

UNITED STATES BANKRUPTCY COURT
NORTHERN DISTRICT OF TEXAS
FORT WORTH DIVISION

ENTERED

AWANA 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.	:	

**INTERIM ORDER AUTHORIZING THE *NUNC PRO TUNC* EMPLOYMENT OF
DELOITTE & TOUCHE LLP AS TAX ADVISORS AND TAX 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 *nunc pro tunc* employment by the Debtors of Deloitte & Touche LLP ("Deloitte & Touche") as tax advisors and tax 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 Letters attached to the Application as Exhibits A -2 through A -11; and upon consideration of the Affidavit of Jacien Steele, a partner with Deloitte & Touche, attached to the Application as Exhibit B; 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 determined that, as required by 11 U.S.C. § 327(a), Deloitte & Touche is disinterested and does not hold or represent an interest adverse to the estate; and upon

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OF DELOITTE & TOUCHE LLP**

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), and except as may be specified by a final order of this Court (and subject to any order modifying same), the Debtors are authorized to employ and retain Deloitte & Touche as their tax advisors and tax consultants according to the terms of the Engagement Letters (as defined in and attached to the Application), effective as of the Petition Date; and it is further

ORDERED that, pursuant to 11 U.S.C. § 328(a), this Court hereby approves the indemnification provisions set forth in the Engagement Letters (as defined in and attached to the Application); 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 Deloitte & Touche shall apply for allowance of compensation and reimbursement of expenses in accordance with 11 U.S.C. §§ 330 and 331; and it is further

ORDERED that Deloitte & Touche 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 this Interim Order shall be effective from July 14, 2003 through and including the date of the final hearing on the Application; and it is further

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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: September 10, 2003



HONORABLE D. MICHAEL LYNN
UNITED STATES BANKRUPTCY JUDGE

Upon Submission, Please Return to:

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ATTORNEYS FOR THE DEBTORS AND
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