectiveness relating to cash flow hedges is recognized currently in earnings. The assets and liabilities related to derivative instruments for which hedge accounting criteria are met are reflected within other current and non-current assets and liabilities in the accompanying consolidated balance sheets. The assets and liabilities related to derivative instruments that do not qualify for hedge accounting treatment are included in price risk management assets and liabilities. Many of Mirant's power sales and fuel supply agreements that otherwise would be required to follow derivative accounting qualify as normal purchases and normal sales under SFAS No. 133 and are therefore exempt from fair value accounting treatment. The majority of the Company's commodity derivative financial instruments do not qualify for hedge accounting and therefore changes in such instruments' fair value are recognized currently in earnings.

Concentration of Revenues and Credit Risk. Revenues earned from California Department of Water Resources ("DWR") approximated 37% of Mirant's total revenues for the year ended December 31, 2001. During 2002 and 2000, revenue earned from a single customer did not exceed 10% of Mirant's total revenues. As of December 31, 2002, no customer represented more than 10% of Mirant's total credit exposure.

Interest Rate and Foreign Currency Financial Instruments. Mirant's policy is to manage interest expense using a combination of fixed- and variable-rate debt. The Company also enters into interest rate swaps in which it agrees to exchange, at specified intervals, the difference between fixed- and variable-interest amounts calculated by reference to agreed-upon notional principal amounts. These swaps are designated to hedge the interest rate exposure arising from variable rate debt obligations. For qualifying hedges, changes in the fair value of the swaps are deferred in OCI, net of tax, and are reclassified from OCI to interest expense as an adjustment of interest expense over the term of the debt. Gains and losses resulting from the termination of qualifying hedges prior to their stated maturities are recognized as interest expense ratably over the remaining term of the hedged debt instrument. For non-qualifying hedges, changes in fair values of the swaps are recognized currently in earnings.

From time-to-time, Mirant has used currency swaps and currency forwards to hedge its net investments in certain foreign subsidiaries. Unrealized gains or losses on these derivatives are designated as hedges of net investments and are offsets against the unrealized foreign currency translation gains or losses recorded in OCI relating to these investments. The Company does not have any foreign exchange contracts outstanding at December 31, 2002 that are designated as hedges of its investments in foreign

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS -- (CONTINUED)

countries. Occasionally, the Company will use currency forwards to manage the effect of exchange rate fluctuations on forecasted transactions denominated in a foreign currency. In addition, Mirant has also utilized currency swaps to hedge the effect of exchange rate fluctuations on foreign currency denominated debt and the interest rate exposure.

Cash and Cash Equivalents. Mirant considers all short-term investments with an original maturity of three months or less to be cash equivalents.

Restricted Cash. Restricted cash is included in funds on deposit and other noncurrent assets in the accompanying consolidated balance sheets and amounted to \$236 million and \$242 million, respectively, at December 31, 2002 and 2001. Cash is restricted primarily due to debt service reserve requirements under Mirant's project financing in the Philippines and deposits to support letters of credit and deposits held by commodity trading counterparts.

Receivables. Receivables, less provision for uncollectibles of \$191 million and \$191 million for 2002 and 2001, respectively, consisted of the following at December 31, 2002 and 2001 (in millions).

	2002	2001	-----	-----	Customer
accounts.....					\$1,749
				\$2,120	Notes
receivable.....					102
				26	
Other.....					
	381	724	-----	-----	\$2,232 \$2,870 =====

During 2002, Mirant received \$29 million as final payment related to receivables that were acquired in conjunction with the acquisition of Consolidated Electric Power Asia Limited. During 2001, Mirant received \$10 million related to these receivables. No amounts were received in 2000. At the time of the acquisition, Mirant did not record any value for the receivables due to the uncertain credit standing of the party from whom the receivables were due. Consequently, all amounts received have been recorded as income in the accompanying consolidated statements of operations.

Income Taxes. Income taxes are accounted for under the asset and liability method. Deferred tax assets and liabilities are recognized for the future tax consequences attributable to differences between the financial statement carrying amounts of existing assets and liabilities and their respective tax bases and operating loss and tax credit carryforwards. Deferred tax assets and liabilities are measured using enacted tax rates expected to apply to taxable income in the years in which those temporary differences are expected to be recovered or settled. The effect on deferred tax assets and liabilities of a change in tax rates is recognized in income in the period that includes the enactment date.

Earnings (Loss) Per Share. Basic earnings (loss) per share is calculated by dividing net income (loss) applicable to common stockholders by the weighted average number of common shares outstanding. Diluted earnings (loss) per share is computed using the weighted average number of shares of common stock and dilutive potential common shares, including common shares from stock options using the treasury stock method and assumed conversion of convertible debt securities using the if-converted method.

Inventory. Inventory consists primarily of natural gas, fuel, oil, coal and purchased emission certificates. Commodity trading inventory acquired prior to October 26, 2002 is stated at fair value. All other inventories, including commodity trading inventory acquired after October 25, 2002, is stated at the lower of cost, computed using an average cost basis, or market value.

Property, Plant and Equipment. Property, plant and equipment are recorded at cost, which includes materials, labor, and associated payroll-related and overhead costs and the cost of financing construction. The cost of routine maintenance and repairs, such as inspections and corrosion removal, and the

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS -- (CONTINUED)

replacement of minor items of property are charged to expense as incurred. Certain expenditures incurred during a major maintenance outage of a generating plant are capitalized, including the replacement of major component parts and labor and overheads incurred to install the parts. Depreciation of the recorded cost of depreciable property, plant and equipment is provided by using primarily composite rates. Upon the retirement or sale of property, plant and equipment the cost of such assets and the related accumulated depreciation are removed from the consolidated balance sheet. No gain or loss is recognized for ordinary retirements in the normal course of business since the composite depreciation rates used by Mirant take into account the effect of interim retirements.

Capitalization of Interest Cost. Mirant capitalizes interest on projects during the advanced stages of development and during the construction period, in accordance with SFAS No. 34, "Capitalization of Interest Cost," as amended. The Company determines which debt instruments represent a reasonable measure of the cost of financing construction assets in terms of interest cost incurred that otherwise could have been avoided. These debt instruments and associated interest cost are included in the calculation of the weighted average interest rate used for determining the capitalization rate. Upon commencement of commercial operations of the plant or project, capitalized interest, as a component of the total cost of the plant, is amortized over the estimated useful life of the plant or the life of the cooperation period of the various energy conversion agreements. For the years ended December 31, 2002, 2001 and 2000, the Company incurred the following interest costs (in millions):

2002	2001	2000	-----	----	----	Total interest
costs.....						\$
594	\$692	\$628	Capitalized and included in			
construction work in progress...	(99)	(78)	(22)	--		
-----	----	----	Interest			
expense.....						
\$ 495	\$614	\$606	=====	=====	=====	

As part of Mirant's operational restructuring plan announced in March of 2002 (the "March 2002 Plan"), substantially all construction on several projects has been suspended and Mirant no longer capitalizes interest on these projects.

Leasehold Interests. Certain of Mirant's Asian power generation facilities are developed under "build, operate, and transfer agreements" with government controlled agencies of the respective local country government. Under these agreements, Mirant builds power generation facilities, operates them for a period of years (a "cooperation period") and transfers ownership to the local country government at the end of the cooperation period. During construction, the cost of these facilities is recorded as construction work in progress. Upon completion of a facility, its entire cost is reclassified to leasehold interests where the balance is amortized over the term of the agreement.

Goodwill and Intangible Assets. Goodwill represents the excess of costs over fair value of assets of businesses acquired. The Company adopted the provisions of SFAS No. 142, "Goodwill and Other Intangible Assets" ("SFAS No. 142") as of January 1, 2002. Under SFAS No. 142, goodwill and intangible assets acquired in a purchase business combination and determined to have an indefinite useful life are not amortized, but instead tested for impairment at least annually in accordance with the provisions of SFAS No. 142. SFAS No. 142 also requires that intangible assets with estimable useful lives be amortized over their respective useful lives to their estimated residual values, and reviewed for impairment in accordance with SFAS No. 144, "Accounting for Impairment or Disposal of Long-Lived Assets" ("SFAS No. 144").

SFAS No. 142 requires that a goodwill impairment evaluation be performed upon adoption of the standard, annually, and between annual tests upon the occurrence of certain events. Upon adoption of SFAS No. 142, the Company was required to identify its reporting units and determine the carrying value of each reporting unit by assigning the assets and liabilities, including existing goodwill and intangible

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS -- (CONTINUED)

assets, to those reporting units as of January 1, 2002. In performing the impairment evaluation, the Company estimates the fair value of each reporting unit and compares it to the carrying amount of that reporting unit. To the extent the carrying amount of a reporting unit exceeds the fair value of that reporting unit, the Company is required to perform the second step of the impairment test. In this step, the Company compares the implied fair value of the reporting unit goodwill with the carrying amount of the reporting unit goodwill. The implied fair value of goodwill is determined by allocating the fair value of the reporting unit to all of the assets (recognized and unrecognized) and liabilities of the reporting unit in a manner similar to a purchase price allocation, in accordance with SFAS No. 141, "Business Combinations" ("SFAS No. 141"). The residual fair value after this allocation is the implied fair value of the reporting unit goodwill. Upon the adoption of SFAS No. 142, the fair value of each of the Company's reporting units exceeded the carrying amount of the reporting unit in the transition test and no impairment charge was recognized. See Note 8 for a discussion of the 2002 annual impairment test.

Prior to the adoption of SFAS No. 142, goodwill was amortized on a straight-line basis over the expected periods to be benefited, generally 30 to 40 years, and assessed for recoverability by determining whether the goodwill balance could be recovered through projected undiscounted future operating cash flows. The amount of goodwill impairment, if any, was measured based on projected discounted future operating cash flows.

Mirant recognizes specifically identifiable intangible assets when specific rights or contracts are acquired. Intangible assets are amortized on a straight-line basis over the lesser of their contractual or estimated useful lives, ranging up to 40 years. The cost of certain rights acquired, such as operating permits, are included in property, plant and equipment in the accompanying consolidated balance sheets as they are considered an integral part of the tangible assets.

Impairment of Long-Lived Assets. Mirant evaluates long-lived assets, such as property, plant, and equipment, and purchased intangible assets subject to amortization, for impairment whenever events or changes in circumstances indicate that the carrying amount of the asset may not be recoverable, in accordance with SFAS No. 144. Recoverability of assets to be held and used is measured by a comparison of the carrying amount of an asset to the estimated undiscounted future cash flows expected to be generated by the asset. If the carrying amount of an asset exceeds its estimated discounted future cash flows, an impairment charge is recognized by the amount by which the carrying amount of the asset exceeds the fair value of the asset. Assets to be disposed of are separately presented in the accompanying consolidated balance sheets and are reported at the lower of the carrying amount or fair value less costs to sell, and are not depreciated. The assets and liabilities of a disposal group classified as held for sale are presented separately in the appropriate asset and liability sections of the balance sheet.

Prior to the adoption of SFAS No. 144, the Company accounted for the impairment of long-lived assets in accordance with SFAS No. 121, "Accounting for Impairment of Long-Lived Assets and for Long-Lived Assets to be Disposed Of."

Stock-Based Compensation. Mirant accounts for its stock-based employee compensation plans under the intrinsic-value method of accounting prescribed by APB Opinion No. 25, "Accounting for Stock Issued to Employees," and related interpretations. Under this method, compensation expense for employee stock options is recorded on the date of grant only if the current market price of the underlying stock exceeds the exercise price. SFAS No. 123, "Accounting for Stock-Based Compensation" established accounting and disclosure requirements using a fair-value-based method of accounting for stock-based employee compensation plans. As allowed by SFAS No. 123, the Company has elected to continue to apply the intrinsic-value-based method of accounting described above, and has adopted only the disclosure requirements of SFAS No. 123. The following table illustrates the effect on net income (loss) if the fair-

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS -- (CONTINUED)

value-based method had been applied to all outstanding and unvested awards in each period (in millions, except per share data). See also Note 12.

```

DECEMBER 31, -----
----- 2002 2001 2000 -----
-- ----- (RESTATED) (RESTATED) Net
           income (loss), as
           reported.....
           $(2,438) $ 409 $ 330 Deduct: Total
           stock-based employee compensation
           expense determined under fair value
           based method for all awards, net of
           related tax effects..... (24)
(27) (12) ----- ----- Pro forma
           net income
           (loss).....
           $(2,462) $ 382 $ 318 =====
===== Earnings (loss) per share: Basic
           -- as
reported.....
           $ (6.06) $1.20 $1.14 =====
===== Basic -- pro
forma.....
           $ (6.12) $1.12 $1.10 =====
===== Diluted -- as
reported.....
           $ (6.06) $1.19 $1.14 =====
===== Diluted -- pro
forma..... $
(6.12) $1.11 $1.10 =====

```

Foreign Currency Translation. For international operations in which the Company considers the functional currency to be the local currency, the foreign currency is translated into United States dollars using exchange rates in effect at period end for assets and liabilities and average exchange rates during each reporting period for results of operations. Adjustments resulting from translation of financial statements of foreign operations are reported in accumulated other comprehensive loss. For international operations in which the Company considers the functional currency to be the United States dollar, transactions denominated in currencies other than the United States dollar are translated into United States dollars. Gains or (losses) on such transactions are recognized in earnings and amounted to \$2 million, \$(7) million and \$2 million in 2002, 2001 and 2000, respectively.

3. RESTATEMENT AND RECLASSIFICATIONS

Prior to filing its second quarter 2002 Form 10-Q, the Company identified a number of accounting errors in its previously issued financial statements due to a material weakness in its accounting controls. As a result, we completed a comprehensive analysis of our financial statements and accounting records and identified a number of additional errors.

The Company's 2001 and 2000 consolidated financial statements have been restated to correct certain accounting errors made in preparing those financial statements. In addition, the Company has reclassified certain amounts in the 2001 and 2000 consolidated financial statements to reflect the adoption of new accounting standards. The reclassifications include the net presentation of revenues and expenses associated with energy trading activities required by EITF Issue 02-03, and the presentation of discontinued operations discussed below.

DISCONTINUED OPERATIONS

The financial statements for prior years have been restated to report the revenues and expenses of the components of the Company that were disposed of separately as discontinued operations. Income (loss) from discontinued operations for 2002, 2001 and 2000 includes the following components of the Company that have been disposed of: Mirant Americas Energy Capital, LP ("Mirant Americas Energy Capital"), Mirant Americas Production Company in Louisiana, MAP Fuels Limited in Queensland, Australia, the State Line generating facility in Indiana and the Neenah generating facility in Wisconsin.

MIRANT CORPORATION AND SUBSIDIARIES

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS -- (CONTINUED)

Income (loss) from discontinued operations for 2001 and 2000 also includes the operations of SE Finance Capital Corporation ("SE Finance"), which was distributed to Southern on March 5, 2001, as part of Mirant's spin-off from Southern. The Company recorded impairment charges of approximately \$146 million in 2002 relating to certain of these discontinued operations, which are included in the operating expenses caption below. See Note 6 for a discussion of these dispositions.

A summary of the operating results for these discontinued operations for the years ended December 31, 2002, 2001 and 2000 follows (in millions):

DECEMBER 31, -----	2002	2001	2000	-----
-----	Operating			
revenue.....	\$			
	100	\$ (23)	\$ 78	Lease
income.....				
-----	Operating			
expenses.....				
	(241)	(84)	(99)	Equity in loss of
affiliates.....	--	(1)		
	(22)	-----	Income (loss) before income	
taxes.....		(141)	(98)	16 Income
tax benefit.....				
	55	42	15	-----
				Net income
(loss).....	\$			
	(86)	\$ (56)	\$ 31	=====

The table below presents the components of the balance sheet accounts classified as current assets and liabilities held for sale as of December 31, 2002 and 2001 (in millions):

DECEMBER 31, -----	2002	2001	-----	-----	CURRENT
ASSETS: Current					
assets.....	\$ 69	\$			
	79	Property, plant and			
equipment.....	117	485			
Investments.....					
	7	12	Notes		
receivable.....	227				
	205				
Intangibles.....					
	--	20	Other		
assets.....	3	27			
-----	Total current assets held for				
sale.....	\$ 423	\$ 828	=====	=====	CURRENT
LIABILITIES: Taxes and other					
payables.....	\$ 8	\$ 44			
	Deferred				
taxes.....	3	14			
Debt.....					
	100	150	Other		
liabilities.....	4	4			
-----	Total current liabilities related to assets held				
for sale.....					
	\$ 115	\$ 212	=====	=====	

RECLASSIFICATIONS

The Company had previously reported the gross amounts of revenues and expenses relating to its energy trading activities. However, in accordance with the consensus reached in EITF Issue 02-03, the Company now presents such revenues and expenses on a net basis. The Company has reclassified its previously reported revenues and expenses relating to its energy trading activities in the accompanying consolidated statements of operations for all periods presented to conform to this new method of

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS -- (CONTINUED)

presentation. These reclassifications reduced revenues and cost of fuel, electricity and other products by corresponding amounts but did not impact Mirant's gross margin or net income (loss). See Note 2.

RESTATEMENT OF CONSOLIDATED FINANCIAL STATEMENTS

In addition to the changes to the Company's previously issued financial statements required by the adoption of SFAS No. 144 and EITF Issue 02-03, management has identified certain errors which necessitated a restatement of the Company's 2001 and 2000 consolidated financial statements. The following tables and discussion highlight the effects of the restatement adjustments and reclassifications on the previously reported consolidated statements of operations for 2001 and 2000 (in millions).

CONSOLIDATED STATEMENTS OF OPERATIONS

FOR THE YEAR ENDED DECEMBER 31, 2001

```

-----
INCREASE (DECREASE) DUE TO: -----
----- AS
PREVIOUSLY DISCONTINUED EITF ISSUE
RESTATEMENT AS REPORTED OPERATIONS
02-03 ADJUSTMENTS RESTATED -----
-----
----- OPERATING REVENUES:
Generation.....
$30,979 $ (74) $(23,438) $ 17 $7,484
Integrated utilities and
distribution..... 475
-- -- -- 475 Net trading
revenue..... -- 126 433 4
563
Other.....
48 (29) -- (17) 2 -----
----- Total operating
revenues..... 31,502 23
(23,005) 4 8,524 -----
----- OPERATING
EXPENSES: Cost of fuel, electricity
and other
products.....
28,434 (1) (23,005) 132 5,560
Selling, general and
administrative.....
974 (59) -- (38) 877
Maintenance.....
141 (7) -- 49 183 Depreciation and
amortization..... 396 (22) -- (2)
372 Impairment losses and
restructuring
charges.....
85 (4) -- 1 82 Gain on sales of
assets, net..... -- 5 -- (7) (2)
Other.....
453 (16) -- (11) 426 -----
----- Total
operating expenses..... 30,483
(104) (23,005) 124 7,498 -----
----- OPERATING
INCOME (LOSS)..... 1,019
127 -- (120) 1,026 -----
----- OTHER (EXPENSE)
INCOME, NET: Interest
income..... 129
(11) -- -- 118 Interest
expense..... (560) 9
-- (63) (614) Gain on sales of
investments, net.... 4 -- -- (4) --
Equity in income of
affiliates..... 245 (2) -- (26)
217 Impairment loss on minority
owned
affiliates.....
-- -- -- (3) (3) Receivables
recovery..... 10 -- -- -
- 10 Other,
net..... 38
(8) -- -- 30 -----
----- Total other expense,
net..... (134) (12) -- (96)
(242) -----
-----

```

MIRANT CORPORATION AND SUBSIDIARIES

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS -- (CONTINUED)

FOR THE YEAR ENDED DECEMBER 31,
2001 -----

--- INCREASE (DECREASE) DUE TO: ---

--- AS PREVIOUSLY DISCONTINUED
EITF ISSUE RESTATEMENT AS REPORTED
OPERATIONS 02-03 ADJUSTMENTS
RESTATED -----

INCOME (LOSS) FROM CONTINUING
OPERATIONS BEFORE INCOME TAXES AND
MINORITY
INTEREST..... 885 115
-- (216) 784 PROVISION (BENEFIT)
FOR INCOME
TAXES.....
260 42 -- (46) 256 MINORITY
INTEREST..... 62 --
-- 1 63 -----
--- ----- INCOME (LOSS) FROM
CONTINUING
OPERATIONS.....
563 73 -- (171) 465 -----
----- INCOME
(LOSS) FROM DISCONTINUED
OPERATIONS, NET OF TAXES OF
\$(42).....
5 (73) -- 12 (56) -----
----- NET INCOME
(LOSS)..... \$ 568 \$
-- \$ -- \$ (159) \$ 409 =====
=====

EARNINGS (LOSS) PER SHARE: Basic:
From continuing operations..... \$
1.65 \$ 1.36 From discontinued
operations.... 0.01 (0.16) -----
----- Net
income..... \$
1.66 \$ 1.20 =====

Diluted: From continuing
operations..... \$ 1.62 \$ 1.34
From discontinued operations....
0.01 (0.15) ----- Net
income..... \$
1.63 \$ 1.19 =====

Operating revenue for 2001 was adjusted by \$4 million primarily as a result of the following restatement adjustments:

- the reduction by \$245 million for certain power purchase agreements previously accounted for as executory contracts that are now reflected at fair value under SFAS No. 133;
- the reduction for \$39 million of mark-to-market gains on energy loans held by Mirant's Energy Capital business, which were previously accounted for at fair value;
- an increase of \$132 million to record a full requirements contract in Texas at fair value; and
- an increase of \$196 million to reflect the fair value of certain commodity financial instruments previously accounted for as cash flow hedges under SFAS No. 133.

Cost of fuel, electricity and other products, excluding depreciation, for 2001 was adjusted by \$132 million primarily as a result of mark-to-market accounting adjustments to our natural gas trading business of \$80 million and the reversal of \$33 million of power purchase agreement contra-expense amortization in 2001 due to the change in the accounting for these power purchase agreements to fair value accounting.

Selling, general and administrative expense was adjusted by \$38 million for 2001 primarily as a result of the reclassification of labor costs to maintenance expense.

Maintenance expense was increased by \$49 million primarily as a result of the reclassification of maintenance labor costs previously classified as selling, general and administrative expense and other operating expenses.

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS -- (CONTINUED)

Other operating expenses were adjusted by \$11 million for 2001 primarily as a result of reclassifications of labor costs to maintenance expense.

Interest expense was adjusted by \$63 million primarily as a result of losses on interest rate hedges previously accounted for as cash flow hedges under SFAS No. 133. Accordingly, swap breakage costs incurred in 2001 of approximately \$42 million are now reflected as interest expense in 2001, rather than such costs being deferred in OCI and amortized to interest expense over the life of the related debt.

Equity in income of affiliates was adjusted by \$26 million, primarily as a result of changes in the timing of income recognition from the Company's Bewag investment between 2001 and 2000.

The provision for income tax for 2001 was adjusted primarily as a result of: \$4 million of additional income tax expense recorded in Asia, \$21 million of additional income tax expenses related to WPD; the tax effect of restatement adjustments in 2001 described above; and various adjustments related to U.S. residual taxes or non-consolidated equity interests.

FOR THE YEAR ENDED DECEMBER 31, 2000

```

-----
INCREASE (DECREASE) DUE TO: -----
----- AS
PREVIOUSLY DISCONTINUED EITF ISSUE
RESTATEMENT AS REPORTED OPERATIONS
02-03 ADJUSTMENTS RESTATED -----
-----
----- OPERATING REVENUES:
Generation.....
$12,816 $(66) $(9,545) $ (98) $3,107
Integrated utilities and
distribution..... 477
-- -- -- 477 Net trading
revenue..... -- (2) 360 7
365
Other.....
22 (10) -- (10) 2 -----
-- ----- Total operating
revenues..... 13,315 (78)
(9,185) (101) 3,951 -----
----- OPERATING
EXPENSES: Cost of fuel, electricity
and other
products.....
11,437 (1) (9,185) (88) 2,163
Selling, general and
administrative.....
512 (43) -- (4) 465
Maintenance.....
136 (8) -- 15 143 Depreciation and
amortization..... 317 (11) -- (6)
300 Impairment losses and
restructuring
charges.....
18 -- -- (18) --
Other.....
231 (12) -- (12) 207 -----
----- Total operating
expenses..... 12,651 (75)
(9,185) (113) 3,278 -----
----- OPERATING INCOME
(LOSS)..... 664 (3) -- 12
673 -----
- OTHER (EXPENSE) INCOME, NET:
Interest
income..... 187
(11) -- -- 176 Interest
expense..... (615)
14 -- (5) (606) Gain on sales of
investments, net.... 20 -- -- (1) 19
Equity in income of
affiliates..... 196 -- -- 57 253
Impairment loss on minority owned
affiliates.....
-- -- -- (18) (18) Other,
net..... 50
(12) -- 10 48 -----
----- Total other expense,
net..... (162) (9) -- 43 (128)
-----

```

MIRANT CORPORATION AND SUBSIDIARIES

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS -- (CONTINUED)

FOR THE YEAR ENDED DECEMBER 31,
2000 -----

--- INCREASE (DECREASE) DUE TO: ---

--- AS PREVIOUSLY DISCONTINUED
EITF ISSUE RESTATEMENT AS REPORTED
OPERATIONS 02-03 ADJUSTMENTS
RESTATED -----

INCOME (LOSS) FROM CONTINUING
OPERATIONS BEFORE INCOME TAXES AND
MINORITY
INTEREST..... 502
(12) -- 55 545 PROVISION (BENEFIT)
FOR INCOME
TAXES.....
86 (15) -- 87 158 MINORITY
INTEREST..... 84 --
-- 4 88 -----
----- INCOME (LOSS) FROM
CONTINUING
OPERATIONS.....
332 3 -- (36) 299 -----
----- INCOME (LOSS)
FROM DISCONTINUED OPERATIONS, NET
OF TAXES OF
\$(15).....
27 (3) -- 7 31 -----
----- NET INCOME
(LOSS)..... \$ 359 \$
-- \$ -- \$ (29) \$ 330 =====
===== EARNINGS
(LOSS) PER SHARE: Basic: From
continuing operations..... \$ 1.15
\$ 1.03 From discontinued
operations.... 0.09 0.11 -----
----- Net
income..... \$
1.24 \$ 1.14 =====
Diluted: From continuing
operations..... \$ 1.15 \$ 1.03
From discontinued operations....
0.09 0.11 -----
----- Net
income..... \$
1.24 \$ 1.14 =====

Operating revenue for 2000 was adjusted by \$101 million primarily as a result of the following restatement adjustments:

- the reduction by \$45 million relating to the Company's overstatement of \$85 million of natural gas inventories (the remainder reduces revenues in 2000 and prior years);
- a reduction of \$30 million to record a full requirements contract in Texas at fair value; and
- the reduction of \$23 million of mark-to-market gains on energy loans held by Mirant's Energy Capital business, which were previously accounted for at fair value.

Cost of fuel, electricity and other products was adjusted by \$88 million primarily as a result of the reversal of \$86 million of expenses associated with a full requirements contract in Texas, due to the change in accounting for this contract to fair value accounting.

Equity in earnings of affiliates was adjusted by \$57 million, primarily as a result of benefits from the reduction of the tax rate in Germany in 2000, which were not previously recognized.

Provision for income tax for 2000 was adjusted primarily as a result of the income tax effect of a currency devaluation in the Philippines of \$35 million which had not been previously recognized and \$62 million of additional expense related to Bewag and the tax effect of restatement adjustments in 2000 described above.

MIRANT CORPORATION AND SUBSIDIARIES

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS -- (CONTINUED)

CONSOLIDATED BALANCE SHEETS

AT DECEMBER 31, 2001 -----
 ----- INCREASE (DECREASE) DUE TO: -----
 ----- AS PREVIOUSLY DISCONTINUED
 RESTATEMENT AS REPORTED OPERATIONS ADJUSTMENTS
 RESTATED -----
 -- ASSETS
 CURRENT ASSETS: Cash and cash
 equivalents..... \$ 836 \$ (8)
 \$ (35) \$ 793 Funds on
 deposit..... -- --
 180 180 Receivables, less provision for uncollectibles
 of
 \$191.....
 3,018 (30) (184) 2,804 Price risk management
 assets..... 1,458 (13) (325)
 1,120 Deferred income
 taxes..... 364 (16) 16
 364 Assets held for
 sale..... -- 828 -- 828
 Other.....
 1,091 (12) (515) 564 -----
 Total current assets.....
 6,767 749 (863) 6,653 -----
 PROPERTY, PLANT AND EQUIPMENT,
 NET..... 7,847 (485) 160 7,522 -----
 ----- NONCURRENT ASSETS: Goodwill, net
 of accumulated amortization of \$275..... 3,245 (5) 57
 3,297 Other intangible assets, net of accumulated
 amortization of \$70.....
 869 (15) (46) 808
 Investments.....
 2,244 (12) 71 2,303 Notes and other receivables, less
 provision for uncollectibles of
 \$96..... 287 (205) (16) 66
 Price risk management
 assets..... 709 -- (198) 511
 Deferred income
 taxes..... 402 -- 259 661
 Other.....
 384 (27) (135) 222 ----- Total
 noncurrent assets..... 8,140
 (264) (8) 7,868 ----- TOTAL
 ASSETS.....
 \$22,754 \$ -- \$ (711) \$22,043 =====
 ===== LIABILITIES AND STOCKHOLDERS' EQUITY
 CURRENT
 LIABILITIES: Short-term
 debt..... \$ 55 \$ --
 \$ -- \$ 55 Current portion of long-term
 debt..... 2,604 -- 6 2,610 Accounts
 payable and accrued liabilities..... 2,724
 (24) (61) 2,639 Taxes
 accrued..... 161
 (14) (80) 67 Price risk management
 liabilities..... 1,409 (6) (109)
 1,294 Obligations under energy delivery and purchase
 commitments.....
 635 -- (132) 503
 Other.....
 478 208 (286) 400 ----- Total
 current liabilities..... 8,066
 164 (662) 7,568 -----
 NONCURRENT LIABILITIES: Long-term
 debt..... 5,824
 (150) 151 5,825 Price risk management
 liabilities..... 624 -- 749 1,373
 Obligations under energy delivery and purchase
 commitments.....
 1,376 -- (547) 829 Deferred income
 taxes..... 109 (14) (95)
 --
 Other.....
 630 -- (78) 552 ----- Total
 noncurrent liabilities..... 8,563
 (164) 180 8,579 ----- MINORITY
 INTEREST IN SUBSIDIARY COMPANIES..... 282 --
 11 293 COMPANY OBLIGATED MANDATORILY REDEEMABLE
 SECURITIES OF A SUBSIDIARY HOLDING SOLELY PARENT
 COMPANY SUBORDINATED
 DEBENTURES..... 345 -- -- 345

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS -- (CONTINUED)

AT DECEMBER 31, 2001 -----
 ----- INCREASE (DECREASE)
 DUE TO: ----- AS
 PREVIOUSLY DISCONTINUED RESTATEMENT AS REPORTED
 OPERATIONS ADJUSTMENTS RESTATED ----- -
 ----- STOCKHOLDERS'
 EQUITY: Common
 stock.....
 4 -- -- 4 Additional paid-in
 capital..... 4,886 --
 (2) 4,884 Retained
 earnings.....
 729 -- (135) 594 Accumulated other
 comprehensive loss..... (119) --
 (103) (222) Treasury stock, at
 cost..... (2) -- --
 (2) ----- Total
 stockholders' equity.....
 5,498 -- (240) 5,258 -----
 --- TOTAL LIABILITIES AND STOCKHOLDERS'
 EQUITY..... \$22,754 \$ -- \$ (711) \$22,043
 =====

Funds on deposit have been reclassified from other current assets to a separate line on the consolidated balance sheet.

Receivables, net was adjusted by \$184 million primarily due to the reduction of customer receivables by \$152 million due to cash receipts in 2001 previously not recorded as such, and due to the reduction of accrued revenues by \$85 million due to an error associated with the accounting for sales of natural gas.

Price risk management assets, current and noncurrent, were adjusted by \$523 million, primarily due to the elimination of intracompany positions.

Other current and other noncurrent assets were adjusted by \$650 million primarily due to a change in the accounting for certain derivative financial instruments from hedge accounting to fair value accounting through earnings.

Property, plant and equipment, net was adjusted by \$160 million primarily due to the change in accounting for certain leases from operating leases to capital leases of \$132 million and additional accruals for construction work in progress of \$26 million.

Other intangible assets were adjusted by \$46 million primarily as a result of reclassifications of trading rights associated with the Company's New York business unit being reclassified to goodwill. This increase to goodwill was partly offset by finalizing purchase accounting for the Company's Jamaica acquisition.

Price risk management liabilities, current and noncurrent, were adjusted by \$109 million and \$749 million, respectively, primarily due to the reclassification of the estimated fair value of power purchase agreements of approximately \$914 million and the reclassification of certain derivative financial instruments to price risk management liabilities, partly offset by the elimination of intercompany positions discussed above.

Obligations under energy delivery and purchase commitments were adjusted by \$679 million primarily due to the reclassification of a power purchase agreement to price risk management liabilities as discussed above.

Long-term debt was adjusted primarily due to the change in accounting for certain leases from operating leases to capital leases.

Accumulated other comprehensive loss was adjusted by \$103 million during 2001 primarily as a result of errors in the Company's accounting for certain commodity financial instruments as hedging instruments. Certain gains previously deferred in OCI are now reflected in earnings due to the change in accounting for commodity financial instruments at fair value rather than as hedges.

Additional paid-in capital at December 31, 1999 has been adjusted primarily to reflect a non-cash transfer of employee obligations by Mirant to Southern Company.

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS -- (CONTINUED)

Retained earnings at December 31, 1999 has been restated to reflect the prior period adjustment in the accompanying consolidated statements of shareholders' equity, and increased by \$53 million, as a result of the restatement adjustments. This increase in the retained earnings balance is primarily due to \$49 million of tax benefits relating to the devaluation of the Philippine Peso relative to the United States dollar that occurred in the Philippines from 1997 through 1999 but were not previously recognized in the consolidated financial statements.

