

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

ENTERED

TAWANA 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

**ORDER PURSUANT TO SECTIONS 327 AND 328 OF THE BANKRUPTCY CODE
AUTHORIZING EMPLOYMENT OF HELLER EHRMAN WHITE & MCAULIFFE
LLP AS SPECIAL COUNSEL TO THE DEBTORS**

Upon the Application (the "Application"), of Mirant Corporation and its affiliated debtors (collectively, the "Debtors"), as debtors-in-possession, for an order pursuant to sections 327(e) and 328 of title 11 of the United States Code (11 U.S.C. §§ 101 et seq.) (the "Bankruptcy Code"), authorizing the employment of Heller Ehrman White & McAuliffe LLP ("Heller Ehrman") as special counsel to the Debtors, as more fully set forth in the Application; and it appearing that this Court has jurisdiction over this matter; and it appearing that due notice of the Application has been provided as set forth in the Application, and that no other or further notice need be provided; and it further appearing that the relief requested in the Application is in the best interests of the Debtors and their estates and creditors; and upon all of the proceedings had before the Court; and after due deliberation and sufficient cause appearing therefor, it is

ORDERED that, pursuant to sections 327 and 328 of the Bankruptcy Code, to the extent deemed necessary or appropriate by the Debtors, the Debtors are authorized to employ Heller Ehrman, effective as of the date of the commencement of the Debtors' chapter 11 cases; and it is further

ORDERED that, Heller Ehrman is authorized to represent parties in interest in the Debtors' chapter 11 cases, including but not limited to creditors of the Debtors, in matters directly relating to these chapter 11 cases and in other matters adverse to the Debtors; and it is further

ORDERED that, the Debtors retain the right to terminate the engagement of Heller Ehrman on behalf of the Debtors at any time, and for any reason, subject to payment of all fees and costs then earned or incurred by Heller Ehrman, and it is further

ORDERED that, Heller Ehrman shall be compensated in accordance with the procedures set forth in sections 330 and 331 of the Bankruptcy Code and such 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 14, 2003 through and including the date of the final hearing on the Application; 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: November 18, 2003



HONORABLE D. MICHAEL LYNN
UNITED STATES BANKRUPTCY JUDGE

Upon Submission, Please Return to:

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