

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

U.S. BANKRUPTCY COURT  
NORTHERN DISTRICT OF TEXAS  
**ENTERED**  
TAWANA C. MARSHALL, CLERK  
THE DATE OF ENTRY IS  
ON THE COURT'S DOCKET

In re:	)	Chapter 11
	)	
MIRANT CORPORATION, <u>et al.</u>	)	Case No. 03-46590-DML-11
	)	Jointly Administered
Debtors.	)	
	)	
	)	

**INTERIM ORDER PURSUANT TO 11 U.S.C. §§ 327(a) AND 328 AND FED. R.  
BANKR. P. 2014 AUTHORIZING THE EMPLOYMENT AND RETENTION OF  
BRONIEC ASSOCIATES, INC. AS  
ACCOUNTS PAYABLE AUDITORS OF THE DEBTORS**

Upon consideration of the Application dated April 21, 2004, filed by Mirant Corporation and its affiliated debtors (collectively, the "Debtors"), as debtors in possession, seeking an order authorizing the Debtors' retention of Broniec Associates, Inc. ("Broniec") as Accounts Payable Auditors of the Debtors (the "Application"); and the Affidavit of Gerry A. Conheady, (the "Conheady Affidavit"); and after due deliberation and sufficient cause appearing therefore, the Court finds that (1) Notice of the Application has been given in accordance the associated certificate of service, and no other or further notice is necessary; (2) Broniec and each of its members, officers, directors and employees represent no interest adverse to the Debtors or to the Debtors' estates such that would disqualify Broniec from representation of the Debtors in these chapter 11 cases; (3) Broniec and each of its members, officers, directors and employees is a "disinterested person" as such term is defined in section 101(14) of the Bankruptcy Code, and as required by section 327(a) of the Bankruptcy Code; and (4) the retention of Broniec as the Debtors' accounts payable auditors, on the terms set

forth in the engagement letter appended to the Application, is in the best interests of the Debtors and their estates, creditors and interest holders.

**IT IS THEREFORE ORDERED THAT:**

1. The Debtors' employment and retention of Broniec as their accounts payable auditors to perform the services described in the Application and the engagement letter, effective as of March 11, 2004 and on the terms and conditions set forth in the Application and the engagement letter, is approved.

2. The fees payable to Broniec shall be subject to review only pursuant to the standards set forth in section 328(a) of the Bankruptcy Code and shall not be subject to the standard of review set forth in section 330 of the Bankruptcy Code.

3. Within three (3) business days of the entry of this Interim Order, counsel for the Debtors shall serve the Interim Order upon all parties entitled to receive notice of the Application.

4. This Interim Order shall become a Final Order on the twenty-seventh (27th) day after entry of this Interim Order without further notice or hearing unless an objection to the Interim Order is timely filed with the Court and served on counsel for the Debtors on or before twenty-six (26) days after entry of the Interim Order.

~~DATED:~~ \_\_\_\_\_

Dated: April 26 2004

  
\_\_\_\_\_  
HONORABLE D. MICHAEL LYNN  
UNITED STATES BANKRUPTCY JUDGE