CONSOLIDATED STATEMENTS OF CASH FLOWS

	FOR THE YEAR ENDED FOR THE YEAR		ENDED DECEMBER 31, 2001 DECEMBER	
31, 2000	-----	AS	PREVIOUSLY AS	PREVIOUSLY AS
	-----	REPORTED	RESTATED	REPORTED
	-----	RESTATED	REPORTED	RESTATED
	-----	-----	-----	-----
- CASH FLOWS FROM				
OPERATING ACTIVITIES: Net				
income.....				
\$ 568 \$ 409 \$ 359 \$ 330				
Adjustments				
to reconcile net income to net cash				
provided by operating activities:				
Equity in income of				
affiliates..... (243) (219)				
(174) (253) Dividends received from				
equity				
investments.....				
196 196 53 53 Depreciation and				
amortization..... 427 425 333				
321 Amortization of obligations				
under energy delivery and purchase				
commitments:.....				
(338) * (33) * Transition power				
agreements..... * (417) * (12)				
Other agreements.....				
* (13) * (15) Impairment loss and				
restructuring				
charge.....				
85 89 18 18 Commodity trading				
activities, net..... (54) 5 (46) 10				
Deferred income				
taxes..... 192 91 114				
169 Gain on sales of				
assets..... (4) (8) (20)				
(19) Minority				
interest..... 41 42				
84 89 Other,				
net..... 57				
39 45 5 Changes in operating assets				
and				
liabilities.....				
Receivables, net.....				
1,076 1,319 (2,515) (2,010) Other				
current assets..... (147)				
(369) (21) (248) Other				
assets..... *				
(73) * 4 Accounts payable and				
accrued				
liabilities.....				
(1,674) (1,438) 2,694 2,336 Taxes				
accrued..... (53)				
10 69 18 Other current				
liabilities..... 42 44 12 12				
Other liabilities.....				
140 8 (11) (32) -----				
----- Total				
adjustments..... (257)				
(269) 602 446 -----				
-- Net cash provided by				
operating				
activities..... 311				
140 961 776 -----				
----- CASH FLOWS FROM INVESTING				
ACTIVITIES: Capital				
expenditures.....				
(1,761) (1,780) (616) (614) Cash				
paid for acquisitions.....				
(1,348) (1,352) (3,147) (1,673)				
Issuance of notes				
receivable..... (270) (254)				
(864) (837)				

MIRANT CORPORATION AND SUBSIDIARIES

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS -- (CONTINUED)

FOR THE YEAR ENDED FOR THE YEAR ENDED
DECEMBER 31, 2001 DECEMBER 31, 2000 -

-----	AS PREVIOUSLY AS AS			
PREVIOUSLY AS REPORTED	RESTATED			
REPORTED RESTATED	-----			
Repayment				
on notes receivable.....	560			
560 232 232 Disposal of Southern				
Company affiliates and other				
companies.....	(93)			
(93) -- -- Proceeds from the sale of				
assets.....	40 40 1,542 42			
Property insurance				
proceeds.....	13 13 22 22 ---			
Net cash				
used in investing				
activities.....	(2,859)			
(2,866) (2,831) (2,828) -----				
CASH FLOWS FROM				
FINANCING ACTIVITIES: Issuance of				
short-term debt, net.....	(238)			
(224) 1,761 1,849 Proceeds from				
issuance of long-term				
debt.....				
4,002 4,002 329 329 Repayment of				
long-term debt.....	(2,366)			
(2,366) (491) (491) Proceeds from				
issuance of preferred				
securities.....				
-- -- 334 334 Change in debt service				
reserve fund.....	99 98 (143) (143)			
Proceeds from issuance of common				
stock.....				
803 802 1,380 1,380 Capital				
contributions from Southern				
Company.....				
-- -- 65 65 Capital contributions				
from minority				
interests.....				
47 47 14 14 Return of capital to				
Southern Company... -- --	(113) (113)			
Payment of dividends to Southern				
Company.....				
-- -- (390) (390) Payment of				
dividends to minority				
interests.....				
(28) (28) (28) (28) Purchase of				
treasury stock.....	(2) (2)			
-- -- (Repayments of) proceeds from				
commodity prepay				
transaction.....	--			
217 -- -- -----				
Net cash provided by financing				
activities.....	2,317			
2,546 2,718 2,806 -----				
EFFECT OF EXCHANGE RATE				
CHANGES ON CASH AND CASH				
EQUIVALENTS.....	18 18			
(34) (34) -----				
NET INCREASE (DECREASE) IN CASH				
AND CASH				
EQUIVALENTS.....				
(213) (162) 814 720 CASH AND CASH				
EQUIVALENTS, BEGINNING OF				
YEAR.....				
1,049 955 235 235 -----				
CASH AND CASH				
EQUIVALENTS, END OF				
YEAR.....				
\$ 836 \$ 793 \$ 1,049 \$ 955 =====				
=====				

- -----

* Classification of certain amounts has changed in the current year.

Operating cash flows in 2001 decreased by \$171 million primarily due to the reclassification of \$217 million in proceeds from a commodity prepay transaction to financing activities. Cash flows from financing activities in 2001 were increased by a corresponding amount.

Operating cash flows in 2000 have been adjusted by \$185 million primarily as a result of the reclassification of \$88 million of proceeds from notes payable previously classified as cash flows from operating activities as well as the reclassification of \$73 million of cash associated with discontinued operations to assets held for sale. Cash paid for acquisitions and proceeds from sales of assets were each reduced by \$1.5 billion to eliminate amounts attributable to the operating leases for the Morgantown and

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS -- (CONTINUED)

Dickerson facilities which were previously accounted for as a sale-leaseback transaction. Financing cash flows increased \$88 million as a result of the reclassification of the proceeds from the loan discussed above.

4. FINANCIAL INSTRUMENTS

DERIVATIVE FINANCIAL INSTRUMENTS

In connection with its power generation business in North America, Mirant enters into a variety of short and long-term agreements to acquire the fuel for generating electricity, as well as to sell the electricity produced. A portion of the Company's fuel is also purchased in the spot market and a portion of the electricity it produces is sold in the spot market. As a result, the Company's financial performance varies depending on changes in the prices of these commodities.

From time-to-time, the Company enters into derivative financial instruments to manage the market risks associated with the electricity produced by its power plants that are not covered by long-term, fixed price contracts. Mirant enters into a variety of contractual agreements, such as forward purchase and sale agreements, and futures, swaps and option contracts. Futures and option contracts are traded on a national exchange and swaps and option contracts are traded in over-the-counter financial markets. These contractual agreements have varying terms and durations, or tenors, which range from a few days to a number of years, depending on the instrument.

As discussed in Note 3, the Company has subsequently determined that all of the Company's commodity derivative financial instruments previously accounted for as cash flow hedges under SFAS No. 133 do not qualify for cash flow hedge accounting. Accordingly, all unrealized gains and losses associated with these derivative transactions, previously deferred, have now been recognized in earnings as incurred in 2002 and 2001.

In addition, the Company has subsequently determined that certain of the Company's power purchase agreements are derivative financial instruments and subject to fair value accounting under SFAS No. 133. Previously, the Company believed the agreements qualified for the "normal purchase/normal sale" exclusion under SFAS No. 133 and had accounted for the agreements as executory contracts under accrual accounting.

PROPRIETARY TRADING ACTIVITIES

In addition to managing commodity price risk for its generation assets, Mirant also engages in proprietary trading, primarily in regions where it owns generating facilities or other physical assets. The Company assumes certain market risks, in an effort to generate gains from changes in market prices, by entering into derivative instruments, including exchange-traded and over-the-counter contracts, as well as other contractual arrangements. The Company's proprietary trading business can be volatile and subject to swings in earnings and cash flow as commodity prices change. Gas and electricity, the primary commodities it trades, are among the most volatile commodities in terms of price in the market.

These derivative instruments are recorded at their estimated fair value in the Company's consolidated balance sheet as price risk management assets and liabilities. Changes in the fair value and settlements of these instruments are recorded as net trading revenues.

The volumetric weighted average maturity, or weighted average tenor, of the North American portfolio, including the derivative financial instruments previously accounted for as cash flow hedges, at December 31, 2002 was 2.5 years. The net notional amount, or net long (short) position, of the price risk management assets and liabilities at December 31, 2002 was approximately (3) million equivalent megawatt-hours.

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS -- (CONTINUED)

	PRICE RISK MANAGEMENT	PRICE RISK MANAGEMENT	ASSETS
	LIABILITIES		
Electricity.....	\$ 399	\$ 1,225	Natural
gas.....		1,429	Crude
oil.....		56	20
Other.....	57	21	
Total.....	\$2,118	\$ 2,731	=====

INTEREST RATE AND CURRENCY DERIVATIVES

```

YEAR OF MATURITY
NUMBER OF NOTIONAL
UNREALIZED TYPE OR
    TERMINATION
    INTEREST RATES
    COUNTERPARTIES
AMOUNT (LOSS) GAIN
- - - - -
- - - - -
- - - - -
-- (IN MILLIONS)
    Interest rate
swaps.....
    2003-2004
    3.85%-5.80% 2 $
    220 $(9) Foreign
    currency
swaps.....
    2003 -- 1 CAD$6 --
    --- $(9) ==

```

FAIR VALUES

F-27

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS -- (CONTINUED)

for price risk management purposes. The following methods were used by Mirant to estimate the fair value of all financial instruments that are not otherwise carried at fair value on the accompanying consolidated balance sheets:

Notes Receivable. The fair value of Mirant's notes receivable is estimated using interest rates it would receive currently for similar types of arrangements.

Notes Payable and Other Long- and Short-Term Debt. The fair value of Mirant's notes payable and long- and short-term debt is estimated using quoted market prices, when available, or discounted cash flow analysis based on current market interest rates for similar types of borrowing arrangements.

Company Obligated Mandatorily Redeemable Securities. The fair value of Mirant's company obligated preferred securities is calculated based on the quoted market price.

The carrying or notional amounts and fair values of Mirant's financial instruments at December 31, 2002 and 2001 were as follows (in millions):

2002	2001	-----	-----	-----	-----	-----	-----
CARRYING	FAIR	CARRYING	FAIR	AMOUNT	VALUE	AMOUNT	
VALUE	-----	-----	-----	-----	-----	Notes and	
						other receivables, including current	
portion.....							
\$ 145	\$ 145	\$ 90	\$ 90	Notes payable and long-			
				and short-term debt.....	8,887	5,376	8,490
7,893				Company obligated mandatorily redeemable			
				securities of a subsidiary holding solely			
				parent company			
debentures.....					345	57	
					345	280	

5. PROPERTY, PLANT AND EQUIPMENT

Property, plant and equipment consisted of the following at December 31, 2002 and 2001 (in millions):

2002	2001	-----	-----	-----	-----
Production.....					
\$5,200	\$3,593	Transmission and			
distribution.....			217	197	
		Leasehold			
interest.....			2,047		
		2,045	Oil and gas		
properties.....			25	25	
		Construction work in			
progress.....			754	1,934	
Other.....					
		384	357	Suspended construction	
projects.....			698	--	-----
9,325	8,151	Less: accumulated depreciation, depletion and			
		amortization and provision for			
impairment.....			906	629	-----
		Total property, plant and equipment,			
net.....		\$8,419	\$7,522	=====	=====

Depreciation of the recorded cost of depreciable property, plant and equipment is provided on a straight-line basis over the estimated useful lives of the assets. The following table shows the estimated useful lives (in years):

Production.....	5 to 42
Transmission and distribution.....	5 to 39
Other.....	3 to 35

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS -- (CONTINUED)

Substantially all construction on three generating facilities has been suspended in 2002. Management plans to resume construction on two of these facilities during 2005 and 2006 and pursue a sale of the remaining facility. A portion of one construction project, the Bowline expansion at Mirant New York, has been suspended.

6. DISPOSITIONS AND ACQUISITIONS

In 2002, Mirant undertook a program of asset sales designed to reduce investments in businesses that are not central to the Company's current strategy. The following table summarizes information related to completed asset sales as of December 31, 2002 (in millions):

Mirant Americas Production Company: In August 2001, Mirant acquired a 75% working interest in 18 natural gas and oil producing fields as well as 206,000 acres of mineral rights in southern Louisiana from Castex and a number of its affiliates for approximately \$162 million. Castex, a privately held Houston-based oil and gas producer, retained an interest in the properties and continued to operate them. In September 2002, Mirant recorded a write down of \$48 million to reduce the carrying value of its investment to its estimated fair value less costs to sell. In December 2002, Mirant completed the sale of its investment for \$143 million, and recorded an additional loss of \$7 million. This business is included in income (loss) from discontinued operations in the accompanying consolidated statements of operations.

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS -- (CONTINUED)

Kogan Creek: In May 2002, Mirant completed the sale of its 60% ownership interest in the Kogan Creek power project located near Chinchilla in southeast Queensland, Australia, and the associated coal deposits for approximately \$ 30 million. The gain on the sale of Mirant's investment in Kogan Creek was approximately \$28 million.

AQC: In August 2002, Mirant completed the sale of its wholly owned subsidiary MAP Fuels Limited, which wholly owned AQC, a coal mining company in Queensland, Australia, which mines and processes over 1 million tons of coal each year for sale to a combination of domestic and export markets for approximately \$ 21 million. The subsidiary was sold at a gain of approximately \$2 million. The sale included both the Wilkie Creek Coal Mine and the Horse Creek coal deposits.

EDELNOR: In December 2001, Mirant wrote down its remaining investment in EDELNOR by \$82 million. On December 31, 2001, Mirant completed the sale of its 82.3% interest in EDELNOR for consideration of approximately \$5 million.

Hidroelectrica Alicura S.A. ("Alicura"): In 2000, Mirant completed the sale of its 55% indirect interest in Alicura for total consideration of \$205 million, including the assumption of debt and the buy-out of the minority partners. Alicura's principal asset was a concession to operate a 1,000 MW hydroelectric facility located in the province of Neuquen, Argentina. The proceeds from the sale approximated the net book value of the investment.

ACQUISITIONS

Sangi and Carmen: In April 2002, Mirant acquired ARB Power Ventures, Inc. and CMS Generation Cebu Limited Company, located in the Philippines, for approximately \$21 million. The purchase included the Toledo Power Co. which owns the Sangi and Carmen generating facilities.

Navotas 1 and 2: In December 2002, Mirant entered into an agreement with the Philippine government ("NPC") to acquire 100% ownership of the Navotas 2 plant for approximately \$13 million at the end of the cooperation period. NPC will pay Mirant approximately \$7 million in full settlement of its obligations to pay capacity fees for the remaining term of the energy conversion agreement ("ECA"). This agreement is expected to close during the second quarter of 2003. In March 2003, the ECA for Navotas 1 expired, and the plant was transferred to NPC pursuant to the terms of the ECA.

TransCanada Marketing Business: In December 2001, Mirant acquired the majority of the gas marketing business of TransCanada for approximately \$120 million. The transaction included the purchase of the majority of TransCanada's natural gas trading and marketing business and the related natural gas transportation and storage contracts. Mirant also purchased the right to market the aggregated supply from 550 Canadian natural gas producers.

JPSCo: In March 2001, Mirant acquired 80% of the outstanding shares of JPSCo for \$201 million from the Jamaican government. JPSCo is a fully integrated electric utility on the island of Jamaica. JPSCo is subject to monitoring and rate regulation by the Jamaican government and operates under a 20-year license, expiring in 2021.

Generating Assets of Potomac Electric Power Company ("PEPCO"): On December 19, 2000, Mirant, through its subsidiaries and together with third-party lessors in a leveraged lease transaction, purchased PEPCO's generating facilities in Maryland and Virginia, consisting of four electric generating stations, Morgantown, Chalk Point, Dickerson and Potomac River, with a combined generating capacity of 5,256 MW. In addition to the generating facilities, Mirant acquired three coal ash storage facilities, a 51.5 mile oil pipeline serving the Chalk Point and Morgantown facilities, an engineering and maintenance service facility, and other related assets.

MIRANT CORPORATION AND SUBSIDIARIES

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS -- (CONTINUED)

Mirant paid an aggregate of \$1.255 billion in cash and transaction expenses for the generating facilities and related assets, except for the baseload facilities at Morgantown and Dickerson, which were purchased by the third-party lessor for \$1.5 billion in cash. Mirant Mid-Atlantic simultaneously entered into agreements with the lessors to lease the Morgantown (1,244 MW) and Dickerson (546 MW) baseload facilities for terms of 33.75 years and 28.5 years, respectively (see note 16). These leases have been accounted for as operating leases.

As part of the acquisition, Mirant assumed obligations for pension benefits, other post employment benefits and vacation accruals associated with the 950 former PEPCO personnel that became employees of Mirant aggregating \$107 million. Mirant also assumed the obligations related to a lease for the 84 MW combustion turbine owned by SMECO at the Chalk Point facility. This lease has been accounted for as a capital lease by Mirant.

As part of the acquisition, Mirant also entered into two transition power agreements to provide power to PEPCO, and assumed PEPCO's obligations under existing power purchase agreements from third parties, representing obligations with an estimated fair value of approximately \$1.7 billion and \$700 million, respectively, at the date of the acquisition. See note 17 for a discussion of the transition power agreements and the power purchase agreements.

The acquisition was accounted for under the purchase method of accounting. The final purchase price allocation is as follows (in millions):

Current assets.....	\$ 53
Property, plant and equipment.....	1,429
Goodwill.....	1,276
Other intangible assets.....	285
Deferred tax asset resulting from acquisition.....	822
Obligations under power purchase agreements and transition power agreements.....	(2,438)
Other liabilities.....	(172)

Net purchase price.....	\$1,255
	=====

The obligations under the power purchase agreements and under the transition power agreements were recorded at their estimated fair value at the acquisition date.

Minority Interest in Mirant Americas Energy Marketing: In September 2000, Mirant acquired Vastar's 40% interest in Mirant Americas Energy Marketing for \$250 million. As a result, Mirant Americas Energy Marketing became a wholly owned subsidiary and has been consolidated in Mirant's financial statements since the date of acquisition.

SE Finance and Capital Funding: On March 5, 2001, Southern redeemed its outstanding share of Mirant's Series B preferred stock in exchange for transferring two of the Company's subsidiaries, SE Finance Capital Corporation and Southern Company Capital Funding Inc., to Southern.

MIRANT CORPORATION AND SUBSIDIARIES

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS -- (CONTINUED)

7. INVESTMENTS

Following is a summary of investments as of December 31, 2002 and 2001 (in millions):

DECEMBER 31, -----	INVESTMENT	2002	2001	- -----
---	Equity Method Investments:			
PowerGen.....		\$ 84	\$ 79	
Ilijan.....		45	38	
CUC.....				
	12 6 Visayan Electric Company,			
Inc.....			3	--
Birchwood.....		(10)	(6)	
Bewag.....		--	1,279	
SIPD.....		--	135	
Perryville.....		--	1	
WPD.....		--	468	Shajiao
C.....		--	201	
CEMIG.....		--	--	Coyote Springs
2.....		100	53	Inter
Continental Exchange, Inc.....		7	7	
	Norwegian Greenfield			
Project.....		--	8	Other:
	Preferred			
stock.....		52	24	
Other.....		3	10	----
Total.....		\$296	\$2,303	====

2002	2001	2000	----	----	----	Equity in income
						of affiliates: Interests
retained.....						
	\$ 27	\$ 21	\$ 45			Interests disposed
of.....				141	196	
208	----	----	----	\$168	\$217	\$253
				====	====	====

Preferred Stock: Mirant owns a \$40 million 16.75% convertible preferred equity interest in Aquallectra, an integrated water and electric company in Curacao, Netherlands Antilles. Aquallectra has a call option and Mirant has a put option related to this investment. The options are exercisable the earlier of three years from December 2001 or upon privatization of the company and expire three years after the trigger date. Mirant can convert its shares to common shares during the vesting period.

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS -- (CONTINUED)

In 2002, Mirant's undertook a program of asset sales designed to reduce investments that are not central to the Company's current strategy. Following is a summary of information related to completed investment sales as of December 31, 2002 (in millions):

INVESTMENT GROSS PROCEEDS	GAIN (LOSS) IMPAIRMENT LOSS	DATE OF SALE - -----	-----

--			
Bewag.....		\$1,632 \$ 249 \$ -- February	
		2002	
SIPD.....		120 (7) -- May 2002	
Perryville.....		-- (1) -- June 2002	
WPD.....		235 (3) (325) September	
		2002 Shajiao	
C.....		300 91	
		-- December 2002	
CEMIG.....		-- -- (132) December 2002	
Norway.....		-- -- (10) December 2002 --	

Total.....		\$2,287 \$ 329 \$ (467) =====	
		=====	

The gain or loss amounts do not include the effects of impairment losses relating to those investments prior to their sale.

Bewag: Mirant had owned a 26% interest in Bewag, an electric utility serving over 2 million customers in Berlin, Germany. In June 2001, Mirant purchased an additional 18.8% interest in Bewag for approximately \$464 million. In February 2002, Mirant sold its interest in Bewag for approximately \$1.63 billion and recorded a gain of \$249 million.

SIPD: In May 2002, Mirant sold its 9.99% ownership interest in SIPD, located in the Shandong Province, China, for approximately \$120 million. The loss on the sale of Mirant's investment in SIPD was approximately \$7 million.

Perryville: In June 2002, Mirant sold its 50% ownership interest in Perryville to Cleco, which owned the remaining 50% interest. As part of the sale, Cleco assumed Mirant's \$13 million future equity commitment to Perryville and paid approximately \$55 million in cash to Mirant in repayment of a subordinated loan to Perryville and for other miscellaneous costs. In connection with the sale, Mirant agreed to make a \$25 million subordinated loan to Perryville. In addition, Mirant retains certain obligations as a project sponsor, some of which are subject to indemnification by Cleco. The obligations retained by Mirant and not subject to indemnity relate primarily to the existing 20-year tolling agreement between Mirant and Perryville. Effective August 23, 2002, Mirant and Perryville restructured the tolling agreement to remove the requirement for Mirant to post a letter of credit or other credit support in the event of a downgrade from S&P or Moody's. In connection with the restructuring, Mirant made a \$100 million subordinated loan to Perryville which is reported as \$98 million of notes and other receivables -- noncurrent and \$2 million of receivables -- current on the consolidated balance sheet. The proceeds were used by Perryville to repay the existing \$25 million subordinated loan owed to Mirant and to repay \$75 million of senior debt of the project.

WPD: In September 2002, Mirant sold its 49% economic interest in Western Power Distribution Holdings Limited and WPD Investment Holdings (collectively, WPD) for approximately \$235 million. WPD included the electric distribution networks for Southwest England and South Wales. In June 2002, Mirant recognized an impairment loss of approximately \$265 million, net of \$60 million of related income tax benefits, to reflect the difference between the carrying value of its investment and its estimated fair value. Upon completion of the sale in the third quarter of 2002, Mirant recognized an additional loss of \$3 million.

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS -- (CONTINUED)

Shajiao C: In December 2002, Mirant sold its indirect 33% interest in Shajiao C power project in Guangdong Province, China for approximately \$300 million. Mirant recognized a gain of approximately \$91 million on the sale.

CEMIG: In December 2002, Mirant recognized an impairment charge of approximately \$132 million reflecting the current fair market value of its investment in CEMIG. The investment was sold in December 2002 at approximately its carrying value.

Norway Project: In December 2002, Mirant completed the sale of its investment in the development project in Norway. In the third quarter of 2002, Mirant recognized an impairment loss of approximately \$10 million to reflect the difference between the carrying value of its investment in the project and its estimated fair value less costs to sell. The investment was sold at approximately its carrying value.

8. GOODWILL AND OTHER INTANGIBLE ASSETS

GOODWILL

Following is a summary of the changes in goodwill for the years ended December 31, 2002 and 2001, (in millions):

NORTH AMERICA INTERNATIONAL TOTAL -----	
-----	2002
Goodwill, beginning of	
year.....	\$1,914
\$1,383 \$3,297	Adoption of SFAS No.
141.....	149 -- 149
Impairment	
losses.....	
-- (697) (697)	Purchase accounting and
tax adjustments.....	11 (77) (66)
-----	Goodwill, end of
year.....	\$2,074
\$ 609 \$2,683	===== 2001
Goodwill, beginning of	
year.....	\$1,975
\$1,401 \$3,376	Goodwill
acquired.....	
72 1 73	Amortization
expense.....	
(53) (31) (84)	Purchase accounting and
tax adjustments.....	(80) 12 (68)
-----	Goodwill, end of
year.....	\$1,914
\$1,383 \$3,297	=====

Upon the adoption of SFAS No. 141, Mirant reclassified its intangible assets relating to trading rights resulting from business combinations, to goodwill effective January 1, 2002. The reclassification increased goodwill by \$149 million, net of accumulated amortization of \$13 million and decreased intangible assets by a corresponding amount.

MIRANT CORPORATION AND SUBSIDIARIES

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS -- (CONTINUED)

Upon the adoption of SFAS No. 142, Mirant discontinued amortization of goodwill effective January 1, 2002. Net income and earnings per share (basic and diluted) for 2001 and 2000 have been adjusted below to exclude amortization related to goodwill and trading rights recognized in business combinations (in millions, except per share data).

2001	2000	-----	-----	NET INCOME: As
restated.....				
\$ 409	\$ 330			Effect of goodwill and trading rights
amortization.....	56 30	-----	-----	Net income as
adjusted.....				\$ 465
360	=====			EARNINGS PER SHARE: Basic: As
restated.....				
\$1.20	\$1.14			Effect of goodwill and trading rights
amortization.....	0.16 0.10	-----	-----	As
adjusted.....				
\$1.36	\$1.24	=====	=====	Diluted: As
restated.....				
\$1.19	\$1.14			Effect of goodwill and trading rights
amortization.....	0.16 0.10	-----	-----	As
adjusted.....				
\$1.35	\$1.24	=====	=====	

In the fourth quarter of 2002, the Company performed the annual goodwill impairment evaluations of its Asian, Caribbean and North American reporting units as required by SFAS No. 142. No impairment charge for goodwill related to our North American or Caribbean reporting units was recorded, as the fair value of the reporting units exceeded the carrying value. In evaluating the Asian reporting unit goodwill, the Company determined that the carrying value of that reporting unit exceeded its fair value. As a result, the Company performed the second step of the impairment test by comparing the implied fair value of the Asian reporting unit goodwill, determined in a manner similar to a purchase price allocation, with the carrying amount of that goodwill. As a result, the Company recognized an impairment charge in 2002 of \$697 million. The impairment was primarily attributable to the loss of future cash flows associated with certain Asian assets that were sold during the year, principally the Company's interest in the Shajiao C power plant.

INTANGIBLE ASSETS

Following is a summary of intangible assets as of December 31, 2002 and 2001 (in millions):

DECEMBER 31, 2001	
DECEMBER 31, 2002	
(AS RESTATED) -----	

WEIGHTED AVERAGE	
GROSS CARRYING	
ACCUMULATED GROSS	
CARRYING ACCUMULATED	
AMORTIZATION LIVES	
AMOUNT AMORTIZATION	
AMOUNT AMORTIZATION	

Trading	
rights.....	
26 years \$207 \$(29)	
\$406 \$(40)	
Development	
rights..... 35	
years 217 (18) 292	
(10) Emissions	
allowances..... 32	
years 131 (8) 131	
(4) Other	
intangibles.....	
14 years 40 (5) 37	
(4) -----	
--- Total other	
intangible	
assets.....	
\$595 \$(60) \$866	
\$(58) =====	
=====	

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS -- (CONTINUED)

Substantially all of Mirant's intangible assets are subject to amortization and are being amortized on a straight-line basis over their estimated useful lives, ranging up to 40 years. Amortization expense for the years ended December 31, 2002, 2001 and 2000 was approximately \$19 million, \$31 million and \$35 million, respectively. Assuming no future acquisitions, dispositions or impairments of intangible assets, amortization expense is estimated to be \$19 million for each of the following five years.

The trading rights represent intangible assets recognized in connection with asset purchases that represent the Company's ability to generate additional cash flows by incorporating Mirant's trading activities with the acquired generating facilities.

Development rights represent the right to expand capacity at certain acquired generating facilities. The existing infrastructure, including storage facilities, transmission interconnections, and fuel delivery systems, and contractual rights acquired by Mirant provide the opportunity to expand or repower certain generation facilities. This ability to repower or expand is expected to be at significant cost savings compared to greenfield construction.

During 2002, Mirant transferred \$36 million, net of accumulated amortization of \$4 million, in development rights to construction work in process.

9. RESTRUCTURING CHARGES AND IMPAIRMENT LOSSES

As a result of changing market conditions, including constrained access to capital markets attributable primarily to the Enron bankruptcy and Moody's downgrade of Mirant's credit rating in December 2001, Mirant adopted a plan in March 2002 to restructure its operations by exiting certain activities (including its European trading and marketing business), canceling and suspending planned power plant developments, closing business development offices, and severing employees. During 2002, Mirant recorded restructuring charges of \$600 million related to accruals under the March 2002 restructuring plan as well as other costs that were recorded directly to restructuring expense. Also during 2002, Mirant recorded asset impairment charges of \$373 million for costs relating to certain turbines and development projects that were to be sold, abandoned or placed in storage.

RESTRUCTURING CHARGES

Components of the restructuring charges are as follows (in millions):

Costs to cancel equipment orders and service agreements per contract terms.....	\$549
Severance of approximately 655 employees worldwide and other employee termination-related charges.....	51

Total.....	\$600
	=====

As of December 31, 2002, Mirant had terminated approximately 655 employees as part of its restructuring.

During 2002, Mirant reclassified \$164 million of the accrual to current portion of long-term debt as a result of the consolidation during the year of certain portions of Mirant's formerly off-balance sheet equipment procurement facilities (Note 16). Also during 2002, Mirant adjusted the accrual as a result of revisions to restructuring estimates (primarily relating to European and domestic office closures and

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS -- (CONTINUED)

adjustments to equipment termination costs) and payments made against the accrual as summarized in the following table (in millions):

ADJUSTMENTS (STATEMENT OF BALANCE AT OPERATIONS IMPACT) BALANCE AT JANUARY 1, ----- CASH OTHER DECEMBER 31, 2002 EXPENSE REVERSAL PAYMENTS ADJUSTMENTS RECLASSIFICATION 2002 ----- ----- ----- ----- ----- ----- ----- Costs to cancel equipment and projects..... \$ -- \$276 \$30 \$ 87 \$(5) \$164 \$ -- Costs to sever employees and other employee-termination related costs..... -- 48 18 20 4 (3) (9) ----- -- -- -- -- -- Total..... \$ -- \$324 \$48 \$107 \$(1) \$161 \$ (9) ===== =====
--

IMPAIRMENT LOSSES

The Company recorded impairment charges for the years ended December 31, 2002, 2001 and 2000 as follows (in millions):

2002 2001 2000 REPORTING SEGMENT ----- ----- ----- Turbines and related project costs..... \$ 151 \$ -- \$ -- North America Power islands..... 134 -- -- North America Yulchon project cost..... 11 -- -- International Mint Farm project costs..... 77 -- -- North America EDELNOR..... -- 82 -- International ----- Total..... \$ 373 \$ 82 \$ -- =====
--

Impairment charges for equity method and other investments are disclosed in Note 7.

Turbines and Related Project Costs: In March 2002 and December 2002, the Company recognized impairment charges of approximately \$151 million related to the construction work in progress costs of turbines to be terminated and the related project costs and certain turbines that it intends to place in storage. As of December 31, 2002, the remaining estimated fair value of these projects was approximately \$3 million, and is included in property, plant and equipment, net in the accompanying consolidated balance sheets.

Power Islands: In the third quarter of 2002, the Company assessed the recoverability of certain costs associated with two engineered equipment packages (commonly referred to as "power islands") related to its proposed development projects in Europe and Korea. Based on management's estimate of recoverability of the costs of these power islands, an impairment loss of \$134 million was recognized in 2002. The Company also recorded an impairment loss of \$11 million for the related Yulchon Project site in Korea.

Mint Farm: In December 2002, the Company assessed the recoverability of certain costs related to its Mint Farm generating project in Longview, Washington, which had been suspended. Based on management's estimate of the recoverability of the project costs, Mirant recognized an impairment charge of approximately \$77 million. The remaining project cost associated with this facility is \$92 million, and is included in property, plant and equipment, net in the accompanying consolidated balance sheets.

EDELNOR: In 2001, Mirant recognized an impairment charge of \$82 million related to its investment in EDELNOR.

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS -- (CONTINUED)

10. DEBT

At December 31, 2002 and 2001, long-term debt of Mirant and its consolidated subsidiaries was as follows (in millions):

SECURED/ LONG-TERM DEBT	INTEREST RATE	2002	2001
UNSECURED - -----			

CAPITAL MARKETS DEBT:			
Mirant Corp. Senior Notes			
due 2004 and			
2009.....	7.4%		
and 7.9% \$ 700		\$ 700	\$ 700
Unsecured Mirant Corp.			
Convertible Senior Notes			
due 2007.....	5.75%	370	-
- Unsecured Mirant Corp.			
Convertible Senior			
Debentures due			
2021.....			
2.5% 750 750 Unsecured			
Mirant Americas Generation			
-- Senior Notes due 2006,			
2008, 2011, 2021 and			
2031.....			
7.625%, 7.2%, 8.3%, 2,500			
2,500 Unsecured 8.5% and			
9.125% BANK DEBT: Mirant			
Corp. Revolving Credit			
Facilities, due 2004 to			
2005.....			
LIBOR + 1.95% to 2.18% 426			
-- Unsecured Mirant Corp.			
Term loan, due			
2003.....			
LIBOR + 2.0% 1,125 1,075			
Unsecured Mirant Americas			
Generation -- Credit			
Facility, due			
2004.....			
LIBOR + 1.50% 300 73			
Unsecured Mirant Sual			
project loan, due 2003 to			
2012..... LIBOR			
+ 2.5% to 10.56% 734 827			
Secured Mirant Pagbilao			
project loan, due 2003 to			
2007..... LIBOR +			
2.15% to 300 374 Secured			
10.25% Mirant Americas			
Development Capital, due			
2004..... 3.78% 237 -			
- Secured West Georgia			
Generating Company, due			
2003..... 3.05% 140			
144 Secured Jamaica Public			
Service Company Limited,			
due 2003 to			
2030.....			
4.0% to 11.9% 153 133			
Secured Mirant Grand			
Bahamas Limited, due 2003			
to 2006..... LIBOR +			
1.25% 15 16 Secured Grand			
Bahama Power Company, due			
2003 to 2007.....			
LIBOR + 1.0% to 1.25% 31			
32 Unsecured Mirant			
Curacao Investments II,			
Ltd., due 2007.....			
10.15% 18 -- Secured			
Mirant Trinidad			
Investments, Inc. Notes,			
due 2006..... 10.2% 73			
73 Secured			

MIRANT CORPORATION AND SUBSIDIARIES

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS -- (CONTINUED)

SECURED/ LONG-TERM DEBT
INTEREST RATE 2002 2001
UNSECURED - -----

- ----- Mirant
Americas Energy Marketing --
Pan Alberta, due
2003.....
7.91% 5 -- Unsecured Mirant
Asia-Pacific Ventures, due
2007.....
LIBOR + 3.75% -- 792
Unsecured Mirant Asia-
Pacific Ltd -- Shajiao C,
due 2005..... -- 26
Unsecured Mirant Holdings
Beteiligungsgesellschaft
Term Loan, due 2002.....
-- 566 Secured OTHER DEBT:
Mirant Americas Energy
Marketing commodity prepay,
due 2003 and 2004.....
211 -- Unsecured Mirant
Americas, Inc. -- deferred
acquisition price, due 2003
and 2004..... 45 66
Unsecured European Power
Island Procurement B.V., due
2003.....
5.56% 122 -- Secured Capital
leases, due 2016 through
2022..... 8.19% to
12.5% 561 289 -- Mirant
Curacao Investments --
deferred acquisition price,
due 2006.....
9.00% 9 -- Unsecured
Other.....
-- 2 -- Unamortized debt
discounts on notes
payable..... (3)
(3) ----- Total
long-term debt.... 8,822
8,435 ----- Less:
current portion of long-term
debt..... (1,731)
(2,610) -----
Total long-term debt,
excluding current
portion..... \$
7,091 \$ 5,825 =====
=====

In 2002, Mirant deferred shipment dates and made direct payments for certain turbines in its off-balance sheet equipment procurement facilities. As a result, those specific turbines no longer qualify for off-balance sheet treatment. Therefore, Mirant has included a \$359 million liability for these turbines (equal to the drawn amounts for those turbines) as of December 31, 2002, of which \$59 million is reported as other long-term debt and \$300 million is reported in current portion of long-term debt in the accompanying consolidated balance sheet at December 31, 2002.

