

ENTRY

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

AWAUNT 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  
WHITE & CASE LLP AS ATTORNEYS FOR THE DEBTORS**

Upon consideration of the application of Mirant Corporation and its debtor affiliates (collectively, the "Debtors") for entry of an Interim and Final Order approving the Debtors' employment of White & Case LLP ("W&C") as their attorneys under section 327(a) of title 11 of the United States Code (11 U.S.C. §§ 101 et seq.) (the "Bankruptcy Code"); and upon consideration of the affidavit dated July 14, 2003 of Thomas E Lauria, a partner of W&C (the "Lauria Affidavit"), a copy of which was filed concurrently with the Application; and upon consideration of the Affidavit of John W. Ragan in support of First Day Motions and Applications sworn to on the 14th 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. W&C and each of its partners, counsel and associates represent no interest adverse to the Debtors' estates such that would disqualify W&C from representation of the Debtors in these chapter 11 cases;

b. W&C and each of its partners, counsel and associates is a “disinterested person” as such term is defined in section 101(14) of the Bankruptcy Code; and

c. The retention of W&C as the Debtors’ counsel is in the best interests of the Debtors and their estates, creditors, and interest holders; and it is therefore

**ORDERED THAT,**

1. The Application is granted on an interim basis pursuant to this interim order (the "Interim Order").

2. The retention of W&C as counsel to the Debtors is hereby GRANTED on an interim basis pursuant to 11 U.S.C. § 327(a) for the purposes set forth in the Application and the Lauria Affidavit, effective as of the commencement of these cases (July 14, 2003).

3. Within three 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.

4. W&C 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.

5. This Interim Order shall be effective from July 14, 2003 through and including the date of final hearing on the Application.

6. To the extent of any conflict between terms and conditions of the Application and the Interim Order, the terms and conditions of this Interim Order shall govern.

7. This Interim Order shall become a final Order on the 27th day after entry of an Interim Order without further notice or hearing, unless an objection to the Interim Order is timely filed with the Court and serviced on counsel for the Debtors on or before twenty six (26) days after entry of the Interim Order.

Dated: July 17, 2003

  
UNITED STATES BANKRUPTCY JUDGE

**UPON SUBMISSION PLEASE RETURN TO:**

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-and-

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PROPOSED ATTORNEYS FOR THE DEBTORS  
AND DEBTORS-IN-POSSESSION