

U.S. BANKRUPTCY COURT
 NORTHERN DISTRICT OF TEXAS
ENTERED
 AWANA 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)
 AND 328 AUTHORIZING THE EMPLOYMENT AND RETENTION OF MCKINSEY
 & COMPANY, INC. UNITED STATES AS MANAGEMENT CONSULTANT
TO THE DEBTORS EFFECTIVE AS OF SEPTEMBER 29, 2003**

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 McKinsey & Company, Inc. United States (“McKinsey”) as Management Consultant 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 Kenneth J. Ostrowski in support of the Application (the “Ostrowski 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 McKinsey as Management Consultant to the Debtors is in the best interest of the Debtors and their respective estates, and (ii) McKinsey and its partners, counsel and associates are disinterested persons under Bankruptcy Code section 101(14) and 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 McKinsey from rendering management consulting services to the

Debtors. 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 McKinsey as Management Consultant to the Debtors is hereby GRANTED on an interim basis pursuant to 11 U.S.C. §§ 327(a) ~~and 328~~ for the purposes set forth in the Application and Ostrowski Affidavit, effective as of September 29, 2003 (the "Petition Date"); 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 ^{subject to further court order} McKinsey shall be compensated in accordance with the fee structure set forth in the Application; provided that the Debtors shall not pay McKinsey's outside counsel fees without further Court order; and it is further

ORDERED that this Interim Order shall be effective through and including the date of the final hearing on the Application. A final hearing on the Application shall take place on December 3, 2003 at 10:30 a.m. Any objections to the Application shall be filed and served upon counsel for the Debtors by 5:00 p.m. (Central) December 1, 2003; 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.

DATED: November 14, 2003



HONORABLE D. MICHAEL LYNN
UNITED STATES BANKRUPTCY JUDGE

Upon Submission, Please Return to:

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
4900 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