

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

IN RE:	§	Chapter 11
	§	
MIRANT CORPORATION, <i>et al.</i> ,	§	Case No. 03-46590-DML-11
	§	
	§	Jointly Administered
Debtor.	§	

**APPLICATION FOR AUTHORIZATION TO EMPLOY GARDERE WYNNE
SEWELL LLP AS COUNSEL FOR WILLIAM K. SNYDER, EXAMINER,
EFFECTIVE AS OF APRIL 27, 2004**

A HEARING WILL BE CONDUCTED ON THIS MATTER ON JUNE 9, 2004 AT 10:30 AM/PM IN THE COURTROOM OF THE HONORABLE D. MICHAEL LYNN, 501 WEST 10TH STREET, FORT WORTH, TEXAS 76102. IF YOU OBJECT TO THE RELIEF REQUESTED, YOU MUST RESPOND IN WRITING, SPECIFICALLY ANSWERING EACH PARAGRAPH OF THIS PLEADING. UNLESS OTHERWISE DIRECTED BY THE COURT, YOU MUST FILE YOUR RESPONSE WITH THE CLERK OF THE BANKRUPTCY COURT WITHIN TWENTY DAYS FROM THE DATE YOU WERE SERVED WITH THIS PLEADING. YOU MUST SERVE A COPY OF YOUR RESPONSE ON THE PERSON WHO SENT YOU THE NOTICE; OTHERWISE, THE COURT MAY TREAT THE PLEADING AS UNOPPOSED AND GRANT THE RELIEF REQUESTED.

William K. Snyder, the Examiner appointed in the above-captioned bankruptcy cases on April 13, 2004, (the “Examiner”), submits this application (the “Application”) for authorization to employ Gardere Wynne Sewell LLP as the Examiner’s counsel and attorney of record in these Chapter 11 proceedings. In support thereof, the Examiner respectfully states as follows:

BACKGROUND

1. On July 14, 2003 and various dates thereafter, Mirant Corporation and 82 of its direct and indirect subsidiaries (collectively, the “Debtors”) filed voluntary petitions for relief under Chapter 11 of the Bankruptcy Code. The Debtors continue to operate their businesses as

debtors in possession pursuant to Sections 1107(a) and 1108 of the Bankruptcy Code, and the Court has entered orders approving the joint administration of the Debtors' Chapter 11 cases.

2. Pursuant to the Order Approving Appointment of Examiner, entered April 13, 2004, the Court approved the appointment of William K. Snyder as Examiner in these Chapter 11 Cases. Subsequently, on April 29, 2004, the Court entered its Order Defining Role of Examiner ("Examiner Order"), which defined the duties and powers of the Examiner in accordance with Section 1106(b) of the Bankruptcy Code and provided, *inter alia*:

The Examiner may, with court approval, retain counsel and such other professionals, such as forensic accountants, appraisers, or experts as he deems necessary in taking the actions within the scope of this order. The Examiner may immediately employ and utilize the services of Corporate Revitalization Partners LLC ("CRP") and Gardere Wynne Sewell LLP ("Gardere") to assist the Examiner in the performance of his duties; and shall promptly file appropriate applications for employment of CRP effective as of the commencement of the Examiner's appointment and for employment of Gardere effective as of April 27, 2004.

Examiner Order at ¶ 3.

3. Due to the press of matters, it was necessary for the Examiner to immediately engage Gardere to commence work on the Examiner's identified responsibilities. This Application is being filed as expeditiously as possible considering the need to verify any lack of conflicts through Gardere's conflicts' process.

RELIEF REQUESTED

4. By this Application, the Examiner seeks entry of an order authorizing him to employ Gardere, effective as of April 27, 2004. The Examiner seeks to retain Gardere because, as discussed in the accompanying Affidavit of Richard M. Roberson (the "Roberson Affidavit"), Gardere has extensive experience and knowledge in the fields of corporate reorganization,

forensic analysis and matters within the scope of the Examiner's powers and duties. Further, Gardere's reputation in the legal community and, specifically, in this jurisdiction, makes them the ideal counsel for the Examiner.

5. The Examiner requests that Gardere's retention be made effective as of April 27, 2004, because that is the date on which Gardere commenced providing services to the Examiner. In light of the Examiner's need for immediate assistance to prepare for, among other things, the April 28, 2004 hearing in these cases regarding, among other things, the Debtors' request to extend the exclusivity period, it was necessary for Gardere to begin working immediately with the Examiner. Gardere has prepared this Application for the Examiner, as well as the Roberson Affidavit filed herewith, and has performed an analysis of possible connections to the Debtors and their creditors and other parties in interest.

