

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

**ENTERED**

AWANA 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
	)	Jointly Administered
Debtors.	)	
	)	

**INTERIM ORDER PURSUANT TO SECTION 327(a) OF THE BANKRUPTCY CODE  
AUTHORIZING THE EMPLOYMENT AND RETENTION OF SITRICK AND  
COMPANY, INC. AS COMMUNICATIONS CONSULTANTS FOR 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 Sitrick And Company, Inc. ("Sitrick") as their communications consultants; and upon the affidavit dated July 11, 2003 of Michael S. Sitrick, Chairman and Chief Executive Officer of Sitrick (the "Sitrick 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 First Day Motions and Applications sworn to on the 14<sup>th</sup> 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. Sitrick and each of its officers and employees represent no interest adverse to the Debtors' estates such that would disqualify Sitrick from representation of the Debtors in these chapter 11 cases;

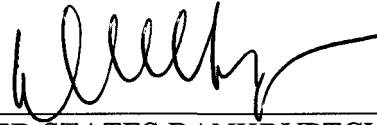
- b. Sitrick and each of its officers and employees is a “disinterested person” as such term is defined in section 101(14) of the Bankruptcy Code; and
- c. The retention of Sitrick as the Debtors’ communications consultants is in the best interests of the Debtors and their estates, creditors, and interest 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 Sitrick on an interim basis as their communications consultants 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. Sitrick 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 (27<sup>th</sup>) 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: August 4, 2003



UNITED STATES BANKRUPTCY JUDGE

**PREPARED BY:**

Robin Phelan  
State Bar No. 15903000  
Judith Elkin  
State Bar No. 06522200  
Ian Peck  
State Bar No. 24013306  
HAYNES AND BOONE, LLP  
901 Main Street  
Suite 3100  
Dallas, TX 75202  
(214) 651-5000

-and-

Thomas E Lauria  
State Bar No. 11998025  
Michelle C. Campbell  
State Bar No. 24001828  
WHITE & CASE LLP  
Wachovia Financial Center  
200 South Biscayne Blvd.  
Miami, Florida 33131  
(305) 371-2700

ATTORNEYS FOR THE DEBTORS  
AND DEBTORS-IN-POSSESSION