

**IN THE UNITED STATES BANKRUPTCY COURT  
FOR THE DISTRICT OF DELAWARE**

In re:

MAGNOLIA ENERGY L.P., *et al.*,<sup>1</sup>

Debtors.

Chapter 11

Case No. 06-11069 (MFW)

(Jointly Administered)

**NOTICE OF COMMENCEMENT OF CHAPTER 11 BANKRUPTCY  
CASES, MEETING OF CREDITORS AND FIXING OF CERTAIN DATES**

On September 29, 2006, the above-captioned debtors and debtors-in-possession in the above-captioned cases (collectively, the “Debtors”) filed voluntary petitions for relief under chapter 11 of title 11 of the United States Code, 11 U.S.C. §§ 101 through 1532 (the “Bankruptcy Code”). The Debtors, and their respective addresses, case numbers, and federal tax identification numbers are as follows:

<b><u>DEBTOR</u></b> <b>(Other names, if any, used by the Debtor in the last six years)</b>	<b><u>ADDRESS</u></b>	<b><u>CASE NO.</u></b>	<b><u>EID #</u></b>
Magnolia Energy L.P. (Intergen-Forney Power Company L.P.)	c/o Mayflower Energy, Inc. 35 Corporate Drive Burlington, MA 01803	06-11069 (MFW)	52-2236752
Magnolia Generating Partners I LLC	c/o Mayflower Energy, Inc. 35 Corporate Drive Burlington, MA 01803	06-11070 (MFW)	52-2236731
Magnolia Generating Partners II LLC	c/o Mayflower Energy, Inc. 35 Corporate Drive Burlington, MA 01803	06-11071 (MFW)	52-2236746
Magnolia Generating Partners III LLC	c/o Mayflower Energy, Inc. 35 Corporate Drive Burlington, MA 01803	06-11072 (MFW)	52-2236751

**DATE, TIME AND LOCATION OF MEETING OF CREDITORS.** In accordance with section 341 of the Bankruptcy Code, a meeting of the Debtors’ creditors will be conducted on **November 8, 2006 at 11:00 a.m. (Eastern Standard Time) at the J. Caleb Boggs Federal Building, 844 King Street, 5<sup>th</sup> Floor, Room 5209, Wilmington, Delaware 19801.**

**DEADLINE TO FILE A PROOF OF CLAIM.** Notice of a deadline will be sent to known creditors at a later date.

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<sup>1</sup> The Debtors are Magnolia Energy L.P., Magnolia Generating Partners I LLC, Magnolia Generating Partners II LLC, and Magnolia Generating Partners III LLC.

NAME, ADDRESS AND TELEPHONE NUMBER OF TRUSTEE.

William K. Harrington  
Office of the United States Trustee  
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Wilmington, Delaware 19899  
(302) 573-6491

COUNSEL FOR THE DEBTORS.

Mark D. Collins  
Paul N. Heath  
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COMMENCEMENT OF CASES. Petitions for reorganization under chapter 11 of the Bankruptcy Code have been filed in this Court by the Debtors, and orders for relief have been entered. You will not receive notice of all documents filed in these cases. All documents filed with the Court, including lists of the Debtors' property and debts, will be available for inspection at the office of the clerk of the Bankruptcy Court. In addition, such documents may be available at [www.deb.uscourts.gov](http://www.deb.uscourts.gov).

PURPOSE OF CHAPTER 11 FILING. Chapter 11 of the Bankruptcy Code enables a debtor to reorganize pursuant to a plan. A plan is not effective unless approved by the Court at a confirmation hearing. Creditors will be given notice concerning any plan, or in the event the cases are dismissed or converted to another chapter of the Bankruptcy Code. The Debtors will remain in possession of their property and will continue to operate their business unless a trustee is appointed.

CREDITORS MAY NOT TAKE CERTAIN ACTIONS. A creditor is anyone to whom a debtor owes money or property. Under the Bankruptcy Code, a debtor is granted certain protection against creditors. Common examples of prohibited actions by creditors are contacting a debtor to demand repayment, taking action against a debtor to collect money owed to creditors or to take property of a debtor, and starting or continuing foreclosure actions or repossessions. If unauthorized actions are taken by a creditor against a debtor, the Court may penalize that creditor. A creditor who is considering taking action against a debtor or the property of a debtor should review section 362 of the Bankruptcy Code and seek legal advice. The staff of the Clerk of the Bankruptcy Court is not permitted to give legal advice.

MEETING OF CREDITORS. The Debtors' representative, as specified in Rule 9001(5) of the Federal Rules of Bankruptcy Procedure (the "Bankruptcy Rules"), is required to appear at the meeting of creditors on the date and at the place set forth above for the purpose of being

examined under oath. Attendance by creditors at the meeting is welcomed, but not required. At the meeting, the creditors may examine the Debtors' representative and transact such other business as may properly come before the meeting. The meeting may be continued or adjourned from time to time by notice at the meeting, without further written notice to the creditors.

PROOF OF CLAIM. Schedules of creditors will be filed pursuant to Bankruptcy Rule 1007. Any creditor holding a scheduled claim which is not listed as disputed, contingent, or unliquidated as to amount may, but is not required to, file a proof of claim in these cases. Creditors whose claims are not scheduled or whose claims are listed as disputed, contingent, or unliquidated as to amount and who desire to participate in these cases or share in any distribution must file their proofs of claim. A creditor who desires to rely on the schedule of creditors has the responsibility for determining that the claim is listed accurately. **Separate notice of the deadlines to file proofs of claim and proof of claim forms will be provided to the Debtors' known creditors.** Proof of claim forms also are available in the clerk's office of any bankruptcy court. Proof of claim forms also are available from the Court's web site at [www.deb.uscourts.gov](http://www.deb.uscourts.gov).

DISCHARGE OF DEBTS. Confirmation of a chapter 11 plan may result in a discharge of debts, which may include all or part of your debt. See Bankruptcy Code § 1141(d). A discharge means that you may never try to collect the debt from the debtors, except as provided in the plan.

Dated: October 19, 2006

For the Court:           /s/ David D. Bird            
Clerk of the Bankruptcy Court