MIRANT CORP Form 425 May 07, 2010

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Pursuant to Rule 425 under the Securities Act of 1933

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of the Securities Exchange Act of 1934, as amended

Subject Company: Mirant Corporation

(Commission File No. 001-16107)

Below is a copy of the presentation that was given by Mirant on its First Quarter 2010 Earnings Results on May 7, 2010

Dickerson Generating Station Mirant Corporation First Quarter 2010 Earnings Results May 7, 2010

2 Safe Harbor Statement Forward-Looking Statements

This presentation may contain statements, estimates or projections that constitute forward-looking statements as defined und securities laws. In some cases, one can identify forward-looking statements by terminology such as will, expect, plan, negative of these terms or other comparable terminology. Forward-looking statements are subject to certain risks and uncertain actual results to differ materially from Mirant s historical experience and our present expectations or projections. These risks in

limited to: (i) legislative and regulatory initiatives relating to the electric utility industry; (ii) changes in, or changes in the appl or other laws; (iii) failure of our assets to perform as expected, including due to outages for unscheduled maintenance or repair market conditions or the entry of additional competition in our markets; (v) the expected timing and likelihood of completion of with RRI Energy, including the timing, receipt and terms and conditions of required stockholder, governmental and regulatory reduce anticipated benefits or cause the parties to abandon the merger; the ability of the parties to arrange debt financing in an fund the refinancing contemplated in, and on terms consistent with, the Merger Agreement; the diversion of management is time our ongoing business during the time we are seeking to complete the merger; the ability to maintain relationships with employs suppliers; the ability to integrate successfully the businesses and realize cost savings and any other synergies; and the risk that combined company or its subsidiaries may be different from what the companies expect; and (vi) those factors contained in our with the SEC, including in our Annual Report on Form 10-K for the year ended December 31, 2009 and our Quarterly Report period ended March 31, 2010. The forward-looking information in this document is given as of this date only, and Mirant assurthis information.

Additional Information and Where To Find It

This communication does not constitute an offer to sell or the solicitation of an offer to buy any securities or a solicitation of as shall there be any sale of securities in any jurisdiction in which such offer, solicitation or sale would be unlawful prior to regist under the securities laws of any such jurisdiction. In connection with the proposed merger between RRI Energy and Mirant, RI the SEC a Registration Statement on Form S-4 that will include a joint proxy statement of RRI Energy and Mirant that also coro of RRI Energy. RRI Energy and Mirant will mail the joint proxy statement/prospectus to their respective shareholders. RRI Enivestors and shareholders to read the joint proxy statement/prospectus regarding the proposed merger when it becomes availad documents filed with the SEC, because they will contain important information. You may obtain copies of all documents filed this transaction, free of charge, at the SEC is website (www.sec.gov). You may also obtain these documents, free of charge, from website (www.rrienergy.com) under the tab Investor Relations and then under the hading Company Filings. You may a documents, free of charge, from Mirant is website (www.mirant.com) under the tab Investor Relations and then under the hading company Filings.

Safe Harbor Statement
Participants in The Merger Solicitation

RRI Energy, Mirant, and their respective directors, executive officers and certain other members of management and employed proxies from RRI Energy and Mirant shareholders in favor of the merger and related matters. Information regarding the person rules of the SEC, be deemed participants in the solicitation of RRI Energy and Mirant shareholders in connection with the proposet forth in the joint proxy statement/prospectus when it is filed with the SEC. You can find information about RRI Energy is expressed as a second related matters.

directors in its definitive proxy statement filed with the SEC on April 1, 2010. You can find information about Mirant s execution its definitive proxy statement filed with the SEC on March 26, 2010 and supplemented on April 28, 2010. Additional information information in the above-referenced in Form S-4 when it becomes available. You can obtain free copies of these documents from RRI Energy and Mirant using the above.

Non-GAAP Financial Information

The following presentation includes certain non-GAAP financial measures as defined in Regulation G under the Securities is schedule is attached hereto and is posted on the Company s website at mirant.com (in the Investor Relations - Presentations set the non-GAAP financial measures included in the following presentation to the most directly comparable financial measures of presented in accordance with Generally Accepted Accounting Principles. In addition, the Company has included a more detailed of the non-GAAP financial measures used in this presentation, together with a discussion of the usefulness and purpose of these Exhibit 99.2 to the Company s Current Report on Form 8-K furnished to the SEC with its earnings press release.