MIRANT CORPORATION AND SUBSIDIARIES

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS -- (CONTINUED)

At December 31, 2002, the annual scheduled maturities of long-term debt during the next five years were as follows (in millions):

2003.....	\$1,731
2004.....	2,189
2005.....	236
2006.....	900
2007.....	517
Thereafter.....	3,249

MIRANT CORPORATION -- REVOLVING BANK FACILITIES

Mirant Corporation has three revolving bank facilities: a \$1.125 billion 364-Day Credit Facility maturing in July 2003, a \$450 million Credit Facility C maturing in April of 2004, and a \$1.125 billion 4-Year Credit Facility maturing in July 2005. The credit facilities generally require payment of commitment fees based on the unused portion of the commitments. The schedule below summarizes the revolving bank facilities of Mirant Corporation as of December 31, 2002 (in millions).

UTILIZED AMOUNT EXCLUDING LETTERS OF FACILITY/ FACILITY LETTERS OF CREDIT AMOUNT COMMITMENT COMPANY AMOUNT CREDIT OUTSTANDING AVAILABLE FEES - ----- -- -----	
----- Mirant Corporation Credit Facility C..... \$ 450 \$ 401 \$ 46 \$ 3 0.325% Mirant Corporation 4-Year Credit Facility..... 1,125 25 1,052 48 0.350% Mirant Corporation 364-Day Credit Facility..... 1,125 1,125 -- -- 0.300% ----- -----	
Total.....	
\$2,700 \$1,551 \$1,098 \$51 ===== =====	

As of April 25, 2003 the total amount of Mirant's credit facility C was reduced to \$446 million and the total amount of Mirant's 4-year credit facility was reduced to \$1,056 million.

The bank facilities contain two financial covenants, which are calculated quarterly. Mirant Corporation is required to maintain a ratio of 1.50 to 1.00 of cash available for corporate debt service to corporate interest, as defined, and a ratio of recourse debt to recourse capital, as defined, of 0.55 to 1.00. In addition to the financial covenants, the Mirant Corporation bank facilities include other covenants, including restrictions on liens, incurrence of recourse debt, payment of dividends and sale of assets and the requirement to provide financial statements to its lenders within 120 days after the end of each fiscal year and within 60 days after the end of each of its first three fiscal quarters. Each of the bank facilities includes certain events of default including a cross acceleration provision under which a default would be triggered if Mirant Corporation failed to pay any principal, premium or interest in excess of \$50 million on any other outstanding debt obligation, and a change of control default triggered by any person or group owning beneficially, directly or indirectly, more than 50% of the voting stock of Mirant Corporation or certain changes in the composition of the board of directors of Mirant Corporation.

As a result of write-downs to reflect the impairment of goodwill, valuation allowances provided for net deferred tax assets, and deferred tax liabilities provided with respect to investments in foreign subsidiaries, Mirant Corporation anticipated that it would not be in compliance with the recourse debt to recourse capital financial covenant under its bank facilities (including the Mirant Americas Development Capital turbine facility) upon delivery of its financial statements for the year ended December 31, 2002. Therefore, Mirant Corporation sought, and received, a waiver from the required lenders under its bank facilities for any potential breaches with respect to non-compliance with the recourse debt to recourse capital financial

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS -- (CONTINUED)

covenant, any potential breaches that could arise relating to our historical financial reporting requirements or representations or the inclusion in its independent auditors' report on the Company's annual financial statements of an explanatory paragraph stating that the Company has not presented the selected quarterly financial data specified by Item 302(a) of Regulation S-K, that the Securities and Exchange Commission requires as supplementary information to the basic financial statements. The lenders under the respective bank facilities agreed to such waiver through May 29, 2003, subject to certain terms and conditions, including limiting future use of the bank facilities to issuances of letters of credit and limiting capital expenditures and other material payments. The terms of the waiver provide for an extension, to July 14, 2003, with the prior written consent of lenders representing a majority of the committed amount under each of the facilities. Upon expiration or termination of the waiver, the lenders under the respective bank facilities would be able to restrict the issuance of additional letters of credit and/or declare an event of default and, after the applicable cure or grace period, accelerate the indebtedness under such bank facilities. An acceleration of indebtedness under the bank facilities would cross accelerate approximately \$910 million of Mirant Corporation capital markets and other indebtedness. However, the Company can provide no assurances either with respect to whether the waiver will be extended beyond May 29, 2003 or whether the lenders under each of the Mirant Corporation bank facilities will accelerate the loans after expiration or termination of the waiver.

MIRANT CORPORATION -- 7.4% SENIOR NOTES DUE 2004 AND 7.9% SENIOR NOTES DUE 2009

Mirant Corporation has issued \$200 million and \$500 million of 7.4% Senior Notes and 7.9% Senior Notes, respectively. These senior notes are unsecured obligations of Mirant Corporation. The senior notes are not supported by guarantees or other commitments of subsidiaries of Mirant Corporation. In addition to other events of default typical of senior notes, it is an event of default under the notes if Mirant Corporation fails to pay any principal, premium or interest in excess of \$50 million on any outstanding debt obligation when it becomes due and payable. The senior notes do not include financial maintenance covenants. However, under the senior notes, Mirant Corporation is restricted in its ability to grant liens or other encumbrances on or over the non-cash assets of Mirant Corporation to secure the payment of indebtedness, subject to certain exceptions.

MIRANT CORPORATION -- 5.75% CONVERTIBLE SENIOR NOTES DUE 2007 AND 2.5% CONVERTIBLE SENIOR DEBENTURES DUE 2021

Mirant Corporation has issued \$750 million and \$370 million in aggregate principal amount of 2.5% Convertible Debentures and 5.75% Convertible Senior Notes, respectively. These convertible senior debentures/notes are unsecured obligations of Mirant Corporation. The convertible senior debentures/notes are not supported by guarantees or other commitments of subsidiaries of Mirant Corporation to pay amounts due under such debentures/notes or to provide Mirant Corporation with funds for the payment, whether by dividends, distributions, loans or other payments. The convertible senior debentures/notes do not include financial covenants. However, under the convertible senior debentures/notes, Mirant Corporation is restricted in its ability to grant liens or encumbrance on or over the non-cash assets of Mirant Corporation to secure the payment of indebtedness, subject to certain exceptions.

MIRANT AMERICAS DEVELOPMENT CAPITAL, LLC -- DOMESTIC TURBINE LEASE FACILITY

Mirant Americas Development Capital, LLC ("Mirant Americas Development Capital") is party to a warehouse operating lease facility ("turbine facility"). The turbine facility initially consisted of a \$700 million "true-funding" tranche and a \$1.1 billion "treasury-backed" tranche. Pursuant to the transaction, a trust (the "lessor") was established for the purpose of owning certain gas turbines, steam turbines, heat recovery generators and other equipment ("equipment"). The turbine facility provides that Mirant Americas Development Capital may from time to time purchase the equipment from the trust by

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS -- (CONTINUED)

making certain termination payments or upon completion of equipment the lessor will lease equipment to Mirant Americas Development Capital under a master triple-net lease (the "lease"). The transaction was structured to provide that equipment would be added to the lease on the date of its completion and delivery, and the lease term with respect to such equipment would commence on such date and would expire seven and one half years from the closing. The lease is intended to qualify as an operating lease for Mirant Americas Development Capital under SFAS No. 13, as amended (including relevant FASB Technical Bulletins and Emerging Issues Task Force Issues). Mirant Americas Development Capital retains ownership of the Equipment for income tax purposes.

The turbine lease provided for the lessor to fund the acquisition of the equipment (i) by issuing Series A1 and A2 Notes (collectively, the A-Notes) and Series B1 and B2 Notes (collectively, the B-Notes) and (ii) by issuing Series C1 and C2 certificates (collectively, the Certificates) in respect of the investments in the Lessor (in an amount equal to approximately 3% of Equipment cost). The \$700 million anticipated maximum draw is funded with Series A1 and B1 Notes and C1 Certificates. Series A2-Notes, Series B2-Notes and C2 Certificates were to be issued for all draws in excess of \$700 million, to a maximum of \$1.1 billion and were to be collateralized by a posting of collateral in an amount of 105% of amounts outstanding thereunder in the form of cash or short-term United States treasury securities acceptable to the lessor and the holders thereof as and when drawn. The commitment to fund the "true-funding" tranche was reduced to \$500 million on December 30, 2002. The commitment to fund the "treasury-backed" tranche was terminated on April 18, 2003. The amounts outstanding under the Series A1 Notes, the Series B2 Notes and the Series C1 certificates was \$221 million at April 18, 2003, of which approximately \$198 million was recourse to Mirant Corporation pursuant to its guarantee of certain obligations of Mirant Americas Development Capital. The covenants of Mirant Corporation under such guarantee are substantially the same as the corresponding covenants under the credit facilities of Mirant Corporation. In addition, the participation agreement for the lease includes events of default related to Mirant Corporation as guarantor that are substantially the same as the corresponding events of default in the credit facilities of Mirant Corporation. The obligations of Mirant Corporation under the guarantee are unsecured and exclusive obligations of Mirant Corporation. The participants in the turbine lease participated as lenders in connection with the waiver described above.

MIRANT ASSET DEVELOPMENT AND PROCUREMENT B.V. -- EUROPE POWER ISLAND LEASE

Mirant Asset Development and Procurement B.V. ("Mirant BV") entered into a Master Equipment Purchase and Sale Agreement ("Master Equipment Agreement") with General Electric Company and General Electric International, Inc. for the acquisition of nine 386-MW engineered equipment packages, referred to as power islands.

To finance construction of the power islands, Mirant BV entered into a E1,100,000,000 Power Island Acquisition Facility. European Power Island Procurement B.V., a special purpose limited liability company, was established to act as "owner". Pursuant to an assignment agreement, the owner acquired the rights of Mirant BV in and to the Master Equipment Agreement. The owner was to finance the purchase price of the power islands through advances made under a E1,100,000,000 Power Island Acquisition Facility provided by a syndicate of financial institutions. Mirant BV was engaged by the owner to act as its construction and procurement agent with respect to the power islands pursuant to the terms of a procurement agency agreement. The borrowing capacity was reduced to E550,000,000 during 2002, and the facility was repaid and terminated on February 28, 2003.

MIRANT AMERICAS ENERGY CAPITAL -- THREE YEAR CREDIT FACILITY

In March 2003, Mirant Americas Energy Capital terminated and repaid the outstanding \$50 million under its credit facility. As of December 31, 2002, the outstanding borrowings were \$100 million at an

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS -- (CONTINUED)

interest rate of 3.84%. Under the terms of the credit facility, the facility was initially unsecured with a covenant by Mirant Americas Energy Capital to secure the obligations thereunder by transferring the borrowing base assets to a special purpose vehicle and granting security interests in such assets upon the occurrence of certain events, including ratings downgrades by Moody's and a specified increase in the yield on Mirant Americas Generation's publicly traded debt. As a result of the Moody's downgrade, the yields on Mirant Americas Generation's publicly traded debt increased and triggered the obligation of Mirant Americas Energy Capital to secure the obligations thereunder. In March 2002, Mirant Americas Energy Capital transferred the borrowing base assets to the special purpose vehicle and granted security interests in such assets. The special purpose vehicle was consolidated with Mirant Corporation.

MIRANT AMERICAS GENERATION, LLC -- CREDIT FACILITIES B AND C MATURING OCTOBER 2004

Mirant Americas Generation, an indirect subsidiary of Mirant Corporation, has two credit facilities, each entered into in August 1999, a \$250 million 5-year revolving credit agreement ("Credit Facility B") for capital expenditures and general corporate purposes and a \$50 million 5-year revolving credit facility ("Credit Facility C") for working capital needs. The commitments under Credit Facility B and Credit Facility C remain available through October 2004. As of December 31, 2002, the outstanding borrowings under Credit Facility B and Credit Facility C were \$250 million and \$50 million, respectively, at an interest rate of 2.92%.

Each of the Mirant Americas Generation credit facilities is an unsecured obligation of Mirant Americas Generation. None of the credit facilities of Mirant Americas Generation are supported by guarantees or other commitments of Mirant Corporation or any of its subsidiaries.

In addition to other covenants and terms, each of Mirant Americas Generation's credit facilities include minimum debt service coverage, a maximum leverage covenant and minimum debt service coverage tests for restricted payments and incurrence of additional indebtedness. Under its credit facilities, Mirant Americas Generation is required to maintain a minimum of 1.75:1 ratio of cash available for corporate debt service to corporate interest, based on the last twelve months of available financial statements. In addition, Mirant Americas Generation is required to maintain a maximum of 0.60:1 ratio of recourse debt to recourse capital, or 0.65:1 if rated investment grade. Further, Mirant Americas Generation may not incur recourse debt unless (x) its ratio of cash available for corporate debt service to corporate interest is at least 2.75:1.00 (if not rated investment grade) or 2.25:1.00 (if rated investment grade), and (y) if on the date such incurrence (A) Moody's and S&P reaffirm an investment grade rating, or (B) if not rated investment grade, the projected ratio of cash available for corporate debt service to corporate interest shall be at least 2.75:1.00 over the life of the credit facilities. Further, Mirant Americas Generation may not (i) declare or make dividend payments or other distribution of assets, properties, cash, rights, obligations or securities; (ii) make payments with respect to affiliate subordinated debt; (iii) purchase, redeem or otherwise acquire shares of any class of capital stock, unless its ratio of cash available for corporate debt service to corporate interest was at least 2.25:1.00 (if not rated investment grade) or 2.00:1.00 (if rated investment grade).

The Mirant Americas Generation credit facilities limit the ability of its designated generating subsidiaries -- essentially the subsidiaries that hold its California, New England and New York assets -- to incur indebtedness. Under the credit facilities, the maximum debt at the designated generating subsidiaries is limited to \$200 million (if investment grade) or \$100 million (if non-investment grade). In addition, the Mirant Americas Generation credit facilities provide that, within 18 months of its receipt of the proceeds of any sale of any asset, other than "Exempt Asset Sale Proceeds", Mirant Americas Generation (a) shall invest such proceeds in assets in a similar or related line of line of business, and/or (b) shall apply such proceeds to the repayment of debt under the credit facilities. "Exempt Asset Sale Proceeds" mean (x) proceeds from the sale of assets in the ordinary course, to conform to regulation or of short-term

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS -- (CONTINUED)

marketable securities, (y) proceeds of any sale of an asset of Mirant Americas Generation at the time the credit facilities were entered into ("Existing Asset"), except proceeds from the sale of Existing Assets having a net book value equal to the amount by which (a) (I) the aggregate net book value of all Existing Assets sold after June 30, 1999, plus the principal amount of debt of the designated generating subsidiaries outstanding at the time of such sale, minus (II) the amounts reinvested or paid pursuant to the provision described above after June 30, 1999, exceeds (b) 25% of the consolidated assets of Mirant Americas Generation at June 30, 1999; and (z) proceeds of any sale of an asset of Mirant Americas Generation, except proceeds from the sale of assets having a net book value equal to the amount by which (a) (I) the aggregate net book value of assets sold after June 30, 1999, plus the principal amount of debt of the designated generating subsidiaries outstanding at the time of such sale, minus (II) the amounts reinvested or paid pursuant to the provision described above after June 30, 1999, exceeds (b) 25% of the consolidated assets of Mirant Americas Generation at the date of its most recent balance sheet.

In addition to these covenants and terms, the Credit Facility C has a clean-up provision, which requires that at least once during each twelve month period there shall not be any advances outstanding for a period of 10 consecutive days.

Each of the credit facilities of Mirant Americas Generation includes certain events of default including a cross acceleration provision pursuant to which a default would be triggered if Mirant Americas Generation failed to pay any principal, premium or interest or debt of Mirant Americas Generation in excess of \$50 million on any outstanding debt obligation, and a change of control default triggered if Mirant Americas Generation ceases to be controlled by Mirant Corporation.

MIRANT AMERICAS GENERATION, LLC -- SENIOR NOTES

Mirant Americas Generation, LLC has five series of Senior Notes: \$500 million 7.625% Senior Notes due 2006; \$300 million 7.2% Senior Notes due 2008; \$850 million 8.3% Senior Notes due 2011; \$450 million 8.5% Senior Notes due 2021; and \$400 million 9.125% Senior Notes due 2031. The Senior Notes are unsecured obligations of Mirant Americas Generation. The Senior Notes are not supported by guarantees or other commitments of Mirant Corporation or any of its subsidiaries. In addition to other events of default typically found in an indenture governing the senior notes, it is an event of default under the Senior Notes if Mirant Americas Generation fails to pay any principal, premium or interest in excess of \$50 million on any outstanding debt obligation when it becomes due and payable, and such default continues unremedied for 30 business days. In addition to other covenants, the indenture governing the Senior Notes include restrictions on incurrence of additional indebtedness by Mirant Americas Generation and limitations on the ability of Mirant Americas Generation to sell assets. Mirant Americas Generation may not incur additional senior debt unless (a) the projected senior debt service coverage ratio for the next 24 months is at least 2.5:1.0, or (b) each rating agency confirms the then existing rating on the Senior Notes after giving effect to such incurrence. In addition, under the Senior Notes asset sales by Mirant Americas Generation are limited to 10% of the consolidated net assets of Mirant Americas Generation during the most recent 12 month period, except for asset sales where the proceeds are reinvested within 18 months in related businesses, used to repay debt, or retained by Mirant Americas Generation or its subsidiaries. In addition, under the Senior Notes, Mirant Americas Generation is restricted in its ability to grant liens or encumbrance on or over its non-cash assets to secure the payment of indebtedness, subject to certain exceptions. There are no restrictions under the Senior Notes on the ability of subsidiaries of Mirant Americas Generation to incur secured or unsecured indebtedness.

MIRANT CURACAO INVESTMENTS II -- CREDIT FACILITY

In October 2002, Mirant Curacao entered into a \$20 million 5 year partial amortizing credit facility with RBTT Merchant Bank Limited, Trinidad. The loan is guaranteed by Mirant Corporation. The loan

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS -- (CONTINUED)

CAPITAL LEASES

PROJECT FINANCE INDEBTEDNESS

11. INCOME TAXES

YEARS ENDED DECEMBER 31, -----									
----- 2002 2001 2000 -----									
CURRENT PROVISION (BENEFIT): United									
States.....									\$
	(115)	\$126	\$	29					
Foreign.....									
	35	(3)	(55)	-----	----	----			
Subtotal.....									
(80)	123	(26)	-----	----	----	DEFERED (BENEFIT)			
PROVISION:.....						United			
States.....									877
				148	220				
Foreign.....									
	152	(15)	(36)	-----	----	----			
Subtotal.....									
1,029	133	184	-----	----	----	Provision for income			
taxes.....							\$	949	\$256 \$158
	=====	=====	=====						

MIRANT CORPORATION AND SUBSIDIARIES

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS -- (CONTINUED)

A reconciliation of the Company's federal statutory income tax rate to the effective income tax rate for continuing operations for the years ended December 31, 2002, 2001 and 2000 is as follows:

2002	2001	2000	-----	-----	United
States federal statutory income tax rate.....	35%				
35% 35% State and local income tax (benefit), net of federal income					
taxes.....	2	5	5		
Equity in income of					
affiliates.....	--	(3)	6	Foreign	
earnings and dividends taxed at different					
rates.....					
(3) 2 (6) Deferral of foreign					
earnings.....	(29)	(10)	(13)		
Tax					
credits.....					
-- (1) (3) Change in deferred tax asset valuation					
allowance.....	(76)	--	--	Other differences,	
net.....	(1)	5	5	---	---
-- Effective income tax					
rate.....	(72)%	33%	29%	===	
=====					

The tax effects of temporary differences between the carrying amounts of assets and liabilities in the consolidated financial statements and their respective tax bases which give rise to deferred tax assets and liabilities are as follows (in millions):

YEARS ENDED DECEMBER 31, -----	2002	2001	---
----- DEFERRED TAX ASSETS: Obligations under energy delivery and purchase			
commitments.....	\$ 357	\$ 599	Employee
benefits.....	121	112	
Reserves.....			
381 132 Accumulated other comprehensive			
income.....	57	130	Operating loss
carryforwards.....	689	152	
Unrealized foreign exchange			
losses.....	90	90	Property and
intangible assets.....	197	172	
Impairment			
charges.....	156	--	
Deferred			
cost.....	144	9	
Energy marketing and risk management			
contracts.....	--	139	
Other.....			
33 91 -----			
Subtotal.....			
2,225 1,626 Valuation			
allowance.....	(1,264)		
(176) ----- Total deferred tax			
assets.....	\$ 961	\$1,450	-----
- ----- DEFERRED TAX LIABILITIES: Property and intangible			
assets.....	(205)	(323)	Energy
marketing and risk management contracts.....	(245)		
-- Tax accrued on foreign			
earnings.....	(468)	(86)	
Other.....			
(23) (16) -----			
Total.....			
(941) (425) ----- Net deferred tax			
assets.....	\$ 20	\$1,025	
=====			

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS -- (CONTINUED)

SFAS No. 109, "Accounting for Income Taxes," requires that a valuation allowance be established when it is more likely than not that all or a portion of a deferred tax asset will not be realized. The ultimate realization of deferred tax assets is dependent upon the generation of future taxable income during the periods in which those temporary differences are deductible. In making this determination, management considers all available positive and negative evidence affecting specific deferred tax assets, including the Company's past and anticipated future performance, the reversal of deferred tax liabilities, and the implementation of tax planning strategies.

Objective positive evidence is necessary to support a conclusion that a valuation allowance is not needed for all or a portion deferred tax assets when significant negative evidence exists. Cumulative losses in recent years are the most compelling form of negative evidence considered by management in this determination. In 2002, the Company recognized a valuation allowance of \$1,088 million primarily related to its United States deferred tax assets.

At December 31, 2002, the Company has net operating loss carryforwards for United States federal income tax purposes of approximately \$1.0 billion which are available to offset future federal taxable income through 2022. In addition, the Company has various foreign and state net operating loss carryforwards with varying expiration dates which are available to offset future taxable income in those jurisdictions.

As of December 31, 2002, Mirant recognized additional deferred tax expense of \$468 million with respect to the unremitted earnings of all of its foreign subsidiaries as a result of changes to its plan for reinvestment of those earnings. Previously, Mirant had recognized deferred tax liabilities with respect to the undistributed earnings of only a portion of the earnings of certain foreign subsidiaries.

Mirant had been included in the consolidated federal income tax return with Southern for the period from January 1, 2001 through April 2, 2001. Under its income tax sharing agreement with Southern, Mirant's current and deferred taxes were computed on a stand-alone basis, and tax payments and refunds were allocated to Mirant based on this computation. Under this tax sharing arrangement, in 2002 Mirant was reimbursed for its United States federal consolidated tax losses of \$282 million for the period ended April 2, 2001. In 2002, Mirant filed a consolidated federal income tax return with its subsidiaries for the period from April 3, 2001 through December 31, 2001.

12. EMPLOYEE BENEFIT PLANS

Mirant offers pension benefits to its domestic nonunion and union employees through various pension plans. These benefits are based on pay, service history and age at retirement. Pension benefits are not provided for nonunion employees hired after April 1, 2000 who participate in a profit sharing arrangement. Most pension benefits are provided through tax-qualified plans that are funded in accordance with Employee Retirement Income Security Act of 1974 ("ERISA") and IRS requirements. Plan assets are primarily invested in equity and debt securities. Certain executive pension benefits that cannot be provided by the tax-qualified plans are provided through unfunded non-tax-qualified plans. All pension plans are accounted for pursuant to SFAS No. 87, "Accounting for Pensions." The measurement date for the domestic benefit plans is September 30 for each year presented.

During 2002, Mirant accounted for the following events pursuant to SFAS No. 88, "Accounting for Settlements and Curtailments of Defined Benefit Pension Plans and for Termination Benefits."

- Mirant reduced its domestic workforce through various reduction-in-force initiatives. This reduction in the number of employees earning pension benefits was recognized as a pension plan curtailment.

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS -- (CONTINUED)

- Under the reduction-in-force initiatives, terminated employees who became eligible for retirement during the calendar year were allowed to retain their eligibility for future early retirement benefits. This pension benefit enhancement was recognized as a special termination benefit.
- Mirant also divested the subsidiary Mirant State Line Ventures, Inc. The resulting reduction in the number of employees earning pension benefits was recognized as a pension plan curtailment. Mirant retained all benefit obligations for pensions earned by these employees through the divestiture date.

During 2002 and 2003, Mirant purchased about \$17 million of individual annuity contracts for certain employees who were eligible for non-tax-qualified plans and met age, years of service and benefit requirements. These annuities were designed to provide a comparable level of retirement security for all of our United States-based employees. The annuity contracts will offset amounts otherwise payable by the Company for benefits under existing non-tax-qualified plans and are not intended to increase the total benefits payable. Pursuant to SFAS No. 88, Mirant will account for this event as a partial settlement of the non-tax-qualified pension obligation in 2003 since this action occurred after the 2002 measurement date for the benefit plans. It is estimated that the annuity purchases will reduce the overall projected benefit obligation for the non-tax-qualified pension plans by approximately \$8 million and will result in a settlement charge under SFAS No. 88 of approximately \$9 million in 2003.

Grand Bahama Power participates in defined benefit, trustee, contributory pension plans for all nonunion and union employees. Plan benefits are based on the employees' years of service, age at retirement, and average compensation for the highest five years out of the ten years immediately preceding retirement. Plan assets are primarily invested in equity and debt securities. The measurement date for Grand Bahama Power is December 31 for each year presented.

JPSCo participates in a defined benefit, trustee, contributory pension plan covering all categories of permanent employees. Benefits earned are based on years of service, age at retirement, and the highest average annual salary during any consecutive three-year period. The measurement date for JPSCo is December 31 for each year presented.

The rates assumed in the actuarial calculations for the pension plans of Mirant as of their respective measurement dates were as follows:

GRAND DOMESTIC JPSCO BAHAMAS -----					

2002	2001	2002	2001	2002	2001

Discount					
rate.....					
6.75%	7.50%	9.00%	9.00%	7.00%	
6.25% Rate of compensation					
increase.....					
7.00	7.00	5.00	4.75	Expected	
return on plan					
assets.....					
10.00	10.00	7.25	8.00		

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS -- (CONTINUED)

DOMESTIC	DOMESTIC	TAX-	NON-TAX-
QUALIFIED	QUALIFIED	INTERNATIONAL	
TOTAL			
		2002	2001
2002	2001	2002	2001

- CHANGE IN BENEFIT OBLIGATION:			
Benefit obligation, beginning of year.....			
\$ 135	\$129	\$ 8	\$ 9
	\$46	\$ 2	\$189
	\$140		
Service			
cost.....			9 8 --
-- 3 2 12 10 Interest			
cost.....			10 8 1
1 4 3 15 12 Benefits			
paid.....			(2) (1)
-- (1)	(1)	(3)	(2)
Actuarial loss			
(gain).....		8	(13) 2 --
-- (1)	10	(14)	Special termination
benefits.....		2 2 --	-- -- 2
2			
Amendments.....			
1 5 -- (1) 5 -- 6 4			
Acquisitions.....			
-- -- -- -- 41 -- 41 Plan			
curtailment.....			(4)
(1) -- (1)	--	-- (4)	(2)
Impact of			
foreign exchange rates..... -- -- --			
-- (3)	--	(3)	-- Net liability
transferred from			
Southern.....			
-- (2)	--	--	-- (2) -----
----- Benefit			
obligation, end of year....		\$ 159	
\$135	\$ 11	\$ 8	\$54
	\$46	\$224	\$189
=====			
==== CHANGES IN PLAN ASSETS: Fair			
value of plan assets, beginning of			
year.....			\$
50	\$ 53	\$ --	\$-- \$66
	\$ 3	\$116	\$ 56
Return on plan			
assets.....		(7)	(3) -- --
10	5	3	2
Net assets transferred to			
Southern...		(3)	-- -- --
(3)	Impact of foreign exchange		
rates.....	--	--	-- (6) -- (6) --
Acquisitions.....			
-- -- -- --	56	--	56 Employee
contributions.....			-- --
- -- 2 2 2 Employer			
contributions.....		13	4 --
-- 2	1	15	5 Benefits
paid.....			(2) (1)
-- (1)	(1)	(3)	(2) -----
----- Fair value			
of plan assets, end of			
year.....			\$
54	\$ 50	\$ --	\$-- \$73
	\$66	\$127	\$116
=====			
==== FUNDED STATUS: Funded status at			
end of year.....			
		\$(105)	\$(85)
	\$(11)	\$(8)	\$19
	\$20	\$(97)	\$(73)
Unrecognized prior service			
cost.....		5 5 --	4 -- 9 5
Unrecognized net loss			
(gain).....		2	(19) 3 1 (4) (4) 1
(22)	-----		
- ---- Net amount			
recognized.....		(98)	(99)
(8)	(7)	19	16 (87) (90)
Additional			
minimum liability reflected in			
accumulated other comprehensive			
income.....		--	-- (2) --
-- (2)	-----		
----- Total liability			
recognized.....		(98)	(99) (10)
(7)	19	16 (89)	(90)
Fourth quarter			
funding.....		2	1 12 --
-- 14	1	-----	
----- Total asset (liability)			
recognized in the consolidated			
balance sheets....		\$ (96)	\$(98) \$ 2
\$ (7)	\$19	\$16	\$(75) \$(89)
=====			
==== Plan			
assets in excess or (less than)			
Accumulated benefit			
obligation.....		\$ (53)	\$(26) \$(10)
	\$ (7)	\$--	\$ 1 \$(63) \$(32)

MIRANT CORPORATION AND SUBSIDIARIES

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS -- (CONTINUED)

The components of Mirant's net periodic pension plans' cost during the years ended December 31 are shown below (in millions).

2002	2001	2000	----	----	----	Service
cost.....						\$
	12	\$10	\$	6	Interest	
cost.....						15
	12	4	Expected	return	on plan	
assets.....				(11)	(9)	(4)
						Curtailment loss
(gain).....				(4)	2	1
						Settlement loss
(gain).....				--	(2)	--
						Members total
contributions.....				(2)	(2)	
				--		Special termination
benefits.....				2	2	-- Net
amortization.....						
	1	1	--	----	---	Net periodic pension
cost.....				\$	13	\$14 \$ 7
====	===	===	Other	comprehensive	expense	related to
						additional minimum pension
liability.....						\$ 2
	\$--	\$--	====	===	===	

OTHER POSTRETIREMENT BENEFITS

Mirant also provides certain medical care and life insurance benefits for eligible domestic retired employees.

Under SFAS No. 106, "Employers' Accounting for Postretirement Benefits Other Than Pensions," postretirement medical care and life insurance benefits for employees are accounted for on an accrual basis using an actuarial method, which recognizes the net periodic cost as employees render service to earn the postretirement benefits.

In measuring the accumulated postretirement benefit obligation, the weighted average medical care cost trend rate for pre-age 65 participants and post-age 65 participants was assumed to be 9.3% and 12.6%, respectively, for 2002, decreasing gradually to 5.50% and 5.50%, respectively, through the year 2008 and remaining at that level thereafter. An annual increase or decrease in the assumed medical care cost trend rate of 1% would correspondingly increase or decrease the accumulated benefit obligation at September 30, 2002 by \$9 million and \$8 million, respectively.

Other weighted average rates assumed in the actuarial calculations for the other postretirement benefits of Mirant's domestic employees as of their respective measurement dates were as follows:

2002	2001	-----	-----	Discount
rate.....				6.75%
				7.5% Rate of compensation
increase.....				3.75 4.5 CHANGE
IN BENEFIT OBLIGATION: Benefit obligation, beginning of				
year.....				\$ 78 \$ 60 Service
cost.....				3 3
				Interest
cost.....				6 4
				Actuarial
gain.....				13 7
Amendments.....				
				(1) 6
Settlements.....				
				(2) (2)

MIRANT CORPORATION AND SUBSIDIARIES

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS -- (CONTINUED)

	2002	2001	-----	-----	Plan
curtailment.....					
			1	--	Net benefits
paid.....					(1) --
			-----	-----	Benefit obligation, end of
year.....			\$ 97	\$ 78	=====
			=====		FUNDED STATUS: Funded status at end of
year.....			\$ (97)	\$ (78)	
					Unrecognized net
loss.....				20	8
					Unrecognized past service
cost.....			4	6	-----
					Net
					amount
recognized.....					\$
			(73)	\$ (64)	=====

The domestic postretirement benefits were unfunded at December 31, 2002 and 2001. The components of the net expense for Mirant's postretirement benefit plans' during the years ended December 31 are shown below (in millions).

	2002	2001	2000	----	----	----	Service
cost.....							\$
			3	\$3	\$1		Interest
cost.....						6	4
			2				Curtailment loss
(gain).....				2	--	--	
							Settlement
loss(gain).....						(1)	1
						--	Net
amortization.....							
			1	--	--	--	Net postretirement benefit
expense.....			\$11	\$8	\$3	===	== ==

JPSCo provides certain medical care and life insurance benefits for its eligible retired employees. At December 31, 2002 the accumulated postretirement benefit obligation was \$6 million based on a discount rate of 9.0%, rate of compensation increase of 7.0% and rate of increase of health care costs of 7.0%.

An annual increase or decrease in the assumed rate of increase of health care costs of 1% would correspondingly increase or decrease the accumulated benefit obligation for JPSCo at December 31, 2002 by \$1 million and \$1 million, respectively.

The postretirement benefits provided by JPSCo were unfunded at December 31, 2002.

Grand Bahama Power does not provide postretirement benefits other than pensions for its employees.

STOCK-BASED COMPENSATION

Pursuant to SFAS No. 123, Mirant has elected to account for its stock-based compensation plan under APB Opinion No. 25, "Accounting for Stock Issued to Employees" and adopt the disclosure-only provisions of SFAS No. 123. Accounting for cash-settled awards under SFAS No. 123 is consistent with the accounting for such awards under APB Opinion No. 25.

MIRANT CORPORATION STOCK-BASED COMPENSATION

Stock option grants have been made from Mirant's Omnibus Incentive Compensation Plan. Options are granted with a 10-year term. Generally, options vest equally on each of the first, second and third anniversaries of the grant date. Options are nontransferable, except upon the death of the option holder. The exercise price of Mirant options granted is equal to the stock price on the date of grant.

