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**COUNSEL FOR THE OFFICIAL COMMITTEE
OF UNSECURED CREDITORS OF
MIRANT CORPORATION, ET AL.**

**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
§
§ Jointly Administered
Debtors. §
§

**MOTION TO DISCHARGE RISK CAPITAL MANAGEMENT PARTNERS
AND FOR AUTHORITY TO FILE APPLICATION FOR FINAL DISTRIBUTION
OF FEES AND EXPENSES INCLUDING HOLDBACK**

TO THE HONORABLE D. MICHAEL LYNN,
UNITED STATES BANKRUPTCY JUDGE:

1. The Committee of Unsecured Creditors of Mirant Corporation, *et al.* (the “Mirant Committee”), by and through its undersigned counsel, hereby moves this Court for entry of an Order discharging Risk Capital Management Partners (“RCM”) from providing risk

management advisory services pertaining to the energy trading business for the Mirant Committee.

2. This Court entered an order dated September 29, 2003 (Docket No. 1001), authorizing the retention of RCM to provide risk management services to the Mirant Committee, effective as of September 3, 2003. RCM provided risk management services from September 3, 2003 to June 30, 2004. RCM is considered a “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 should continue to be considered a Protected Person through June 30, 2004.

3. Beginning in May 2004, the Committee began gradually utilizing PA Consulting Group, Inc. (“PA”) and Capstone Corporate Recovery, L.L.C. (“Capstone”) to perform RCM’s duties. At this time, all matters previously handled by RCM have been transferred to PA and Capstone.

4. Since RCM is no longer providing services to the Mirant Committee, RCM should be given authority to file its final fee application seeking payment of its fees and expenses in full, including any holdbacks from prior applications.

WHEREFORE, the Mirant Committee hereby respectfully requests that the Court enter an order (i) discharging RCM from providing any services to the Mirant Committee; (ii) releasing RCM from all of its duties and obligations to the Mirant Committee; (iii) allowing RCM to file its final application for fees and expenses to be paid in full, including any prior holdbacks; and (iv) for such other and further relief as may be just and proper.

Respectfully submitted this 14th day of June, 2004.

ANDREWS KURTH LLP

By: /s/ Monica S. Blacker
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CERTIFICATE OF SERVICE

The undersigned certifies that she served the foregoing document on the Debtors' Master Service List on this 14th day of June, 2004 via U.S. First Class Mail, postage paid.

/s/ Monica S. Blacker
Monica S. Blacker

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

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

**ORDER DISCHARGING RISK CAPITAL MANAGEMENT PARTNERS AND
AUTHORIZING FILING OF APPLICATION FOR FINAL DISTRIBUTION OF
FEES AND EXPENSES INCLUDING HOLDBACK**

Upon the Motion (the “Motion”)¹ of the official committee of unsecured creditors of Mirant Corporation, *et al.* (the “Mirant Committee”), for an order discharging Risk Management Capital Partners (“RCM”) from providing risk management advisory services pertaining to the energy trading business for the Mirant Committee and authorizing filing of application for final distribution of fees and expenses including holdback; and the Court having jurisdiction over the Motion pursuant to 28 U.S.C. §§ 157 and 1334; and consideration of the Motion being a core proceeding under 28 U.S.C. § 157(b)(2); and it appearing that notice of the Motion was sufficient under the circumstances; and after due consideration of the Motion and good cause appearing therefor, it is

ORDERED that the Motion be, and hereby is, granted, and RCM is hereby discharged and released from its duties to the Mirant Committee as of June 30, 2004; and it is further

ORDERED that RCM, and its affiliates, directors, officers and employees continue as “Protected Persons” (as such term is defined in the Protection Orders) who are

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

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") through June 30, 2004; and it is further

ORDERED that RCM shall submit its final application for compensation and reimbursement of expenses in accordance with the terms of the Bankruptcy Code, Bankruptcy Rules, Local Rules and Orders of this Court for payment of fees and expenses including any holdbacks in connection with prior applications.

SIGNED this ____ day of _____, 2004

HONORABLE D. MICHAEL LYNN
UNITED STATES BANKRUPTCY JUDGE