

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

U.S. BANKRUPTCY COURT  
NORTHERN DISTRICT OF TEXAS  
**ENTERED**  
AWANA 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
Debtors.	Jointly Administered

**FINAL ORDER AUTHORIZING THE EMPLOYMENT AND  
RETENTION OF ERNST & YOUNG LLP AS CONSULTANTS  
OF THE DEBTORS RETROACTIVE TO JULY 15, 2003**

Upon consideration of the application (the "Application")<sup>1</sup> of Mirant Corporation and its affiliated debtors in the above-captioned Chapter 11 case (collectively, the "Debtors"), for entry of a final order authorizing the employment and retention of Ernst & Young LLP ("E&Y LLP") as consultants pursuant to 11 U.S.C. §327(a) of the Bankruptcy Code (the "Bankruptcy Code"); and upon consideration of the affidavits of Susan R. Bell, a partner of E&Y LLP (the "Bell Affidavit"), and Stuart B. Gleichenhous of Ernst & Young Corporate Finance LLC (the "Gleichenhous Affidavit"); and the Court being satisfied, based upon the representations made in the Application, the Bell Affidavit and the Gleichenhous Affidavit, that such consultants represent no interest adverse to the Debtors' estates or their creditors with respect to matters upon which they are to be engaged, that they are disinterested persons as that term is defined under section 101(14) of the Bankruptcy Code, as modified by section 1107(b) of the Bankruptcy Code, and that their employment is necessary and in the best interest of the Debtors' estates and their creditors; and upon consideration of the objection filed by the United States Trustee (the "Objection"); and upon a hearing having been held on March 3, 2004; and it appearing that proper and adequate notice has been given and that no other or further notice is

<sup>1</sup> Any capitalized terms not defined herein shall have the meanings given to such terms in the Application.

necessary; and after due deliberation thereon, and good and sufficient cause appearing therefore, it is hereby

**ORDERED** that the Objection is overruled; and it is further

**ORDERED** that the Application is granted; and it is further

**ORDERED** that pursuant to sections 327(a) and 1107(a) of the Bankruptcy Code, and Bankruptcy Rules 2014(a) and 2016, the Debtors are hereby authorized to employ E&Y LLP as its consultants, retroactive to July 15, 2004, to perform the services set forth in the Application; and it is further

**ORDERED** that, E&Y LLP and its affiliates, directors, officers and employees hereby are deemed to be "Protected Professionals" (as such term is defined in the Protection Orders) who are entitled to protections set forth in the Order Restricting Pursuit of Certain Persons entered on August 6, 2003 and the Order Extending Order Restricting Pursuit of Certain Person entered on September 29, 2003 (collectively, the "Protection Orders"); and its further

**ORDERED** that E&Y LLP shall be compensated in accordance with the procedures set forth in sections 330 and 331 of the Bankruptcy Code and such Bankruptcy Rules and local rules as may be then applicable, from time to time, and such other procedures as may be fixed by order of this Court; and its if further

**ORDERED** that to the extent of any conflict between the terms and conditions of the Application and this Order, the terms and conditions of this Order shall govern.

Dated: March 4, 2004

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

**PREPARED BY:**

Robin Phelan  
State Bar No. 15903000  
**HAYNES AND BOONE, LLP**  
901 Main Street  
Suite 3100  
Dallas, TX 75202  
(214) 651-5000

-and-

Thomas E Lauria  
State Bar No. 11998025  
**WHITE & CASE LLP**  
Wachovia Financial Center  
200 South Biscayne Blvd.  
Miami, Florida 33131  
(305) 371-2700