MIRANT CORPORATION AND SUBSIDIARIES

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS -- (CONTINUED)

A summary of options granted, exercised and forfeited is as follows:

WEIGHTED AVERAGE MIRANT EXERCISE OPTIONS PRICE -----	
----- Outstanding at December 31,	
1999..... --	
Granted.....	8,633,755 \$17.89
Exercised.....	(633) 15.42
Forfeited.....	
(74,466) 20.78 ----- Outstanding at December 31,	
2000.....	8,558,656 17.87
Granted(1).....	8,461,647 25.16
Exercised.....	(1,090,925) 14.72
Forfeited.....	
(637,844) 22.70 ----- Outstanding at December 31,	
2001.....	15,291,534 21.93
Granted.....	7,838,845 9.08
Exercised.....	(42,731) 3.35
Forfeited.....	
(2,453,652) 16.95 ----- Outstanding at December 31,	
2002.....	20,633,996 17.68
===== Options exercisable at December 31,	
2002.....	8,470,898 20.58 =====

- -----

(1) The 2001 grants include 2,177,258 options that were granted to replace 2,028,533 Southern stock options as discussed below.

The following table provides information with respect to stock options outstanding at December 31, 2002:

OPTIONS OUTSTANDING OPTIONS	
EXERCISABLE -----	

----- WEIGHTED WEIGHTED	
AVERAGE WEIGHTED AVERAGE	
REMAINING AVERAGE NUMBER OF	
EXERCISE CONTRACTUAL NUMBER OF	
EXERCISE RANGE OF EXERCISE	
PRICES OPTIONS PRICE LIFE	
OPTIONS PRICE - -----	

----- \$	
2.13 -- \$ 7.86.....	
224,954 \$3.47 5.0 163,979 \$3.47	
\$ 7.87 --	
\$19.65.....	
10,500,293 11.74 6.7 2,905,211	
15.85 \$19.66 --	
\$27.51.....	
9,541,907 23.92 5.8 5,272,405	
23.39 \$27.52 --	
\$39.30..... 366,842	
33.90 7.9 129,303 33.76 -----	
--- -----	
Total.....	
20,633,996 17.68 6.2 8,470,898	
20.58 =====	

MIRANT CORPORATION AND SUBSIDIARIES

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS -- (CONTINUED)

The weighted average fair value at date of grant for options granted during 2002, 2001 and 2000 was \$5.80, \$10.06 and \$7.94, respectively, and was estimated using the Black-Scholes option valuation model with the following weighted average assumptions:

2002	2001	2000	-----	-----	-----	Expected life
in years.....						5 5 5
Interest						
rate.....						4.34%
						5.03% 6.66%
Volatility.....						
						75.00% 49.50% 40.00%
Dividend						yield.....
						-- -- -
						-

MIRANT CORPORATION PHANTOM STOCK AND RESTRICTED STOCK

During 2002 and 2001, respectively, Mirant made awards of 1,244,185 and 235,893 shares of phantom stock and restricted stock to certain employees and officers. The vesting for the phantom stock awards is based on stock price appreciation, and the outstanding units as of December 31, 2002 have hurdle prices ranging from \$14.53 to \$51.20. The vesting for 300,000 shares of Mirant restricted stock is based on time and will vest between October 2004 and October 2006. Compensation expense recognized during 2002, 2001 and 2000 was approximately \$5 million, \$15 million and \$2 million, respectively. A summary of phantom stock and restricted stock is as follows:

UNITS -----	MIRANT	MIRANT	RESTRICTED
PHANTOM STOCK	STOCK	-----	Outstanding
at December 31, 1999.....	--	--	
Granted.....	304,925	--	
Exercised/vested.....	(60,984)	--	
Forfeited.....	(12,122)	--	Outstanding at December 31,
2000.....	231,819	--	
Granted.....	235,893	--	
Exercised/Vested.....	(373,350)	--	
Forfeited.....	--	--	Outstanding at December 31,
2001.....	94,362	--	
Granted.....	944,185	300,000	
Exercised/Vested.....	(377,674)	--	
Forfeited.....	(129,413)	--	Outstanding at December 31,
2002.....	531,460	300,000	=====
=====			

SOUTHERN STOCK-BASED COMPENSATION

Stock option grants to purchase Southern common stock were previously made from Southern's performance stock plan. These grants vested equally on each of the first, second and third anniversaries of the grant date, and fully vested upon termination resulting from death, total disability or retirement. The exercise price was determined based on the average of the high and low fair market value of Southern's common stock on the date granted. All of the outstanding Southern stock options were converted to Mirant stock options on April 2, 2001.

MIRANT CORPORATION AND SUBSIDIARIES

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS -- (CONTINUED)

The following table provides information with respect to Southern options:

WEIGHTED AVERAGE SOUTHERN EXERCISE OPTIONS PRICE -----		
-- ----- Outstanding at December 31,		
1999.....	1,284,592	\$24.81
Granted.....	1,247,663	23.25
Exercised.....	(61,126)	21.68
Forfeited.....	(64,630)	23.66
Transfers of employees between Southern and Mirant, net... (22,291) 24.09 ----- Outstanding at December 31, 2000.....		
Granted.....	2,384,208	24.09
Exercised.....	5,039	30.23
Forfeited.....	(346,126)	23.74
options.....	(14,588)	23.25
Converted to Mirant options..... (2,028,533) 24.17 ----- Outstanding at April 2, 2001..... -- =====		

The weighted average fair values at date of grant for Southern stock options granted during 2001 and 2000 were \$4.37 and \$3.36, respectively, and were estimated using the Black-Scholes option valuation model with the following weighted-average assumptions:

2001 2000 -----	Expected life in years.....	4.0 4.0
Interest rate.....	5.03%	
	6.66%	
Volatility.....	25.40% 20.94%	Dividend yield.....
	7.02%	5.80%

EMPLOYEE STOCK PURCHASE PLAN

Under the 2000 Employee Stock Purchase Plan (the "ESPP"), the Company is authorized to issue up to 4,000,000 shares of common stock to its full-time employees, nearly all of whom are eligible to participate. Under the terms of the ESPP, which was adopted in September 2000, a new purchase cycle starts on May 1 and November 1 of each year and employees of the Company can elect to have up to \$10,625 of base and bonus amounts withheld to purchase the Company's common stock during a purchase cycle. The purchase price of the stock is 85% of the lower of its beginning-of-the-cycle or end-of-cycle market price. Under the ESPP, the Company sold 985,421 and 913,426 shares to employees in 2002 and 2001, respectively. Compensation cost is recognized for the fair value of the employees' purchase rights, which was estimated using the Black-Scholes model with the following weighted average assumptions for 2002, 2001 and 2000, respectively: dividend yield of 0% for all years; an expected life of 0.5 years for all plan cycles; expected volatility of 136%, 106% and 40%; and risk-free interest rates of 1.474%, 2.800% and 6.295%. The weighted-average fair value of the purchase rights granted in 2002, 2001 and 2000 was \$2.75, \$29.18 and \$18.70, respectively.

EMPLOYEE SAVINGS PLAN

The Company maintains an Employee Savings Plan ("ESP") with a profit sharing arrangement ("PSA") whereby employees may contribute a portion of their base compensation to the ESP, subject to limits under the Internal Revenue Code. The Company provides a matching contribution each payroll

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS -- (CONTINUED)

period equal to 75% of the employee's contributions up to 6% of the employee's pay for that period (match levels vary by bargaining unit). Under the PSA, the Company contributes a quarterly fixed contribution of 3% of eligible pay and may make an annual discretionary contribution for those employees not accruing a benefit under the defined benefit pension plan. Expenses recognized for matching and profit sharing contributions were as follows (in millions):

ESP PSA --- ---	
2002.....	\$8 \$ 8
2001.....	7 2
2000.....	6 --

13. COMPANY OBLIGATED MANDATORILY REDEEMABLE SECURITIES OF A SUBSIDIARY HOLDING SOLELY PARENT COMPANY SUBORDINATED DEBENTURES

In October 2000, Mirant Trust I sold 6.9 million shares of 6.25% convertible trust preferred securities at \$50.00 per share, for total proceeds of \$345 million. The net proceeds from the offering, after deducting underwriting discounts and commissions payable by Mirant, were \$334 million. Mirant issued debentures to the trust with a principal amount equal to the principal amount of the preferred securities.

The subordinated debentures are unsecured and exclusive obligations of Mirant Corporation. The subordinated debentures are not supported by guarantees or other commitments of subsidiaries of Mirant Corporation. Mirant Corporation has guaranteed the payment obligations of Mirant Trust I on the preferred securities but only to the extent the Mirant Trust I has sufficient funds to make such payments. Mirant Corporation can defer interest payments on the subordinated debentures for up to 20 consecutive quarterly periods (but not beyond October 1, 2030) unless an event of default on the subordinated debentures has occurred and is continuing. If Mirant Corporation defers interest payments on the subordinated debentures, Mirant Trust I will defer distribution payments on the preferred securities. During a deferral period, distributions continue to accumulate on the preferred securities. Additional cash distributions accumulate on any deferred distributions and compound interest accrues on any deferred interest payments on the subordinated debentures. While interest payments on the subordinated debentures are deferred, Mirant Corporation generally is not permitted to pay cash dividends on its common stock or pay debt that is pari passu with or junior to the subordinated debentures.

The preferred securities are reported as company obligated mandatorily redeemable securities of a subsidiary holding solely parent company subordinated debentures in the accompanying consolidated balance sheets. Cash distributions on the preferred securities are payable quarterly in arrears at an annual rate of 6.25% of the \$50,000 liquidation preference per share. These distributions are reported as a component of "Minority Interest" in the accompanying consolidated statements of operations.

Holders of preferred securities have the right to convert the preferred securities into shares of the Company's common stock at any time prior to October 1, 2030. The preferred securities are convertible into Mirant's common stock at an initial conversion rate of 1.8182 shares of common stock for each preferred security. This conversion rate is equivalent to the conversion price of \$27.50 per share of its common stock. The initial conversion rate may be subject to adjustment. Upon conversion of a preferred security, a corresponding debenture held by the trust will be canceled.

Mirant may redeem all or some of the preferred securities at any time on or after October 1, 2003 by redeeming the subordinated debentures at the applicable redemption price, plus any accrued and unpaid distributions; provided that Mirant may only redeem the subordinated debentures if the closing price of its common stock exceeds 125% of the conversion price for a specified period of time before the notice of redemption is given.

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS -- (CONTINUED)

14. STOCKHOLDERS' EQUITY

COMMON STOCK

In December 2001, Mirant completed a public offering of 60 million shares of its common stock for a price of \$13.70 per share. The net proceeds from the offering, after deducting underwriting discounts and commissions payable by Mirant, were \$759 million.

In September 2001, Mirant's Board of Directors approved the repurchase of up to 10 million shares of its common stock. The authorization was effective for a period of 30 days. Pursuant to the authorization, 100,000 shares of its common stock were purchased for approximately \$2 million in the open market.

During 2000, Mirant completed an initial public offering of 66.7 million shares of its common stock for a price of \$22.00 per share. The net proceeds from the offering, after deducting underwriting discounts and commissions payable by Mirant, were \$1.38 billion.

COMPREHENSIVE INCOME (LOSS)

Comprehensive income (loss) includes unrealized gains and losses on certain derivatives that qualify as cash flow hedges and hedges of net investments, the translation effects of foreign net investments and adjustments for additional minimum pension liabilities and share of other comprehensive income or loss of affiliates. Components of accumulated other comprehensive loss consisted of the following (in millions):

BALANCE, DECEMBER 31, 1999.....	\$ (95)
Other comprehensive income (loss) for the period:	
Cumulative translation adjustment (as restated).....	(21)

Other comprehensive loss (as restated).....	(21)

BALANCE, DECEMBER 31, 2000, AS RESTATED.....	(116)
Other comprehensive income (loss) for the period:	
Transitional adjustment from adoption of SFAS No. 133, net	
of tax effect of \$259 (as restated).....	(363)
Net change in fair value of derivative financial	
instruments, net of tax effect of \$31 (as restated)....	(49)
Reclassification to earnings, net of tax effect of \$(209)	
(as restated).....	305
Cumulative translation adjustment (as restated).....	(6)
Share of other comprehensive income of affiliates (as	
restated).....	7

Other comprehensive loss (as restated).....	(106)

BALANCE, DECEMBER 31, 2001, AS RESTATED.....	(222)
Other comprehensive income (loss) for the period:	
Net change in fair value of derivative hedging	
instruments, net of tax effect of \$4.....	(16)
Reclassification of derivative net gains to earnings, net	
of tax effect of \$(22).....	41
Cumulative translation adjustment.....	109
Minimum pension liability adjustment.....	(2)
Share of other comprehensive income of affiliates.....	(12)

Other comprehensive income.....	120

BALANCE, DECEMBER 31, 2002.....	\$ (102)
	=====

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS -- (CONTINUED)

The \$102 million balance of accumulated other comprehensive loss as of December 31, 2002 includes the impact of a \$3 million loss related to interest rate hedges, a \$66 million loss related to deferred interest rate swap hedging losses, \$24 million of foreign currency translation losses, \$7 million representing Mirant's share of accumulated other comprehensive losses of unconsolidated affiliates and \$2 million of minimum pension liability.

Mirant estimates that \$9 million of after-tax losses relating to interest rate hedges included in OCI as of December 31, 2002 will be reclassified into earnings or otherwise settled within the next twelve months as certain transactions relating to interest payments are realized.

Mirant was exposed to currency risks associated with its investment in CEMIG in Brazil. These risks were not hedged due to the high cost and the uncertain effectiveness of implementing such a hedge. In December 2002, the Company sold its investment in CEMIG (See Note 7). As a result, currency translation losses of approximately \$84 million previously included in OCI were recognized in the 2002 statement of operations.

15. LITIGATION AND OTHER CONTINGENCIES

The Company is involved in a number of significant legal proceedings. In certain cases, plaintiffs seek to recover large and sometimes unspecified damages, and some matters may be unresolved for several years. The Company cannot currently determine the outcome of the proceedings described below or the ultimate amount of potential losses. Pursuant to SFAS No. 5, "Accounting for Contingencies," management provides for estimated losses to the extent information becomes available indicating that losses are probable and that the amounts are reasonably estimable. Additional losses could have a material adverse effect on the Company's consolidated financial position, results of operations or cash flows.

CALIFORNIA AND WESTERN POWER MARKETS

The Company is subject to litigation related to its activities in California and the western power markets and the high prices for wholesale electricity experienced in the western markets during 2000 and 2001. Various lawsuits and complaints have been filed by the California attorney general, the California Public Utility Commission ("CPUC"), the California Electricity Oversight Board ("EOB") and various states' rate payers in state and federal courts and with the Federal Energy Regulatory Commission (the "FERC"). Most of the plaintiffs in the rate payer suits seek to represent a state-wide class of retail rate payers. In addition, civil and criminal investigations have been initiated by the Department of Justice, the General Accounting Office, the FERC and various states' attorneys general. These matters involve claims that the Company engaged in unlawful business practices and generally seek unspecified amounts of restitution and penalties, although the damages alleged to have been incurred in some of the suits are in the billions of dollars. One of the suits brought by the California Attorney General seeks an order requiring the Company to divest its California plants.

In addition, the Company is subject to the proceedings described below in California Receivables, Potential FERC Show Cause Proceedings Arising Out of Its Investigation of Western Power Markets, and DWR Power Purchases, relating to its operations in California and the western power markets. The Company has reserved approximately \$295 million for losses related to the Company's operations in California and the western power markets during 2000 and 2001. Resolution of these matters is subject to resolution of the ongoing litigation for the matters pending in courts and for those matters pending at the FERC to the issuance of final decisions by the FERC.

California Receivables: In 2001, Southern California Edison ("SCE") and Pacific Gas and Electric ("PG&E") suspended payments to the California Power Exchange Corporation ("PX") and CAISO for certain power purchases, including purchases from Mirant. Both the PX and PG&E filed for bankruptcy

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS -- (CONTINUED)

protection in 2001. As of December 31, 2002, the Company has outstanding receivables for power sales made in California totaling \$352 million. The Company does not expect any payments to be received for these sales until the FERC issues final rulings regarding the related matters discussed in the next paragraph.

In July 2001, the FERC issued an order requiring hearings to determine the amount of any refunds and amounts owed for sales made to the CAISO or the PX from October 2, 2000 through June 20, 2001. Various parties have appealed these FERC orders to the United States Court of Appeals for the Ninth Circuit seeking review of a number of issues, including changing the potential refund date to include periods prior to October 2, 2000 and expanding the sales of electricity subject to potential refund to include sales made to the DWR. On December 12, 2002, an administrative law judge ("ALJ") determined the preliminary amounts currently owed to each supplier in the proceeding. The ALJ determined that the CAISO and the PX owed Mirant approximately \$122 million, which is net of refunds owed by Mirant to the CAISO and the PX. The ALJ decision indicated that these amounts do not reflect the final mitigated market clearing prices, interest that would be applied under the FERC's regulations, offsets for emission costs or the effect of certain findings made by the ALJ in the initial decision. A December 2002 errata issued by the ALJ to his initial decision indicated that the amounts identified by the initial decision as being owed to Mirant and other sellers by the PX failed to reflect an adjustment for January 2001 that the ALJ concluded elsewhere in his initial decision should be applied. If that adjustment is applied, the amount owed Mirant by the PX, and the net amount owed Mirant by the CAISO and the PX after taking into account the proposed refunds, would increase by approximately \$37 million.

On March 3, 2003, the California Attorney General, the EOB, the CPUC, PG&E and SCE (the "California Parties") filed submittals with the FERC in the California refund proceeding alleging that owners of generating facilities in California and energy marketers, including Mirant entities, had engaged in extensive manipulation of the California wholesale electricity market during 2000 and 2001. The California Parties argued that the FERC should expand the transactions subject to the refund proceeding to include short-term and long-term bilateral transactions entered into by the DWR that were not conducted through the CAISO and PX and should begin the refund period as of January 1, 2000 rather than October 2, 2000. Expansion of the scope of the transactions subject to refund in the manner sought by the California Parties could materially affect the amount of any refunds that Mirant might be determined to owe, and any such additional refunds could negatively impact the Company's consolidated financial position, results of operations or cash flows. On March 20, 2003, the Company filed reply comments denying that it had engaged in any conduct that violated the Federal Power Act or any tariff provision applicable to its transactions in California. The Company stated that the purported evidence presented by the California Parties did not support the allegations that it had engaged in market manipulation, had violated the Federal Power Act or had not complied with any applicable tariff or order of the FERC.

On March 26, 2003, the FERC largely adopted the findings of the ALJ made in his December 12, 2002 order with the exception that the FERC concluded the price of gas used in calculating the mitigated market prices used to determine refunds should not be based on published price indices. Instead, the FERC ruled that the price of gas should be based upon the price at the producing area plus transportation costs. This adjustment by the FERC to the refund methodology is expected to increase the refunds owed by Mirant and therefore to reduce the net amount that would remain owed to Mirant from the CAISO and PX after taking into account any refunds. Based solely on the staff's formula, the amount of the reduction could be as much as approximately \$110 million, which would reduce the net amount owed to Mirant by the CAISO and PX to approximately \$49 million. The FERC will allow any generator that can demonstrate it actually paid a higher price for gas to recover the differential between that higher price and the proxy price for gas adopted by the FERC. Mirant intends to demonstrate to the FERC that its actual

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS -- (CONTINUED)

cost of gas used to make spot sales of electricity was higher than the amounts calculated under the staff's formula, which, if accepted, would decrease significantly the \$110 million and increase the resulting net amount owed to Mirant, although the amount of such potential decrease and the resulting net amount owed to Mirant cannot at this time be determined. In its March 26, 2003 order, the FERC also ruled that any future findings of market manipulation resulting from its ongoing review of conduct in the California market in 2000 and 2001 discussed below in Potential FERC Show Cause Proceedings Arising Out of Its Investigation of Western Power Markets would not result in a resetting of the refund effective date or the mitigated market prices developed for the refund period. Instead, the remedy for any such market manipulation that is found to have occurred will be disgorgement of profits and other appropriate remedies and such remedies could apply to conduct both prior to and during the refund period. Various parties, including the California parties, have filed motions with the FERC seeking rehearing of the FERC's March 26, 2002 order. The amount owed to Mirant from either the CAISO or the PX, the amount of any refund that Mirant might be determined to owe to the CAISO or the PX, and whether Mirant may have any refund obligation to the DWR may be affected materially by the ultimate resolution of the issues described above related to which gas indices should be used in calculating the mitigated market clearing prices, allegations of market manipulation, whether the refund period should include periods prior to October 2, 2000, and whether the sales of electricity potentially subject to refund should include sales made to the DWR.

Potential FERC Show Cause Proceedings Arising Out of Its Investigation of Western Power Markets: On March 26, 2003, the FERC stated at its meeting that it would consider issuing show cause orders to those entities that a FERC Staff report issued on March 26, 2003 indicated may have engaged in one or more of the trading strategies of the type portrayed in the Enron memos released by the FERC in May 2002, which would include Mirant. The show cause order, if issued, could require Mirant to demonstrate why it should not have to disgorge any profits obtained from such practices in the California market from January 1, 2000 through June 20, 2001. The FERC further stated that it would consider issuing additional show cause orders to those entities, including Mirant, that the staff report identified as having bid generation resources to the PX and CAISO at prices unrelated to costs. That show cause order, if issued, could require Mirant to demonstrate why its bidding behavior in the PX and CAISO markets from May 1, 2000 through October 1, 2000 did not constitute a violation of the CAISO and PX tariffs and why it should not be required to disgorge any profits resulting from such bidding practices. If Mirant is found by the FERC to have engaged in any market manipulation or to have otherwise violated the PX or CAISO tariffs, the amount of any disgorgement of profits required or other remedy imposed by the FERC could negatively impact the Company's consolidated financial position, results of operations or cash flows.

DWR Power Purchases: On May 22, 2001, Mirant entered into a 19-month agreement with the DWR to provide the State of California with approximately 500 MW of electricity during peak hours through December 31, 2002. On February 25, 2002, the CPUC and the EOB filed separate complaints at the FERC against Mirant and other sellers of energy under long-term agreements with the DWR, alleging that the terms of these contracts are unjust and unreasonable and that the contracts should be abrogated or the prices under the contracts should be reduced. The complaints allege that the prices the DWR was forced to pay pursuant to these long-term contracts were unreasonable due to dysfunctions in the California market and the alleged market power of the sellers. On December 17, 2002, the FERC issued an order indicating that it will rule upon the complaint with respect to the contracts of certain parties, including Mirant, without first obtaining an initial decision from an ALJ. If the FERC were to determine that the rate charged by Mirant in its May 22, 2001 contract with the DWR was unreasonable and therefore required refunds to be made, such refunds could be material to the Company's consolidated financial position, results of operations and cash flows.

"Reliability-Must-Run" Agreements: Certain of the Company's generating facilities acquired from PG&E are operated subject to reliability-must-run ("RMR") agreements. These agreements allow the

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS -- (CONTINUED)

CAISO to require the Company, under certain conditions, to operate these facilities to support the California electric transmission system. Mirant assumed these agreements from PG&E subject to the outcome of a 1997 FERC proceeding to determine the amount of the charges to be paid by the CAISO under the agreements with respect to those plants out of which Mirant could also receive additional revenues from market sales. For those plants that are subject to the RMR agreements and from which Mirant has exercised its right to also make market sales, Mirant has been collecting from the CAISO since April 1999 an amount equal to fifty percent of the annual fixed revenue requirement of those plants. The amounts the Company collects from the CAISO are subject to refund pending final review and approval by the FERC. In June 2000, an ALJ issued a decision finding that the amount the Company should be allowed to charge the CAISO for such plants was approximately three and one-half percent of the annual fixed revenue requirement. In July 2000, Mirant sought review by the FERC of the ALJ decision, and a decision is pending at the FERC.

The Company recognizes revenue related to these agreements based on the rates ruled to be reasonable by the ALJ. If the Company is unsuccessful in its appeal of the ALJ's decision, it will be required to refund amounts collected in excess of those rates for the period from June 1, 1999. For the Potrero plant the period for which such refunds would be owed would run through December 31, 2001, for Mirant's other California plants except Pittsburg Unit 5 the refund period would run through December 31, 2002, and for Pittsburg Unit 5 the refund period would run through the final disposition of the appeal. Amounts collected in excess of those rates, which totaled \$328 million and \$219 million, respectively, as of December 31, 2002 and 2001, are deferred and included in accounts payable in the accompanying consolidated balance sheets. In addition, the Company records accrued interest on such amounts, which amounted to \$36 million and \$24 million, respectively, as of December 31, 2002 and 2001, and includes such amounts in accounts payable in the accompanying consolidated balance sheets. If resolution of the proceeding results in refunds of that magnitude and the Company were unable to arrange to make the refunds over a multi-year period, it would have a material impact on the Company's liquidity; however it would have no effect on net income for the periods under review as adequate reserves have been recorded.

In the Fall of 2001, the Company filed with the FERC to increase the amount of the annual fixed revenue requirement for the generating assets subject to the RMR agreements. On February 5, 2003, FERC approved a settlement agreement setting the annual fixed revenue requirement for the plants subject to the RMR agreements through 2004. The settlement agreement will result in refunds being made by the Company of a portion of the amounts collected by the Company for 2002. The amount of such refunds will not materially exceed the amounts currently being reserved for by the Company that are described above.

SHAREHOLDER LITIGATION

Twenty lawsuits have been filed since May 2002 against Mirant and four of its officers alleging, among other things, that defendants violated federal securities laws by making material misrepresentations and omissions to the investing public regarding Mirant's business operations and future prospects. The complaints seek unspecified damages, including compensatory damages and the recovery of reasonable attorneys' fees and costs. These suits have been consolidated into a single action.

In November 2002, the plaintiffs filed an amended complaint that added as defendants Southern Company, the directors of Mirant immediately prior to its initial public offering of stock, and various firms that were underwriters for the initial public offering by the Company. In addition to the claims set out in the original complaint, the amended complaint asserts claims under Securities Act of 1933 alleging that the registration statement and prospectus for the initial public offering of Mirant's stock misrepresented and omitted material facts.

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS -- (CONTINUED)

Under its separation agreement with Southern Company, Mirant indemnified Southern Company against losses arising from acts or omissions by Mirant in the conduct of its business. Under various underwriting agreements, Mirant has also indemnified certain underwriters named in these lawsuits for losses arising from acts or omissions by Mirant in the conduct of its business.

SHAREHOLDER DERIVATIVE LITIGATION

Four purported shareholders' derivative suits have been filed against Mirant, its directors and certain officers. These lawsuits allege the directors breached their fiduciary duty by allowing the Company to engage in alleged unlawful or improper practices in the California energy markets in 2000 and 2001. The Company practices alleged in these lawsuits largely mirror those alleged in the shareholder litigation, the rate payer litigation, and the California attorney general lawsuits discussed above.

ERISA LITIGATION

On April 17, 2003, a purported class action lawsuit alleging violations of ERISA was filed in the United States District Court for the Northern District of Georgia entitled James Brown v. Mirant Corporation, et al., Civil Action No. 1:03-CV-1027 (the "ERISA Litigation"). The ERISA Litigation names as defendants Mirant Corporation, certain of its current and former officers and directors, and Southern Company. The plaintiff, who seeks to represent a putative class of participants and beneficiaries of Mirant's 401(k) plans (the "Plans"), alleges that defendants breached their duties under ERISA by, among other things, (1) concealing information from the Plans' participants and beneficiaries; (2) failing to ensure that the Plans' assets were invested prudently; (3) failing to monitor the Plans' fiduciaries; and (4) failing to engage independent fiduciaries to make judgments about the Plans' investments. The plaintiff seeks unspecified damages, injunctive relief, attorneys' fees and costs. The factual allegations underlying this lawsuit are substantially similar to those described above in California Attorney General Litigation, California Rate Payer Litigation, and Shareholder Litigation.

UNITED STATES GOVERNMENT INQUIRIES

In August 2002, Mirant received a notice from the Division of Enforcement of the Securities and Exchange Commission ("SEC") that it was conducting an informal investigation of Mirant. The Division of Enforcement has asked for information and documents relating to various topics such as accounting issues (including the issues announced on July 30, 2002 and August 14, 2002), energy trading matters (including round trip trades), Mirant's accounting for transactions involving special purpose entities, and information related to shareholder litigation. Mirant intends to cooperate fully with the Securities and Exchange Commission.

In addition, the Company has been contacted by the United States Department of Justice regarding the Company's disclosure of accounting issues, energy trading matters and allegations contained in the amended complaint discussed above in Shareholder Litigation that Mirant improperly destroyed certain electronic records related to its activities in California. The Company has been asked to provide copies of the same documents requested by the SEC in their informal inquiry, and the Company intends to cooperate fully.

In August 2002, the Commodities Futures Trading Commission ("CFTC") asked the Company for information about certain buy and sell transactions occurring during 2001. The Company provided information regarding such trades to the CFTC, none of which it considers to be wash trades. The CFTC subsequently requested additional information, including information about all trades conducted on the same day with the same counterparty that were potentially offsetting during the period from January 1, 1999 through June 17, 2002, which information the Company provided. In March 2003, the Company received a subpoena from the CFTC requesting a variety of documents and information related to the

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS -- (CONTINUED)

Company's trading of electricity and natural gas and its reporting of transactional information to energy industry publications that prepare price indices for electricity and natural gas in the period from January 1, 1999 through the date of the subpoena. Among the documents requested are any documents previously produced to the FERC, the SEC, the Department of Justice, any state's Attorney General, and any federal or state grand jury. The Company intends to cooperate fully with the CFTC.

PANDA-BRANDYWINE POWER PURCHASE AGREEMENT

In connection with the Company's acquisition of the Mid-Atlantic assets from PEPCO in 2000, PEPCO granted the Company certain rights to purchase from PEPCO all power it received under a power purchase agreement between it and Panda-Brandywine L.P. ("Panda"). Mirant agreed in return to pay PEPCO amounts equal to the amounts owed by PEPCO to Panda for that power. In July 2002, the Maryland Court of Special Appeals ruled that the contractual arrangement between Mirant and PEPCO resulted in PEPCO improperly assigning its contract with Panda to Mirant. However, the Court of Special Appeals also ruled that the Maryland Public Service Commission has the authority to approve the assignment on public policy grounds. In December 2002, the Maryland Court of Appeals, its highest court, granted petitions filed by PEPCO and Panda to appeal the decision of the Court of Special Appeals. Mirant had also entered into an agreement with PEPCO that provided if the agreement between Mirant and PEPCO with respect to the power received under the Panda agreement was voided by a binding court order prior to March 2005, the price paid by Mirant for its December 2000 acquisition of PEPCO assets would be adjusted to compensate PEPCO for the termination of that arrangement but to hold Mirant economically indifferent. Consequently, an adverse ruling may have a material adverse effect on the Company's liquidity but would not be expected to have a material adverse effect on its financial position or results of operations.

ENRON BANKRUPTCY PROCEEDINGS

Since December 2, 2001, Enron and a number of its subsidiaries have filed for bankruptcy. As of December 31, 2002, the total amount owed to Mirant by Enron was approximately \$72 million. Mirant has filed formal claims in the Enron bankruptcy proceedings. Based on a reserve for potential bad debts recorded in 2001, the Company does not expect the outcome of the bankruptcy proceeding to have a material adverse effect on the Company's consolidated financial position, results of operations or cash flows.

EDISON MISSION ENERGY LITIGATION

In March 2002, two subsidiaries of Edison International (collectively "EME") filed suit alleging Mirant breached its agreement to purchase EME's 50% interest in EcoElectrica Holdings Ltd., the owner of a 540 MW cogeneration facility in Puerto Rico. EME seeks damages in excess of \$50 million, plus interest and attorneys' fees. The Company believes it did not breach its agreement with EME. At the same time Mirant and its subsidiaries entered into the contract with EME, they entered into a separate agreement with a subsidiary of Enron Corporation to purchase an additional 47.5% ownership interest in EcoElectrica. That purchase also was not completed.

ENVIRONMENTAL LIABILITIES

In 2000, the State of New York issued a notice of violation concerning air permitting and air emission control implications under the Environmental Protection Agency's ("EPA") new source review regulations promulgated under the Clean Air Act ("NSR") to the previous owner of Mirant New York's Lovett facility related to operation of that plant prior to its acquisition by Mirant New York. The notice does not specify corrective actions that the state may require. Mirant New York is currently engaged in discussions

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS -- (CONTINUED)

with the state to try to resolve this matter. In January 2001, the EPA requested information from Mirant concerning the air permitting and air emission control implications under NSR of repair and maintenance activities at the Company's Potomac River plant in Virginia and Chalk Point, Dickerson, and Morgantown plants in Maryland related to operation of those plants prior to their acquisition by the Company.

If violations are determined to have occurred at these plants, the previous owners would be responsible for fines and penalties arising from such violations occurring prior to their acquisition by the Company. If a violation is determined to have occurred after the Company acquired the plants or, if occurring prior to the acquisition, is determined to constitute a continuing violation, the Company would be subject to fines and penalties by the state or federal government for the period subsequent to its acquisition of the plants, the cost of which could be material. In the event violations are determined to have occurred, the Company may be responsible for the costs of acquiring and installing emission control equipment, the costs of which may be material. Such costs would generally be capitalized and amortized as a component of property, plant and equipment.

OTHER LEGAL MATTERS

The Company is involved in various other claims and legal actions arising in the ordinary course of business. In the opinion of management, the ultimate disposition of these matters will not have a material adverse effect on the Company's financial position, results of operations or cash flows.

16. COMMITMENTS AND CONTINGENCIES

Mirant has made firm commitments to buy materials and services in connection with its ongoing operations and planned expansion and has made financial guarantees relative to some of its investments.

LETTERS OF CREDIT AND CASH COLLATERAL

In order to participate in commodity trading activities in the market, companies, in general, are required to provide trade credit support to their counterparties. Trade credit support includes letters of credit provided on behalf of Mirant Americas Energy Marketing and cash collateral. The total amount of letters of credit issued in connection with commodity trading contracts was \$674 million as of December 31, 2002. None of these letters of credit were drawn on as of December 31, 2002. The letters of credit expire in 2003. Upon expiration, these letters of credit for the commodity trading activities of Mirant Americas Energy Marketing may be renewed by Mirant Corporation or replaced with another form of support to the counterparty, if required.

As of December 31, 2002, Mirant Corporation had posted \$95 million in cash collateral for commodity trading contracts. In the event of default by Mirant Americas Energy Marketing, the counterparty can draw on the collateral to satisfy the existing amounts outstanding under an open contract.

MIRANT CORPORATION AND SUBSIDIARIES

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS -- (CONTINUED)

CONTRACTUAL OBLIGATIONS

As of December 31, 2002, Mirant has the following annual commitments under various agreements as follows (in millions):

FISCAL YEAR ENDED: 2003
 2004 2005 2006 2007
 THEREAFTER - -----

 Turbine
 purchases.....
 \$ 18 \$ -- \$ -- \$ -- \$ -- \$
 -- Construction related
 commitments... 186 5 153
 113 25 1 Long-term service
 agreements..... 40 32 44
 50 53 572 Power purchase
 agreements..... 213
 212 212 52 52 726
 Fuel/transportation
 purchases..... 1,277 901
 574 228 130 15 Operating
 leases.....
 189 158 152 140 145 2,399

 ----- Total minimum
 payments.....
 \$1,923 \$1,308 \$1,135 \$583
 \$405 \$3,713 =====
 =====

Turbine Purchases and Other Construction-Related Commitments

Mirant has entered into commitments to purchase turbine equipment, both directly from the vendor and through two equipment procurement facilities.

