

U.S. BANKRUPTCY COURT
NORTHERN DISTRICT OF TEXAS
ENTERED
TAWANA C. MARSHALL, 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 Case
)	
MIRANT CORPORATION, <u>et al.</u>,)	Case No. 03-46590 (DML)
)	
Debtors)	Jointly Administered

**INTERIM ORDER AUTHORIZING THE OFFICIAL COMMITTEE OF
UNSECURED CREDITORS OF MIRANT AMERICAS GENERATION, LLC TO
EXPAND THE RETENTION OF KROLL ZOLFO COOPER, LLC AS ITS
FORENSIC ACCOUNTING AND LITIGATION SUPPORT CONSULTANTS**

Upon the application of the Official Committee of Unsecured Creditors of Mirant Americas Generation, LLC (the "MAGI Committee"), dated June 11, 2004, seeking to expand the retention of Kroll Zolfo Cooper, LLC ("KZC") with respect to forensic accounting and litigation support consulting services (the "Application"); upon the affidavit of Salvatore LoBiondo, Jr. sworn to on September 17, 2003 (the "LoBiondo Affidavit"), incorporated as part of such Application; and

This Court having found that: (i) notice of the filing of the Application was adequate under the circumstances; (ii) KZC does not appear to hold or represent any interest adverse to the interests of the above-captioned debtors and debtors-in-possession (collectively, the "Debtors"), their estates, their creditors or other parties in interest, the United States Trustee or anyone employed in the Office of the United States Trustee in

the matters upon which KZC is to be engaged and is a “disinterested person” as that term is defined in § 101(14) of the Bankruptcy Code; (iii) the MAGI Committee requires the assistance of knowledgeable bankruptcy consultants and special financial advisors and desires to expand the employment of KZC pursuant to § 1103 of the United States Code, to render the essential services set forth in the Application as needed during the course of these Chapter 11 proceedings and that KZC is well qualified to render such services; (iv) this Court has proper jurisdiction with respect to the granting of the relief requested herein; and (v) the expanded employment and retention of KZC is in the best interests of the Debtors, their respective estates, their creditors and other parties in interest herein; and the Court being fully advised in the premises and having determined that the legal and factual bases set forth in the Application and the LoBiondo Affidavit incorporated therein, which are in full compliance with applicable provisions of the Bankruptcy Code, the Bankruptcy Rules, and the Local Bankruptcy Rules, establish just and sufficient cause for the relief granted herein;

IT IS HEREBY ORDERED that, as of June 11, 2004, the MAGI Committee shall be, and hereby is, authorized to expand the retention of KZC as its forensic accounting and litigation support consultants in connection with these Chapter 11 cases upon the terms and for the purposes set forth and as requested in the Application and the LoBiondo Affidavit incorporated therein; and it is further

ORDERED that, KZC shall be, and hereby is, authorized, on an interim basis, to perform the additional services enumerated in the Application and the LoBiondo Affidavit incorporated therein on the terms set forth in that certain engagement letter, dated June 11, 2004, between the MAGI Committee and KZC; and it is further

ORDERED that, within three (3) business days of the entry of this Interim Order, the MAGI Committee, through its counsel, shall serve the Interim Order upon all parties entitled to receive notice of the Application; and it is further

ORDERED that, KZC 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, the Administrative Order Establishing Procedures for Interim Compensation and Reimbursement of Chapter 11 Professionals and Committee Members entered on August 1, 2003, the Memorandum Order Regarding Compensation of Professionals entered on August 27, 2003, the Order Regarding Fee Review Committee Procedures and Standards entered on November 6, 2003 and the Memorandum Order Consolidating Certain Professional Fee Orders entered on January 20, 2004, and such other procedures as may be fixed by order of this Court; and it is further

ORDERED that, the Interim Order shall be effective from its date of entry through and including the date KZC's expanded retention is finalized; and 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; and 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 KZC on or before twenty-six (26) days after entry of the Interim Order; and it is further

ORDERED that, except as modified herein, the Original Order remains in full force and effect.

SIGNED on this 21 day of June, 2004.



HONORABLE D. MICHAEL LYNN
UNITED STATES BANKRUPTCY
JUDGE

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