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

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

**MOTION OF SIMPSON THACHER & BARTLETT LLP UNDER
LOCAL RULE 83.7 FOR PERMISSION TO WITHDRAW FROM
REPRESENTATION OF OFFICIAL COMMITTEE OF
UNSECURED CREDITORS OF MIRANT CORPORATION ET AL.**

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

Simpson Thacher & Bartlett LLP (“Movant”) hereby moves this Court for an order authorizing its withdrawal from representation of the Official Committee of Unsecured Creditors of Mirant Corporation et al. (“Committee”).

This Motion is made under United States District Court Local Rule 83.7, made applicable in these cases by Local Bankruptcy Rule 9029.3, and under Section 1200.15(c) of Title 22 of the New York Codes, Rules and Regulations (the relevant section of the Lawyers’

Code of Professional Responsibility in effect in New York that pertains to permissive withdrawal by an attorney from a litigation).

This Court entered its order dated August 28, 2003 (Docket # 560), authorizing the retention of Movant as co-counsel to the Committee, effective as of July 25, 2003. Movant has served as co-counsel to the Committee since July 25, 2003.

The Committee has recently determined to employ the slate of advisors that advised the pre-petition bank agents and Movant is willing to facilitate the Committee's preference to receive advice from such sources by withdrawing from representation of the Committee. It is Movant's understanding that the Committee consents to the withdrawal.

WHEREFORE, Movant respectfully requests that the Court enter an Order, substantially in the form attached hereto, authorizing its withdrawal from legal representation of the Committee.

Respectfully Submitted,

SIMPSON THACHER & BARTLETT LLP

BY: /s/ Mark Thompson
Mark Thompson

Dated: May 6, 2004

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IN RE

MIRANT CORPORATION, *et al.*,

Debtors,

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§ Chapter 11 Case
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§ Case No.: 03-46590(DML)
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**ORDER GRANTING MOTION OF SIMPSON THACHER & BARTLETT LLP FOR
PERMISSION TO WITHDRAW AS CO-COUNSEL FOR THE OFFICIAL
COMMITTEE OF UNSECURED CREDITORS OF MIRANT CORPORATION, ET AL.**

Upon the Motion (the "Motion") pursuant to Local Rule 83.7, Local Bankruptcy Rule 9029.3 and Section 1200.15(c) of the New York Code of Professional Responsibility, of Simpson Thacher & Bartlett LLP ("STB") for Permission to Withdraw as Co-Counsel to the Official Committee of Unsecured Creditors of Mirant Corporation, et al. (the "Mirant Committee"); 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 therefore, it is

ORDERED that the Motion be, and it hereby is, granted effective May __, 2004, and; it is further

ORDERED that, for all services rendered and disbursements incurred prior to such date, STB shall receive interim awards of compensation and reimbursement pursuant to the procedures previously established in these cases and; it is further

ORDERED that STB shall submit its final application for compensation and reimbursement of expenses in accordance with the terms of the Bankruptcy Code, Bankruptcy Rules and Local Rules and Orders of this Court at such a later date as may be designated for professionals' final fee applications generally; and; and it is further

ORDERED that, until these cases are closed, STB shall be entitled to the protections afforded "Professionals" and "Protected Persons" under this Court's Orders Restricting Pursuit of Certain Persons currently in effect as such Orders may be extended or modified from time to time or any similar such Orders hereinafter entered.

SIGNED this ____ day of May 2004.

HONORABLE D. MICHAEL LYNN
UNITED STATES BANKRUPTCY JUDGE