During the first quarter of 2002, Mirant committed to a restructuring plan, which included cancellation of certain turbine purchase commitments. The Company recorded a restructuring accrual for turbine purchase commitments that were expected to be canceled over the twelve-month period following the restructuring commitment date. Until termination orders are issued, Mirant continues to have the option to purchase the turbines. A summary of turbine purchase commitments is as follows:

TOTAL PURCHASE AMERICAS LEASE
 EUROPE LEASE TURBINES/
 TURBINE COUNT COMMITMENTS
 (TURBINES) (POWER ISLANDS)
 POWER ISLANDS - -----

 Total contracted
 turbines/power islands at
 December 31,
 2001.....
 48 46 9 103 Turbines/power
 islands terminated or sold
 during
 2002.....
 (13) (17) (5) (35)
 Turbines/power islands placed
 in service during
 2002..... (11) -- --
 (11) ---- ---- ---- ---- Power
 islands purchased out of
 lease during
 2002(1)..... -- -- (1)
 (1) ---- ---- ---- ---- Total
 contracted turbines/power
 islands at December 31,
 2002.....
 24 29 3 56 Turbines/power
 islands to be terminated or
 sold in the
 future.....
 (6) (25) (3) (34) ---- ---- -
 -- ---- Total remaining
 contracted turbines/power
 islands at December 31, 2002
 (after
 Restructuring).....
 18 4 -- 22 =====

(1) The power island was terminated in January 2003.

The remaining aggregate commitments relating to turbine purchase

commitments at December 31, 2002 was \$18 million. The cost to terminate the four domestic lease turbines at December 31, 2002 was \$70 million.

F-64

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS -- (CONTINUED)

Construction-Related Commitments

The Company has other construction-related commitments related to developments at its various generation facility sites. At December 31, 2002, these construction-related commitments totaled approximately \$483 million. Although the Company intends to complete these construction-related activities, generally these commitments may be terminated by the Company. At December 31, 2002, the minimum cost to terminate these commitments was approximately \$76 million.

Long-Term Service Agreements

Mirant has entered into long-term service agreements for the maintenance and repair of many of its combustion-turbine generating plants. As of December 31, 2002, the total estimated commitments for long-term service agreements associated with turbines installed or in storage were approximately \$791 million. These commitments are payable over the term of the respective agreements, which range from ten to twenty years. Some of these agreements have terms that allow for cancellation of the contract at mid-term. If the Company were to cancel these contracts at mid-term, the estimated commitments for the remaining long-term service agreements would be reduced to approximately \$638 million. Estimates for future commitments for the long-term service agreements are based on the stated payment terms in the contracts at the time of execution. These payments are subject to an annual inflationary adjustment.

As a result of the turbine cancellations during 2002, the long-term service agreements associated with the canceled turbines have been or will be canceled. Generally, if the associated turbine is cancelled prior to delivery, then these agreements may be terminated at little or no cost.

Fuel Commitments

Mirant has a contract with BP whereby BP is obligated to deliver fixed quantities of natural gas at identified delivery points. The negotiated purchase price of delivered gas is generally equal to the monthly spot rate then prevailing at each delivery point. Because this contract is based on the monthly spot price at the time of delivery, Mirant has the ability to sell the gas at the same spot price, thereby offsetting the full amount of its commitment related to this contract. In July 2002, Mirant and BP restructured this contract. The contract term has been extended to December 31, 2009, unless terminated sooner. Mirant has the ability to reduce the purchase obligation on this contract annually. Based on current contract volumes, the estimated minimum commitment for the term of this agreement based on current spot prices is \$2.1 billion as of December 31, 2002. The Company has entered into a master netting agreement which provides that the amounts due to BP under the contract will be netted against payments due between Mirant and BP under various other gas and power contracts, and that collateral will be posted by one party for the benefit to the other based on the net amount of credit exposure.

In April 2002, Mirant Mid-Atlantic entered into a long-term fuel purchase agreement. The fuel supplier will convert coal feedstock received at the Company's Morgantown facility into a synthetic fuel. Under the terms of the agreement, Mirant Mid-Atlantic is required to purchase a minimum of 2.4 million tons of fuel per annum through December 2007. Minimum purchase commitments became effective upon the commencement of the synthetic fuel plant operation at the Morgantown facility in July 2002. The purchase price of the fuel varies with the delivered cost of the coal feedstock. Based on current coal prices, it is expected that as of December 31, 2002, total estimated minimum commitments under this agreement were \$509 million.

In addition to the coal commitment described above, Mirant has fixed volumetric purchase commitments under fuel purchase and transportation agreements, which are in effect through 2012, totaling \$467 million at December 31, 2002. Approximately \$344 million of these commitments relates to an arrangement between Mirant Americas Energy Marketing and the synthetic fuel supplier whereby the

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS -- (CONTINUED)

synthetic fuel supplier is required to purchase coal directly from the coal supplier. Mirant Americas Energy Marketing's minimum coal purchase commitments are reduced to the extent that the synthetic fuel supplier purchases coal under this arrangement. Since the inception of this arrangement, the synthetic fuel supplier has purchased 100% of Mirant Americas Energy Marketing's minimum coal purchase commitment thereby reducing the amount of coal required to be purchased under the contracts.

Operating Leases

In conjunction with the purchase of the PEPCO assets, the Company, through Mirant Mid-Atlantic, leased the Morgantown and the Dickerson baseload units and associated property. The leases are for terms of 28.5 and 33.75 years, respectively. Mirant Mid-Atlantic is accounting for these leases as operating leases. Rent expenses associated with the Dickerson and Morgantown operating leases totaled approximately \$96 million for each of the years ended December 31, 2002 and 2001. As of December 31, 2002, the total notional minimum lease payments for the remaining life of the leases was approximately \$2.7 billion.

The owner lessors of the Dickerson and Morgantown baseload units have issued notes backed by the leases. The lease payment obligations are unsecured and exclusive obligations of Mirant Mid-Atlantic. Except as described below, the lease obligations are not supported by guarantees or other commitments of Mirant Corporation or any of its subsidiaries to pay amounts due under such credit facilities or to provide Mirant Mid-Atlantic with funds for the payment, whether by dividends, distributions, loans or other payments. Pursuant to a capital contribution agreement, Mirant Corporation has agreed to make capital contributions to Mirant Mid-Atlantic of cash available for distribution from Mirant Peaker and Mirant Potomac River. The agreement contains a number of restrictive covenants, including (i) restrictions on asset sales, (ii) restrictions on mergers, consolidations or sales of all or substantially all the assets, (iii) restrictions on liens, except for permitted liens, (iv) maintenance of properties, (v) maintenance of tax status, (vi) maintenance of insurance, (vii) limitations on transactions with affiliates, based on projected ratio calculations, (viii) restrictions on dividends and distributions and (ix) limitations on the incurrence of debt, other than permitted debt.

Mirant Mid-Atlantic has an option to renew the lease for a period that would cover up to 75% of the economic useful life of the facility, as measured near the end of the lease term. However, the extended term of the lease will always be less than 75% of the revised economic useful life of the facility.

Upon an event of default under the lease documents, the lessors are entitled to a termination value payment as defined in the agreements. At December 31, 2002, the termination value was approximately \$1.5 billion, which, in general, declines over time. Upon expiration of the original lease term, the termination value will be \$300 million.

Mirant has commitments under other operating leases with various terms and expiration dates. Minimum lease payments under non-cancelable operating leases approximate \$38 million in 2003, \$36 million in 2004, \$36 million in 2005, \$35 million in 2006, \$32 million in 2007, and \$266 million thereafter. Expenses associated with these commitments totaled approximately \$53 million, \$28 million and \$17 million during 2002, 2001 and 2000, respectively.

MINORITY SHAREHOLDER PUT OPTION

The Sual project ("MSC") and the Pagbilao project ("MPagC") shareholder agreements grant minority shareholders put option rights such that they can require Mirant Asia-Pacific Limited and/or certain of its subsidiaries to purchase the minority shareholders' interests in the project. The MSC put options, collectively representing the remaining 8.09% ownership interest in the Sual project, can be exercised between December 21, 2002 and December 21, 2005, or in the event of any change in control, a

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS -- (CONTINUED)

change in MSC's charter documents or the transfer of sponsor in violation of the sponsor support agreement on the earlier of the date of such changes/events or December 21, 2011. The MPagC put options, collectively representing the remaining 12.78% ownership interest in the Pagbilao project, can be exercised between August 5, 2002 and August 5, 2008 or, in the event of any change in control, a change in MPagC's charter documents or the transfer of the sponsor in violation of the sponsor completion support agreement. The MPagC put option may be exercised on the earlier of the date of such changes/events or August 5, 2008. The price for the put options would be determined by a formula including discounted future net cash flow less total liabilities plus current assets as of the date of the put notice. Two of the three Pagbilao project minority shareholders have served notice to exercise their respective put options. Subsequent to December 31, 2002, Mirant Asia-Pacific Limited's subsidiary paid approximately \$30 million to acquire an additional 4.26% ownership interest in the Pagbilao project. The remaining minority interest subject to the put agreement is 8.52%.

EMPLOYEE CONTRACTS

Certain executives of the Company have contracts, which generally provide benefits in the event of termination or involuntary termination for "good reason" accompanied by a change in control of Mirant, as defined. Employment agreements provide for severance payments not in excess of three times annual base salary and bonus and the continuation for stipulated periods of other benefits. Upon a preliminary change in control, a Rabbi trust is funded to protect the benefits described above for all covered employees.

17. POWER PURCHASE AGREEMENTS AND OBLIGATIONS UNDER ENERGY DELIVERY AND PURCHASE COMMITMENTS

Under the asset purchase and sale agreement for the PEPCO generating assets, Mirant assumed and recorded net obligations of approximately \$2.4 billion representing the estimated fair value (at the date of acquisition) of out-of-market energy delivery and power purchase agreements, which consist of five power purchase agreements ("PPAs") and two transition power agreements ("TPAs"). The estimated fair value of the contracts was derived using forward prices obtained from brokers and other external sources in the market place including brokers and trading platforms/exchanges such as NYMEX and estimated load information.

The PPAs, which are with parties unrelated to PEPCO, are for a total capacity of 735 MW and expire over periods through 2021. Upon adoption of SFAS No. 133 on January 1, 2001, each PPA contract was evaluated to determine whether it met the definition of a derivative contract under the standard. PPAs determined to be derivative instruments are recorded on the balance sheet at fair value, with changes in fair value recorded currently in earnings. The Company recognized \$35 million of unrealized gains in 2002 and \$211 million of unrealized losses in 2001 in connection with the PPA's. At December 31, 2002, the estimated commitments under the PPA agreements were \$1.47 billion based on the total remaining MW commitment at contractual prices. As of December 31, 2002, the fair value of the PPAs recorded in price risk management liabilities in the consolidated balance sheet totaled \$880 million, of which \$142 million is classified as current.

The TPA agreements state that Mirant will sell a quantity of megawatt-hours over the life of the contracts based on PEPCO's load requirements. The TPA agreement related to load in Maryland expires in June 2004, while the TPA agreement related to load in the District of Columbia expires in January 2005. The proportion of megawatt-hours supplied under the two agreements is currently 64% and 36%, respectively. As actual megawatt-hours are purchased or sold under these agreements, Mirant amortizes a ratable portion of the obligation as an increase in revenues. The Company recorded as an adjustment of revenues, amortization of the TPA obligation of approximately \$423 million, \$417 million, and \$12 million during the years ended December 31, 2002, 2001 and 2000. The remaining TPA obligation will be amortized as an increase in revenue through January 2005. As of December 31, 2002, the remaining

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS -- (CONTINUED)

obligations for the TPAs recorded in obligations under energy delivery and purchase commitments totaled \$883 million, of which \$498 million is classified as current.

Other obligations of approximately \$19 million related to other out-of-market contracts are also recorded in obligations under energy delivery and purchase commitments in the consolidated balance sheet at December 31, 2002, of which \$6 million is current.

18. RELATED-PARTY ARRANGEMENTS AND TRANSACTIONS

SOUTHERN COMPANY AGREEMENTS AND TRANSACTIONS

Prior to Mirant's spin-off from Southern Company in 2001, Mirant had agreements with Southern Company Services, Inc. ("SCS") a wholly owned subsidiary of Southern Company, and each of the system operating companies owned by Southern Company ("Southern") under which those companies provided various services to Mirant. These transitional services agreements generally provided for a fee equal to the greater of the cost, including the actual direct and indirect costs, of providing the services or the market value for such services. Management believes that the costs incurred are substantially similar to the costs the Company would have incurred on a stand-alone basis. During 2001, SCS provided primarily administrative services to Mirant at cost. During 2000, SCS and each of Southern's operating companies provided the following services to Mirant at cost: general engineering, design engineering, accounting and statistical budgeting, business promotion and public relations, systems and procedures, training, and administrative and financial services. Such costs amounted to approximately \$4 million and \$21 million during 2001 and 2000, respectively. Included in these costs are both directly incurred costs and allocated costs prior to Mirant's separation from Southern. The allocated costs are based on a variety of factors, including employee headcount, net fixed assets, operating expenses, operating revenues and other cost causal methods. The allocated costs related to SCS's corporate general and administrative overhead were less than \$1 million for 2001 and amounted to approximately \$7 million during 2000. Mirant also incurred interest expense on a note payable to Southern of \$1 million during 2000.

In addition to the transactions above, the Company also earned interest income from Southern during 2001 and 2000 related to a note receivable from Southern. During 2001 and 2000, interest income was \$12 million and \$75 million, respectively. This note receivable was transferred to Southern as part of the Company's separation from Southern in April 2001.

MIRANT AMERICAS ENERGY MARKETING AGREEMENTS

Prior to taking full ownership of Mirant Americas Energy Marketing, Mirant had various agreements with Mirant Americas Energy Marketing in which Mirant Americas Energy Marketing had agreed to develop and manage the bidding strategy, manage fuel requirements, sell the energy and provide accounting and settlement services for several generating plants of Mirant. These agreements applied to Mirant's California, New York and New England operating entities and generally covered a term of 1 to 2.5 years. During 2000, prior to taking full ownership of Mirant Americas Energy Marketing, total fees paid under the marketing arrangements totaled \$52 million, and payments made for fuel to Mirant Americas Energy Marketing totaled \$261 million. The payments to Mirant Americas Energy Marketing prior to the Company's 100% acquisition in 2000 were ordinary purchases of fuel, which management believes would have approximated the costs the Company would have incurred on a stand-alone basis.

During 2000, prior to acquiring the minority interest in Mirant Americas Energy Marketing, Mirant's revenues and expenses related to its agreements with Mirant Americas Energy Marketing were \$767 million and \$313 million, respectively. Intercompany profits and losses recognized by Mirant Americas Energy Marketing on a mark-to-market accounting basis have been appropriately eliminated in consolidation.

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS -- (CONTINUED)

OTHER AGREEMENTS

Prior to the sale of its investment in Perryville in June 2002, Mirant entered into various agreements with, or with respect to its investment in, Perryville including a tolling agreement, which was entered into in April 2001. Costs under the tolling agreement were approximately \$5 million in each of 2002 and 2001. Prior to the sale of its 50% ownership interest in Perryville, Mirant accounted for its investment under the equity method. Management believes the costs under the Perryville tolling agreement are substantially similar to costs the Company would have incurred with an unrelated party. Mirant completed the sale of its 50% ownership interest in Perryville in June 2002.

Mirant has an operating and maintenance contract with respect to its investment in Birchwood. Mirant has a 50% ownership interest in Birchwood and accounts for its investment under the equity method. Fees paid to Mirant under the Birchwood operating and maintenance contract were approximately \$8 million in each of 2002 and 2001. Management believes that the fees paid by Birchwood for these services are equivalent to the fees that would be charged by an unrelated party.

19. EARNINGS (LOSS) PER SHARE

Mirant calculates basic earnings (loss) per share by dividing the income (loss) available to common stockholders by the weighted average number of common shares outstanding. Diluted earnings (loss) per share gives effect to dilutive potential common shares, including stock options, convertible notes and debentures and convertible trust preferred securities. The following table shows the computation of basic and diluted earnings (loss) per share for 2002, 2001 and 2000 (in millions, except per share data).

2002	2001	2000	-----	-----	-----	Income
						(loss) from continuing
operations.....						\$ (2,352) \$ 465 \$
						299 Discontinued
operations.....						(86) (56) 31 -----
income.....						----- Net (loss)
						\$ (2,438) \$ 409 \$ 330 =====
						Basic: Weighted average shares
outstanding.....						402.2 341.8
						288.7 =====
						Earnings (loss)
						per share from: Continuing
operations.....						\$
						(5.85) \$ 1.36 \$ 1.03 Discontinued
operations.....						(0.21) (0.16) 0.11 -----
						----- Net
						(loss)
income.....						\$
						(6.06) \$ 1.20 \$ 1.14 =====

MIRANT CORPORATION AND SUBSIDIARIES

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS -- (CONTINUED)

2002	2001	2000	-----	-----	-----	Diluted: Net
(loss)	income					
\$ (2,438)	\$ 409	\$ 330				Interest expense due to assumed
						conversion of trust preferred
securities					-- 14	4
			-----	-----		Adjusted net (loss)
income					\$ (2,438)	\$ 423
334	=====	=====	=====			Weighted average shares
outstanding					402.2	341.8
Shares due to assumed exercise of stock options and						288.7
equivalents						
-- 2.6	0.5					Shares due to assumed conversion of trust
						preferred
securities						
-- 12.5	3.1		-----	-----		Adjusted
shares						
356.9	292.3	=====	=====	=====		Earnings (loss) per
						share from: Continuing
operations					\$ (5.85)	
					\$ 1.34	\$ 1.03
operations						Discontinued
(0.15)	0.11		-----	-----		Net
income						
(6.06)	\$ 1.19	\$ 1.14	=====	=====	=====	

The following potential common shares were excluded from the earnings per share calculations (in millions):

2002	2001	2000	----	----	----	Out-of-the-money
options					20.7	0.2
-- In-						the-money-options excluded due to the Company reporting a
net loss during the period						
-- -- --						Shares issuable upon conversion of convertible
						trust preferred
securities					12.5	-- --
Shares issuable upon conversion of 5.75% convertible						
notes						
					24.6	-- --
Total						
					57.8	0.2
					--	====
					==	==
					==	==

Historically, the Company has not considered the common shares that could potentially be issued to redeem Mirant's \$750 million in 2.5% convertible debentures as potential common shares based upon the Company's intent and ability at that time to redeem such debentures in cash. These securities could result in the issuance of 11 million common shares, if redeemed with common shares rather than cash.

20. SEGMENT REPORTING

The Company has two reportable segments: North America and International. The North America segment consists of the Company's interrelated power generation and commodity trading operations in the United States and Canada. The International segment includes power generation in the Philippines and generation, transmission and distribution operations in the Caribbean, including Jamaica, the Bahamas, Curacao and Trinidad. In 2002, the Company closed its European trading operations and sold its European and Chinese distribution and generation assets. Prior to the sale of these assets, these operations are reflected in the International segment. The Company's reportable segments are strategic businesses that are geographically separated and managed separately. The accounting policies of the segments are the same as those described in the Note 2 -- Accounting and Reporting Policies. Certain corporate costs, including corporate overhead and interest are not allocated to a reporting segment.

MIRANT CORPORATION AND SUBSIDIARIES

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS -- (CONTINUED)

BUSINESS SEGMENTS

CORPORATE AND NORTH AMERICA

INTERNATIONAL ELIMINATIONS CONSOLIDATED

 - ----- (IN MILLIONS) 2002:
 Operating Revenues by Product and
 Service
 Generation.....
 \$ 5,051 \$ 527 \$ -- \$ 5,578 Integrated
 utilities and distribution.... -- 485 --
 485 Net trading
 revenue..... 339 339
 Other.....
 31 3 -- 34 -----
 Total operating
 revenues..... 5,421 1,015 --
 6,436 -----
 Operating
 Expenses..... Cost
 of fuel, electricity and other
 products.....
 3,986 228 -- 4,214 Selling, general and
 administrative..... 301 182 98 581
 Maintenance.....
 119 33 -- 152 Depreciation and
 amortization..... 154 117 17 288
 Impairment loss and restructuring
 charges.....
 779 166 28 973 Goodwill
 impairment..... -- 697
 -- 697 Gain on sales of assets,
 net..... (5) (36) -- (41)
 Other.....
 353 108 19 480 -----
 --- Total operating
 expenses..... 5,687 1,495 162
 7,344 -----
 Operating
 loss..... \$
 (266) \$ (480) \$(162) (908) =====
 ===== ----- Other expense,
 net..... 417 -----
 Loss from continuing operations before
 income taxes and minority
 interest..... (1,325) -----
 Provision for income
 taxes..... 949 Minority
 interest..... 78 --
 ---- Loss from continuing
 operations..... (2,352) =====
 Total
 assets.....
 15,293 4,614 (492) 19,415 Gross property
 additions..... 1,342 160
 10 1,512 Investment in equity method
 subsidiaries... 96 187 13 296 2001 (AS
 RESTATED): Operating Revenues by Product
 and Service
 Generation.....
 \$ 6,989 \$ 495 \$ -- \$ 7,484 Integrated
 utilities and distribution.... -- 475 --
 475 Net trading
 revenue..... 563 -- --
 563
 Other.....
 -- 2 -- 2 -----
 Total operating
 revenues..... 7,552 972 --
 8,524 -----
 Operating
 Expenses..... Cost
 of fuel, electricity and other
 products.....
 5,347 213 -- 5,560 Selling, general and
 administrative..... 576 182 119 877

MIRANT CORPORATION AND SUBSIDIARIES

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS -- (CONTINUED)

CORPORATE AND NORTH AMERICA
INTERNATIONAL ELIMINATIONS CONSOLIDATED

 - (IN MILLIONS)
 Maintenance.....
 144 39 -- 183 Depreciation and
 amortization..... 206 157 9 372
 Impairment loss and restructuring
 charges..... -
 - 82 -- 82 Gain on sales of assets,
 net..... -- (2) -- (2)
 Other.....
 322 88 16 426 -----
 -- Total operating
 expenses..... 6,595 759 144
 7,498 -----
 Operating income
 (loss)..... \$ 957 \$ 213
 \$(144) 1,026 =====
 - Other (expense),
 net..... (242)
 Provision for income
 taxes..... 256 Minority
 interest..... 63 --
 ----- Income from continuing
 operations..... \$ 465 ===== Total
 assets.....
 15,143 7,389 (489) 22,043 Gross property
 additions..... 1,587 121
 72 1,780 Investment in equity method
 subsidiaries... 70 2,214 19 2,303

CORPORATE AND AMERICAS EUROPE ASIA-
PACIFIC ELIMINATIONS CONSOLIDATED --

 ---- (IN MILLIONS) 2001
 (AS PREVIOUSLY REPORTED): OPERATING
 REVENUES Generation and energy
 marketing..... \$29,970 \$ 505 \$ 504
 \$ -- \$30,979 Distribution and
 integrated
 utilities.....
 475 -- -- -- 475
 Other.....
 25 -- 23 -- 48 -----
 ----- Total operating
 revenues..... 30,470 505 527
 -- 31,502 Operating
 Expenses..... Cost
 of fuel, electricity and other
 products.....
 27,872 554 8 -- 28,434 Depreciation
 and amortization..... 258 3 130 5
 396 Write-down of
 assets..... 85 -- -- --
 85 Other operating
 expenses..... 1,245 54 127
 142 1,568 -----
 - ----- Total operating
 expenses..... 29,460 611 265
 147 30,483 -----
 -- ----- Operating income
 (loss)..... \$ 1,010 \$
 (106) \$ 262 \$(147) 1,019 =====
 ===== Other
 (expense), net.....
 (134) Provision for income
 taxes..... 260 Minority
 interest..... 62 --
 ----- Income from continuing
 operations..... \$ 563 ===== Total
 assets.....
 17,080 2,024 4,230 (580) 22,754
 Gross property
 additions..... 1,625 2 61
 73 1,761 Investment in equity method
 subsidiaries.....
 167 1,708 369 -- 2,244

MIRANT CORPORATION AND SUBSIDIARIES

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS -- (CONTINUED)

CORPORATE AND NORTH AMERICA
INTERNATIONAL ELIMINATIONS CONSOLIDATED

- ----- (IN MILLIONS) 2000 (AS
RESTATED): Operating Revenues by Product
and Service
Generation.....
\$2,570 \$ 537 \$ -- \$3,107 Integrated
utilities and distribution.... -- 477 --
477 Net trading
revenue..... 365 -- 365
Other.....
-- 2 -- 2 -----
Total operating
revenues..... 2,935 1,016 --
3,951 -----
Operating
Expenses..... Cost
of fuel, electricity and other
products.....
2,042 121 -- 2,163 Selling, general and
administrative..... 287 105 73 465
Maintenance.....
75 68 -- 143 Depreciation and
amortization..... 82 213 5 300
Impairment loss and restructuring
charges..... -
- -- -- Gain on sales of assets,
net..... -- -- --
Other.....
120 83 4 207 -----
Total operating expenses.....
2,606 590 82 3,278 -----
---- Operating income
(loss)..... \$ 329 \$ 426
\$(82) 673 =====
Other (expense),
net..... (128)
Provision for income
taxes..... 158 Minority
interest..... 88 --
---- Income from continuing
operations..... \$ 299 =====

SE CORPORATE AND AMERICAS EUROPE
ASIA-PACIFIC FINANCE ELIMINATIONS
CONSOLIDATED -----

----- (IN MILLIONS) 2000 (AS
PREVIOUSLY REPORTED): Operating
Revenues: Generation and energy
marketing... \$12,327 \$ -- \$ 489
\$-- \$ -- \$12,816 Distribution and
integrated
utilities.....
163 314 -- -- -- 477
Other.....
-- -- 13 -- 9 22 -----
-- -- -- Total
operating revenues.....
12,490 314 502 -- 9 13,315 -----
- -----
Operating Expenses: Cost of fuel,
electricity, and other
products..... 11,408
27 2 -- -- 11,437 Depreciation
and amortization..... 115 69 130
-- 3 317 Write-down of
assets..... 18 -- -- --
-- 18 Other operating
expenses..... 588 103 104 --
84 879 -----
-- ----- Total operating
expenses..... 12,129 199 236
-- 87 12,651 -----
-- -----

MIRANT CORPORATION AND SUBSIDIARIES

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS -- (CONTINUED)

SE CORPORATE AND AMERICAS EUROPE
 ASIA-PACIFIC FINANCE ELIMINATIONS
 CONSOLIDATED -----

----- (IN MILLIONS)
 Operating income
 (loss)..... \$ 361 \$115 \$
 266 \$-- \$ (78) 664 =====
 ===== Other
 (expense), net (162) Provision
 (benefit) for income
 taxes.....
 86 Minority
 interest..... 84 --
 ---- Income (loss) from
 continuing
 operations.....
 \$ 332 =====

GEOGRAPHIC AREAS

REVENUE -----

 INTERNATIONAL -----

 ----- UNITED THE ALL STATES
 CANADA PHILIPPINES JAMAICA
 OTHER TOTAL CONSOLIDATED ---

 (IN MILLIONS)

2002.....
 \$5,136 \$ 286 \$537 \$427 \$ 50
 \$1,300 \$6,436 2001 (as
 restated)..... 7,495
 57 506 314 152 1,029 8,524
 2000 (as
 restated)..... 2,927 7
 491 -- 526 1,024 3,951

REVENUE -----

 ----- INTERNATIONAL -----

 ----- UNITED
 THE ALL STATES CANADA
 PHILIPPINES JAMAICA OTHER
 TOTAL CONSOLIDATED -----

---- (IN MILLIONS) 2001
 (as previously
 reported).....
 \$26,541 \$3,454 \$ 506 \$324
 \$677 \$4,961 \$31,502 2000
 (as previously
 reported).....
 10,968 1,369 491 -- 487
 2,347 13,315

LONG-LIVED ASSETS -----

 ----- INTERNATIONAL ---

 ----- UNITED
 THE ALL STATES CHINA
 PHILIPPINES JAMAICA OTHER
 TOTAL CONSOLIDATED -----

 (IN MILLIONS)

2002.....
 \$ 8,663 \$ -- \$1,893 \$573
 \$750 \$3,216 \$11,879 2001
 (as restated).....
 8,368 332 1,875 497 776
 3,480 11,848

LONG-LIVED ASSETS

 INTERNATIONAL ----

 UNITED THE UNITED
 ALL STATES CHINA
 PHILIPPINES
 KINGDOM JAMAICA
 GERMANY OTHER
 TOTAL CONSOLIDATED

 ----- (IN
 MILLIONS) 2001 (as
 previously
 reported).....
 \$8,141 \$332 \$1,875
 \$484 \$503 \$1,229
 \$1,659 \$6,082
 \$14,223

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS -- (CONTINUED)

21. VALUATION AND QUALIFYING ACCOUNTS

YEARS ENDED DECEMBER 31,
 2002, 2001 AND 2000 -----

 ----- ADDITIONS
 BALANCE AT -----
 ----- BEGINNING
 CHARGED TO CHARGED TO OTHER
 BALANCE AT END DESCRIPTION
 OF PERIOD INCOME ACCOUNTS
 DEDUCTIONS OF PERIOD - ----

 -- -----
 ----- (IN
 MILLIONS) Provision for
 uncollectible accounts
 (current)

2002.....	\$191	\$ --	\$ --	\$--	\$191
2001.....	99	108	3	19	191
2000.....	44	59	1	5	99
	Provision for uncollectible accounts (noncurrent)				
2002.....	\$114	\$ 14	\$ --	\$24	\$104
2001.....	49	65	--	--	114
2000.....	60	(1)	(10)	--	49

SIGNATURES

Pursuant to the requirements of Section 13 or 15(d) of the Securities Exchange Act of 1934, the registrant has duly caused this report to be signed on its behalf by the undersigned, thereunto duly authorized, on this 29th day of April, 2003.

MIRANT CORPORATION

By: /s/ S. MARCE FULLER

S. Marce Fuller
President and Chief Executive
Officer

Pursuant to the requirements of the Securities Exchange Act of 1934, this report has been signed below on April 29, 2003 by the following persons on behalf of the registrant and in the capacities indicated.

SIGNATURES

TITLE ----

-- *

Chairman

of the

Board ----

---- A. W.

Dahlberg

/s/ S.

MARCE

FULLER

President,

Chief

Executive

Officer

and

Director -

(Principal

Executive

Officer)

S. Marce

Fuller /s/

HARVEY A.

WAGNER

Executive

Vice

President

and Chief

Financial

Officer --

(Principal

Financial

Officer)

Harvey A.

Wagner /s/

DAN STREEK

Vice

President

and

Controller

(Principal

Accounting

Officer)

Dan Streek

* Director

A. D.

Correll *

Director -

Stuart E.
Eizenstat
* Director

Carlos
Ghosn *
Director -

David J.
Lesar *
Director -

James F.
McDonald *
Director -

Ray M.
Robinson *
Director -

Robert F.
McCullough

* By attorney-in-fact.

CERTIFICATIONS

I, Marce Fuller, certify that:

1. I have reviewed this annual report on Form 10-K of Mirant Corporation;
2. Based on my knowledge, this annual report does not contain any untrue statement of a material fact or omit to state a material fact necessary to make the statements made, in light of the circumstances under which such statements were made, not misleading with respect to the period covered by this annual report;
3. Based on my knowledge, the financial statements, and other financial information included in this annual report, fairly present in all material respects the financial condition, results of operations and cash flows of the registrant as of, and for, the periods presented in this annual report;
4. The registrant's other certifying officers and I are responsible for establishing and maintaining disclosure controls and procedures (as defined in Exchange Act Rules 13a-14 and 15d-14) for the registrant and have:
 - (a) designed such disclosure controls and procedures to ensure that material information relating to the registrant, including its consolidated subsidiaries, is made known to us by others within those entities, particularly during the period in which this annual report is being prepared;
 - (b) evaluated the effectiveness of the registrant's disclosure controls and procedures as of a date within 90 days prior to the filing date of this annual report (the "Evaluation Date"); and
 - (c) presented in this annual report our conclusions about the effectiveness of the disclosure controls and procedures based on our evaluation as of the Evaluation Date;
5. The registrant's other certifying officers and I have disclosed, based on our most recent evaluation, to the registrant's auditors and the audit committee of registrant's board of directors (or persons performing the equivalent functions):
 - (a) all significant deficiencies in the design or operation of internal controls which could adversely affect the registrant's ability to record, process, summarize and report financial data and have identified for the registrant's auditors any material weaknesses in internal controls; and
 - (b) any fraud, whether or not material, that involves management or other employees who have a significant role in the registrant's internal controls; and
6. The registrant's other certifying officers and I have indicated in this annual report whether there were significant changes in internal controls or in other factors that could significantly affect internal controls subsequent to the date of our most recent evaluation, including any corrective actions with regard to significant deficiencies and material weaknesses.

By: /s/ S. MARCE FULLER

S. Marce Fuller
President and Chief Executive
Officer
(Principal Executive Officer)

Date: April 29, 2003

I, Harvey A. Wagner, certify that:

1. I have reviewed this annual report on Form 10-K of Mirant Corporation;

2. Based on my knowledge, this annual report does not contain any untrue statement of a material fact or omit to state a material fact necessary to make the statements made, in light of the circumstances under which such statements were made, not misleading with respect to the period covered by this annual report;

3. Based on my knowledge, the financial statements, and other financial information included in this annual report, fairly present in all material respects the financial condition, results of operations and cash flows of the registrant as of, and for, the periods presented in this annual report;

4. The registrant's other certifying officers and I are responsible for establishing and maintaining disclosure controls and procedures (as defined in Exchange Act Rules 13a-14 and 15d-14) for the registrant and have:

(a) designed such disclosure controls and procedures to ensure that material information relating to the registrant, including its consolidated subsidiaries, is made known to us by others within those entities, particularly during the period in which this annual report is being prepared;

(b) evaluated the effectiveness of the registrant's disclosure controls and procedures as of a date within 90 days prior to the filing date of this annual report (the "Evaluation Date"); and

(c) presented in this annual report our conclusions about the effectiveness of the disclosure controls and procedures based on our evaluation as of the Evaluation Date;

5. The registrant's other certifying officers and I have disclosed, based on our most recent evaluation, to the registrant's auditors and the audit committee of registrant's board of directors (or persons performing the equivalent functions):

(a) all significant deficiencies in the design or operation of internal controls which could adversely affect the registrant's ability to record, process, summarize and report financial data and have identified for the registrant's auditors any material weaknesses in internal controls; and

(b) any fraud, whether or not material, that involves management or other employees who have a significant role in the registrant's internal controls; and

6. The registrant's other certifying officers and I have indicated in this annual report whether there were significant changes in internal controls or in other factors that could significantly affect internal controls subsequent to the date of our most recent evaluation, including any corrective actions with regard to significant deficiencies and material weaknesses.

