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PROPOSED ATTORNEYS FOR THE DEBTORS AND DEBTORS-IN-POSSESSION
**IN THE UNITED STATES BANKRUPTCY COURT
FOR THE NORTHERN DISTRICT OF TEXAS
FORT WORTH DIVISION**

_____)	
In re)	Chapter 11 Case
MIRANT CORPORATION, <u>et al.</u> ,)	Case No. 03-46590(DML)11
Debtors.)	Jointly Administered
_____)	Hearing Date and Time: To Be Set

**MOTION OF DEBTORS FOR ADMINISTRATIVE ORDER ESTABLISHING
PROCEDURES FOR INTERIM COMPENSATION AND REIMBURSEMENT
OF CHAPTER 11 PROFESSIONALS AND COMMITTEE MEMBERS**

TO THE HONORABLE UNITED STATES BANKRUPTCY JUDGE:

Mirant Corporation (“Mirant”) and its affiliated debtors (collectively, the “Debtors”), as debtors-in-possession, file this motion for entry of an administrative order establishing procedures for interim compensation and reimbursement of chapter 11 professionals and committee members (the “Motion”), and respectfully represent as follows:

JURISDICTION AND VENUE

1. This Court has jurisdiction to consider this matter pursuant to 28 U.S.C. §§ 157 and 1334. This is a core proceeding pursuant to 28 U.S.C. § 157(b). Venue is proper before this Court pursuant to 28 U.S.C. §§ 1408 and 1409.

PROCEDURAL BACKGROUND

2. The Cases. On July 14, 2003 (the "Petition Date"), each of the Debtors filed a voluntary petition in this court for relief under chapter 11 of title 11 of the United States Code, 11 U.S.C. §§ 101-1330, as amended (the "Bankruptcy Code"). The Debtors continue to manage and operate their businesses as debtors-in-possession pursuant to sections 1107 and 1108 of the Bankruptcy Code.

3. Joint Administration Request is Pending. Concurrently with the filing of the Motion, the Debtors have moved the court to jointly administer the bankruptcy estates of the Debtors.

4. The Creditors' Committee. No creditors' committee has yet been appointed in these cases by the United States Trustee. Further, no trustee or examiner has been requested or appointed in any of the Debtors' chapter 11 cases.

FACTUAL BACKGROUND

5. Mirant and its direct and indirect subsidiaries comprise a competitive energy concern that generates and sells electricity in North America, the Philippines and the Caribbean. Through its direct and indirect subsidiaries, Mirant produces, sells and delivers reliable energy products and services to utilities, municipal systems, aggregators, electric-cooperative utilities, producers, generators, marketers and large industrial customers. Mirant's core business centers on the production and sale of electricity and electrical capacity (essentially the ability to produce electricity on demand). Mirant currently owns or controls more than 21,800 megawatts of electric generating capacity around the world, of which more than 18,000 megawatts is located in the United States. In 2002, Mirant 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.

6. Mirant employs in excess of 7,000 employees worldwide, of which approximately 1,100 employees are based at Mirant's corporate headquarters in Atlanta and approximately 5,900 employees are based at operating facilities. In 2002, Mirant recorded \$542 million loss in earnings before interest, taxes and depreciation ("EBITDA") on a consolidated basis. Its 2002 operating revenues were approximately \$6.4 billion.

7. A more detailed description of Mirant's assets, liabilities, and business operations, and a discussion of the events leading to the commencement of these chapter 11 cases is set forth in the Affidavit of John W. Ragan in Support of Certain First Day Motions.

RELIEF REQUESTED

8. The Debtors seek entry of an order pursuant to (i) sections 105(a) and 331 of the Bankruptcy Code and (ii) Section I (H) of the Guidelines for Compensation and Expense Reimbursement of Professionals, (effective January 1, 2001, and incorporated in General Order No. 00-7) establishing an orderly, regular process for allowance and payment of compensation and reimbursement for attorneys and other professionals whose services are authorized by this Court pursuant to sections 327 or 1103 of the Bankruptcy Code and who will be required to file applications for allowance of compensation and reimbursement of expenses pursuant to sections 330 and 331 of the Bankruptcy Code. In addition, the Debtors seek entry of an order establishing a procedure for reimbursement of reasonable out-of-pocket expenses incurred by members of any statutory committee appointed in these chapter 11 cases.

