

FILED

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THE DATE OF ENTRY IS  
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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, <u>et al.</u> ,	)	Case No. 03-46590-DML-11
	)	Jointly Administered
Debtors.	)	
	)	

**ORDER PURSUANT TO SECTIONS 327 AND 328 OF  
THE BANKRUPTCY CODE AUTHORIZING EMPLOYMENT OF  
PROFESSIONALS USED IN THE ORDINARY COURSE OF BUSINESS**

Upon the Motion, dated July 18, 2003 (the "Motion"), of Mirant Corporation and its affiliated debtors (collectively, the "Debtors"), as debtors-in-possession, for an order pursuant to sections 327 and 328 of title 11, the United States Code (11 U.S.C. §§ 101 et seq.) (the "Bankruptcy Code"), authorizing the employment of certain professionals utilized by the Debtors in the ordinary course of their businesses (excluding professionals for whom the Debtors have filed separate retention applications with this Court) (collectively, the "Ordinary Course Professionals"), as more fully set forth in the Motion; and it appearing that the Court has jurisdiction over this matter; and it appearing that due notice of the Motion has been provided as set forth in the Motion, and that no other or further notice need be provided; and it further appearing that the relief requested in the Motion is in the best interests of the Debtors and their estates and creditors; and upon all of the proceedings had before the Court; and after due deliberation and sufficient cause appearing therefor, it is

**ORDERED** that, pursuant to sections 327 and 328 of the Bankruptcy Code, to the extent deemed necessary or appropriate by the Debtors, the Debtors are authorized to employ the Ordinary Course Professionals listed on Exhibit "A" hereto in the ordinary course of their

businesses, effective as of the date of the commencement of the Debtors' chapter 11 cases; and it is further

**ORDERED** that, the Debtors are authorized to supplement the list of Ordinary Course Professionals from time to time during these cases, as the need arises, and file such supplemental lists with the Court and serve same on the United States Trustee and the attorneys for any statutory committee of unsecured creditors, and if no objections to any such supplemental list are filed within ten (10) days after service thereof, the retention of such Ordinary Course Professionals shall be deemed approved by the Court pursuant to sections 327 and 328 of the Bankruptcy Code without the need for a hearing; and it is further

**ORDERED** that, the Ordinary Course Professionals listed on Exhibit "A" hereto are required to comply with Federal Rule of Bankruptcy Procedure 2016 within thirty days of the entry of this Order; and it is further

**ORDERED** that, the Debtors are authorized and empowered to pay compensation and reimburse expenses to each of the Ordinary Course Professionals retained pursuant to this Order in the customary manner in the full amount billed by each such Ordinary Course Professional upon receipt of reasonably detailed invoices indicating the nature of the services rendered and calculated in accordance with such Ordinary Course Professional's standard billing practices (without prejudice to the Debtors' right to dispute any such invoices), up to \$50,000 per month per such Ordinary Course Professional; and it is further

**ORDERED** that, any payments made in excess of the fee caps set forth in the preceding decretal paragraph to any Ordinary Course Professional shall be subject to the prior approval of the Court in accordance with sections 330 and 331 of the Bankruptcy Code, the

Federal Rules of Bankruptcy Procedure, the Local Rules and Orders of the Court; and it is further

**ORDERED** that, nothing contained in this Order shall affect the rights of parties in interest to object to the continued employment of any Ordinary Course Professional; and it is further

**ORDERED** that, this Order shall not apply to any professional retained by the Debtors pursuant to a separate order of this Court.

