



ENTERED

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

The following constitutes the order of the Court.

Signed June 16, 2004.

United States Bankruptcy Judge

Debtors

)

Jointly Administered

**INTERIM ORDER GRANTING APPLICATION OF THE OFFICIAL
COMMITTEE OF UNSECURED CREDITORS OF MIRANT AMERICAS
GENERATION, LLC FOR AUTHORITY TO RETAIN
JAMES M. DONNELL AS ENERGY INDUSTRY CONSULTANT**

Came on for consideration the *Application of the Official Committee of Unsecured Creditors of Mirant Americas Generation, LLC for Authority to Retain James M. Donnell as Energy Industry Consultant* (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 James M. Donnell in support of the Application (the “Donnell Affidavit”), the Court finds that: (i) the proposed employment of James M. Donnell as energy industry consultant for the Official Committee of Unsecured Creditors of Mirant Americas Generation, LLC (the “MAGI Committee”) is in the best interests of the bankruptcy estates and the MAGI Committee; (ii) Mr. Donnell does not hold nor represents any interest adverse to the Debtors’ estates or the MAGI Committee such that he would be disqualified from representing the MAGI Committee in these chapter 11 cases; and (iii) Mr. Donnell is a “disinterested person” as such term is defined in 11 U.S.C. § 101(14). The Court further finds that the Application should be granted. It is therefore

ORDERED, that the retention of Mr. James M. Donnell as energy industry consultant 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 Donnell Affidavit, and on the terms set forth therein, effective as of June 1, 2004 (the “Employment Date”). It is further

ORDERED, that Mr. Donnell shall be considered a “Protected Person” within the terms of the Court’s *Order Restricting Pursuit of Certain Persons*, entered on August 5, 2003. It is further

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

ORDERED, that except as otherwise provided in the Application and the Donnell Affidavit, Mr. Donnell shall be compensated in accordance with the procedures set forth in §§ 330 and 331 of the Bankruptcy Code and Bankruptcy Rules as may then be applicable, from time to time, and such other procedures as may be fixed by order of the Court. It is further

ORDERED, that the Interim Order shall be effective from the date it is entered 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. It is further

ORDERED, that this 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 Mr. Donnell and the MAGI Committee on or before twenty-six (26) days after entry of the Interim Order.

Dated: _____, 2004

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