RETENTION OF PROFESSIONALS

9. Contemporaneously herewith, the Debtors are seeking approval of their retention of many professionals to assist in the administration of these chapter 11 cases. In addition, the Debtors anticipate that they may need to retain other professionals in connection

with these chapter 11 cases. Moreover, one or more statutory committees may be appointed in these cases, which in turn will likely retain counsel, and possibly other professionals, to represent them.

10. Shortly after the Petition Date, the Debtors will file the Motion of the Debtors Pursuant to Sections 327 and 328 of the Bankruptcy Code for Authorization to Employ Professionals Used in the Ordinary Course of Business (the “Ordinary Course Motion”). The Ordinary Course Motion seeks authority for the Debtors to continue to retain professionals in the ordinary course of business on terms substantially similar to those in effect prior to the Petition Date, without the need to file individual retention applications for each of these professionals. In addition, the Ordinary Course Motion seeks authority to pay ordinary course professionals in full, without interim or final fee applications, in accordance with their prepetition arrangements, but subject to monthly caps as provided therein. Any ordinary course professional seeking payment of fees and disbursements exceeding the monthly cap will be required to file interim and final fee applications.

11. Thus, there are two categories of professionals required to submit interim and final applications: (A) separately retained chapter 11 professionals, and (B) those ordinary course professionals whose fees and expenses exceed the limitations set forth in the Ordinary Course Motion (collectively, the “Professionals,” or each, a “Professional”).

12. The Debtors propose that the monthly payment of compensation and reimbursement of expenses of the Professionals be structured as follows:

(a) On or before the 25th day of each month following the month for which compensation is sought, each Professional (and Committee, as defined below) will serve a detailed statement of services rendered and expenses incurred during the prior month upon (i) the

Debtors; (ii) the Debtors' counsel; (iii) the United States Trustee for the Northern District of Texas; (iv) counsel for the Debtors' postpetition lenders; and (v) counsel for any statutory committee appointed (the "Committee" and collectively, the "Application Recipients") in these cases. Each entity receiving a statement will have ten (10) days after the date of receipt to review and raise objections, if any, to each statement. At the expiration of the ten (10) day objection period, the Debtors would promptly pay eighty percent (80%) of the fees and one hundred percent (100%) of the out-of-pocket expenses identified in each monthly statement, except such fees or expenses as to which an objection may be served by one of the Application Recipients as provided in sub-paragraph (b) below.

(b) In the event that one of the Application Recipients has an objection to the compensation or reimbursement sought in a particular monthly statement, such party shall, within ten (10) days after the receipt of the statement, serve upon (i) the Professional to whose statement an objection is made and (ii) the other Application Recipients, a written "Notice of Objection To Fee Statement," with a statement setting forth the precise nature of the objection and the amount at issue. Thereafter, the objecting party and the Professional to whose statement an objection has been submitted shall attempt to reach an agreement regarding the correct payment to be made. If the parties are unable to reach an agreement on the objection within five (5) days after receipt of such objection, the Professional whose fee statement is subject to an objection shall have the option of (1) filing the objection together with a request for payment of the disputed amount with the Court, or (2) foregoing payment of the disputed amount until the next interim fee application hearing, at which time the Court will consider and dispose of the objection if payment of the disputed amount is requested. The Debtors request that they be permitted to pay that portion of fees and expenses that are not disputed.

(c) Approximately every four (4) months, each of the Professionals shall file with the Court and serve on the Application Recipients, an application for interim Court approval and allowance, pursuant to section 331 of the Bankruptcy Code, of compensation and reimbursement of expenses incurred during the prior four (4) months. Any Professional who fails to file an application when due as directed by this sub-paragraph shall be ineligible to receive further monthly or interim payments of fees or expenses as provided herein until such time as the application is submitted. Counsel for the Debtors will obtain a hearing date and notify each Professional of the deadline to file interim fee applications.