By: /s/ HARVEY A. WAGNER

Harvey A. Wagner
Executive Vice President and
Chief Financial Officer
(Principal Financial Officer)

Date: April 29, 2003

RETENTION AGREEMENT

This Retention Agreement ("Agreement") is made and entered into effective October 1, 2002 by and between Mirant Services, LLC. (hereinafter "Mirant"), and Edwin H. Adams (hereinafter "Adams").

WITNESSETH:

WHEREAS, Mirant desires to continue to secure the services of Edwin H. Adams as an executive of Mirant; and

WHEREAS, Edwin H. Adams desires to continue to be employed by Mirant in this capacity; and

WHEREAS, Mirant and Adams wish to enter into this Retention Agreement setting forth the terms and conditions of such employment,

NOW, THEREFORE, in consideration of the mutual covenants and agreements contained herein, the parties hereby agree as follows:

1. Employment Duties. During the term of this Agreement, Adams agrees to be a full-time employee of Mirant and devote his full and exclusive business time, energy and skill to the business and affairs of Mirant. He shall perform all of his duties properly and faithfully in the best interest of Mirant and will not intentionally become involved in any personal matters which adversely affect or reflect on Mirant.

2. Term. The term of this Agreement is for five years from October 1, 2002. At the end of the term of this Agreement, if it has not been terminated earlier pursuant to paragraph 4, Adams will become an at-will employee of Mirant.

3. Retention Benefits.

In consideration for Adams' agreement to remain employed with Mirant during the term of this Agreement, Mirant agrees to provide the following payments and benefits to Adams on the Schedule set forth below:

Date ----	Cash Payment -----	Restricted Stock Units (RSUs) -----
October 1, 2003	\$300,000	- 0 -
October 1, 2004	\$300,000	75,000 shares vest
October 1, 2005	\$ -0-	100,000 shares vest
October 1, 2006	\$ -0-	125,000 shares vest

Restricted Stock Units will be granted on November 5, 2002 and will be paid in stock on the day they vest. Restricted Stock Units shall have a guaranteed value of \$3.00 per share on the vesting date. If the stock price is under \$3.00 on the date of vesting, a cash payment will be made to account for the difference. Adams must be employed on the payment date to receive cash payment or shares. Payment of the award amounts will not be considered wages, salary or compensation under any other Mirant Benefit Plan. Appropriate withholdings will be made at time of payment.

4. Change In Control. In the event of a Change In Control, all remaining Cash Payments will vest and be paid to Adams as soon as practical following the Change In Control and any unvested Restricted Stock Units shall be treated as prescribed by the Mirant Corporation Change In Control Benefit Determination Policy. Change In Control shall have the meaning of such term as set forth in the Mirant Corporation Change in Control Benefit Plan Determination Policy, as approved by the Board of Directors of Mirant, as such policy may be amended from time to time in accordance with the provisions therein.

5. Termination of Employment.

(a) Death or Disability. In the event of Adams' death or total disability, this Agreement shall terminate immediately. Adams shall be deemed totally

disabled if he is eligible to receive long-term disability benefits under Mirant's then existing long-term disability Plan. In the event of his death or disability, Adams or his estate will be entitled to a pro rata share of the next retention benefits tranche (cash or RSUs) to be paid in the year that the death or disability occurs. Any future years benefits will be forfeited. For example, if Adams becomes disabled on September 1, 2003, he would only be entitled to 11/12 of \$300,000 and all amounts to vest in 2004, 2005, and 2005 will be forfeited.

(b) Termination for Cause. Mirant may terminate this Agreement and Adams' employment immediately hereunder for: 1) any nonapproved absence from work, unrelated to illness or physical incapacity, in excess of thirty (30) continuous days; 2) any acts or conduct by Adams involving moral turpitude that could reasonably be expected to interfere with his ability to perform the functions of his job; 3) any material dishonesty in the performance of his duties as an employee of Mirant; 4) any willful or gross negligence by Adams in complying with the terms of this Agreement or in performing his duties for Mirant; 5) any material breach of this Agreement; 6) any unauthorized disclosure of confidential information regarding Mirant. In the event of a termination pursuant to this subparagraph (5(b)), Adams will not be entitled to any further retention benefits under this Agreement except to the extent mandated by law or as otherwise agreed to at the time by Mirant and Adams.

(c) Termination by Mirant by Notice. Mirant shall have the additional right to terminate this Agreement and Adams' employment without cause by giving Adams written notice of termination. Such termination shall be effective immediately

upon receipt of notice by Adams. In the event of a termination pursuant to this subsection, Adams will be entitled only to the pro rata share of the next retention benefits tranche (cash or RSUs), to be paid only in the year the termination occurs. Any future years benefits will be forfeited. Mirant will guarantee a minimum total payment of \$300,000. If this minimum has already been satisfied over the course of the contract, the pro rata share will be calculated as above for the contract year.

(d) Termination by Adams. Adams may resign or retire on thirty (30) days written notice to Mirant. However, in the event of such a resignation or retirement, he will not be entitled to any further retention benefits hereunder.

6. Covenant Not To Solicit Employees

(a) Non-Solicitation of Employees. For a period of two years following the termination of Adams' employment with Mirant, Adams shall not solicit or attempt to solicit, directly or indirectly by assisting others, any individuals who were employees of Mirant at the time of Adams' termination of employment for purposes of inducing them to leave Mirant's employment or to accept employment or engagement with another company or entity.

(b) Injunctive Relief. Adams acknowledges that the covenant not to solicit is a reasonable means of protecting and preserving Mirant's investment in its business and its employees. Adams agrees that any breach of this covenant will result in irreparable damage and injury to Mirant and that Mirant will be entitled to injunctive relief in any court of competent jurisdiction without the necessity of posting any bond.

(c) Enforceability of Covenant. Mirant and Adams agree that Adams' obligation under the covenant not to solicit is separate and distinct from other provisions of this Agreement, and the failure or alleged failure of Mirant to perform its obligations under any other provisions of this Agreement shall not constitute a defense to the enforceability of this covenant not to solicit. The parties also agree that Mirant will be entitled to provable damages in addition to injunctive relief in the event of a breach of this covenant by Adams.

7. Nondisclosure of Trade Secrets and Confidential Information.

(a) Trade Secrets Defined. As used in this Agreement, the term "Trade Secret" shall mean any and all information not generally known to persons not employed by Mirant, the disclosure or knowledge of which would permit these persons to derive actual or potential economic value therefrom or to cause economic or financial harm to Mirant. Such information shall include, but not be limited to, any customer lists, customer billing information, technical information regarding Mirant products sold by Mirant, sales techniques and information concerning personnel assignments, and matters concerning the financial affairs and management of Mirant.

(b) Nondisclosure of Trade Secrets. Throughout the term of this Agreement and at all times following the expiration or termination of this Agreement, Adams shall not directly or indirectly transmit or disclose any trade secret of Mirant to any person, concern or entity.

(c) Confidential Information Defined. As used in this Agreement, the term "Confidential Information" shall mean all information that does not rise to the level

of a trade secret and that is not generally disclosed or known to persons not employed by Mirant.

(d) Nondisclosure of Confidential Information.

Throughout the term of Adams' employment with Mirant and for a period of two years following the termination of Adams' employment with Mirant, Adams shall not, either directly or indirectly, transmit or disclose any confidential information to any person, concern or entity.

(e) Injunctive Relief. Adams acknowledges that these

nondisclosure covenants are a reasonable means of protecting and preserving Mirant's interests in the confidentiality of this information. Adams agrees that any breach of these covenants will result in irreparable damage and injury to Mirant and that Mirant will be entitled to injunctive relief in any court of competent jurisdiction without the necessity of posting any bond.

(f) Enforceability of Covenants. Mirant and Adams agree

that Adams' obligations under these nondisclosure covenants are separate and distinct from other provisions of this Agreement, and the failure or alleged failure of Mirant to perform its obligations under any provision of this Agreement shall not constitute a defense to the enforceability of these nondisclosure covenants. The parties also agree that the nondisclosure covenants survive the expiration or termination of this Agreement.

8. Miscellaneous.

(a) Waiver. The waiver by any party to this Agreement of a breach of any of the provisions of this Agreement shall not operate or be construed as a waiver of any subsequent breach.

(b) Severability. The invalidity or unenforceability of any particular provision of this Agreement shall not affect the other provisions of this Agreement, and this Agreement shall be construed in all respects as if such invalid or unenforceable provision were omitted.

(c) Assignment and Successors. This Agreement may be assigned by Mirant without Adams' consent to an affiliated entity of Mirant, including one of Mirant's affiliates, any survivor entity or other successor in interest, but no such assignment shall relieve Mirant of its full responsibilities hereunder. This Agreement shall inure to the benefit of and be binding upon the parties hereto and upon their respective legal representatives and successors in interest.

(d) Entire Agreement. This Agreement constitutes the entire Agreement between the parties with respect to the subject matter hereof and supersedes any prior agreements, except any Confidential Agreements signed by Adams, which shall remain in full force and effect.

(e) Governing Law. This Agreement shall be governed by the laws of the State of Georgia.

IN WITNESS WHEREOF, the parties hereto having duly executed and delivered this Employment Agreement as of the date first written above.

Mirant SERVICES, LLC

By: /s/ Vance Booker [SEAL]

/s/ Edwin H. Adams [SEAL]

Edwin H. Adams

- -----
Witness

SECOND AMENDMENT TO THE
MIRANT SERVICES
SUPPLEMENTAL BENEFIT PLAN

WHEREAS, Mirant Services, LLC (the "Company") heretofore adopted the Mirant Services Supplemental Benefit Plan (the "Plan"), effective January 1, 2001 to provide certain retirement and other deferred compensation benefits primarily for a select group of management or highly compensated employees;

WHEREAS, pursuant to Section 6.2 of the Plan, the Board of Managers of the Company (the "Board") has the authority to amend the Plan;

WHEREAS, the Board has delegated its authority to amend the Plan, provided such amendment does not have a material effect on the cost of the Plan, to the Americas Benefits Committee (the "Committee");

WHEREAS, the Committee desires to change the deemed investment return credited to a Participant's Non-Pension Benefit Account; and

WHEREAS, the Committee has determined that the above amendment would not have a material effect on the cost of the Plan.

NOW, THEREFORE, the Committee hereby amends the Plan as follows, to be effective as of September 30, 2002:

I.

SECTION 5.2(C) OF THE PLAN SHALL BE AMENDED BY DELETING SUCH SUBSECTION IN ITS ENTIRETY AND REPLACING IT WITH THE FOLLOWING NEW SECTION 5.2(C):

(c) The Non-Pension Benefit of the Participant shall be deemed to be invested as follows:

(i) Prior to September 30, 2002, the amounts credited to the Non-Pension Benefit Account of the Participant shall be deemed to be invested in Phantom Common Stock. On each such date of investment, a Participant's Account shall be credited with the number of shares (including fractional shares) of Phantom Common Stock which could have been purchased on such date, based upon the Common Stock's Purchase Price. As of the date upon which occurs the payment of dividends on the Common Stock, there shall be credited with respect to shares of Phantom Common Stock in the Participant's Account on such date, such additional shares (including fractional shares) of Phantom Common Stock as follows:

(A) In the case of cash dividends, such additional shares as could be purchased at the Purchase Price with the dividends which would have been payable if the credited shares had been outstanding;

(B) In the case of dividends payable in property other than cash or Common Stock, such additional shares as could be purchased at the Purchase Price with the fair market value of the property which would have been payable if the credited shares had been outstanding; or

(C) In the case of dividends payable in Common Stock, such additional shares as would have been payable on the credited shares if they had been outstanding.

(ii) As of September 30, 2002, the amounts credited to the Non-Pension Benefit Account of the Participant shall be credited with deemed interest at the prime rate as published in the Wall Street Journal, compounded daily.

II.

SECTION 5.3(B) OF THE PLAN SHALL BE AMENDED BY DELETING SUCH SUBSECTION IN ITS ENTIRETY AND REPLACING IT WITH THE FOLLOWING NEW SECTION 5.3(B):

(b) When a Participant terminates his employment with the Employing Company (including any subsidiaries or affiliates thereof), said Participant shall be entitled to receive the value of his Account (including the market value of any shares of Phantom Common Stock (and fractions thereof) reflected in his Account) in a single lump sum cash distribution or annual cash installments not to exceed ten (10). The Participant's Account shall be valued as of the last business day of the month in which the Participant terminates; provided, however, if the Participant terminates within five (5) business days prior to the last day of such month, the Participant's Account may be valued as of the last business day of the following month, at the Committee's discretion. Such distribution shall be paid in a single lump sum cash payment as soon as administratively practicable following the valuation date. With regard to any distribution made under this Article, the market value of any shares of Phantom Common Stock credited to a Participant's Account shall be based on the Sales Price. No portion of a Participant's Account shall be distributed in Common Stock.

III.

SECTION 5.3(D) OF THE PLAN SHALL BE AMENDED BY DELETING SUCH SUBSECTION IN ITS ENTIRETY AND REPLACING IT WITH THE FOLLOWING NEW SECTION 5.3(D):

(d) Upon the death of a Participant, or a former Participant prior to the payment of the value of said Participant's Account (including the market value of any shares of Phantom Common Stock (and fractions thereof) credited to said Participant's Account, based on the Sales Price), the unpaid balance shall be paid in the sole discretion of the Committee (i) in a lump sum to the designated Beneficiary of a Participant or former Participant as soon as reasonably practicable following the last business day of the calendar quarter in which the Committee is provided evidence of the Participant's death or (ii) in accordance with the distribution method chosen by such Participant or former Participant. The Beneficiary designation may be changed by the Participant or

former Participant at any time without the consent of the prior Beneficiary. In the event a Beneficiary designation is not on file or the designated Beneficiary is deceased or cannot be located, payment will be made to the person or persons in the first of the following classes of successive preference, if then living:

- (1) the Participant's spouse on the date of his death;
- (2) the Participant's children, equally;
- (3) the Participant's parents, equally;
- (4) the Participant's brothers and sisters, equally; or
- (5) the Participant's executors or administrators.

Payment to such one or more persons shall completely discharge the Plan with respect to the amount so paid.

IV.

SECTION 5.3(E) OF THE PLAN SHALL BE AMENDED BY DELETING SUCH SUBSECTION IN ITS ENTIRETY AND REPLACING IT WITH THE FOLLOWING NEW SECTION 5.3(E):

(e) Upon the total disability of a Participant or former Participant, as determined by the Committee, prior to the payment of the value of such Participant's Account (including the market value of any shares of Phantom Common Stock (and fractions thereof) credited to said Participant's Account, based on the Sales Price), the unpaid balance of his Account shall be paid in the sole discretion of the Committee (i) in a lump sum to the Participant or former Participant, or his legal representative as soon as reasonably practicable following the last business day of the calendar quarter following the date on which the Committee makes the determination of the Participant's disability or (ii) in accordance with the distribution method elected by such Participant or former Participant.

V.

SECTION 5.3(F) OF THE PLAN SHALL BE AMENDED BY DELETING SUCH SUBSECTION IN ITS ENTIRETY AND REPLACING IT WITH THE FOLLOWING NEW SECTION 5.3(F):

(f) Notwithstanding the foregoing provisions of this Section 5.3, if a Participant or Beneficiary becomes entitled to a payment of his Account balance and such Account balance does not exceed \$5,000, said Participant shall receive the value of his Account (including the market value of any shares of Phantom Common Stock (and fractions thereof) credited to said Participant's Account, based on the Sales Price) in a single lump sum distribution. The Participant's Account shall be valued as of the last business day of the month in which the Participant terminates; provided, however, if the Participant terminates within five (5) business days prior to the last day of such month, the Participant's Account may be valued as of the last business day of the following month, at the Committee's discretion. Payments shall be paid in a single lump sum cash payment as soon as administratively practicable following the valuation date.

VI.

ALL PARTS OF THE PLAN NOT INCONSISTENT HERE WITH ARE HEREBY RATIFIED
AND CONFIRMED.

IN WITNESS WHEREOF, Mirant Services, LLC, through its duly authorized
officer pursuant to a unanimous consent of the Committee dated September 30,
2002, has adopted this Second Amendment to the Mirant Services Supplemental
Benefit Plan, this 30th day of September, 2002 to be effective September 30,
2002.

MIRANT SERVICES, LLC:

By: /s/ Dianne W. Davenport

Dianne W. Davenport

FIFTH AMENDMENT TO THE
MIRANT SERVICES
EMPLOYEE SAVINGS PLAN

WHEREAS, Mirant Services, LLC (the "Company") heretofore adopted the Mirant Services Employee Savings Plan (the "Plan"), effective December 19, 2000, and subsequently amended and restated effective as of April 2, 2001;

WHEREAS, the Company desires to amend the Plan regarding the employee contribution limitation; and

WHEREAS, the Americas Benefits Committee (the "Committee") is authorized pursuant to Section 15.1 of the Plan to amend the Plan at any time, provided such amendment does not involve a substantial increase in cost to the Company.

NOW, THEREFORE, the Committee hereby amends the Plan as follows, to be effective as of June 1, 2002:

I.

SECTION 4.1 OF THE PLAN SHALL BE DELETED IN ITS ENTIRETY AND REPLACED WITH THE FOLLOWING NEW SECTION 4.1:

4.1 Elective Employer Contributions. An Eligible Employee who meets the participation requirements of Article III may elect in accordance with the procedures established by the Committee to have his Compensation reduced by a whole percentage of his Compensation, which percentage shall not be less than one percent (1%) nor more than thirty percent (30%) of his Compensation, such Elective Employer Contribution to be contributed to his Account under the Plan.

II.

SECTION 4.6 OF THE PLAN SHALL BE DELETED IN ITS ENTIRETY AND REPLACED WITH THE FOLLOWING NEW SECTION 4.6:

4.6 Voluntary Participant Contributions. An Eligible Employee who meets the participation requirements of Article III may elect in accordance with the procedures established by the Committee to contribute to his Account a Voluntary Participant Contribution consisting of any whole percentage of his Compensation, which percentage is not less than one percent (1%) nor more than thirty percent (30%) of his Compensation. The maximum Voluntary Participant Contribution shall be reduced by the percent, if any, which is contributed as an Elective Employer Contribution on behalf of such Participant under Section 4.1.

III.

SECTION 6.2 OF THE PLAN SHALL BE DELETED IN ITS ENTIRETY AND REPLACED WITH THE FOLLOWING NEW SECTION 6.2:

6.2 Correction of Contributions in Excess of Section 415 Limits. If the Annual Additions for a Participant exceed the limits of Section 6.1 as a result of the allocation of forfeitures, if any, a reasonable error in estimating a Participant's annual compensation for purposes of the Plan, a reasonable error in determining the amount of elective deferrals (within the meaning of Section

402(g)(3) of the Code) that may be made with respect to any individual, or under other limited facts and circumstances that the Commissioner of the Treasury finds justify the availability of the rules set forth in this Section 6.2, the excess amounts shall not be deemed Annual Additions if they are treated in accordance with any one or more or any combination of the following:

(a) return to the Participant that portion, or all, of his Voluntary Participant Contributions (as adjusted for income and loss) as is necessary to ensure compliance with Section 6.1;

(b) distribute to the Participant that portion, or all, of his Elective Employer Contributions (as adjusted for income and loss) as is necessary to ensure compliance with Section 6.1;

(c) forfeiture of that portion, or all, of the Employer Matching Contributions (as adjusted for income and loss) as is necessary to ensure compliance with Section 6.1; and

(d) forfeiture of that portion, or all, of the Fixed Profit Sharing Contributions and Discretionary Profit Sharing Contributions that were allocated to the Participant's Account (as adjusted for income and loss) as is necessary to ensure compliance with Section 6.1.

Any amounts distributed or returned to the Participant under (a) or (b) above shall be disregarded for purposes of the Actual Deferral Percentage Test and for purposes of the Actual Contribution Percentage Test.

Any amounts forfeited under this Section 6.2 shall be held in a suspense account (separate from the Suspense Account established under Section 10.3) and shall be applied, subject to Section 6.1, to reduce the next ensuing Employing Company contribution. Such application shall be made prior to any Employing Company contributions that would constitute Annual Additions. No income or investment gains and losses shall be allocated to the suspense account provided for under this Section 6.2. If any amount remains in a suspense account provided for under this Section 6.2 upon termination of this Plan, such amount will revert to the Employing Companies notwithstanding any other provision of this Plan.

IV.

EXCEPT AS AMENDED HEREIN BY THIS FIFTH AMENDMENT, THE PLAN SHALL REMAIN IN FULL FORCE AND EFFECT AS AMENDED AND RESTATED BY THE COMPANY PRIOR TO THE ADOPTION OF THIS FIFTH AMENDMENT.

IN WITNESS WHEREOF, the Committee, through a duly authorized officer of the Company, has adopted this Fifth Amendment to the Plan this 22nd day of May, 2002 to be effective as provided herein.

MIRANT SERVICES, LLC

By: Dianne W. Davenport

Title: Vice President

SIXTH AMENDMENT TO THE
MIRANT SERVICES
EMPLOYEE SAVINGS PLAN

WHEREAS, Mirant Services, LLC (the "Company") heretofore adopted the Mirant Services Employee Savings Plan (the "Plan"), effective December 19, 2000, and subsequently amended and restated effective as of April 2, 2001;

WHEREAS, the Company desires to amend the Plan in order to obtain a favorable determination letter ruling regarding the qualified status of the Plan; and

WHEREAS, the Americas Benefits Committee (the "Committee") is authorized pursuant to Section 15.1 of the Plan to amend the Plan at any time, provided such amendment does not involve a substantial increase in cost to the Company.

NOW, THEREFORE, the Committee hereby amends the Plan as follows, to be effective as of December 19, 2000, unless otherwise noted:

I.

SECTION 2.41 OF THE PLAN SHALL BE DELETED IN ITS ENTIRETY AND REPLACED WITH THE FOLLOWING NEW SECTION 2.41:

2.41 "Highly Compensated Employee" shall mean (in accordance with and subject to Code Section 414(q) and any regulations, rulings, notices or procedures thereunder), with respect to any Plan Year: (a) any Employee who was a five percent (5%) owner of Mirant Corporation or an Affiliated Employer (as determined pursuant to Code Section 416) during the Plan Year or the immediately preceding Plan Year, or (b) any Employee who (1) earned more than \$85,000 in the preceding Plan Year and (2) falls within the "top-paid group," as defined in Code Section 414(q) (excluding those employees described in Code Section 414(q) (8) for such purpose). The \$85,000 amount shall be adjusted for inflation and for short Plan Years, pursuant to Code Section 414(q). In determining whether an Employee is a Highly Compensated Employee, the Committee may make any elections authorized under applicable regulations, rulings, notices, or revenue procedures.

II.

SECTION 4.5(A) OF THE PLAN SHALL BE DELETED IN ITS ENTIRETY AND REPLACED WITH THE FOLLOWING NEW SECTION 4.5(A):

(a) Actual Deferral Percentage Test. The Plan shall satisfy the nondiscrimination test of Section 401(k)(3) of the Code, under which no Elective Employer Contributions shall be made that would cause the Actual Deferral Percentage for Eligible Participants who are Highly Compensated Employees to exceed either subsection 4.5(a)(1) or (2) as follows:

(1) The Average Actual Deferral Percentage for Eligible Participants who are Highly Compensated Employees in the current Plan Year shall not exceed the Average Actual Deferral Percentage for the prior Plan Year for Eligible Participants who were Non-Highly Compensated Employees for the prior Plan Year multiplied by 1.25; or

(2) The Average Actual Deferral Percentage for Eligible Participants who are Highly Compensated Employees in the current Plan Year shall not exceed the Average Actual Deferral Percentage for Eligible Participants who were Non-Highly Compensated Employees in the prior Plan Year multiplied by two (2), provided that the Average Actual Deferral Percentage for Eligible Participants who are Highly Compensated Employees in the current Plan Year does not exceed the Average Actual Deferral Percentage for the prior Plan Year for Eligible Participants who were Non-Highly Compensated Employees in the prior Plan Year by more than two (2) percentage points.

At the election of the Committee, and upon amendment to the Plan, the current year Average Actual Deferral Percentage for current year Non-Highly Compensated Employees may be substituted for the prior year Average Actual Deferral Percentage. However, once an election is made to utilize such current year Average Actual Deferral Percentage in determining the Actual Deferral Percentage, the Committee may not revoke such election without the approval of the Internal Revenue Service, to the extent required under Code Section 401(k)(3)(A). Notwithstanding the foregoing, for the 2000 Plan Year, the Average Actual Deferral Percentage of Non-Highly Compensated Employees shall be deemed to be three percent (3%) or, if the Committee elects in accordance with Code Section 401(k)(3)(E), the actual Average Actual Deferral Percentage of Non-Highly Compensated Employees for the 2000 Plan Year.

III.

SECTION 5.3(A) OF THE PLAN SHALL BE DELETED IN ITS ENTIRETY AND REPLACED WITH THE FOLLOWING NEW SECTION 5.3(A):

(a) Actual Contribution Percentage Test. The Plan shall satisfy the nondiscrimination test of Section 401(m) of the Code, under which the Average Contribution Percentage for Eligible Participants shall not exceed either subsection 5.3(a)(1) or (2) as follows:

(1) The Average Contribution Percentage for Eligible Participants who are Highly Compensated Employees in the current Plan Year shall not exceed the Average Contribution Percentage for the prior Plan Year for Eligible Participants who were Non-Highly Compensated Employees in the prior Plan Year multiplied by 1.25; or

(2) The Average Contribution Percentage for Eligible Participants who are Highly Compensated Employees in the current Plan Year shall not exceed the Average Contribution Percentage for Eligible Participants who were Non-Highly Compensated Employees in the prior Plan Year multiplied by two (2), provided that the Average Contribution Percentage for Eligible Participants who are Highly Compensated Employees in the current Plan Year does not exceed the Average Contribution Percentage for the prior Plan Year for Eligible Participants who were Non-Highly Compensated Employees in the prior Plan Year by more than two (2) percentage points.

At the election of the Committee, and upon amendment to the Plan, the current year Average Contribution Percentage for current year Non-Highly Compensated Employees may be substituted for the prior year Average Contribution Percentage. However, once an election is made to utilize such current year Average Contribution Percentage in determining the Actual Contribution Percentage, the Committee may not revoke such election without the approval of the Internal Revenue Service, to the extent required under Code Section 401(m)(2)(A). Notwithstanding the foregoing, for the 2000 Plan Year the Average Contribution Percentage of Non-Highly Compensated Employees shall be deemed to be three percent (3%) or, if the Committee elects in accordance with Code Section 401(m)(3), the actual Average Contribution Percentage of Non-Highly Compensated Employees for the 2000 Plan Year.

IV.

EXCEPT AS AMENDED HEREIN BY THIS SIXTH AMENDMENT, THE PLAN SHALL REMAIN IN FULL FORCE AND EFFECT AS AMENDED AND RESTATED BY THE COMPANY PRIOR TO THE ADOPTION OF THIS SIXTH AMENDMENT.

IN WITNESS WHEREOF, the Committee, through a duly authorized officer of the Company, has adopted this Sixth Amendment to the Plan this 14th day of November, 2002 to be effective as provided herein.

MIRANT SERVICES, LLC

By: /s/ Dianne W. Davenport

Title: Vice President

SEVENTH AMENDMENT TO THE
MIRANT SERVICES
EMPLOYEE SAVINGS PLAN

WHEREAS, Mirant Services, LLC (the "Company") heretofore adopted the Mirant Services Employee Savings Plan (the "Plan"), effective December 19, 2000, and subsequently amended and restated effective as of April 2, 2001;

WHEREAS, the Company desires to amend the Plan to provide that employer matching contributions and discretionary profit sharing contributions will be initially invested as directed by a participant; and

WHEREAS, the Americas Benefits Committee (the "Committee") is authorized pursuant to Section 15.1 of the Plan to amend the Plan at any time, provided such amendment does not involve a substantial increase in cost to the Company.

NOW, THEREFORE, the Committee hereby amends the Plan as follows, to be effective as provided herein:

I.

EFFECTIVE AS OF MARCH 1, 2003, SECTION 8.2 OF THE PLAN SHALL BE DELETED IN ITS ENTIRETY AND REPLACED WITH THE FOLLOWING NEW SECTION 8.2:

8.2 Investment of Contributions. Each Participant shall direct, at the time he elects to participate in the Plan and at such other times as may be directed by the Investment Review Committee or pursuant to Section 8.6, that his Elective Employer Contributions, Voluntary Participant Contributions, Fixed Profit Sharing Contributions, Discretionary Profit Sharing Contributions and, effective as of April 1, 2003, Employer Matching Contributions be invested in one or more of the Investment Funds, provided such investments are made in one-percent (1%) increments.

II.

EFFECTIVE AS OF MARCH 1, 2003, SECTION 8.3 OF THE PLAN SHALL BE DELETED IN ITS ENTIRETY AND REPLACED WITH THE FOLLOWING NEW SECTION 8.3:

8.3 Investment of Employer Matching and Discretionary Profit Sharing Contributions. Effective for contributions prior to April 1, 2003 for Employer Matching Contributions and effective for contributions prior to March 1, 2003 for Discretionary Profit Sharing Contributions, such contributions shall be invested entirely in the Company Stock Fund and shall remain invested in the Company Stock Fund until such time that the Participant elects to invest all or a portion of the amount credited to his Employer Matching Contribution or Discretionary Profit Sharing Contribution subaccounts in any of the Investment Funds under this Plan as provided in Section 8.5.

Notwithstanding the foregoing, any amounts attributable to employer matching or profit sharing contributions, which are transferred to this Plan pursuant to a trust-to-trust transfer, shall not be invested in the Company Stock Fund but shall instead be invested at the Participant's

direction. If no such direction is provided, such transferred amount shall be invested in accordance with procedures established by the Investment Review Committee.

III.

EXCEPT AS AMENDED HEREIN BY THIS SEVENTH AMENDMENT, THE PLAN SHALL REMAIN IN FULL FORCE AND EFFECT AS AMENDED AND RESTATED BY THE COMPANY PRIOR TO THE ADOPTION OF THIS SEVENTH AMENDMENT.

IN WITNESS WHEREOF, the Committee, through a duly authorized officer of the Company, has adopted this Seventh Amendment to the Plan this 26th day of February, 2003 to be effective as provided herein.

MIRANT SERVICES, LLC

By: /s/ Dianne W. Davenport

Title: Vice President

EIGHTH AMENDMENT TO THE
MIRANT SERVICES
EMPLOYEE SAVINGS PLAN

WHEREAS, Mirant Services, LLC (the "Company") heretofore adopted the Mirant Services Employee Savings Plan (the "Plan"), effective December 19, 2000, and subsequently amended and restated effective as of April 2, 2001;

WHEREAS, the Company desires to make various changes to the Plan; and

WHEREAS, the Americas Benefits Committee (the "Committee") is authorized pursuant to Section 15.1 of the Plan to amend the Plan at any time, provided such amendment does not involve a substantial increase in cost to the Company.

NOW, THEREFORE, the Committee hereby amends the Plan as follows, to be effective as provided herein:

I

EFFECTIVE AS OF AUGUST 27, 2002, THE FIRST SENTENCE IN SECTION 8.1 OF THE PLAN SHALL BE DELETED IN ITS ENTIRETY AND REPLACED WITH THE FOLLOWING SENTENCE:

The Investment Funds shall be selected from time to time by the Qualified Plans Investment Review Committee (the "Investment Review Committee").

II.

EFFECTIVE AS OF JANUARY 1, 2003, THE PLAN SHALL BE MODIFIED BY THE ADDITION OF THE FOLLOWING NEW ARTICLE XXI:

ARTICLE XXI
MINIMUM DISTRIBUTION REQUIREMENTS

21.1 General Rules

(a) Effective Date. The provisions of this Article XXI will apply for purposes of determining required minimum distributions for calendar years beginning with the 2003 calendar year.

(b) Coordination with Minimum Distribution Requirements Previously in Effect. For the Plan Year beginning on January 1, 2002, the Plan applied the minimum distribution requirements of Section 401(a)(9) of the Code in accordance with the regulations under Section 401(a)(9) of the Code that were proposed in January of 2001.

(c) Precedence. The requirements of this Article XXI will take precedence over any inconsistent provisions of the Plan.

(d) Requirements of Treasury Regulations Incorporated. All distributions required under this Article XXI will be determined and made in accordance with the Treasury regulations under Section 401(a)(9) of the Code.

(e) TEFRA Section 242(b)(2) Elections. Notwithstanding the other provisions of this Article XXI other than Section 21.1(d), distributions may be made under a designation made before January 1, 1984, in accordance with Section 242(b)(2) of the Tax Equity and Fiscal Responsibility Act (TEFRA) and the provisions of the Plan that relate to Section 242(b)(2) of TEFRA.

21.2 Time and Manner of Distribution.

(a) Required Beginning Date. The Participant's entire interest will be distributed to the Participant no later than his Required Beginning Date.

(b) Death of Participant Before Distributions Begin. If the Participant dies before distributions begin, the Participant's entire interest will be distributed no later than as follows:

(1) If the Participant's Surviving Spouse is the Participant's sole Designated Beneficiary, then the distribution to the Surviving Spouse will be made by no later than December 31 of the calendar year immediately following the calendar year in which the Participant died.

(2) If the Participant's Surviving Spouse is not the Participant's sole Designated Beneficiary, then the distribution to the Designated Beneficiary will be made by no later than December 31 of the calendar year immediately following the calendar year in which the Participant died.

(3) If there is no Designated Beneficiary as of September 30 of the year following the year of the Participant's death, the Participant's entire interest will be distributed by December 31 of the calendar year containing the fifth anniversary of the Participant's death.

(4) If the Participant's Surviving Spouse is the Participant's sole Designated Beneficiary and the Surviving Spouse dies after the Participant but before the distribution to the Surviving Spouse has been made, this Section 21.2(b), other than Section 21.2(b)(1), will apply as if the Surviving Spouse were the Participant.

For purposes of this Section 21.2(b) and Section 21.4, unless Section 21.2(b)(4) applies, distributions are considered to begin on the Participant's Required Beginning Date. If Section 21.2(b)(4) applies, distributions are considered to begin on the date distributions are required to begin to the Surviving Spouse under Section 21.2(b)(1).

(c) Form of Distribution. Unless the Participant's interest is distributed in a single sum on or before the Required Beginning Date, as of the first Distribution Calendar

Year, distributions will be made in accordance with Sections 21.3 and 21.4 of this Article XXI.

21.3 Required Minimum Distributions During the Participant's Lifetime.

(a) Amount of Required Minimum Distribution for Each Distribution Calendar Year. During the Participant's lifetime, the minimum amount that will be distributed for each Distribution Calendar Year is the total amount of the Participant's Account Balance.

