

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

**INTERIM ORDER AUTHORIZING THE EMPLOYMENT AND RETENTION OF
 STONELEIGH HUFF BROUS MCDOWELL, L.P. AS REAL ESTATE BROKER TO
THE DEBTORS AS OF MARCH 3, 2004**

Came on for consideration the Application for Entry of an Order pursuant to 11 U.S.C. § 327(a) Authorizing the Employment and Retention of Stoneleigh Huff Brous McDowell, L.P. (“Stoneleigh”) as Real Estate Broker to the Debtors (the “Application”), of Mirant Corporation and its affiliated debtors (collectively, the “Debtors”). The Court finds that it has jurisdiction over this matter pursuant to 28 U.S.C. §§ 157 and 1334. The Court further finds that this is a core proceeding pursuant to 28 U.S.C. § 157. After reviewing the Affidavit of Jerry Alexander in support of the Application, a copy of which is annexed as an exhibit to the Application (the “Alexander Affidavit”), and the other motions, pleadings, and papers filed in these chapter 11 cases, together with the representations on the record, the Court finds that, on an interim basis, (i) the proposed employment of Stoneleigh as real estate broker to the Debtors is in the best interest of the Debtors and their respective estates, (ii) Stoneleigh and its personnel do not hold or represent an interest adverse to the Debtors or their estates in the matters upon which they are to be engaged such that would disqualify Stoneleigh from rendering services as real estate broker to the Debtors, (iii) Stoneleigh and its personnel are “disinterested persons” as the

term is defined in section 101(14) of the Bankruptcy Code and (iv) employment of Stoneleigh as of March 3, 2004 is appropriate in this instance. The Court further finds that the Application should be **GRANTED** on an interim basis subject to the terms set forth below. IT IS THEREFORE

ORDERED that the Application is granted on an interim basis (the “Interim Order”); and it is further

ORDERED that the retention of Stoneleigh as real estate broker to the Debtors as of March 3, 2004 is hereby GRANTED on an interim basis pursuant to 11 U.S.C. § 327(a) for the purposes set forth in the Application and Alexander Affidavit; and it is further

ORDERED that, 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; and it is further

ORDERED that Stoneleigh shall be compensated in the manner described in the Application and Alexander Affidavit and shall be subject to review only in accordance with section 328(a) of the Bankruptcy Code:

a. Stoneleigh is hereby relieved of the obligation to maintain time records; and

b. Stoneleigh shall be entitled to a commission only if a sale with respect to the Property (as described in the Application) is fully executed; and it is further

ORDERED that the Debtors must notify the Office of the United States Trustee and counsel for the official committees of their intent to pay a commission to Stoneleigh. If none of those parties objects by 5:00 p.m. Central time on the 5th business day after such notification, on

the 6th business day, the Debtors are permitted to pay such commission as an administrative expense without further order of the Court. If a party objects to such intent, the matter shall be set as soon as reasonably practicable thereafter.

ORDERED that to the extent of any conflict between the terms and conditions of the Application and the Interim Order, the terms and conditions of this Interim Order shall govern; and it is further

ORDERED that 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: March 9, 2004



HONORABLE D. MICHAEL LYNN
UNITED STATES BANKRUPTCY JUDGE

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