

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

U.S. BANKRUPTCY COURT
NORTHERN DISTRICT OF TEXAS
ENTERED
TAMARA 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
Debtors.)	Jointly Administered
_____)	

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

Upon consideration of the ^{excellent} application (the "Application")¹ of Mirant Corporation and its ^K affiliated debtors in the above-captioned Chapter 11 case (collectively, the "Debtors"), for entry of an interim 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 United States 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. Gleichenhause of Ernst & Young Corporate Finance LLC (the "Gleichenhause Affidavit"); and the Court being satisfied, based upon the representations made in the Application, the Bell Affidavit and the Gleichenhause Affidavit, that such consultants represent no interest adverse to the Debtors' estates or their creditors with respect to the 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 it appearing that proper and adequate notice has

Ullmer

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

been given and that no other or further notice is necessary; and after due deliberation thereon, and good and sufficient cause appearing therefor, it is hereby

ORDERED that the Application is granted on an interim basis (the “Interim Order”); 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 on an interim basis as its consultants, retroactive to July 15, 2003, 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 the 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 Persons entered on September 29, 2003 (collectively, the “Protection Orders”); 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 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 bankruptcy rules as may then be applicable, from time to time, and 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 15, 2003 through and including the earlier of the date of the final hearing on the Application or the date upon which this Interim Order becomes a Final Order as provided for herein; and it is further

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: JANUARY 7, 2004



HONORABLE D. MICHAEL LYNN
UNITED STATES BANKRUPTCY JUDGE

Upon Submission, Please Return to:

Robin E. Phelan
State Bar No. 15903000
Judith Elkin
State Bar No. 06522200
Ian T. Peck
State Bar No. 24013306
HAYNES AND BOONE, L.L.P.
901 Main Street, Suite 3100
Dallas, Texas 75202-3789
Telephone: 214-651-5000
Telecopy: 214-651-5940

Thomas E Lauria
Texas Bar No. 11998025
Michelle C. Campbell
Texas Bar No. 24001828
WHITE & CASE LLP
Wachovia Financial Center
200 South Biscayne Blvd.
Miami, Florida 33131
Telephone: 305-371-2700
Telecopy: 305-358-5744

ATTORNEYS FOR THE DEBTORS AND
DEBTORS-IN-POSSESSION