(b) Lifetime Required Minimum Distributions Continue Through Year of Participant's Death. Required minimum distributions will be determined under this Section 21.3 beginning with the first Distribution Calendar Year and up to and including the Distribution Calendar Year that includes the Participant's date of death.

21.4 Requirements Minimum Distributions After the Participant's Death.

(a) Death On or After the Date Distributions Begin.

(1) Participant Survived by Designated Beneficiary. If the Participant dies on or after the date distributions begin and there is a Designated Beneficiary, the minimum amount that will be distributed for each Distribution Calendar Year after the year of the Participant's death is the total amount of the Participant's Account Balance.

(2) No Designated Beneficiary. If the Participant dies on or after the date Participant's begin and there is no Designated Beneficiary as of September 30 of the year after the year of the Participant's death, the minimum amount that will be distributed for each Distribution Calendar Year after the year of the Participant's death is the total amount of the Participant's Account Balance.

(b) Death Before the Date Distributions Begin.

(1) Participant Survived by Designated Beneficiary. If the Participant dies before the date distributions begin and there is a Designated Beneficiary, the minimum amount that will be distributed for each Distribution Calendar Year after the year of the Participant's death is the total amount of the Participant's Account Balance.

(2) No Designated Beneficiary. If the Participant dies before the date Participant's begin and there is no Designated Beneficiary as of September 30 of the year following the year of the Participant's death, the distribution of the Participant's entire interest will be completed by December 31 of the calendar year containing the fifth anniversary of the Participant's death.

(3) Death of Surviving Spouse Before Distributions to Surviving Spouse Are Required to Begin. If the Participant dies before the date the distributions begin, the Participant's Surviving Spouse is the Participant's sole Designated Beneficiary, and the Surviving Spouse dies before distributions are

required to begin to the Surviving Spouse under Section 21.2(b)(1), this Section 21.4(b) will apply as if the Surviving Spouse were the Participant.

21.5 Definitions.

(a) Designated Beneficiary. The individual who is designated as the beneficiary under Section 12.4 of the Plan and is the designated beneficiary under Section 401(a)(9) of the Code and Section 1.401(a)(9)-4 of the Treasury regulations.

(b) Distribution Calendar Year. A calendar year for which a minimum distribution is required. For distributions beginning before the Participant's death, the first Distribution Calendar Year is the calendar year immediately preceding the calendar year that contains the Participant's Required Beginning Date. For distributions beginning after the Participant's death, the first Distribution Calendar Year is the calendar year in which distributions are required to begin pursuant to Section 21.2(b). The required minimum distribution for the Participant's first Distribution Calendar Year will be made on or before the Participant's Required Beginning Date. The required minimum distribution for other Distribution Calendar Years, including the required minimum distribution for the Distribution Calendar Year in which the Participant's Required Beginning Date occurs, will be made on or before December 31 of that Distribution Calendar Year.

(c) Account Balance. The Participant's Account balance as of the last Valuation Date in the calendar year immediately preceding the Distribution Calendar Year (the "Valuation Calendar Year") increased by the amount of any contributions made and allocated or forfeitures allocated to the Account balance as of dates in the Valuation Calendar Year after the Valuation Date and decreased by distributions made in the Valuation Calendar Year after the Valuation Date. The Account balance for the Valuation Calendar Year includes any amounts rolled over or transferred to the Plan either in the Valuation Calendar Year or in the Distribution Calendar Year if distributed or transferred in the Valuation Calendar Year.

(d) Required Beginning Date. The date specified in Section 12.6(b) of the Plan.

III.

EFFECTIVE AS OF APRIL 1, 2003, SECTION 11.6(C) OF THE PLAN SHALL BE DELETED IN ITS ENTIRETY AND REPLACED WITH THE FOLLOWING NEW SECTION 11.6(C):

(a) For purposes of this Section 11.6, a withdrawal shall be deemed necessary to satisfy an immediate and heavy financial need if:

(1) The distribution is not in excess of the amount of the immediate and heavy financial need of the Participant, including any amounts necessary to pay any federal, state, or local income taxes or penalties reasonably anticipated to result from the distribution;

(2) The Participant has obtained all distributions and all nontaxable loans currently available to him under all plans maintained by an Affiliated Employer; and

(3) The Participant agrees to suspend all elective employer contributions and voluntary participant contributions to all plans of an Affiliated Employer for at least six (6) months after receipt of the distribution under this Section 11.6.

IV.

EFFECTIVE AS OF APRIL 1, 2003, ARTICLE XIII OF THE PLAN SHALL BE MODIFIED BY THE ADDITION OF THE FOLLOWING NEW SECTION 13.19:

13.19 Liability of the Investment Review Committee. In performing its responsibilities under the Plan, except as may be prohibited by ERISA, neither the Investment Review Committee nor any person to whom the Investment Review Committee may delegate any duty or power in connection with its responsibilities under the Plan shall be liable for any action or failure to act except for its or his own gross negligence or willful misconduct; nor for the payment of any amount under the Plan; nor for any mistake of judgment made by him or on his behalf as a member of the Investment Review Committee; nor for any action, failure to act, or loss unless resulting from his own gross negligence or willful misconduct; nor for the neglect, omission, or wrongdoing of any other member of the Investment Review Committee. No member of the Investment Review Committee shall be personally liable under any contract, agreement, bond, or other instrument made or executed by him or on his behalf as a member of the Investment Review Committee.

V.

EFFECTIVE AS OF SEPTEMBER 1, 2003, SECTION 12.1(A) OF THE PLAN SHALL BE DELETED IN ITS ENTIRETY AND REPLACED WITH THE FOLLOWING NEW SECTION 12.1(A):

(a) If a Participant's employment with the Affiliated Employers is terminated as a result of his retirement on or after his Early Retirement Date or his Normal Retirement Date, in addition to the withdrawal options under Section 11.1, the entire balance credited to his Account shall be payable to him in a single lump sum distribution at such time requested by the Participant pursuant to Section 12.6 and in accordance with the procedures established by the Committee. The distribution shall commence as soon as practicable after the Valuation Date selected by the Participant.

VI.

EXCEPT AS AMENDED HEREIN BY THIS EIGHTH AMENDMENT, THE PLAN SHALL REMAIN IN FULL FORCE AND EFFECT AS AMENDED AND RESTATED BY THE COMPANY PRIOR TO THE ADOPTION OF THIS EIGHTH AMENDMENT.

IN WITNESS WHEREOF, the Committee, through a duly authorized officer of the Company, has adopted this Eighth Amendment to the Plan this 19th day of March, 2003 to be effective as provided herein.

MIRANT SERVICES, LLC

By: /s/ Dianne W. Davenport

Title: Vice President

Exhibit A

NINTH AMENDMENT TO THE
MIRANT SERVICES
EMPLOYEE SAVINGS PLAN

WHEREAS, Mirant Services, LLC (the "Company") heretofore adopted the Mirant Services Employee Savings Plan (the "Plan"), effective December 19, 2000, and subsequently amended and restated effective as of April 2, 2001;

WHEREAS, the Company wishes to amend the Plan to provide that, effective April 1, 2003, no new investments may be made in the Company Stock Fund (as that term is defined in the Plan) under the Plan; and

WHEREAS, the Americas Benefits Committee (the "Committee") is authorized pursuant to Section 15.1 of the Plan to amend the Plan at any time, provided such amendment does not involve a substantial increase in cost to the Company.

NOW, THEREFORE, the Committee hereby amends the Plan as follows, to be effective as of April 1, 2003:

I

EFFECTIVE AS OF APRIL 1, 2003, SECTION 8.1 OF THE PLAN SHALL BE DELETED IN ITS ENTIRETY AND REPLACED WITH THE FOLLOWING NEW SECTION 8.1:

8.1 Investment Funds. The Investment Funds shall be selected from time to time by the Qualified Plans Investment Review Committee (the "Investment Review Committee"). In addition to such other Investment Funds selected by the Investment Review Committee, the Investment Funds shall include the "Company Stock Fund." The Company Stock Fund shall be invested and reinvested in Common Stock, provided that funds applicable to the purchase of Common Stock pending investment of such funds may be temporarily invested in short-term United States Government obligations, other obligations guaranteed by the United States Government, commercial paper, or certificates of deposit, and, if the Trustee so determines, may be transferred to money market funds utilized by the Trustee for qualified employee benefit trusts. Notwithstanding the foregoing, effective April 1, 2003, no new investments may be made in the Company Stock Fund and, should a Participant elect to reduce the portion of his Account that is invested in the Company Stock Fund, he may not again reinvest any additional assets in the Company Stock Fund.

II.

EXCEPT AS AMENDED HEREIN BY THIS NINTH AMENDMENT, THE PLAN SHALL REMAIN IN FULL FORCE AND EFFECT AS AMENDED AND RESTATED BY THE COMPANY PRIOR TO THE ADOPTION OF THIS NINTH AMENDMENT.

IN WITNESS WHEREOF, the Committee, through a duly authorized officer of the Company, has adopted this Ninth Amendment to the Plan this 25th day of March, 2003 to be effective as of April 1, 2003.

MIRANT SERVICES, LLC

By: /s/ Dianne Davenport

Title: VP, Human Resources

FOURTH AMENDMENT TO THE
MIRANT SERVICES
BARGAINING UNIT EMPLOYEE SAVINGS PLAN

WHEREAS, Mirant Services, LLC (the "Company") heretofore adopted the Mirant Services Bargaining Unit Employee Savings Plan (the "Plan"), effective December 19, 2000, and subsequently amended and restated effective as of April 2, 2001;

WHEREAS, the Company desires to amend the Plan regarding the employee contribution limitation applicable to certain employees; and

WHEREAS, the Americas Benefits Committee (the "Committee") is authorized pursuant to Section 15.1 of the Plan to amend the Plan at any time, provided such amendment does not involve a substantial increase in cost to the Company.

NOW, THEREFORE, the Committee hereby amends the Plan as follows, to be effective as of June 1, 2002:

I.

SECTION 6.2 OF THE PLAN SHALL BE DELETED IN ITS ENTIRETY AND REPLACED WITH THE FOLLOWING NEW SECTION 6.2:

6.2 Correction of Contributions in Excess of Section 415 Limits. If the Annual Additions for a Participant exceed the limits of Section 6.1 as a result of the allocation of forfeitures, if any, a reasonable error in estimating a Participant's annual compensation for purposes of the Plan, a reasonable error in determining the amount of elective deferrals (within the meaning of Section 402(g)(3) of the Code) that may be made with respect to any individual, or under other limited facts and circumstances that the Commissioner of the Treasury finds justify the availability of the rules set forth in this Section 6.2, the excess amounts shall not be deemed Annual Additions if they are treated in accordance with any one or more or any combination of the following:

(a) return to the Participant that portion, or all, of his Voluntary Participant Contributions (as adjusted for income and loss) as is necessary to ensure compliance with Section 6.1;

(b) distribute to the Participant that portion, or all, of his Elective Employer Contributions (as adjusted for income and loss) as is necessary to ensure compliance with Section 6.1; and

(c) forfeiture of that portion, or all, of the Employer Matching Contributions (as adjusted for income and loss) and any forfeitures of Employer contributions that were allocated to the Participant's Account (as adjusted for income and loss) as is necessary to ensure compliance with Section 6.1.

(d) forfeiture of that portion, or all, of the Discretionary Profit Sharing Contributions that were allocated to the Participant's Account (as adjusted for income and loss) as is necessary to ensure compliance with Section 6.1.

Any amounts distributed or returned to the Participant under (a) or (b) above shall be disregarded for purposes of the Actual Deferral Percentage Test.

Any amounts forfeited under this Section 6.2 shall be held in a suspense account (separate from the Suspense Account established under Section 10.3) and shall be applied, subject to Section 6.1, to reduce the next ensuing Employing Company contribution. Such application shall be made prior to any Employing Company contributions that would constitute Annual Additions. No income or investment gains and losses shall be allocated to the suspense account provided for under this Section 6.2. If any amount remains in a suspense account provided for under this Section 6.2 upon termination of this Plan, such amount will revert to the Employing Companies notwithstanding any other provision of this Plan.

II.

SECTION 17.2(C) OF THE PLAN SHALL BE DELETED IN ITS ENTIRETY AND REPLACED WITH THE FOLLOWING NEW SECTION 17.2(C):

(c) The rate of Elective Employer Contributions (Section 4.1) and Voluntary Participant Contributions (Section 4.6) shall be 1% to 30% of Compensation.

III.

EXCEPT AS AMENDED HEREIN BY THIS FOURTH AMENDMENT, THE PLAN SHALL REMAIN IN FULL FORCE AND EFFECT AS AMENDED AND RESTATED BY THE COMPANY PRIOR TO THE ADOPTION OF THIS FOURTH AMENDMENT.

IN WITNESS WHEREOF, the Committee, through a duly authorized officer of the Company, has adopted this Fourth Amendment to the Plan this 22nd day of May, 2002 to be effective as provided herein.

MIRANT SERVICES, LLC

By: /s/ Dianne W. Davenport

Title: Vice President

FIFTH AMENDMENT TO THE
MIRANT SERVICES
BARGAINING UNIT EMPLOYEE SAVINGS PLAN

WHEREAS, Mirant Services, LLC (the "Company") heretofore adopted the Mirant Services Bargaining Unit Employee Savings Plan (the "Plan"), effective December 19, 2000, and subsequently amended and restated effective as of April 2, 2001;

WHEREAS, the Company desires to amend the Plan in order to obtain a favorable determination letter ruling regarding the qualified status of the Plan; and

WHEREAS, the Americas Benefits Committee (the "Committee") is authorized pursuant to Section 15.1 of the Plan to amend the Plan at any time, provided such amendment does not involve a substantial increase in cost to the Company.

NOW, THEREFORE, the Committee hereby amends the Plan as follows, to be effective as of December 19, 2000:

I.

SECTION 2.23 OF THE PLAN SHALL BE DELETED IN ITS ENTIRETY AND REPLACED WITH THE FOLLOWING NEW SECTION 2.23:

2.23 "Employee" shall mean each individual who is employed by an Affiliated Employer under common law and each individual who is required to be treated as an employee pursuant to the "leased employee" rules of Code Section 414(n) other than a leased employee described in Code Section 414(n)(5). A "leased employee" is any person (other than an employee of the recipient) who pursuant to an agreement between the recipient and any other person (hereafter the "leasing organization") has performed services for the recipient (or for the recipient and related persons, as determined in accordance with Code Section 414(n)(6)) on a substantially full-time basis for a period of at least one (1) year, and such services are performed under the primary direction or control by the recipient.

II.

SECTION 2.31 OF THE PLAN SHALL BE DELETED IN ITS ENTIRETY AND REPLACED WITH THE FOLLOWING NEW SECTION 2.31:

2.31 "Highly Compensated Employee" shall mean (in accordance with and subject to Code Section 414(q) and any regulations, rulings, notices or procedures thereunder), with respect to any Plan Year: (a) any Employee who was a five percent (5%) owner of Mirant Corporation or an Affiliated Employer (as determined pursuant to Code Section 416) during the Plan Year or the immediately preceding Plan Year, or (b) any Employee who (1) earned more than \$85,000 in the preceding Plan Year and (2) falls within the "top-paid group," as defined in Code Section 414(q) (excluding those employees described in Code Section 414(q)(8) for such

purpose). The \$85,000 amount shall be adjusted for inflation and for short Plan Years, pursuant to Code Section 414(q). In determining whether an Employee is a Highly Compensated Employee, the Committee may make any elections authorized under applicable regulations, rulings, notices, or revenue procedures.

III.

SECTION 4.5(A) OF THE PLAN SHALL BE DELETED IN ITS ENTIRETY AND REPLACED WITH THE FOLLOWING NEW SECTION 4.5(A):

(a) Actual Deferral Percentage Test. The Plan shall satisfy the nondiscrimination test of Section 401(k)(3) of the Code, under which no Elective Employer Contributions shall be made that would cause the Actual Deferral Percentage for Eligible Participants who are Highly Compensated Employees to exceed either subsection 4.5(a)(1) or (2) as follows:

(1) The Average Actual Deferral Percentage for the Eligible Participants who are Highly Compensated Employees in the current Plan Year shall not exceed the Average Actual Deferral Percentage for the prior Plan Year for Eligible Participants who were Non-Highly Compensated Employees for the prior Plan Year multiplied by 1.25; or

(2) The Average Actual Deferral Percentage for Eligible Participants who are Highly Compensated Employees in the current Plan Year shall not exceed the Average Actual Deferral Percentage for Eligible Participants who were Non-Highly Compensated Employees in the prior Plan Year multiplied by two (2), provided that the Average Actual Deferral Percentage for Eligible Participants who are Highly Compensated Employees in the current Plan Year does not exceed the Average Actual Deferral Percentage for the prior Plan Year for Eligible Participants who were Non-Highly Compensated Employees in the prior Plan Year by more than two (2) percentage points.

At the election of the Committee, and upon amendment to the Plan, the current year Average Actual Deferral Percentage for current year Non-Highly Compensated Employees may be substituted for the prior year Average Actual Deferral Percentage. However, once an election is made to utilize such current year Average Actual Deferral Percentage in determining the Actual Deferral Percentage, the Committee may not revoke such election without the approval of the Internal Revenue Service, to the extent required under Code Section 401(k)(3)(A). Notwithstanding the foregoing, for the 2000 Plan Year the Average Actual Deferral Percentage of Non-Highly Compensated Employees shall be deemed to be three percent (3%) or, if the Committee elects in accordance with Code Section 401(k)(3)(E), the actual Average Actual Deferral Percentage of Non-Highly Compensated Employees for the 2000 Plan Year.

IV.

EXCEPT AS AMENDED HEREIN BY THIS FIFTH AMENDMENT, THE PLAN SHALL REMAIN IN FULL FORCE AND EFFECT AS AMENDED AND RESTATED BY THE COMPANY PRIOR TO THE ADOPTION OF THIS FIFTH AMENDMENT.

IN WITNESS WHEREOF, the Committee, through a duly authorized officer of the Company, has adopted this Fifth Amendment to the Plan this 14th day of November, 2002 to be effective as provided herein.

MIRANT SERVICES, LLC

By: /s/ Dianne W. Davenport

Title: Vice President

SIXTH AMENDMENT TO THE
MIRANT SERVICES
BARGAINING UNIT EMPLOYEE SAVINGS PLAN

WHEREAS, Mirant Services, LLC (the "Company") heretofore adopted the Mirant Services Bargaining Unit Employee Savings Plan (the "Plan"), effective December 19, 2000, and subsequently amended and restated effective as of April 2, 2001;

WHEREAS, the Company desires to amend the Plan to provide that employer matching contributions and discretionary profit sharing contributions will be initially invested as directed by a participant; and

WHEREAS, the Americas Benefits Committee (the "Committee") is authorized pursuant to Section 15.1 of the Plan to amend the Plan at any time, provided such amendment does not involve a substantial increase in cost to the Company.

NOW, THEREFORE, the Committee hereby amends the Plan as follows, to be effective as provided herein:

I.

EFFECTIVE AS OF MARCH 1, 2003, SECTION 8.2 OF THE PLAN SHALL BE DELETED IN ITS ENTIRETY AND REPLACED WITH THE FOLLOWING NEW SECTION 8.2:

8.2 Investment of Contributions. Each Participant shall direct, at the time he elects to participate in the Plan and at such other times as may be directed by the Investment Review Committee or pursuant to Section 8.6, that his Elective Employer Contributions, Voluntary Participant Contributions, Discretionary Profit Sharing Contributions and, effective as of April 1, 2003, Employer Matching Contributions be invested in one or more of the Investment Funds, provided such investments are made in one-percent (1%) increments.

II.

EFFECTIVE AS OF MARCH 1, 2003, SECTION 8.3 OF THE PLAN SHALL BE DELETED IN ITS ENTIRETY AND REPLACED WITH THE FOLLOWING NEW SECTION 8.3:

8.3 Investment of Employer Matching and Discretionary Profit Sharing Contributions. Effective for contributions prior to April 1, 2003 for Employer Matching Contributions and effective for contributions prior to March 1, 2003 for Discretionary Profit Sharing Contributions, such contributions shall be invested entirely in the Company Stock Fund and shall remain invested in the Company Stock Fund until such time that the Participant elects to invest all or a portion of the amount credited to his Employer Matching Contribution or Discretionary Profit Sharing Contribution subaccounts in any of the Investment Funds under this Plan as provided in Section 8.5.

Notwithstanding the foregoing, any amounts attributable to employer matching or profit sharing contributions, which are transferred to this Plan pursuant to a trust-to-trust transfer, shall not be invested in the Company Stock Fund but shall instead be invested at the Participant's direction. If no such direction is provided, such transferred amount shall be invested in accordance with procedures established by the Investment Review Committee.

III.

EXCEPT AS AMENDED HEREIN BY THIS SIXTH AMENDMENT, THE PLAN SHALL REMAIN IN FULL FORCE AND EFFECT AS AMENDED AND RESTATED BY THE COMPANY PRIOR TO THE ADOPTION OF THIS SIXTH AMENDMENT.

IN WITNESS WHEREOF, the Committee, through a duly authorized officer of the Company, has adopted this Sixth Amendment to the Plan this 26th day of February, 2003 to be effective as provided herein.

MIRANT SERVICES, LLC

By: /s/ Dianne W. Davenport

Title: Vice President

SEVENTH AMENDMENT TO THE
MIRANT SERVICES
BARGAINING UNIT EMPLOYEE SAVINGS PLAN

WHEREAS, Mirant Services, LLC (the "Company") heretofore adopted the Mirant Services Bargaining Unit Employee Savings Plan (the "Plan"), effective December 19, 2000, and subsequently amended and restated effective as of April 2, 2001;

WHEREAS, the Company desires to make various changes to the Plan; and

WHEREAS, the Americas Benefits Committee (the "Committee") is authorized pursuant to Section 15.1 of the Plan to amend the Plan at any time, provided such amendment does not involve a substantial increase in cost to the Company.

NOW, THEREFORE, the Committee hereby amends the Plan as follows, to be effective as provided herein:

I

EFFECTIVE AS OF AUGUST 27, 2002, THE FIRST SENTENCE IN SECTION 8.1 OF THE PLAN SHALL BE DELETED IN ITS ENTIRETY AND REPLACED WITH THE FOLLOWING SENTENCE:

The Investment Funds shall be selected from time to time by the Qualified Plans Investment Review Committee (the "Investment Review Committee").

II.

EFFECTIVE AS OF JANUARY 1, 2003, THE PLAN SHALL BE MODIFIED BY THE ADDITION OF THE FOLLOWING NEW ARTICLE XX:

ARTICLE XX
MINIMUM DISTRIBUTION REQUIREMENTS

20.1 General Rules

(a) Effective Date. The provisions of this Article XX will apply for purposes of determining required minimum distributions for calendar years beginning with the 2003 calendar year.

(b) Coordination with Minimum Distribution Requirements Previously in Effect. For the Plan Year beginning on January 1, 2002, the Plan applied the minimum distribution requirements of Section 401(a)(9) of the Code in accordance with the regulations under Section 401(a)(9) of the Code that were proposed in January of 2001.

(c) Precedence. The requirements of this Article XX will take precedence over any inconsistent provisions of the Plan.

(d) Requirements of Treasury Regulations Incorporated. All distributions required under this Article XX will be determined and made in accordance with the Treasury regulations under Section 401(a)(9) of the Code.

(e) TEFRA Section 242(b)(2) Elections. Notwithstanding the other provisions of this Article XX other than Section 20.1(d), distributions may be made under a designation made before January 1, 1984, in accordance with Section 242(b)(2) of the Tax Equity and Fiscal Responsibility Act (TEFRA) and the provisions of the Plan that relate to Section 242(b)(2) of TEFRA.

20.2 Time and Manner of Distribution.

(a) Required Beginning Date. The Participant's entire interest will be distributed to the Participant no later than his Required Beginning Date.

(b) Death of Participant Before Distributions Begin. If the Participant dies before distributions begin, the Participant's entire interest will be distributed no later than as follows:

(1) If the Participant's Surviving Spouse is the Participant's sole Designated Beneficiary, then the distribution to the Surviving Spouse will be made by no later than December 31 of the calendar year immediately following the calendar year in which the Participant died.

(2) If the Participant's Surviving Spouse is not the Participant's sole Designated Beneficiary, then the distribution to the Designated Beneficiary will be made by no later than December 31 of the calendar year immediately following the calendar year in which the Participant died.

(3) If there is no Designated Beneficiary as of September 30 of the year following the year of the Participant's death, the Participant's entire interest will be distributed by December 31 of the calendar year containing the fifth anniversary of the Participant's death.

(4) If the Participant's Surviving Spouse is the Participant's sole Designated Beneficiary and the Surviving Spouse dies after the Participant but before the distribution to the Surviving Spouse has been made, this Section 20.2(b), other than Section 20.2(b)(1), will apply as if the Surviving Spouse were the Participant.

For purposes of this Section 20.2(b) and Section 20.4, unless Section 20.2(b)(4) applies, distributions are considered to begin on the Participant's Required Beginning Date. If Section 20.2(b)(4) applies, distributions are considered to begin on the date distributions are required to begin to the Surviving Spouse under Section 20.2(b)(1).

(c) Form of Distribution. Unless the Participant's interest is distributed in a single sum on or before the Required Beginning Date, as of the first Distribution Calendar

Year, distributions will be made in accordance with Sections 20.3 and 20.4 of this Article XX.

20.3 Required Minimum Distributions During the Participant's Lifetime.

(a) Amount of Required Minimum Distribution for Each Distribution Calendar Year. During the Participant's lifetime, the minimum amount that will be distributed for each Distribution Calendar Year is the total amount of the Participant's Account Balance.

(b) Lifetime Required Minimum Distributions Continue Through Year of Participant's Death. Required minimum distributions will be determined under this Section 20.3 beginning with the first Distribution Calendar Year and up to and including the Distribution Calendar Year that includes the Participant's date of death.

20.4 Requirements Minimum Distributions After the Participant's Death.

(a) Death On or After the Date Distributions Begin.

(1) Participant Survived by Designated Beneficiary. If the Participant dies on or after the date distributions begin and there is a Designated Beneficiary, the minimum amount that will be distributed for each Distribution Calendar Year after the year of the Participant's death is the total amount of the Participant's Account Balance.

(2) No Designated Beneficiary. If the Participant dies on or after the date Participant's begin and there is no Designated Beneficiary as of September 30 of the year after the year of the Participant's death, the minimum amount that will be distributed for each Distribution Calendar Year after the year of the Participant's death is the total amount of the Participant's Account Balance.

(b) Death Before the Date Distributions Begin.

(1) Participant Survived by Designated Beneficiary. If the Participant dies before the date distributions begin and there is a Designated Beneficiary, the minimum amount that will be distributed for each Distribution Calendar Year after the year of the Participant's death is the total amount of the Participant's Account Balance.

(2) No Designated Beneficiary. If the Participant dies before the date Participant's begin and there is no Designated Beneficiary as of September 30 of the year following the year of the Participant's death, the distribution of the Participant's entire interest will be completed by December 31 of the calendar year containing the fifth anniversary of the Participant's death.

(3) Death of Surviving Spouse Before Distributions to Surviving Spouse Are Required to Begin. If the Participant dies before the date the distributions begin, the Participant's Surviving Spouse is the Participant's sole Designated Beneficiary, and the Surviving Spouse dies before distributions are

required to begin to the Surviving Spouse under Section 20.2(b)(1), this Section 20.4(b) will apply as if the Surviving Spouse were the Participant.

20.5 Definitions.

(a) Designated Beneficiary. The individual who is designated as the beneficiary under Section 12.4 of the Plan and is the designated beneficiary under Section 401(a)(9) of the Code and Section 1.401(a)(9)-4 of the Treasury regulations.

(b) Distribution Calendar Year. A calendar year for which a minimum distribution is required. For distributions beginning before the Participant's death, the first Distribution Calendar Year is the calendar year immediately preceding the calendar year that contains the Participant's Required Beginning Date. For distributions beginning after the Participant's death, the first Distribution Calendar Year is the calendar year in which distributions are required to begin pursuant to Section 20.2(b). The required minimum distribution for the Participant's first Distribution Calendar Year will be made on or before the Participant's Required Beginning Date. The required minimum distribution for other Distribution Calendar Years, including the required minimum distribution for the Distribution Calendar Year in which the Participant's Required Beginning Date occurs, will be made on or before December 31 of that Distribution Calendar Year.

(c) Account Balance. The Participant's Account balance as of the last Valuation Date in the calendar year immediately preceding the Distribution Calendar Year (the "Valuation Calendar Year") increased by the amount of any contributions made and allocated or forfeitures allocated to the Account balance as of dates in the Valuation Calendar Year after the Valuation Date and decreased by distributions made in the Valuation Calendar Year after the Valuation Date. The Account balance for the Valuation Calendar Year includes any amounts rolled over or transferred to the Plan either in the Valuation Calendar Year or in the Distribution Calendar Year if distributed or transferred in the Valuation Calendar Year.

(d) Required Beginning Date. The date specified in Section 12.6(b) of the Plan.

III.

EFFECTIVE AS OF APRIL 1, 2003, SECTION 11.6(C) OF THE PLAN SHALL BE DELETED IN ITS ENTIRETY AND REPLACED WITH THE FOLLOWING NEW SECTION 11.6(C):

(a) For purposes of this Section 11.6, a withdrawal shall be deemed necessary to satisfy an immediate and heavy financial need if:

(1) The distribution is not in excess of the amount of the immediate and heavy financial need of the Participant, including any amounts necessary to pay any federal, state, or local income taxes or penalties reasonably anticipated to result from the distribution;

(2) The Participant has obtained all distributions and all nontaxable loans currently available to him under all plans maintained by an Affiliated Employer; and

(3) The Participant agrees to suspend all elective employer contributions and voluntary participant contributions to all plans of an Affiliated Employer for at least six (6) months after receipt of the distribution under this Section 11.6.

IV.

EFFECTIVE AS OF APRIL 1, 2003, ARTICLE XIII OF THE PLAN SHALL BE MODIFIED BY THE ADDITION OF THE FOLLOWING NEW SECTION 13.19:

13.19 Liability of the Investment Review Committee. In performing its responsibilities under the Plan, except as may be prohibited by ERISA, neither the Investment Review Committee nor any person to whom the Investment Review Committee may delegate any duty or power in connection with its responsibilities under the Plan shall be liable for any action or failure to act except for its or his own gross negligence or willful misconduct; nor for the payment of any amount under the Plan; nor for any mistake of judgment made by him or on his behalf as a member of the Investment Review Committee; nor for any action, failure to act, or loss unless resulting from his own gross negligence or willful misconduct; nor for the neglect, omission, or wrongdoing of any other member of the Investment Review Committee. No member of the Investment Review Committee shall be personally liable under any contract, agreement, bond, or other instrument made or executed by him or on his behalf as a member of the Investment Review Committee.

V.

EFFECTIVE AS OF SEPTEMBER 1, 2003, SECTION 12.1(A) OF THE PLAN SHALL BE DELETED IN ITS ENTIRETY AND REPLACED WITH THE FOLLOWING NEW SECTION 12.1(A):

(a) If a Participant's employment with the Affiliated Employers is terminated as a result of his retirement on or after his Early Retirement Date or his Normal Retirement Date, in addition to the withdrawal options under Section 11.1, the entire balance credited to his Account shall be payable to him in a single lump sum distribution at such time requested by the Participant pursuant to Section 12.6 and in accordance with the procedures established by the Committee. The distribution shall commence as soon as practicable after the Valuation Date selected by the Participant.

VI.

EXCEPT AS AMENDED HEREIN BY THIS SEVENTH AMENDMENT, THE PLAN SHALL REMAIN IN FULL FORCE AND EFFECT AS AMENDED AND RESTATED BY THE COMPANY PRIOR TO THE ADOPTION OF THIS SEVENTH AMENDMENT.

IN WITNESS WHEREOF, the Committee, through a duly authorized officer of the Company, has adopted this Seventh Amendment to the Plan this 19th day of March, 2003 to be effective as provided herein.

MIRANT SERVICES, LLC

By: /s/ Dianne W. Davenport

Title: Vice President

EIGHTH AMENDMENT TO THE
MIRANT SERVICES
BARGAINING UNIT EMPLOYEE SAVINGS PLAN

WHEREAS, Mirant Services, LLC (the "Company") heretofore adopted the Mirant Services Bargaining Unit Employee Savings Plan (the "Plan"), effective December 19, 2000, and subsequently amended and restated effective as of April 2, 2001;

WHEREAS, the Company wishes to amend the Plan to provide that, effective April 1, 2003, no new investments may be made in the Company Stock Fund (as that term is defined in the Plan) under the Plan; and

WHEREAS, the Americas Benefits Committee (the "Committee") is authorized pursuant to Section 15.1 of the Plan to amend the Plan at any time, provided such amendment does not involve a substantial increase in cost to the Company.

NOW, THEREFORE, the Committee hereby amends the Plan as follows, to be effective as of April 1, 2003:

I

EFFECTIVE AS OF APRIL 1, 2003, SECTION 8.1 OF THE PLAN SHALL BE DELETED IN ITS ENTIRETY AND REPLACED WITH THE FOLLOWING NEW SECTION 8.1:

8.1 Investment Funds. The Investment Funds shall be selected from time to time by the Qualified Plans Investment Review Committee (the "Investment Review Committee"). In addition to such other Investment Funds selected by the Investment Review Committee, the Investment Funds shall include the "Company Stock Fund." The Company Stock Fund shall be invested and reinvested in Common Stock, provided that funds applicable to the purchase of Common Stock pending investment of such funds may be temporarily invested in short-term United States Government obligations, other obligations guaranteed by the United States Government, commercial paper, or certificates of deposit, and, if the Trustee so determines, may be transferred to money market funds utilized by the Trustee for qualified employee benefit trusts. Notwithstanding the foregoing, effective April 1, 2003, no new investments may be made in the Company Stock Fund and, should a Participant elect to reduce the portion of his Account that is invested in the Company Stock Fund, he may not again reinvest any additional assets in the Company Stock Fund.

II.

EXCEPT AS AMENDED HEREIN BY THIS EIGHTH AMENDMENT, THE PLAN SHALL REMAIN IN FULL FORCE AND EFFECT AS AMENDED AND RESTATED BY THE COMPANY PRIOR TO THE ADOPTION OF THIS EIGHTH AMENDMENT.

IN WITNESS WHEREOF, the Committee, through a duly authorized officer of the Company, has adopted this Eighth Amendment to the Plan this 25th day of March, 2003 to be effective as of April 1, 2003.

MIRANT SERVICES, LLC

By: /s/ Dianne Davenport

Title: VP, Human Resources

EMPLOYMENT AGREEMENT

This Employment Agreement ("Agreement") is made and entered into this 19th day of March, 2003 by and between Mirant Services, LLC (hereinafter "Mirant"), and Daniel Streek (hereinafter "Streek").