Dated: August 1, 2003

  
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HONORABLE D. MICHAEL LYNN  
UNITED STATES BANKRUPTCY JUDGE

# **EXHIBIT “A”**

**List of Professionals Retained by Debtors in the Ordinary Course of Business**

<b>Mirant entity</b>	<b>Professionals</b>	<b>Address</b>	<b>Type of Service</b>
Mid-Atlantic	Advanced Waste Management	6430 Hixson Pike Hixson, TN 37343	Environmental management systems
Mirant Canal, Bowline, Kendall	Alden Labs	30 Shrewsbury St. Holden, MA 01520-1843	SPDES flow alternative engineering and analysis
Mid-Atlantic	Alexander & Cleaver	54 State Circle Annapolis, MD 21401	Government relations consultants
Mirant California, Mirant Potrero, Mirant Delta	Archer Norris	203 North Main Street, Suite 800 Walnut Creek, CA 94596 Attn: Rick Norris	Advice regarding various California legal matters
Mirant Bowline and Lovett	ASA Analysis & Communication	291 County Route 62 New Hampton, NY 10958	Biological professionals
Mid-Atlantic	August Wallmeyer	707 East Franklin Street Suite D Richmond, VA 23219	Government relations consultants
Mirant Corp	AUS Consultants	8555 West Forest Home Ave. Suite 201 Greenfield, WI 53228	Property tax appraisal
Mirant Corp., Mirant Americas Generation, Mirant Americas Energy Marketing, Mirant California, Mirant Potrero, Mirant Delta	Baker & McKenzie	101 West Broadway Twelfth Floor San Diego, CA 92101-3890 Attn: Chuck Dick	Local counsel in California rate payer litigation
Mirant Corp. and Mirant Services	Banta Immigration Law, Ltd.	1175 Peachtree St. NE 100 Colony Square Suite 700 Atlanta, GA 30361	Immigration
Mirant Las Vegas	Barlow Group	2000 Vermont Dr. Fort Collins, CO 80525	Construction warranty management services

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Mirant Sugar Creek	Barnes and Thornburg	11 Meridian Street Indianapolis, IN 46204-3535	Legal advice re: environmental permitting
Mid-Atlantic	Ben Dyer Associates, Inc.	1172 Woodmore Rd. Ste 200 Mitchellville, MD 20721	Environmental land planner expert testimony
Mirant Corp.	Bob Van Pelt	25676 Spinnaker Dr. San Juan Capistrano, CA 92675	Nevada property tax consultant
Mirant Corp.	Bregman & Welch	P.O. Box 885 Grand Haven, MI 49417	Litigation counsel
Mid-Continent	Burgoyne Appraisal Company	1722 Cambridge Rd. Ann Arbor, MI 48104-3647	Land appraisal
Mirant Corp.	Chadbourne & Parke	1200 New Hampshire Ave., NW Washington, D.C. 20036 Attn: Keith Martin	Legal advice re: APEX tax matters
Mirant Kendall	Childs Engineering Corporation	Box 33 541 Main St. Medfield, MA 02052 Attn.: Dave Porter	Engineering services
Mirant, Mirant Zeeland, Mirant Wyandotte	Clark Hill PLC	255 Old Woodward Avenue Birmingham, MI 48009	Michigan corporate and litigation matters
Mid-Atlantic	Dr. Elgin Perry	2000 Kingslanding Road Huntingtown, MD 20639	Environmental Consulting, Biology
Mirant Corp.	Eichorn & Eichorn	200 Russell Street P.O. Box 6328 Hammond, IN 46325 Attn: Paul Rake	Litigation and regulatory matters in Indiana and Illinois
Mirant Zeeland	E-lab	3352 128 <sup>th</sup> Ave. Holland, MI 49424	Professional lab services
Mirant Kendall	Epstein, Becker & Green P.C.	111 Huntington Ave. 26 <sup>th</sup> Floor Boston, MA 02199	Local counsel in litigation

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Mirant Zeeland	ERM	3352 128 <sup>th</sup> Ave. Holland, MI 49424	Environmental consulting
Mirant Corp.	Garvey Schubert Barer LLP	Eighteenth Floor Second & Seneca Building 1191 Second Ave. Seattle, WA 98101-2939	Property tax consultant
Mid-Atlantic	Golder Associates	6241 NW 23rd Street Suite 500 Gainesville, FL 32653	Environmental Consulting, Air permit services
Mirant Services	Hand Arendall L.L.C.	P.O. Box 123 3000 11 <sup>st</sup> National Bank Building Mobile, AL 36601	Alabama employment litigation
Mid-Atlantic	Harry "Bud" Hart, et.al	307 North Washington Street Alexandria, VA 22314-2557	Government relations consultants
Mint Farm Generation	Heller Ehrman White & McAuliff LLP	701 Fifth Avenue Seattle, WA 98104 Attn: Scott McCormick, Esq.	Co-counsel for Mint Farm Project
New York business units	Hiscock and Barclay	50 Beaver Street Albany, NY 12207-2830  Contact: Lawrence A. Zimmerman, Partner	Real property tax assessment disputes
Pittsburg/Contra Costa/Potrero	Huffman & Associates	700 Larkspur Landing Circle, Ste 100, San Francisco, CA94939	ESA Compliance Permitting
Mirant Mid-Atlantic	Hunton & Williams	Riverfront Plaza, East Tower 951 East Byrd St. Richmond, VA 23112	Environmental counsel
Mirant Corp.	James Doherty & Assoc.	401 Lowell Steet Suite 5 Lexington, MA 02420	Property tax consultant
Mirant Services	Jan Oversteyns	Gerrit-Jan vana der Veerstraat 132 NL-1077 ES Amsterdam The Netherlands	Tax consultant regarding sale of BEWAG to HEW

