

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

U.S. BANKRUPTCY COURT
NORTHERN DISTRICT OF TEXAS
EM 250
TAWANA C. [unclear] 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 PURSUANT TO SECTION 327(a) OF THE BANKRUPTCY CODE
AUTHORIZING THE EMPLOYMENT OF FORSHEY & PROSTOK, L.L.P. AS
SPECIAL CONFLICTS COUNSEL TO THE DEBTORS**

Upon consideration of the application, dated July 16, 2003 (the "Application"), of Mirant Corporation and its affiliated debtors (collectively, the "Debtors"), as debtors-in-possession, for an order pursuant to section 327(a) of title 11, the United States Code (11 U.S.C. §§ 101 et seq.) (the "Bankruptcy Code") authorizing the employment of Forshey & Prostok, L.L.P. ("Forshey & Prostok") as Special Conflicts Counsel; and upon the affidavit dated July 7, 2003 of J. Robert Forshey, a Partner of Forshey & Prostok (the "Forshey Affidavit"), a copy of which is annexed as an exhibit to the Application; and upon consideration of the Affidavit of John W. Ragan in support of Certain First Day Motions and Applications sworn to on the 14th day of July, 2003; and notice of the Application having been given in accordance with the Application and no other or further notice being necessary; and after due deliberation and sufficient cause appearing therefor, it is

FOUND THAT

- a. Forshey & Prostok and each of its partners and employees represent no interest adverse to the Debtors' estates such

- that would disqualify Forshey & Prostok from representation of the Debtors in these chapter 11 cases;
- b. Forshey & Prostok and each of its partners and employees is a “disinterested person” as such term is defined in section 101(14) of the Bankruptcy Code; and
 - c. The retention of Forshey & Prostok as the Debtors’ special conflicts counsel is in the best interests of the Debtors and their estates, creditors, and interest holders; and it is therefore

ORDERED THAT,

1. In accordance with section 327(a) of the Bankruptcy Code, the Debtors, as debtors-in-possession, are authorized to employ and retain Forshey & Prostok on an interim basis as their special conflicts counsel effective as of the commencement of these cases; and
2. 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
3. Forshey & Prostok shall be compensated in accordance with the procedures set forth in sections 330 and 331 of the Bankruptcy Code, applicable Federal Rules of Bankruptcy Procedure, Local Rules, and such procedures as may be fixed by order of this Court; and
4. This Interim Order shall be effective from July 14, 2003 through and including the date of final hearing on the Application; and

5. 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
6. This Interim Order shall become a Final Order on the twenty-seventh (27th) day after entry of the 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:

July 17, 2003


UNITED STATES BANKRUPTCY JUDGE

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PROPOSED ATTORNEYS FOR THE DEBTORS
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