WITNESSETH:

WHEREAS, Mirant desires to secure the services of Streek as an executive of Mirant; and WHEREAS, Streek desires to be employed by Mirant in this capacity; and

WHEREAS, Mirant and Streek wish to enter into this Employment Agreement setting forth the terms and conditions of such employment,

NOW, THEREFORE, in consideration of the mutual covenants and agreements contained herein, the parties hereby agree as follows:

1. Employment Duties. Mirant hereby agrees to employ Streek as its Vice President and Controller and Streek hereby agrees to accept such employment upon the conditions set forth in this Agreement. During the term of this Agreement, Streek agrees to be a full-time employee of Mirant and devote his full and exclusive business time, energy and skill to the business and affairs of Mirant. He shall perform all of his duties properly and faithfully in the best interest of Mirant and will not intentionally become involved in any personal matters which adversely affect or reflect on Mirant.

2. Work Standard. Streek hereby agrees that he will at all times comply with and abide by all terms and conditions set forth in this Agreement, and all applicable policies, procedures, and rules as may be issued by Employer, including the Code of Ethics and Business Conduct.

3. Term. The term of this Agreement is for two years from March 1, 2003. At the end of the term of this Agreement, if it has not been terminated earlier pursuant to Section 5, Streek will become an at-will employee of Mirant.

4. Compensation.

(a) Salary. At the commencement of this Agreement, Mirant shall pay Streek a salary of \$250,000 per year, minus all normal and customary withholdings, paid in accordance with Employer's normal payroll practices. Mirant shall evaluate the compensation provided to Streek on an annual basis and shall make such adjustments as Mirant deems appropriate, with the understanding that Streek's salary will not be reduced during the term of this Agreement without his consent.

(b) Bonus. Streek is eligible to participate in a discretionary bonus plan maintained by Mirant for the purpose of paying bonuses to qualified employees ("Short Term Incentive Plan"). Under the terms of the Short Term Incentive Plan, Streek shall have a target bonus of 50%, which will be tied to the same goals as those of other participants in the Short Term Incentive Plan, and will pay out according to those goals.

5. Fringe Benefits.

(a) Employee Benefits. Streek shall be entitled, during the term of this Agreement, to participate in all employee benefit programs maintained by Mirant for the benefit of its employees, according to the terms of such plans.

(b) Vacation. Streek shall be entitled to four (4) weeks of vacation each year during the term of this Agreement.

6. Termination of Employment.

(a) Death or Disability. In the event of Streek's death or total disability, this Agreement shall terminate immediately. Streek shall be deemed totally disabled if he is eligible to receive long-term disability benefits under Mirant's then existing long-term disability plan. In

the event of his death or disability, Streek or his estate will be entitled to such benefits, if any, as are provided under the terms of various Mirant health insurance, life insurance, pension and disability plans.

(b) Termination for Cause. Mirant may terminate this Agreement and Streek's employment immediately hereunder for: 1) any nonapproved absence from work, unrelated to illness or physical incapacity, in excess of thirty (30) continuous days; 2) any acts or conduct by Streek involving moral turpitude that could reasonably be expected to interfere with his ability to perform the functions of his job; 3) any material dishonesty in the performance of his duties as an employee of Mirant; 4) any willful or gross negligence by Streek in complying with the terms of this Agreement or in performing his duties for Mirant; 5) any material breach of this Agreement; 6) any unauthorized disclosure of Confidential Information regarding Mirant. In the event of a termination pursuant to this subparagraph 5(b), Streek will not be entitled to any further benefits or compensation under this Agreement except to the extent mandated by law or as otherwise agreed to at the time by Mirant and Streek.

(c) Termination by Mirant by Notice. Mirant shall have the additional right to terminate this Agreement and Streek's employment without cause by giving Streek written notice of termination. Such termination shall be effective immediately upon receipt of notice by Streek. In the event of a termination pursuant to this subsection, Streek will be entitled to a lump sum payment, minus required withholdings, equal to the number of whole or partial months remaining in the agreement at the time of notice, though not to exceed 12 months, multiplied by \$20,833. This amount represents Streek's monthly base salary at the time of initial employment. The dollar amount used in this calculation will not change during the term of this Agreement.

(d) Termination by Streek. Streek may resign on sixty (60) days written notice to Mirant. During any notice period, Mirant may relieve Streek of his duties, but this

shall not relieve Mirant of its obligations to pay Streek his entire salary for the entire notice period. At the conclusion of such notice period, he will not be entitled to any further compensation or benefits hereunder, other than previously accrued and vested benefits.

(e) Termination After Term of Agreement. To avoid confusion, the parties agree that after the term of this Agreement, Streek will be an at-will employee of Mirant and may be terminated by Mirant for any reason, or no reason, in accordance with the termination procedures then in effect at Mirant.

7. Covenant Not To Solicit

(a) Definitions.

(i) "Entity" shall mean any business, individual, partnership, joint venture, agency, governmental subdivision, association, firm, corporation or other entity.

ii) "Affiliate" shall mean the following Entities: (A) any Entity which owns an Interest (as defined below) in Mirant or Mirant Corporation either directly or indirectly through any other Entity, (B) any Entity an Interest in which is owned directly or indirectly by any Entity which owns directly or indirectly an Interest in Mirant, (C) any Entity in which Mirant owns an Interest either directly or indirectly through any other Entity, or (D) any Entity which owns an Interest either directly or indirectly in an Entity an Interest in which is owned either directly or indirectly by Mirant. For purposes of this Agreement the term "Interest" shall include any equity interest in an Entity in an amount equal to or greater than 10% of the Entity's total outstanding equity interests.

(b) Non-Solicitation of Employees. For a period of two years following the termination of Streek's employment with Mirant, Streek shall not solicit or attempt to solicit, directly or indirectly by assisting others, any employees of Mirant, its Entities or Affiliates in order to induce such employees to leave Mirant, its Entities or Affiliates or become employed or affiliated with any other person, company or entity.

(c) Injunctive Relief. Streek acknowledges that the covenant not to solicit is a reasonable means of protecting and preserving Mirant's, its Entities and Affiliates investment in its business and in Streek's employment. Streek agrees that any breach of this covenant will result in irreparable damage and injury to Mirant, its Entities and Affiliates and that Mirant will be entitled to injunctive relief in any court of competent jurisdiction without the necessity of posting any bond.

(d) Enforceability of Covenant. Mirant and Streek agree that Streek's obligation under the covenant not to solicit is separate and distinct from other provisions of this Agreement, and the failure or alleged failure of Mirant to perform its obligations under any other provisions of this Agreement shall not constitute a defense to the enforceability of this covenant not to solicit. The parties also agree that the covenant not to solicit survives the expiration or termination of this Agreement.

8. Nondisclosure of Trade Secrets and Confidential Information.

(a) Trade Secrets Defined. As used in this Agreement, the term "Trade Secret" shall mean any and all information not generally known to persons not employed by Mirant, its Entities or Affiliates, the disclosure or knowledge of which would permit these persons to derive actual or potential economic value therefrom or to cause economic or financial harm to Mirant, its Entities or Affiliates. Such information shall include, but not be limited to, any customer lists, customer billing information, technical information regarding products sold, sales techniques and information concerning personnel assignments, and matters concerning the financial affairs and management of Mirant, its Entities or Affiliates.

(b) Nondisclosure of Trade Secrets. Throughout the term of this Agreement and at all times following the expiration or termination of this Agreement, Streek shall not directly or indirectly transmit or disclose any trade secret of Mirant, its Entities or Affiliates to any person, concern or entity.

(c) Confidential Information Defined. As used in this Agreement, the term "Confidential Information" shall mean all information that does not rise to the level of a trade secret and that is not generally disclosed or known to persons not employed by Mirant, its Entities or Affiliates.

(d) Nondisclosure of Confidential Information. Throughout the term of Streek's employment with Mirant and for a period of three years following the termination of Streek's employment with Mirant, Streek shall not, either directly or indirectly, transmit or disclose any confidential information to any person, concern or entity.

(e) Notification of Unauthorized Disclosure. Streek shall exercise his best efforts to ensure the continued confidentiality of all Trade Secrets and Confidential Information known by, disclosed or made available to Streek. Streek shall immediately notify Mirant of any unauthorized disclosure or use of any Trade Secrets or Confidential Information of which Streek becomes aware. Streek shall assist Mirant, to the extent necessary, in the procurement or protection of Mirant's or its Entities' or Affiliates' rights to or in any Intellectual Property, Trade Secrets or Confidential Information and, upon Mirant's request, shall assist, to the extent necessary, in the procurement or protection of any third party's rights to or in any Intellectual Property, Trade Secrets or Confidential Information.

(f) Injunctive Relief. Streek acknowledges that these nondisclosure covenants are a reasonable means of protecting and preserving Mirant's, its Entities or Affiliates interests in the confidentiality of this information. Streek agrees that any breach of these covenants will result in irreparable damage and injury to Mirant, its Entities or Affiliates and that Mirant will be entitled to injunctive relief in any court of competent jurisdiction without the necessity of posting any bond.

(g) Enforceability of Covenants. Mirant and Streek agree that Streek's obligations under these nondisclosure covenants are separate and distinct from other provisions

of this Agreement, and the failure or alleged failure of Mirant to perform its obligations under any provision of this Agreement shall not constitute a defense to the enforceability of these nondisclosure covenants. The parties also agree that the nondisclosure covenants survive the expiration or termination of this Agreement.

9. Intellectual Property.

(a) Definition. "Intellectual Property" shall mean all work product, property, data, documentation, know-how, concepts or plans, inventions, discovery, compositions, innovations, computer programs, improvements, techniques, processes, designs, article of manufacture or information of any kind, or any new or useful improvements of any of the foregoing and any Trade Secrets, patents, copyrights, Confidential Information, mask work, trademark or service mark, relating in any way to Mirant, its Entities or its Affiliates and its or their business prepared, conceived, revised, discovered, developed, or created by Streek for Mirant, its Entities or its Affiliates or by using Mirant's, its Entities' or its Affiliates' time, personnel, facilities, or material.

(b) Ownership. To the greatest extent possible, any and all Intellectual Property shall be deemed to be "work made for hire" (as defined in the Copyright Act, 17 U.S.C.A. ss.ss. 101 et seq.), and Streek hereby unconditionally and irrevocably transfers and assigns to Mirant, its Entities or its Affiliates all rights, title and interest Streek currently has or in the future may have by operation of law or otherwise in or to any Intellectual Property, including, without limitation, all patents, copyrights, trademarks, service marks and other Intellectual Property rights and agrees that Mirant, its Entities or its Affiliates shall have the exclusive world-wide ownership of such Intellectual Property, and that no Intellectual Property shall be treated as or deemed to be a "joint work" (as defined by the Copyright Act) of Streek and Mirant, its Entities, its Affiliates or otherwise. Streek agrees to execute and deliver to Mirant, its Entities or its Affiliates any transfers, assignments, documents or other instruments which Mirant, its Entities or its Affiliates may deem necessary or appropriate to vest complete

title and ownership of any Intellectual Property, and all rights therein, exclusively in Mirant, its Entities or its Affiliates, as the case may be.

(c) Return of Materials. Immediately upon termination of this Agreement, or at any point prior to or after that time upon the specific request of Mirant, Streek shall return to Mirant all written or descriptive materials of any kind belonging or relating to Mirant, its Entities or its Affiliates, including, without limitation, any Intellectual Property, Confidential Information and Trade Secrets, in Streek's possession.

10. Miscellaneous.

(a) Public Statements. Mirant shall issue all public statements concerning the work hereunder; Streek shall not issue any public statements concerning such work without prior written authorization from Mirant.

(b) Notices.

(i) All notices and all other communications provided for herein shall be in writing and delivered personally to the other designated party, or mailed by certified or registered mail, return receipt requested, or delivered by a recognized national overnight courier service, or sent by facsimile, as follows:

If to Employer to: Chief Financial Officer
Mirant Corporation
1155 Perimeter Center West
Atlanta, GA 30338-5416
Facsimile:

with a copy to: Legal Department
Mirant Services, LLC
1155 Perimeter Center West
Atlanta, GA 30338-5416

If to Streek to: Mr. Daniel Streek

If Streek has provided notice to Mirant that counsel represents him, Mirant shall copy Streek's counsel at the address specified. Streek agrees and understands that any legal fees or expenses incurred by him in connection with this Agreement are his sole responsibility and Mirant shall not reimburse Streek for any portion of such fees or expenses.

ii) All notices sent under this Paragraph shall be deemed given twenty-four (24) hours after sent by facsimile or courier and seventy-two (72) hours after sent by certified or registered mail.

iii) Either party hereto may change the address to which notice is to be sent hereunder by written notice to the other party in accordance with the provisions of this Paragraph.

(c) Waiver. The waiver by any party to this Agreement of a breach of any of the provisions of this Agreement shall not operate or be construed as a waiver of any subsequent breach.

(d) Severability. The invalidity or unenforceability of any particular provision of this Agreement shall not affect the other provisions of this Agreement, and this Agreement shall be construed in all respects as if such invalid or unenforceable provision were omitted.

(e) Assignment and Successors. This Agreement may be assigned by Mirant without Streek's consent to an affiliated entity of Mirant, including one of Mirant's affiliates, any survivor entity or other successor in interest, but no such assignment shall relieve Mirant of its full responsibilities hereunder. This Agreement shall inure to the benefit of and be binding upon the parties hereto and upon their respective legal representatives and successors in interest.

(f) Entire Agreement. This Agreement constitutes the entire Agreement between the parties with respect to the subject matter hereof and supersedes any prior agreements.

(g) Governing Law. This Agreement shall be governed by the laws of the State of Georgia, without regard to its principles of conflicts of laws.

(h) Voluntary Agreement. Streek and Mirant represent and agree that each has reviewed all aspects of this Agreement, has carefully read and fully understands all provisions of this Agreement, and is voluntarily entering into this Agreement. Each party represents and agrees that the judicial body interpreting this Agreement shall not more strictly construe the terms of this Agreement against one party, it being agreed that the Parties had the opportunity to review any and all aspects of this Agreement with legal, tax or other adviser(s) of such party's choice before executing this Agreement.

IN WITNESSES WHEREOF, the parties hereto having duly executed and delivered this Employment Agreement as of the date first written above.

MIRANT SERVICES, LLC

By: /s/ Vance Booker [SEAL]

/s/ Daniel Streek [SEAL]

Daniel Streek

/s/ Bruce Cameron

Witness

SECOND AMENDMENT TO THE
MIRANT SERVICES
SUPPLEMENTAL COMPENSATION PLAN

WHEREAS, on March 28, 2001, Mirant Services, LLC (the "Company") adopted the Mirant Services Supplemental Compensation Plan (the "Plan"), to compensate a specific group of Employees for their loss of eligibility for benefits under the Mirant Services Supplemental Executive Retirement Plan and the Mirant Services Supplemental Benefit Plan following the spin-off of Mirant Corporation from The Southern Company; and

WHEREAS, pursuant to Section 6.3 of the Plan, the Board of Managers of the Company (the "Board") has the authority to amend the Plan; and

WHEREAS, the Board has delegated its authority to amend the Plan, provided such amendment does not have a material effect on the cost of the Plan, to the Americas Benefits Committee (the "Committee"); and

WHEREAS, the Committee desires to amend the Plan to reflect amendments to the Mirant Services Supplemental Benefit Plan; and

WHEREAS, the Committee has determined that the above amendment would not have a material effect on the cost of the Plan.

NOW, THEREFORE, the Committee hereby amends the Plan as follows, to be effective as of September 30, 2002:

I.

THE LAST SENTENCE OF SECTION 4.2 OF THE PLAN SHALL BE DELETED IN ITS ENTIRETY AND REPLACED WITH THE FOLLOWING NEW SENTENCE:

The terms and provisions of the Mirant SERP and the Mirant SBP, as such plans may be amended from time to time, are hereby incorporated into the Plan to the extent necessary to determine a Participant's Bonus hereunder.

II.

ALL PARTS OF THE PLAN NOT INCONSISTENT HERE WITH ARE HEREBY RATIFIED AND CONFIRMED.

IN WITNESS WHEREOF, Mirant Services, LLC, through its duly authorized officer pursuant to a unanimous consent of the Committee dated September 30, 2002, has adopted this Second Amendment to the Mirant Services Supplemental Compensation Plan, this 30th day of September, 2002 to be effective September 30, 2002.

MIRANT SERVICES, LLC:

By: /s/ Dianne W. Davenport

Dianne W. Davenport

SUBSIDIARIES OF REGISTRANT

EXHIBIT 21.1

SUBSIDIARIES OF MIRANT CORPORATION

The voting stock of each company shown indented is owned by the company immediately above which is not indented to the same degree.

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)	
Industrial Technology Ventures, LP.....	Georgia
(4% - Mirant Fund 2001, LLC; 96% - Third parties)	
Phonex Broadband Corp.....	Utah
(7.53% - Mirant Fund 2001, LLC; 92.47% Third parties)	
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.....	Delaware
(50% - Mirant Oregon, LLC; 50% - Third party)	
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.....	Indiana
(60% - Mirant Sugar Creek Ventures, Inc.; 40% - Mirant Sugar Creek Holdings, Inc.)	
MMD ONE, Inc.....	Delaware
MMD TWO, Inc.....	Delaware
Mirant de Mexico, S. de R.L. de C.V.....	Mexico
(50% - MMD ONE, Inc.; 50% - MMD TWO, Inc.)	
Propiedades Punta Mexicana, S. de R.L. de C.V.....	Mexico
(50% - MMD ONE, Inc.; 50% - MMD TWO, Inc.)	
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.....Delaware
 (50% - Mirant Birchwood, Inc.; 50% - Third party)
 Greenhost, Inc.....Delaware
 (50% - Mirant Birchwood, Inc.; 50% - Third party)
 Mirant Wichita Falls Investments, Inc.....Delaware
 Mirant Wichita Falls Management, Inc.....Delaware
 Mirant Wichita Falls, LP.....Delaware
 (99% - Mirant Wichita Falls Investments, Inc.; 1% - Mirant Wichita Falls Management, Inc.)
 Mirant Nevada Wellcom, LLC.....Delaware
 Wellcom, LLC.....Nevada
 (50% - Mirant Nevada Wellcom, LLC; 50% - Third party)
 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.....Delaware
 (99% - Mirant New York Investments, Inc.; 1% - Mirant New York, Inc.)
 Mirant Lovett, LLC.....Delaware
 (99% - Mirant New York Investments, Inc.; 1% - Mirant New York, Inc.)
 Mirant NY-Gen, LLC.....Delaware
 (99% - Mirant New York Investments, Inc.; 1% - Mirant New York, Inc.)
 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.....Delaware
 (99% - Mirant Texas Investments, Inc.; 1% - Mirant Texas Management, Inc.)
 Mirant Texas, LP.....Delaware
 (99% - Mirant Texas Investments, Inc.; 1% - Mirant Texas Management, Inc.)
 Mirant Parker, LLC.....Delaware
 (99% - Mirant Texas Investments, Inc.; 1% - Mirant Texas Management, Inc.)
 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.....	Alberta
(99% - Mirant Canada Energy Marketing, Ltd.; 1% - Mirant Canada Energy Marketing Investments, Inc.)	
Mirant Canada Gas Marketing, Ltd.....	Alberta
Mirant Canada Energy Capital, Ltd.....	New Brunswick
Mirant Americas Energy Capital, LP.....	Delaware
(99% - Mirant Americas Energy Marketing Investments, Inc.; 1% - Mirant Americas Development, Inc.)	
Mirant Americas Energy Capital Assets, LLC.....	Delaware
Mirant Americas Energy Marketing, LP.....	Delaware
(99% - Mirant Americas Energy Marketing Investments, Inc.; 1% - Mirant Americas Development, Inc.)	
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.....	Delaware
(99% - Mirant Americas Energy Marketing, LP; 1% - Mirant Americas Development, Inc.)	
IntercontinentalExchange, Inc.....	Delaware
(4.87% - Mirant Americas Energy Marketing, LP; 95.13% - Third Parties)	
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.....	British Virgin Islands
(50% - Mirant International Ventures I, Inc.; 50% - Mirant International Ventures II, Inc.)	
Mirant Global Finance Holdings.....	Ireland
Mirant do Brasil Ltda.....	Brazil
(99.99% - Mirant International Investments, Inc.; .01% - Mirant Services, LLC)	
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 LimitedBermuda
 (90% - Mirant Asia-Pacific Ventures, Inc.; 10% - Mirant Asia-Pacific Holdings, Inc.)
 Mirant Asia-Pacific (Korea) Development LimitedBritish Virgin Islands
 MAP Navotas I LimitedHong Kong
 Mirant (Philippines) Project Holdings CorporationPhilippines
 Navotas II Holdings (BVI) Corp.....British Virgin Islands
 MAP Mobile Power Systems (BVI) Corporation.....British Virgin Islands
 MAP Pagbilao LimitedHong Kong
 MAP Pangasinan Limited.....British Virgin Islands
 Mirant Sual Investments CorporationPhilippines
 Mirant (Philippines) CorporationPhilippines
 (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)
 Mirant Pagbilao Corporation.....Philippines
 (87.22% - Mirant (Philippines) Corporation; 12.78% - Third parties)
 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.....Philippines
 (40% - Mirant (Philippines) Energy Corporation; 60% - Third party)
 Mirant Toledo Holdings Corporation.....Philippines
 ARB Power Ventures, Inc.....Philippines
 Mirant Generation Cebu Limited Duration Company.....Cayman Islands
 Toledo Power Co.....Philippines
 (52.5% - ARB Power Ventures, Inc.; 47.5% Mirant Generation Cebu Limited Duration Company)
 JEG Development Corporation.....Philippines
 (40% - Mirant Toledo Holdings Corporation; 60% - Third Parties)
 MAI-I Resources Corporation.....Philippines
 (22.47% - Mirant Toledo Holdings Corporation; 77.53% - Third parties)
 Philstar.com, Inc.....Philippines
 (55% - MAI-I Resources Corporation; 42% - JEG Development Corporation; 3% - Third parties)
 Hijos de F. Escano, Inc.....Philippines
 (28.67% - MAI-I Resources Corporation; 21.57% - JEG Development Corporation; 49.76% Third parties)
 Visayan Electric Company, Inc.....Philippines
 (51.24% Hijos de F. Escano, Inc.; 5.21% - MAI-I Resources Corporation; .055% - JEG Development
 Corporation; 43.495% - Third parties)
 Mirant (Navotas II) CorporationPhilippines
 Mirant Navotas Corporation.....Philippines
 Mirant Sual Corporation.....Philippines
 (66.4% - Mirant (Philippines) Corporation;
 25.51% - Mirant Sual Investments Corporation; 8.09% - Third parties)
 Mirant Ilijan Investments Ltd. Partnership.....Philippines
 (50% - Mirant (Philippines) Corporation;
 50% - Mirant (Philippines) Project Holdings Corporation)
 Mirant Diamond Holding CorporationPhilippines
 (48.79% - Mirant Ilijan Investments Ltd. Partnership; 51.21% - Third party)
 KEPCO Ilijan Corporation.....Philippines
 (41% Mirant Diamond Holding Corporation; 59% - Third parties)
 Mirant Asia-Pacific Construction (Hong Kong) LimitedHong Kong
 Sual Construction Corporation.....Philippines
 Mirant (Philippines) Resources and Development Corporation.....Philippines
 (40% - Mirant Asia-Pacific Construction (Hong Kong) Limited; 60% - Third party)
 Mirant Philippines Industrial Power Corporation.....Philippines
 (60% - Mirant (Philippines) Resources and Development Corporation;
 40% - Mirant (Philippines) Energy Corporation)
 Toledo Holdings Corporation.....Philippines
 (60% - Mirant (Philippines) Resources and Development Corporation; 40% - Mirant Generation Cebu

Limited Duration Company)
Mirant Philippines Industrial Power II Corporation.....Philippines
(60% - Mirant (Philippines) Resources and Development Corporation; 40% - Mirant (Philippines)
Energy Corporation)

MAP India (BVI) Limited.....British Virgin Islands
Mirant Asia-Pacific (India) Private Limited.....India
Mirant Eastern Power Plant Limited.....British Virgin Islands
MAP International Finance CorporationBritish Virgin Islands
MAP Guangdong (BVI) LimitedBritish 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 LimitedThailand
(28.18% - Tranquil Star Corporation; 71.82% - Third parties)
Bayview Beach Resort Co., Ltd.....Thailand
(12.13% - Tranquil Star Corporation; 51% - BVR Holding Company Limited; 36.87% - Third parties)
MAP Balagarh (BVI) Limited.....British Virgin Islands
Mirant Balagarh Investments Limited.....Mauritius
Balagarh Power Company LimitedIndia
(26.32% - Mirant Balagarh Investments Limited; 73.68% - Third parties)
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 LimitedEngland & Wales
Mirant EuropeEngland & Wales
(99.99% - Mirant Investments Europe, Inc.; 0.004% - Mirant Corporation)
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 GmbHGermany
P.T. Tarahan Power Company.....Indonesia
(55% - Mirant Beteiligungs GmbH; 45% - Third party)
Mirant Holdings Europe UK, Inc.....Delaware
Mirant Investments UK Limited.....England & Wales
(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
Mirant Investments Europe B.V.....Netherlands
(50% - Mirant Holdings Netherlands, Inc.; 50% - Mirant Holdings Europe UK, Inc.)
Mirant Europe B.V.....Netherlands
(45% - Mirant Investments Europe B.V.; 55% - Mirant Holdings Netherlands, Inc.)
Mirant Energy Marketing Nordic A.B.....Sweden
Mirant Deutschland GmbH.....Germany

Mirant Energy Marketing Switzerland GmbH.....	Switzerland
(95% - Mirant Europe B.V.; 5% - Mirant Investments Europe B.V.)	
Mirant Generation Italia S.r.l.....	Italy
(90% - Mirant Europe B.V.; 10% - Mirant Investments Europe B.V.)	
Mirant Generation Europe B.V.....	Netherlands
Mirant Italia S.r.l.....	Italy
(5% - Mirant Generation Europe B.V.; 95% - Third party)	
SEI Brazil Holdings, Inc.....	Delaware
SEI South America, Inc.....	Delaware
Southern Energy Brazil Holdings, Inc.....	Cayman Islands
(50% - SEI South America, Inc.; 50% - SEI Brazil Holdings, Inc.)	
T&S Participacoes Ltda.....	Brazil
(99% - Southern Energy Brazil Holdings, Inc.; 1% - Third party)	
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.....	Bahamas
ICD Utilities Limited.....	Bahamas
(10.776% - Mirant Grand Bahama Limited; 89.224% - Third party)	
Grand Bahama Power Company Limited.....	Bahamas
(50% - Mirant Grand Bahama Limited; 50% - ICD Utilities Limited)	
Mirant South America and Caribbean Finance, Ltd.....	British Virgin Islands
(99% - Mirant Caribbean, Inc.; 1% - Mirant Caribe, Inc.)	
Puerto Rico Power Investments, Ltd.....	British Virgin Islands
(99% - Mirant South America and Caribbean Finance, Ltd.; 1% - Mirant Caribe, Inc.)	
Mirant EcoElectrica Investments V, Ltd.....	British Virgin Islands
(99% - Mirant Caribe, Inc.; 1% - Mirant Caribbean, Inc.)	
Mirant EcoElectrica Investments IV, Ltd.....	British Virgin Islands
(99% - Mirant EcoElectrica Investments V, Ltd.; 1% - Mirant Caribbean, Inc.)	
Mirant EcoElectrica Investments III, Ltd.....	British Virgin Islands
Mirant EcoElectrica Investments II, Ltd.....	British Virgin Islands
Mirant EcoElectrica Investments I, Ltd.....	British Virgin Islands
Mirant EcoElectrica Services, Ltd.....	British Virgin Islands
Mirant EcoElectrica O&M, Ltd.....	British Virgin Islands
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.....	British Virgin Islands
(90% - Mirant Caribe, Inc.; 10% - Mirant Caribbean, Inc.)	
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.....	Jamaica
(80% - Mirant JPSCO (Barbados) SRL; 20% - Third party)	
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.....	Cayman Islands
(50% - Mirant Curacao Investments, Ltd.; 50% - Third party)	
CUC Holdings, N.V.....	Netherlands Antilles
(51% - Curacao Energy Company, Ltd.; 49% - Third party)	

Curacao Utilities Company, N.V.....	Netherlands Antilles
Integrated Utility Holdings Company, N.V.....	Netherlands Antilles
(33.3% - Mirant Curacao Investments, Ltd.; 66.6% - Third party)	
CEMIG Investments, LLC	Delaware
(51% - Mirant International Investments, Inc.; 49% - Third party)	
Cayman Energy Traders.....	Cayman Islands
(51% - CEMIG Investments, LLC; 49% - Third party)	
Southern Electric do Brasil Participacoes, Ltda.....	Brazil
(90.6% - Cayman Energy Traders; 9.4% Third parties)	
SET Associados, S/A.....	Brazil
Mirant Trinidad Investments, Inc.....	Delaware
Power Generation Company Trinidad and Tobago Limited.....	Trinidad and Tobago
(39% - Mirant Trinidad Investments, Inc.; 61% - Third parties)	

Independent Auditors' Consent

The Board of Directors
Mirant Corporation:

We consent to the incorporation by reference in registration statement Nos. 333-48902, 333-56574, and 333-84670 on Form S-8 of Mirant Corporation of our report dated April 29, 2003, with respect to the consolidated balance sheets of Mirant Corporation and subsidiaries as of December 31, 2002 and 2001, and the related consolidated statements of operations, stockholders' equity and cash flows for each of the years in the three-year period ended December 31, 2002, which report appears in the December 31, 2002, annual report on Form 10-K of Mirant Corporation.

Our report dated April 29, 2003 contains explanatory paragraphs that state that the Company:

- - Incurred a loss from continuing operations of \$2.4 billion for the year ended December 31, 2002 and projects that it will not have sufficient liquidity to repay debt maturities as they come due in 2003 without refinancing. These conditions raise substantial doubt about the Company's ability to continue as a going concern. The consolidated financial statements do not include any adjustments that might result from the outcome of that uncertainty.
- - Has not presented the selected quarterly financial data specified by Item 302(a) of Regulation S-K, that the Securities and Exchange Commission requires as supplementary information to the basic financial statements.
- - Changed its method of accounting for goodwill and other intangible assets, the impairment of long-lived assets and discontinued operations, and its method of reporting gains and losses associated with energy trading contracts from the gross to the net method and retroactively reclassified the consolidated statements of operations for 2001 and 2000. Additionally, the Company changed its method of accounting for derivative instruments and hedging activities in 2001.
- - Has restated the consolidated balance sheet as of December 31, 2001, and the related consolidated statements of operations, stockholders' equity, and cash flows for the years ended December 31, 2001 and 2000, which consolidated financial statements were previously audited by other independent auditors who have ceased operations.

/s/ KPMG LLP

Atlanta, Georgia
April 29, 2003

April 9, 2003

Harvey A. Wagner
1155 Perimeter Center West
Atlanta, Georgia 30338

J. William Holden III
1155 Perimeter Center West
Atlanta, Georgia 30338

Dear Mr. Wagner and Mr. Holden:

Mirant Corporation (the "Company") proposes to file with the Securities and Exchange Commission, under the Securities Exchange Act of 1934, (1) its Annual Report on Form 10-K for the year ended December 31, 2002 and (2) its quarterly reports on Form 10-Q during 2003.

The Company and the undersigned directors and officers of the Company, individually as a director and/or as an officer of the Company, hereby make, constitute and appoint Harvey A. Wagner and J. William Holden III our true and lawful Attorneys for each of us and in each of our names, places and steads to sign and cause to be filed with the Securities and Exchange Commission in connection with the foregoing said Annual Report on Form 10-K, quarterly reports on Form 10-Q, and any appropriate amendment or amendments thereto and any necessary exhibits.

Yours very truly,

MIRANT CORPORATION

By /s/ S. Marce Fuller

S. Marce Fuller
President and Chief Executive Officer

By /s/ A.D. Correll

A. D. Correll

By /s/ A.W. Dahlberg

A. W. Dahlberg

By /s/ Stuart E. Eizenstat

Stuart E. Eizenstat

By /s/ Carlos Ghosn

Carlos Ghosn

By /s/ David J. Lesar

David J. Lesar

By /s/ Robert F. McCullough

Robert F. McCullough

By /s/ James F. McDonald

James F. McDonald

By /s/ Ray M. Robinson

Ray M. Robinson

Extract from minutes of meeting of the board of directors of Mirant Corporation

RESOLVED, that for the purpose of signing and filing with the Securities and Exchange Commission under the Securities Act of 1934 Mirant Corporation's annual report on Form 10-K for the year ended December 31, 2002 and its quarterly reports on Form 10-Q during 2003, and of remedying any deficiencies with respect thereto by appropriate amendment or amendments, Mirant Corporation, the members of its Board of Directors, and its officers are authorized to give their several powers of attorney to Harvey A. Wagner and J. William Holden III, in substantially the form of power of attorney as presented to this meeting.

The undersigned officer of Mirant Corporation does hereby certify that the foregoing is a true and correct copy of a resolution passed by the Board of Directors at a meeting duly held on February 25, 2003, at which a quorum was in attendance and voting throughout, and that said resolution has not since been rescinded but is still in force and effect.

Dated: April 9, 2003

MIRANT CORPORATION

By /s/ Elizabeth B. Chandler

Elizabeth B. Chandler

Vice President and Corporate Secretary

CERTIFICATION PURSUANT TO SECTION 906 OF THE SARBANES-OXLEY ACT

April 29, 2003

U. S. Securities and Exchange Commission
450 Fifth Street, N. W.
Washington, D.C. 20549

Ladies and Gentlemen:

The certification set forth below is being submitted to the Securities and Exchange Commission solely for the purpose of complying with Section 1350 of Chapter 63 of Title 18 of the United States Code. This certification is not to be deemed to be filed pursuant to the Securities Exchange Act of 1934 and does not constitute a part of the Annual Report on Form 10-K (the "Report") accompanying this letter.

S. Marce Fuller, the Chief Executive Officer and Harvey A. Wagner, the Chief Financial Officer of Mirant Corporation (the "Company"), each certifies that, subject to the qualifications noted below, to the best of my knowledge:

1. such Report fully complies with the requirements of Section 13(a) or 15(d) of the Securities Exchange Act of 1934; and
2. the information contained in the Report fairly presents, in all material respects, the financial condition and results of operation of Mirant Corporation.

This certificate is qualified by (i) the fact that the Report was not filed within 90 days after the end of the Company's fiscal year as required by General Instruction A to Form 10-K and (ii) the interim financial information for the 2002 fiscal year and for the restated 2001 fiscal year have not been included in the Report as required by Item 302 of Regulation S-K. The Company continues to work on the interim financial information and intends to file an amended Form 10-K including the interim financial information upon completion of the same and after appropriate review by the Company's independent auditors.

/s/ S. Marce Fuller

Name: S. Marce Fuller
Chief Executive Officer

/s/ Harvey A. Wagner

Name: Harvey A. Wagner
Chief Financial Officer

A signed original of this written statement required by Section 906 has been provided to Mirant Corporation and will be retained by Mirant Corporation and furnished to the Securities and Exchange Commission or its staff upon request.