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Mirant Americas Energy Marketing	John & Hengerer	1200 17 <sup>th</sup> Street, N.W. Suite 600 Washington, D.C. 20036-3013	Legal advice re: natural gas matters
Mirant Services	John C. Williams, Assoc	Williams Law Building 1612 Northeast Expressway Atlanta, GA 303029	Excise tax research
Mirant Corp.	LECG, LLC	350 Massachusetts Ave. Suite 300 Cambridge, MA 02139 Attn: Scott Harvey	Expert witness re: regulatory issues
Mirant Corp.	Lexecon	One Mifflin Place Cambridge, MA 02138-4907 Attn: Jeffrey Tranen	Expert witness re: regulatory issues
Mirant Lovett	Malcolm Pirnie	104 Corporate Park Drive Box 751 White Plains, NY 10602-0751	Engineering
Mirant Kendall	Marine Research, Inc.	141 Falmouth Heights Road Falmouth, MA 02540 Attn: Michael D. Scherer	Technical services
Mirant, Mirant Americas Energy Capital	Mayer, Brown, Rowe, & Maw LLP	700 Louisiana Suite 3600 Houston, TX 77002	Litigation and commercial matters
Mirant New York, Mirant Bowline, Mirant Lovett	McGuireWoods LLP	65 E. 55th Street New York, New York 10022 Attn: Philip Goldstein	SPDES Permitting
Mirant Canal	Michael Ford, ESQ	72 Main Street, P.O. Box 665 West Harwich, Massachusetts 02671	Legal for local permitting efforts
Mirant, Mirant Mid- Atlantic	Miles & Stockbridge, P.C.	10 Light Street Baltimore, MD 21202-1487 Attn: F. Ford Loker phone: 410-385-3840	Counsel in Mirra asbestos litigation
Kendall	Mintz, Levin, Cohen, Ferris, Glovsky and Popeo, P.C.	One Financial Center Boston, MA 02111 Attn: Ralph Child, Esq.	Work on NPDES permitting

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Mirant Corp.	Morris, James, Hitchens & Williams	222 Delaware Ave. P.O. Box 2306 Wilmington, DE 19899-2306 Attn.:Dan McCollom	Delaware law matters
Mirant Corp.	Morrison Foerster	425 Market Street 33 <sup>rd</sup> Floor San Fransisco, CA 94105	Property Tax Consultant
Mirant Wyandotte	Mustang Engineering, L.P.	16001 Park Ten Place Houston, TX 77084 Attn: Dennis Gardner	Engineering services for Wyandotte
Mirant California, Mirant Delta, Mirant Portero	Nossaman, Guthner, Knox & Elliott, LLP	34 <sup>th</sup> Floor 50 California Street San Francisco, CA 94111	California regulatory counsel
Mirant, Mirant Americas Energy Marketing	Novack and Macey	303 W. Madison Street Suite 1500 Chicago, IL 60606-3308 Attn: Eric Macey Phone: (312) 516-5624	Litigation counsel
Mirant Kendall	Nutter McClennen & Fish LLP	World Trade Center West 155 Seaport Blvd. Boston, MA 02210 Attn: Michael Leon, Esq.	Counsel re: water supply negotiations
Mid-Atlantic	O.R. George & Associates, Inc	10210 Greenbelt Rd. Ste 310 Lanham, MD 20706	Environmental Traffic planning expert testimony
Mid-Atlantic	O'Malley Miles, et.al	11785 Beltsville Drive Calverton MD 20705	Environmental-MSZ zoning matters
Mirant NY-Gen	Orrick Herrington & Sutcliffe	3050 K Street, NW Washington, D.C. 20007	Handles Divestiture of New York Hydros
Mirant Kendall	Paul J. Moriarity and Associates	22 Washington Street Norwell, MA 02061 Attn: Paul Moriarity, Esq.	Counsel for regulatoroy compliance matters
Mirant Corp.	Phelps Dunbar, LLP	Canal Place 365 Canal Street New Orleans, LA 70130-6534	Local counsel in litigation