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Highlights
On April 11, 2010, Mirant and RRI Energy announced that the companies would merge to form GenOn
Energy
Creation of GenOn
Energy will deliver significant value to stockholders

Strategic rationale for the transaction
Significant near-term value creation driven by annual cost savings
of \$150 million to be fully realized starting in January 2012
Strengthened balance sheet and enhanced financial flexibility
Increased scale and geographic diversity across key regions
Well positioned to benefit from improvement in market
fundamentals

Merger is expected to close by the end of 2010

Operational

Performance

-

Cash

Generation

-

Prudent

Growth

5
GenOn
Energy Steps to Close
Planned refinancing
Expect to replace each company s revolving credit facilities in a new holding company facility

Address \$1.8 billion of debt

MNA Senior Secured Term Loan (\$307MM due 2013)

MNA Senior Notes (\$850MM of 7.375% notes due 2013)

RRI Energy Secured Bonds (\$279MM due 2014)

PEDFA Secured Notes (\$371MM due 2036)

Mirant and RRI Energy stockholder approval

Regulatory approvals

Federal Energy Regulatory Commission (FERC)

Hart-Scott-Rodino

(HSR) Review

New York State Public Service Commission

Filed April 23, 2010

Operational

Performance

-

Cash

Generation

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Prudent

Growth

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Financial Highlights
(\$millions)
Change in Adjusted EBITDA principally attributable to
Lower realized value of hedges

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Lower energy gross margins from Northeast generation

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Lower net gains from sales of emissions allowances

Higher energy gross margins from Mid-Atlantic generation

Operational

Performance

-

Cash

Generation

-

Prudent

Growth

Adjusted EBITDA

162

195

Q1

2010

2009

Operations Highlights
Mirant s safety incident rates remain at historically low levels
Commercial Availability, the percent of maximum achievable energy gross
margin that was realized in the period, continues to improve
Commercial Availability
Safety Incident Rates

Lost Time Incident Rate Lost Time EEI Top Quartile Benchmark Recordable Incident Rate Recordable EEI Top Quartile Benchmark

8 Market Update Since February Operational Performance -Cash

Generation

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Prudent Growth

Near term (2010)

Natural gas prices decreased and currently trade around \$4.50/mmBtu for the balance of the year

Power prices in PJM decreased

Northern Appalachian coal prices decreased modestly and trade around \$52/ton

Dark spreads decreased

Longer term (2011

2014)

Natural gas prices decreased and currently trade in a range of \$5.40 to

\$6.40/mmBtu

Power prices in PJM decreased

Northern Appalachian coal prices were relatively unchanged and are quoted in a range of \$62

\$75/ton

Dark spreads decreased

9 8% 12% 16% 20% 24%28% 32% 36% 40% 2010 2011 2012 2013 2014 New York East N.California PJM East New England PJM RTO (ex. COMED) Target Reserve range **Electricity Markets** Reserve Margins Operational Performance Cash Generation Prudent Growth Forecasted reserve margins incorporate the latest information from each ISO Supply/demand imbalance is delayed, but the trend remains the same

Source: Mirant forecasts

10 Hedge Levels Based on Expected Total Generation Operational Performance

Cash

Generation

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Prudent

Growth

1.

Positions as of April 13, 2010; shaded boxes represent net additions to prior guidance

2

2010 represents period between May and December

3.

Power hedges include hedges with both power and natural gas

Aggregate

Baseload

Coal

11 Marsh Landing Generating Station Operational Performance -Cash

Generation

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Prudent
Growth
By Q3 2010, we expect
Issuance of permits
Draft Air Permit issued by the Bay
Area Air Quality Management
District on March 29, 2010
California Energy Commission Staff
Assessment issued on
April 23, 2010
CPUC approval of the PPA
Project financing to close

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Marsh Landing Generating Station (Cont.)
Operational
Performance
Cash
Generation

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Prudent

Growth

All-in funding requirement is expected to be slightly above \$700 million Amount includes costs for construction, equipment, supplies, debt service reserve, capitalized interest, transmission upgrades and other capitalized costs

Construction expected to begin in late 2010 and to be completed by mid-2013

EPC contract with Kiewit signed on May 6, 2010

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Financial Results
(millions, except per share amounts)
Operational
Performance

Cash

Generation Prudent Growth 2010 2009 Net income 407 \$ 380 \$ Unrealized gains on derivatives (352)(254)Lower of cost or market inventory adjustments, net 3 (12)Other 3 1 Adjusted net income 61 115 Interest, taxes, depreciation & amortization 101 80 Adjusted EBITDA 162 \$ 195 Diluted weighted average shares outstanding 146 145 Earnings per share: Net income 2.79 \$ 2.62 Adjusted net income 0.42