SCOPE OF SERVICES TO BE PROVIDED

6. The Examiner contemplates using Gardere to provide services necessary to enable the Examiner to fully discharge his powers and duties as set forth in the Examiner Order (as the same may be expanded or reduced by the Court). In addition, Gardere will:

- (a) assist the Examiner with the preparation and filing of pleadings and reports to be filed in these cases;
- (b) represent or assist the Examiner at any meeting or hearing as the Examiner deems appropriate;
- (c) advise the Examiner with respect to his powers and duties; and
- (d) provide such other services to the Examiner as are necessary and appropriate to enable the Examiner to discharge his duties to the Court.

7. Gardere will apply for compensation for the professional services rendered by its professionals, as well as for reimbursement of actual and necessary expenses incurred, in

connection with its representation of the Examiner in accordance with the applicable provisions of the Bankruptcy Code, the Bankruptcy Rules, the local rules and orders of this Court and the Examiner Order, which states that “[t]he Examiner and his professionals shall be compensated pursuant to the procedures set forth in the various fee procedures orders previously entered by the Court.” Examiner Order at ¶ 6, ordered ¶ 5.

8. Subject to Court approval, and in accordance with Sections 330 and 331 of the Bankruptcy Code, Gardere will be compensated for its services at its standard hourly rates, plus reimbursement of those actual and necessary expenses incurred by Gardere in connection with its representation. The principal attorneys and paralegals presently designated to represent the Examiner and their current, standard hourly rates are:

(a)	Richard M. Roberson, Partner	\$450.00
(b)	Holland N. O’Neil, Partner	\$425.00
(c)	Michael P. Cooley, Associate	\$260.00
(d)	Kim M. Carpenter, Associate	\$230.00
(e)	Kristi Williams, Paralegal	\$134.00

9. Other Gardere attorneys and paralegals may from time to time serve the Examiner in connection with the matters described therein. Their standard hourly rates are comparable to the rates listed above.

10. Gardere has advised the Examiner that the hourly rates set forth above are Gardere’s standard hourly rates for all matters and are comparable to the rates charged by other firms in this market. These rates are set at a level designed to compensate Gardere for the work of its attorneys and paralegals and to cover fixed and routine overhead expenses. The hourly

rates set forth above are subject to periodic adjustments to reflect economic and other conditions, and are adjusted each April 1 at the beginning of Gardere's fiscal year.

11. Gardere has also advised the Examiner that it is Gardere's policy to charge its clients in all areas of practice for all other out-of-pocket expenses incurred in connection with the client's case. The expenses charged to clients include, among other things, telephone and telecopier toll and express mail and mass mail postage charges, special or hand-delivery charges, photocopying charges, travel expenses, computerized research, transcription costs, as well as extraordinary overhead expenses. Gardere will charge for these expenses in a manner and at rates consistent with charges made generally to Gardere's other clients, consistent with such charges generally acceptable in this district and in accordance with the Guidelines of the United States Trustee.

12. Gardere understands that its fees and expenses incurred in representing the Examiner in these Chapter 11 cases will be subject to the requirements of Sections 330 and 331 of the Bankruptcy Code, as well as any other applicable orders of this Court.

13. The Roberson Affidavit, filed concurrently herewith, discloses all known contacts with the Debtors and certain creditors. Gardere has informed the Examiner that, except as otherwise stated in the Roberson Affidavit, Gardere:

- (a) does not currently hold or represent an interest adverse to the Debtors' estates with respect to the subject matter of the Examiner's duties; and
- (b) is a "disinterested person" as defined by Section 101(14) of the Bankruptcy Code.

Accordingly, the retention of Gardere satisfies the requirements of Section 327 of the Bankruptcy Code, to the extent made applicable to the retention of professionals by an examiner.

14. In the Examiner's view, Gardere's attorneys are highly skilled and prepared to develop a familiarity with the Debtors' cases quickly in order to serve the Examiner. The Examiner believes that the retention of Gardere as his counsel is consistent with the terms of the Examiner Order.

WHEREFORE, the Examiner respectfully requests that the Court enter an Order authorizing the Examiner to employ Gardere as his attorneys effective as of April 27, 2004, and granting such other and further relief as the Court may deem just and proper.

Dated: May 5, 2004
Dallas, Texas

Respectfully submitted,

WILLIAM K. SNYDER, EXAMINER

By: /s/ William K. Snyder

- and -

GARDERE WYNNE SEWELL LLP

By: /s/ Michael P. Cooley

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(PROPOSED) COUNSEL FOR EXAMINER