

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, <i>et al.</i> ,	:	Case No. 03-46590-DML-11
	:	Jointly Administered
Debtors.	:	

**AGREED FINAL ORDER AUTHORIZING THE
RETROACTIVE EXPANDED RETENTION OF
DELOITTE & TOUCHE LLP AS ADVISORS AND CONSULTANTS
FOR THE DEBTORS PURSUANT TO 11 U.S.C. §§ 327(a) and 328(a)**

Upon consideration of the application (the "Application") of Mirant Corporation and its affiliated debtors in the above-captioned cases (collectively, the "Debtors"), for an interim and final order authorizing the retroactive expanded retention by the Debtors of Deloitte & Touche LLP ("Deloitte") as advisors and consultants pursuant to 11 U.S.C. §§ 327(a) and 328(a), as is more fully set forth in the Application and in the Engagement Letters¹ attached to the Application as Exhibits B1 through B3; and upon consideration of the Supplemental Affidavit of Jacien Steele, a partner with Deloitte, attached to the Application as Exhibit C, together with the evidence and argument submitted by the Debtor and Deloitte at the final hearing held on March 17, 2004 with regard to the Application; and the Court having jurisdiction to consider the Application and the relief requested therein in accordance with 28 U.S.C. § 1334; and it appearing that due notice of the Application has been given and that no other or further notice need be given; and the Court having determined that the relief sought in the Application is in the best interests of the Debtors, their creditors, and all parties in interest; and the Court having

¹ Capitalized terms not defined herein shall have the meaning ascribed to them in the Application.

determined that, as required by 11 U.S.C. § 327(a), Deloitte remains disinterested and does not hold or represent an interest adverse to the estate; and upon the Application and all other related pleadings before the Court; and after due deliberation and sufficient cause appearing therefore, it is hereby

ORDERED that, pursuant to 11 U.S.C. §§ 327(a) and 328(a), the Debtors are authorized to expand the retention of Deloitte according to the terms of the Application, effective as of November 17, 2003 for the cost-allocation services, December 3, 2003 for the outsourcing services, and December 15, 2003 for the valuation services, respectively, each as more fully described in the three Engagement Letters. Good cause has been established for retroactive approval of the Application to the dates shown immediately above; and it is further

ORDERED that, with respect to such expanded retention, the indemnification provisions set forth in the Engagement Letters are not approved; however, Deloitte shall continue to be afforded any and all protections afforded Protected Professionals and Protected Persons within the Protected Persons Order and the Extended Protected Persons Order; and it is further

ORDERED that Deloitte shall apply for allowance of compensation and reimbursement of expenses in accordance with 11 U.S.C. §§ 330 and 331 with respect to the expanded retention; and it is further

ORDERED that, with respect to the expanded retention, Deloitte shall comply with the procedures set forth in this Court's Administrative Order Establishing Procedures for Interim Compensation and Reimbursement of Chapter 11 Professionals and Committee Members or such other procedures as may be fixed by order of this Court; and it is further

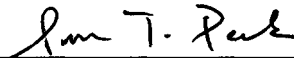
ORDERED that nothing in this Order shall affect any prior final order approving the retention of Deloitte in the Debtors' cases with regard to tax services.

DATED: March 17, 2004



HONORABLE D. MICHAEL LYNN
UNITED STATES BANKRUPTCY JUDGE

AGREED:

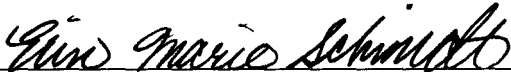


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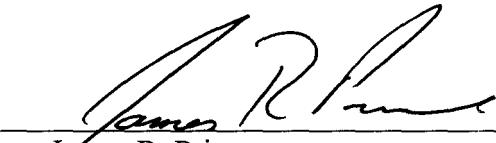
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