(d) The pendency of an objection or a Court order stating that payment of compensation or reimbursement of expenses was improper as to a particular monthly or interim statement shall not disqualify a Professional from the further payment of monthly and interim compensation or reimbursement of expenses as set forth above, except as otherwise directed by an Order of the Court.

(e) Neither the payment of, nor the failure to pay, in whole or in part, monthly or interim compensation and reimbursement as provided herein shall bind any party-in-interest or the Court with respect to the interim or final allowance of applications for compensation and reimbursement of Professionals.

13. The procedure suggested herein will enable all parties to closely monitor costs of administration, and will enable the Debtors to maintain a more level cash flow availability and implement efficient cash management. Indeed, the procedure requested is envisioned in complex cases like the instance case under the existing Guidelines for Compensation incorporated in this District under General Order No. 00-7.

14. The Debtors further request that the Court limit the notice of hearings to consider interim applications to (i) the United States Trustee for the Northern District of Texas; (ii) counsel for the Debtors' postpetition lenders; (iii) counsel for any committee appointed in these cases; (iv) Debtors' counsel; and (v) all parties requesting notice pursuant to Federal Rule of Bankruptcy Procedure 2002. Such notice should reach the parties most active in this case and will save the expense of undue duplication and mailing.

15. The Debtors further request that each member of any committee appointed in these cases be permitted to submit statements of expenses and supporting vouchers to counsel for such committee, who will collect and submit such requests for reimbursement in accordance with the foregoing procedure for monthly an interim compensation and reimbursement of professionals, pursuant to 11 U.S.C. § 503(b)(3)(F).

NOTICE

16. Notice of this Motion has been provided to the Office of the United States Trustee for the Northern District of Texas; the holders of the fifty largest unsecured claims against the Debtors on a consolidated basis; and certain governmental entities, counsel and parties-in-interest; all as set forth in more detail on the Certificate of Service attached hereto. The Debtors submit that no other or further notice need be provided.

CONCLUSION

WHEREFORE, the Debtors respectfully request entry of an administrative order establishing procedures for interim compensation and reimbursement of chapter 11 professionals and committee members and granting such other and further relief as is just and proper.

Dated: Fort Worth, Texas
July 14, 2003

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By /s/ Robin Phelan

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AND DEBTORS-IN-POSSESSION

**IN THE UNITED STATES BANKRUPTCY COURT
FOR THE NORTHERN DISTRICT OF TEXAS
FORT WORTH DIVISION**

In re

MIRANT CORPORATION, et al.,

Debtors.

)
) Chapter 11 Case
)

) Case No. 03-46590(DML)11
) Jointly Administered
)
)

**ADMINISTRATIVE ORDER ESTABLISHING PROCEDURES FOR
INTERIM COMPENSATION AND REIMBURSEMENT OF
CHAPTER 11 PROFESSIONALS AND COMMITTEE MEMBERS**

Upon the Motion, dated July 14, 2003, (the "Motion"), of Mirant Corporation and its affiliated debtors (collectively, the "Debtors"), as debtors-in-possession, for entry of an administrative order establishing procedures for interim compensation and reimbursement of chapter 11 professionals and committee members (the "Motion"); and upon consideration of the Affidavit of Thomas E Lauria in Support of First Day Motions and Applications sworn to on the 14th day of July, 2003; and it appearing that the Court has jurisdiction over this matter; and it appearing that due notice of this Motion has been provided as set forth in the Motion and

that no other or further notice need be provided; and it further appearing that the relief requested in the Motion is in the best interest of the Debtors and their estates and creditors; and upon all of the proceedings had before the Court; and after due deliberation and sufficient cause therefor, it is

ORDERED that, capitalized terms not otherwise defined herein should have the meanings ascribed to such terms in the Motion; and it is further

ORDERED that, except as may be otherwise provided in separate order authorizing the retention of specific professionals, all Professionals shall seek compensation and reimbursement in accordance with the following procedures:

- (a) On or before the 25th day of each month following the month for which compensation is sought, each Professional (and Committee member, as defined below) will serve a detailed statement of services rendered and expenses incurred during the prior month upon (i) the Debtors; (ii) the Debtors' counsel; (iii) the United States Trustee for the Northern District of Texas; (iv) counsel for the Debtors' postpetition lenders; and (v) counsel for any statutory committee appointed in these cases (the "Committee" and collectively, the "Application Recipients"). Each entity receiving a statement will have ten (10) days after the date of receipt to review and raise objections, if any, to each statement. At the expiration of the ten (10) day objection period, the Debtors shall promptly pay eighty percent (80%) of the fees and one hundred percent (100%) of the out-of-pocket expenses identified in each monthly statement, except such fees or expenses as to which an objection may be served by one of the Application Recipients as provided in subparagraph (b) below.
- (b) In the event that one of the Application Recipients has an objection to the compensation or reimbursement sought in a particular monthly statement, such party shall, within ten (10) days after the receipt of the statement, serve upon (i) the Professional to whose statement an objection is made and (ii) the other Application Recipients, a written "Notice of Objection To Fee Statement," with a statement setting forth the precise nature of the objection and the amount at issue. Thereafter, the objecting party and the Professional to whose statement an objection has been submitted shall attempt to reach an agreement regarding the correct payment to be made. If the parties are unable to reach an agreement on the

objection within five (5) days after receipt of such objection, the Professional whose fee statement is subject to an objection shall have the option of (1) filing the objection together with a request for payment of the disputed amount with the Court, or (2) foregoing payment of the disputed amount until the next interim fee application hearing, at which time the Court will consider and dispose of the objection if payment of the disputed amount is requested. The Debtors are required to pay promptly any portion of the fees and disbursements requested that are not disputed.

- (c) Approximately every four (4) months, each of the Professionals shall file with the Court and serve on the Application Recipients, an application for interim Court approval and allowance, pursuant to section 331 of the Bankruptcy Code, of compensation and reimbursement of expenses incurred during the prior four (4) months. Any Professional who fails to file an application when due as directed by this sub-paragraph shall be ineligible to receive further monthly or interim payments of fees or expenses as provided herein until such time as the application is submitted. Counsel for the Debtors will obtain a hearing date and notify each Professional of the deadline to file interim fee applications.
- (d) The pendency of an objection or a Court order stating that payment of compensation or reimbursement of expenses was improper as to a particular monthly or interim statement shall not disqualify a Professional from the further payment of monthly and interim compensation or reimbursement of expenses as set forth above, except as otherwise directed by an Order of this Court.
- (e) Neither the payment of, nor the failure to pay, in whole or in part, monthly or interim compensation and reimbursement as provided herein shall bind any party-in-interest or the Court with respect to the interim or final allowance of applications for compensation and reimbursement of Professionals;

and it is further

ORDERED that, each member of any Committee is permitted to seek and receive reimbursement of expenses as follows:

- (a) Each committee member may submit statements of expenses and supporting vouchers to committee counsel, who shall collect and submit such requests for reimbursement to the Debtors in accordance with the foregoing procedure for monthly and interim compensation and reimbursement of professionals, pursuant to 11 U.S.C. § 503(b)(3)(F); and it is further

ORDERED that, the Debtors shall serve notice of any hearing to consider interim and final fee applications to (i) the United States Trustee for the Northern District of Texas; (ii) counsel for the Debtors' postpetition lenders; (iii) counsel for the Committee in the event a Committee is appointed in this case; (iv) Debtors' counsel; and (v) all parties requesting notice pursuant to Federal Rule of Bankruptcy Procedure 2002.

End of Order

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CERTIFICATE OF SERVICE

The undersigned hereby certifies that she provided true and correct copies of the foregoing to Bankruptcy Services, LLC and directed them to effect service upon all persons on the attached Service Lists via facsimile and email transmission, where indicated, or via overnight courier, on the 15th day of July, 2003.

/s/ Judith Elkin

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