

U.S. BANKRUPTCY COURT
 NORTHERN DISTRICT OF TEXAS
 WANDA W. HANSHALL, CLERK
 THE DATE OF ENTRY IS
 ON THE COURT'S DOCKET

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

In re:	§	Chapter 11
MIRANT CORPORATION, <u>et al.</u> ,	§	Case No. 03-46590 (DML) 11
Debtors.	§	Jointly Administered

INTERIM ORDER PURSUANT TO SECTION 1103(A)
 OF THE BANKRUPTCY CODE AUTHORIZING THE EMPLOYMENT OF
 CADWALADER, WICKERSHAM & TAFT LLP AS ATTORNEYS FOR THE
 OFFICIAL COMMITTEE OF UNSECURED CREDITORS OF
MIRANT AMERICAS GENERATION, LLC

Came on for consideration the *Application for Approval of the Employment and Retention of Cadwalader, Wickersham & Taft LLP, Effective as of July 25, 2003, as Attorneys for the Official Committee of Unsecured Creditors of Mirant Americas Generation, LLC* (the "Application"). 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 Gregory M. Petrick, a partner in the law firm of Cadwalader, Wickersham & Traft LLP ("CWT"), in support of the Application (the "Petrick Affidavit"), the Court finds that: (i) the proposed employment of CWT as co-counsel for the Official Committee of Unsecured Creditors of Mirant Americas Generation, LLC (the "MAGI Committee") is in the best interest of the bankruptcy estates and the MAGI Committee, (ii) CWT and its partners and associates do not represent or hold any interest adverse to the Debtors' estates or the MAGI Committee such that CWT would be disqualified from representing the MAGI Committee in these Chapter 11 cases and (iii) CWT and each of its partners and associates is a "disinterested person" as such term is defined under 11 U.S.C. §101(14). The Court further finds that the Application should be granted. It is therefore

ORDERED that the retention of CWT as co-counsel for the MAGI Committee is hereby granted on an interim basis (the "Interim Order") pursuant to 11 U.S.C. §1103(a) for the purposes set forth in the Application and the Petrick Affidavit, effective as of July 25, 2003 (the "Committee Formation Date"). It is further

ORDERED that within three (3) business days of the entry of this Interim Order, CWT shall serve the Interim Order upon all parties entitled to receive notice of the Application. It is further


ORDERED that CWT 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. It is further

ORDERED that the Interim Order shall be effective from July 25, 2003 through and including the date of final hearing on the Application. 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. In is further

ORDERED that this Final Interim Order shall become a Final Order on the twenty-seventh (27th) day after entry of the Interim Order without further notice or hearing unless an objection to the Interim Order is timely filed with the Court and served on CWT on or before twenty-six (26) days after entry of the Interim Order.

Dated: August 26, 2003



**HONORABLE D. MICHAEL LYNN,
UNITED STATES BANKRUPTCY JUDGE**

Respectfully submitted,

Bruce R. Zirinsky
Gregory M. Petrick
Cadwalader, Wickersham & Taft LLP
100 Maiden Lane
New York, New York 10038
(212) 504-6000 (Telephone)
(212) 504-6666 (Facsimile)