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Mid-Atlantic	Piper Rudnick	1200 19 <sup>th</sup> Street NW Washington DC 20036	Environmental and permitting matters
Mirant Services	PPL Services Corp	Two North Ninth Street(GENTW10) Allentown, PA 18101-1179	Preparation of foreign reporting required by IRS
Mirant Americas Retail Energy Marketing	Preston, Gates, Ellis & Rouvelas Meeds, LLP	1735 New York Ave. NW Suite 500 Washington, D.C. 20006-5221	Legal advice re: retail sales issues
Bosque plant	RBM Environmental	5104 Bur Oak Circle Raleigh, NC 27612	Environmental Consulting
Potrero	Reuben & Alter	235 Pine St., Suite 1600 San Francisco, CA 94104	Legal and lobbying services for permitting
Shady Hills West Georgia Wrightsville	RMB Consulting	5104 Bur Oak Circle Raleigh, NC 27612	Environmental Consulting
Mirant Zeeland	RMT	2025 E. Beltline Ave. S.E. Suite 402 Grand Rapids, MI 49546	Environmental consulting
Mid-Atlantic	RMT, Inc.	8607 Roberts Drive Suite 100 Atlanta 30350	Environmental – Engineering Consultant: Permit services
Kendall	Rubin and Rudman	50 Rowes Wharf Boston, MA 02110 Attn: Frank Pozniak, Esq.	Handles Siting Board permitting issues
Mirant Corp.	Rutan & Tucker	611 Anton Blvd. Suite 1400 P.O. Box 1950 Costa Mesa, CA 92628-1950	Counsel re: Edison Mission litigation
Mirant Las Vegas	Santoro, Driggs, Walch Kearney, Johnson & Thompson	400 South Fourth Street Las Vegas, NV 89101 Attn: Gregory Walch, Esq.	Local Nevada counsel
Mirant Potrero	Sargent & Lundy, LLC	135 S. LaSalle St. Dept. 2901 Chicago, IL 60674-2901	Engineering Services

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Mid-Atlantic	Shiple & Horne, PA	1101 Mercantile Lane Suite 240 Largo, MD 20774	Environmental - Consulting
Mirant Corp.	Slater Consulting	69 Werking Road East Greenbush, NY 12061	Consultant re: NYSIO issues
Canal	Stone & Webster	Stone & Webster, Inc. 100 Technology Center Stoughton, MA 02072 Phone: (617) 589-5111 Fax: (617) 589-2156  Contact: Deborah Gustafson, PE, Vice President (617) 589-2023	Canal SCR
Mirant Delta	Stone & Webster	221 Main Street, Suite 600 San Francisco, CA 94105-1917	Owner's Engineer
Mirant Potrero	Stone & Webster	9201 E. Dry Creek Road Centennial, CO 80112	NOx Reduction Study Contractor, Owner's Engineer
Pittsburg/Contra Costa/Potrero	Tenera Inc	100 Bush Street, Suite 850 San Francisco, CA 94104	NPDES Permit
Mirant Kendall	The Burbank Group	10 Ridgewood Drive East Sandwich, MA 02537 Attn.: William L. Burbank	Technical services
Mirant Corp.	The Reitman Group	Alma Street Palo Alto, CA	Property tax consultant
Mirant, Mirant Americas Generation, Mirant Americas Energy Marketing, Mirant California	Thelin, Reid & Priest LLP	101 Second Street Suite 1800 San Francisco, CA 94105-3601 Attn: Robert Pringle Phone: (415) 369-7307	Litigation counsel
Kendall Lovett & Bowline	TRC	Boott Mills South Foot of John Street Lowell, MA 01852 Attn: Charlie Cooper, Norm Cowden	Environmental consultants

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Mirant Kendall, Mirant Lovett, Mirant Bowline	TRC	Boott Mills South Foot of John Street Lowell, MA 01852 Attn: Charlie Cooper, Norm Cowden	Environmental consultants
Potrero 3 SCR	URS Corporation	221 Main Street, Suite 600 San Francisco, CA 94105-1917	Permitting Consultant
Mirant Wyandotte	Varnum, Riddering, Schmidt & Howlett LLP	Bridgewater Place P.O. Box 352 Grand Rapids, MI 49501-0352	Michigan law advice
Mirant Texas	Vinson & Elkins	2801 Via Fortuna, Suite 100 Austin, TX 78746 Attn: Molly Cagle, Esq.	Counsel re: regulatory, permitting and various other matters
Mirant Corp.	Wes Bond	303 Peachtree Street, NE Suite 200 Atlanta, GA 30308	Property tax consultant
Mirant Sugar Creek	Wilkinson, Goeller, Modesitt, Wilkinson & Drummy, LLP	333 Ohio Street P.O. Box 800 Terre Haute, IN 47808-0800	Local counsel
Mirant Services	Will Yancey, PhD, CPA	6848 Midcrest Drive Dallas, TX 75354-7944	Sales tax consulting
Mid-Atlantic	William M. Porter & Co	5990 Lakeshore Drive Mableton, GA 30126	Environmental Consulting Hydrogeology