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**PROPOSED CO-COUNSEL TO THE
OFFICIAL COMMITTEE OF UNSECURED CREDITORS
OF MIRANT CORPORATION, ET AL.**

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

IN RE: § Chapter 11
§
MIRANT CORPORATION, *et al.*, § Case No. 03-46590-DML-11
§
Debtors. § Jointly Administered

**LIMITED OBJECTION OF OFFICIAL COMMITTEE OF
UNSECURED CREDITORS OF MIRANT CORPORATION ET AL.
TO DEBTORS' APPLICATION AUTHORIZING EMPLOYMENT
AND RETENTION OF THE BLACKSTONE GROUP L.P.**

TO THE HONORABLE D. MICHAEL LYNN,
UNITED STATES BANKRUPTCY JUDGE:

The Official Committee of Unsecured Creditors of Mirant Corporation, *et al.* (the "Committee") for its Limited Objection to Debtors' Application (the "Application") Authorizing Employment and Retention of the Blackstone Group L.P. ("Blackstone") as Financial Advisors, respectfully represents:

1. In general, the Committee has no objection to the Debtors' retention of Blackstone. Paragraph 15(b) of the Application, however, states that Blackstone will be entitled to a "Restructuring Fee" of \$7 million, which:

shall be deemed earned when the Company first sends definitive offer documents seeking to refinance, restructure, repurchase, modify and/or extend in a material respect a substantial portion of its existing credit facilities, existing notes, bonds or debentures which mature (or are puttable) prior to 2006 pursuant to terms approved by the Board of Directors. The Restructuring Fee shall be payable upon the consummation of a plan of reorganization"

2. The Blackstone engagement letter, which is attached to the Application (the "Engagement Letter"), provides that the Restructuring Fee shall be "earned and payable upon consummation of a plan" The Committee believes that the Engagement Letter controls and the language in the Application concerning when the "Restructuring Fee" is earned is an error. The Committee nonetheless seeks clarification of the inconsistency between the Application and the Engagement Letter.

3. In addition, paragraph 9(p) of the Application states that Blackstone will "[a]ssist and advise the Debtors concerning the terms, conditions and impact of any transaction." Such language is very broad. The Committee seeks clarification that the language in paragraph 9(p) of the Application will be subject to and not override the express terms and conditions of the Engagement Letter, specifically the first full paragraph of page 6 thereof.

WHEREFORE, the Committee respectfully requests that the this Court enter an order (i) clarifying the terms of Blackstone's engagement by the Debtors and (ii) granting such other and further relief as may be just and proper.

Respectfully submitted this 11th day of August, 2003.

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CERTIFICATE OF SERVICE

The undersigned hereby certifies that on the 11th day of August, 2003, he caused a true and correct copy of the foregoing document to be served on the parties appearing on the attached Service List via first class U.S. Mail, postage prepaid.

/s/ Jason S. Brookner
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