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

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

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 COX & SMITH
INCORPORATED 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 of Cox & Smith Incorporated 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 Deborah Williamson, a Shareholder in the law firm of Cox & Smith Incorporated ("Cox & Smith"), in support of the Application (the "Williamson Affidavit"), the Court finds that: (i) the proposed employment of Cox & Smith 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) Cox & Smith and its shareholders and associates do not represent or hold any interest adverse to the Debtors' estates or the MAGI Committee such that Cox & Smith would be disqualified from representing the MAGI Committee in these Chapter 11 cases and (iii) Cox & Smith and each of its shareholders 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 Cox & Smith 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 Williamson 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, Cox & Smith shall serve the Interim Order upon all parties entitled to receive notice of the Application. It is further

ORDERED that Cox & Smith 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 Cox & Smith 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,

Deborah D. Williamson
Thomas Rice
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