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ATTORNEYS FOR NORTHEAST MARYLAND  
WASTE DISPOSAL AUTHORITY

Hearing Date: December 3, 2003  
Hearing Time: 10:30 a.m.

U. S. BANKRUPTCY COURT  
NORTHERN DISTRICT OF TEXAS

**ENTERED**

TAWANA C. MARSHALL, CLERK  
THE DATE OF ENTRY IS  
ON THE COURT'S DOCKET

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

In re:	§	Chapter 11 Case
	§	
MIRANT CORPORATION, et al.,	§	Case No. 03-46590-DML
	§	
	§	Jointly Administered
Debtors.	§	

**AGREED ORDER GRANTING MOTION OF NORTHEAST MARYLAND WASTE DISPOSAL AUTHORITY PURSUANT TO SECTION 362(d) OF THE BANKRUPTCY CODE TO MODIFY THE AUTOMATIC STAY TO PERMIT TERMINATION OF AN ELECTRICITY SALES AGREEMENT UPON DEBTOR'S ELECTION NOT TO EXERCISE RIGHT OF FIRST REFUSAL AND THEREBY DISCONTINUE OBLIGATION TO PURCHASE ELECTRICITY**

Upon consideration of (i) the Motion of Northeast Maryland Waste Disposal Authority Pursuant to Section 362(d) of the Bankruptcy Code to Modify the Automatic Stay To Permit Termination Of An Electricity Sales Agreement Upon Debtor's Election Not To Exercise Right Of First Refusal And Thereby Discontinue Obligation To Purchase Electricity (Dkt. 1683) (the "Motion") (all capitalized terms not otherwise defined herein have the meaning defined in the Motion), the Affidavit of Robin Davidov (Executive Director of Movant) (Dkt. 1688), and the Affidavit of H. Bertram Wilson, CFA (Dkt. 1686), (ii) the Response of the Debtors to Motion of Northeast Maryland Waste Disposal Authority Pursuant to 11 U.S.C. § 362(a) of the Bankruptcy Code to Modify the Automatic Stay to Permit Termination of an Electricity Sales Agreement

Upon Debtors' Election Not to Exercise Right of First Refusal and Thereby Discontinue Obligation to Purchase Electricity (Dkt. 1964) (the "Debtors' Response"), (iii) the lack of any objection to the Motion, the Court finds notice of the Motion was proper and sufficient and that no other and further notice need be given, the Court being satisfied that the contents of the Motion are sufficient for purposes of all applicable rules of this Court and after due deliberation and sufficient cause appearing therefore for the requested relief and based upon the stipulation between Debtors and the Northeast Maryland Waste Disposal Authority (the "Authority") as approved below, it is hereby


ORDERED that the Motion is GRANTED; and it is further


ORDERED that the automatic stay imposed by Section 362(a) of the Bankruptcy Code is modified to authorize the Authority without the need for any further or additional Bankruptcy Court order to terminate its Electricity Sales Agreement with Mirant Americas Energy Marketing, LP ("MAEM") effective upon the expiration of the Initial Price Period if MAEM does not exercise its right of first refusal under the Electricity Sales Agreement to purchase electricity to be generated by the Project beginning January 1, 2004 at the same price, terms and conditions of any offer that the Authority is prepared to accept that is received by the Authority pursuant to the Price Solicitation Process; and it is further

ORDERED that if MAEM exercises its right of first refusal to purchase any of the products offered by the Authority as part of the Price Solicitation Process, the Electricity Sales

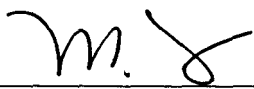
Agreement shall terminate and such right shall be exercised in accordance with and pursuant to the terms of the Price Solicitation Process or such other term as the Authority and MAEM shall agree.

DATED: 12/03/03

  
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Honorable D. Michael Lynn  
United States Bankruptcy Judge

  
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