



ENTERED

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

The following constitutes the order of the Court.

Signed July 23, 2004.

United States Bankruptcy Judge

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

IN RE: § Chapter 11
§
MIRANT CORPORATION, *et al.*, § Case No. 03-46590-DML-11
§
Debtors. § Jointly Administered

**FINAL ORDER AUTHORIZING THE EMPLOYMENT AND
RETENTION OF PA CONSULTING GROUP, INC. PURSUANT
TO SECTIONS 328 AND 1103 OF THE BANKRUPTCY
CODE TO PERFORM ENERGY CONSULTING SERVICES
FOR THE OFFICIAL COMMITTEE OF UNSECURED CREDITORS
OF MIRANT CORPORATION, ET AL., EFFECTIVE AS OF APRIL 29, 2004**

Upon the application (the "Application")¹ of the official committee of unsecured creditors of Mirant Corporation, *et al.* (the "Mirant Committee"), pursuant to sections 328 and 1103 of title 11 of the United States Code (the "Bankruptcy Code") and Rule 2014 of the Federal Rules of Bankruptcy Procedure (the "Bankruptcy Rules"), for an order authorizing the employment and retention of PA Consulting Group, Inc. ("PA") to perform energy consulting services for the Mirant Committee, effective as of April 29, 2004; and the Court having jurisdiction over the Application pursuant to 28 U.S.C. §§ 157 and 1334; and consideration of

¹ Capitalized terms not otherwise defined herein shall have the meanings assigned to such terms in the Application.

the Application being a core proceeding under 28 U.S.C. § 157(b)(2); and it appearing that notice of the Application was sufficient under the circumstances; and upon the objection to the Application filed by the Official Committee of Equity Security Holders (the “Equity Committee”) and the Response to the Application filed by the Debtors prior to entry of the interim order authorizing PA’s retention; and upon the hearing held on the Application on July 14, 2004 and the representations of counsel made on the record and the evidence presented thereat; and after due consideration of the Application and good cause appearing therefor, it is

ORDERED that the Application be, and hereby is, granted, and the Mirant Committee is hereby authorized to employ and retain PA as its financial advisor to perform the services set forth in the Application; and it is further

ORDERED that PA and its affiliates, directors, officers and employees hereby are deemed to be “Protected Persons” (as such term is defined in the Protection Orders) who are entitled to protections set forth in the Order Restricting Pursuit of Certain Persons entered on August 6, 2003, and the Order Extending Order Restricting Pursuit of Certain Persons entered on September 29, 2003 (collectively the “Protection Orders”); and it is further

ORDERED that PA shall apply to this Court for compensation and reimbursement of expenses in accordance with the terms of the Bankruptcy Code, Bankruptcy Rules and Orders of this Court; and it is further

ORDERED that the retention of PA shall be effective as of April 29, 2004; and it is further

ORDERED that the objection filed by the Equity Committee and the Response filed by the Debtors be, and they hereby are, overruled.

End of Order # #