

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

U.S. BANKRUPTCY COURT
 NORTHERN DISTRICT OF TEXAS
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
)	
)	
)	

**FINAL ORDER PURSUANT TO 11 U.S.C. § 327(e) AUTHORIZING
 THE EMPLOYMENT AND RETENTION OF PAUL, HASTINGS,
 JANOFSKY & WALKER LLP AS SPECIAL COUNSEL FOR THE
 DEBTORS EFFECTIVE AS OF THE PETITION DATE**

Came on for consideration the Application for Entry of an Order pursuant to 11 U.S.C. § 327(e) Authorizing the Employment and Retention of Paul, Hastings, Janofsky & Walker LLP (“Paul Hastings”) as Special Counsel for 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 Jonathan Birenbaum, a partner of Paul Hastings, in support of the Application, a copy of which is annexed as an exhibit to the Application, the First Supplemental Affidavit of Jonathan Birenbaum, a partner of Paul Hastings, in support of the Application, dated September 22, 2003, which was filed on September 23, 2003, the Affidavit of John Ragan in Support of First Day Motions and Applications sworn to on the 14th day of July, 2003, the United States Trustee’s Comment on Debtors’ Motion to Employ Paul, Hastings, Janofsky & Walker LLP as Special Counsel filed on August 11, 2003, the Objection of the Official Committee of Unsecured Creditors of Mirant Americas Generation, LLC (the “MAGI Committee”) to the Application, which objection was filed on August 20, 2003 (the “MAGI Committee Objection”), and the other motions, pleadings

and papers filed in these Chapter 11 cases; and it appearing that counsel for the Debtors and counsel for the MAGI Committee have resolved the MAGI Committee Objection subject to the terms and conditions of this Final Order, the Court finds that (i) the proposed employment of Paul Hastings as special counsel to the Debtors is in the best interest of the Debtors and their respective estates, and (ii) Paul Hastings and its partners, counsel and associates 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 Paul Hastings from the representation of the Debtors as special counsel. The Court further finds that the Application should be **GRANTED** subject to the terms set forth below. IT IS THEREFORE

ORDERED that the retention of Paul Hastings as special counsel to the Debtors and Debtors-in-Possession is hereby GRANTED pursuant to 11 U.S.C. § 327(e) for the purposes set forth in the First Supplemental Affidavit of Jonathan Birenbaum, effective as of July 14, 2003 (the "Petition Date"); and it is further

ORDERED that the MAGI Committee Objection is resolved by the amended disclosures in the First Supplemental Affidavit of Jonathan Birenbaum and the reduced scope of services described in the First Supplemental Affidavit of Jonathan Birenbaum; and it is further

ORDERED that, within three (3) business days of the entry of this Final Order, counsel for the Debtors shall serve this Final Order upon all parties entitled to receive notice of the Application; and it is further


ORDERED that Paul Hastings shall be compensated (i) 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; (ii) this Court's Memorandum Order Regarding

Retention of Professionals dated August 27, 2003; and (iii) such other procedures as may be fixed by order of this Court; and it is further

ORDERED that to the extent of any conflict between the terms and conditions of the Application and this Order, the terms and conditions of this Order shall govern; and it is further

ORDERED that Paul Hastings is a Protected Professional within the meaning of this Court's August 6, 2003 order restricting pursuit of certain persons employed in these cases.

DATED: September 24, 2003



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
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
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