\$ 0.79 \$ Q1

14 Realized Gross Margin (millions) Operational Performance

Cash

Generation

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Prudent Growth

15 Adjusted Free Cash Flow (millions, except per share amounts) Operational Performance

Cash

Generation
Prudent Growth 2010 2009 Net cash provided by operating activities 302 \$ 271 \$ Bankruptcy claim payments
1
Emission allowance sales proceeds 2
15
Capitalized interest
(2)
Adjusted net cash provided by operating activities 304
285
Capital expenditures, excluding capitalized interes (85)
(169)
Adjusted free cash flow 219
116
MD Healthy Air Act capital expenditures 48
122
Adjusted free cash flow (w/o MD HAA) 267 \$ 238 \$

Diluted weighted average shares outstanding 146

145

Adjusted free cash flow per share (w/o MD HAA) 1.83

\$ 1.64

\$ Q1

16 Consolidated Debt and Liquidity (millions) Operational Performance

Cash

Generation

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Prudent Growth

Debt

\$ 2,564

Cash and cash equivalents

Mirant Corporation

1,505

\$

Mirant Americas Generation

20

Mirant North America

356

Mirant Mid-Atlantic

197

Other

27

Total cash and cash equivalents

2,105

Less restricted and reserved

(11)

Available cash & cash equivalents

2,094

Revolver & LC availability

635

Total available liquidity

2,729

\$

March 31, 2010

Capital Expenditures
(millions)
Maryland Healthy Air Act spending prior to 2010 totaled approximately \$1.405 billion
Normalized maintenance CapEx
of \$50 million to \$60 million per year
Other environmental expenditures include the remaining \$33 million deposited in escrow

for control of small dust particles as a result of the Potomac River agreement Operational Performance Cash Generation Prudent Growth 2010 1 2011 Environmental Maryland Healthy Air Act 269 \$ \$ Other 10 29 Maintenance 105 48 Construction Marsh Landing Generating Station 47 185 Other 31 43 Other 18 11 **Total Capital Expenditures** 480 \$ 316 \$ 1 Includes actuals for January through March Excludes capitalized interest unrelated to the Marsh Landing project financing

Forecast

Takeaways
Creation of GenOn
Energy will deliver significant value to stockholders
Hedging cushioned Mirant in Q1 2010 from the effects of relatively low commodity prices
The supply/demand balance is forecasted to tighten, although at a

slower pace than previously projected Mirant continues to make progress to permit, finance and commence construction of its Marsh Landing generating facility later in 2010 Operational Performance

Cash

Generation

Prudent

Growth

Dickerson Generating Station Appendix

20 Federal NOL Update Operational Performance

Cash

Generation

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Prudent

Growth

Mirant s estimated Federal NOL balance at December 31, 2009 was \$2.7 billion An ownership change

requires Mirant to reset the limitation that determines

how much annual taxable income may be offset by its NOLs

in future years

An ownership change occurs if there is an increase of more than 50 percentage points in the ownership of Mirant stock held by large Mirant shareholders from the date of a previous ownership change

New limitation depends on Mirant stock value on the ownership change date and an interest rate determined by the IRS

We expect that Mirant will experience an ownership change for federal

income tax purposes on the closing date of the proposed merger with RRI Energy

RRI Energy has advised us that they expect RRI Energy to experience an ownership change on the closing date of the merger as well

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Federal NOL Update (Cont.)
Operational
Performance
Cash
Generation

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Prudent

Growth

Assuming the shares of Mirant and RRI Energy are at or near current prices on the closing date of the proposed merger, Mirant expects that

The combined company, GenOn

Energy, will be unable to use any pre merger NOLs

for the first 5 years following the merger

Thereafter, assuming sufficient taxable income, GenOn

will be able to use

approximately \$100MM

\$125MM per year of pre merger NOLs

until such NOLs

expire

Based on current commodity price forecasts, Mirant expects that GenOn

Energy

will pay only federal Alternative Minimum Tax and certain state

income taxes

during the 5 years immediately following the merger

Mirant s Board of Directors has extended its stockholder rights plan and the plan was approved at its 2010 Annual Meeting of Stockholders held on May 6, 2010 There is no assurance that the stockholder rights plan will prevent an ownership change prior to the closing date of the proposed merger

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Additional Hedge Information
Operational
Performance

Cash Generation

Prudent Growth Projected as of April 13, 2010 Power hedges include hedges with both power and natural gas Realized Value of Hedges are nominal values and do not include certain adjustments required under fair value accounting (\$millions) Q1 2010 Q1 2009 2010 2011 2012 2013 2014 Power 2 84 \$ 129 437