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U.S. BANKRUPTCY COURT
NORTHERN DISTRICT OF TEXAS
ENTERED
AWANA C MARSHALL, CLERK
THE DATE OF ENTRY IS
ON THE COURT'S DOCKET

ATTORNEYS FOR THE DEBTORS AND DEBTORS-IN-POSSESSION

**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
Debtors.)	Jointly Administered
_____)	

**ORDER APPROVING MOTION PURSUANT TO 11 U.S.C. §§ 363(b), (f)
AND 365 FOR (I) APPROVAL TO SELL THE DEBTORS' INTEREST IN A
LEARJET 45, TAIL NUMBER N430FX, FREE AND CLEAR OF LIENS,
CLAIMS, ENCUMBRANCES, AND INTERESTS TO
BOMBARDIER AEROSPACE CORPORATION**

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

Upon the motion (the "Motion")¹ filed by Mirant Corporation ("Mirant") and its above-captioned affiliated debtors (collectively, the "Debtors"), as debtors-in-possession, pursuant to 11 U.S.C. §§ 363(b), (f), and 365 for approval (i) to sell an undivided 43.75% interest (the "Learjet Interest") in a Learjet 45, Tail Number N430FX, Serial Number 166 (the "Aircraft")

¹ Unless otherwise defined herein, capitalized terms have the same meaning ascribed to them in the Motion.

free and clear of liens, claims, encumbrances, and interests to Bombardier Aerospace Corporation (“Flexjet”) or, alternatively, (ii) to sell the Learjet Interest to a Qualified Overbidder; and no other overbids for the Learjet Interest having been conveyed to the Debtors; and it appearing that the sale of the Learjet Interest as set forth in the Motion to Flexjet is in the best interest of the Debtors and their estates; and it appearing that this Court has jurisdiction over this matter; and it appearing that due notice of the Motion has been provided, and that no other or further notice need be provided; upon all of the proceedings had before the Court, and after due deliberation and sufficient cause appearing therefor, it is hereby

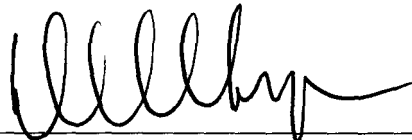
ORDERED, that the Motion is GRANTED; it is further

ORDERED, that pursuant to Bankruptcy Code section 363(b), the Debtors are authorized to execute and enter into any and all documents and agreement reasonably necessary to memorialize and consummate the sale of the Learjet Interest to Flexjet (including those in the form attached to the Motion) in exchange for \$2,617,307.02 (subject to final adjustments required under the Governing Documents); it is further

ORDERED, that pursuant to Bankruptcy Code section 363(f), the Flexjet Interest shall be sold to Flexjet free and clear of all liens, claims, encumbrances, and interests (collectively, the “Interests”) with any such Interests attaching to the sale proceeds; it is further

ORDERED, that the ten-day stay set forth in Federal Rule of Bankruptcy Procedure 6004(g) is waived and this Order shall be immediately effective on the date hereof.

Dated: April 29, 2004



D. Michael Lynn,
United States Bankruptcy Judge