

ENTERED

JAWANA C. MARSHALL, CLERK
THE DATE OF ENTRY IS
ON THE COURT'S DOCKET

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

In re)	Chapter 11 Case
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) AUTHORIZING THE
EMPLOYMENT AND RETENTION OF CB RICHARD ELLIS, INC. AS REAL ESTATE
BROKER TO THE DEBTORS**

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 CB Richard Ellis, Inc. (“CB”) 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 Randy Merrill, a Senior Vice President of CB in support of the Application, a copy of which is annexed as an exhibit to the Application (the “Merrill 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 CB as real estate broker to the Debtors is in the best interest of the Debtors and their respective estates, (ii) CB 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 CB from rendering services as real estate broker to the Debtors, and (iii) CB and its personnel are “disinterested persons” as the term is defined in

section 101(14) of the Bankruptcy Code. 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 CB as real estate broker to the Debtors and Debtors-in-Possession is hereby **GRANTED** on an interim basis pursuant to 11 U.S.C. § 327(a) for the purposes set forth in the Application and Merrill 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 CB shall be compensated in the manner described in the Application and Merrill Affidavit and shall be subject to review only in accordance with section 328(a) of the Bankruptcy Code:

- a. CB is hereby relieved of the obligation to maintain time records; and
- b. CB shall be entitled to a commission only if a lease with respect to the Perimeter property (as described in the Application) is fully executed; and it is further

ORDERED that the Debtors shall be required to file and serve notice upon the Office of the United States Trustee and counsel for the official committees of their intent to pay a commission to CB. If none of those parties file and serve an objection to such intent such that it is received by the Debtors not later than 5:00 Central time on the 5th business day after service of the notice, 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: December 4, 2003



HONORABLE D. MICHAEL LYNN
UNITED STATES BANKRUPTCY JUDGE

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