

U.S. BANKRUPTCY COURT
 NORTHERN DISTRICT OF TEXAS
ENTERED
 COURT MARSHALL, CLERK
 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
Debtors.)	Jointly Administered

**INTERIM ORDER PURSUANT TO 11 U.S.C. § 327(e) AUTHORIZING THE
 EMPLOYMENT AND RETENTION OF SKADDEN, ARPS, SLATE, MEAGHER &
 FLOM 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 Skadden, Arps, Slate, Meagher & Flom LLP (“Skadden”) 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 JJ. Gregory Milmo, a partner of Skadden, in support of the Application, a copy of which is annexed as an exhibit to the Application (the “Milmo Affidavit”), and the Affidavit of John Ragan in Support of First Day Motions and Applications sworn to on the 14th day of July, 2003, 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 Skadden as special counsel to the Debtors is in the best interest of the Debtors and their respective estates, and (ii) Skadden 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 Skadden from the representation of the Debtors as special counsel. 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 Skadden as special counsel to the Debtors and Debtors-in-Possession is hereby GRANTED on an interim basis pursuant to 11 U.S.C. § 327(e) for the purposes set forth in the Application and Milmoie Affidavit, effective as of July 14, 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 Skadden 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: October 14, 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
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