

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

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

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In re	)	Chapter 11 Case
MIRANT CORPORATION, <u>et al.</u> ,	)	Case No. 03-46591(DML)
	)	Jointly Administered
Debtors.	)	

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**ORDER GRANTING DEBTORS' MOTION FOR APPROVAL OF (I) THE SETTLEMENT AGREEMENT WITH CHICOPEE MUNICIPAL LIGHTING PLANT PURSUANT TO RULE 9019 OF THE BANKRUPTCY RULES; AND (II) REJECTION OF THE POWER SUPPLY AGREEMENT FOR FIRM ENTITLEMENTS/STRIPS WITH CHICOPEE MUNICIPAL LIGHTING PLANT PURSUANT TO 11 U.S.C. § 365(a) AND F.R.B.P. 6006 AND 9014**

Upon the Motion, dated December 31, 2003, filed by Mirant Corporation and its affiliated debtors (collectively, the "Debtors") for the entry of an order for authorization to (i) enter into a settlement agreement (the "Settlement Agreement") with Chicopee Municipal Lighting Plant ("Chicopee") pursuant to Rule 9019 of the Federal Rules of Bankruptcy Procedure (the "Bankruptcy Rules"); and (ii) reject the Power Supply Agreement For Firm Entitlements/Strips (the "Power Agreement") between Chicopee and debtor Mirant Americas Energy Marketing L.P. ("MAEM") pursuant to section 365 of title 11 of the United States Code, 11 U.S.C. §§ 101-1330, as amended (the "Bankruptcy Code") and Rules 6006 and 9014 of the Bankruptcy Rules; and it appearing that the 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 hereby GRANTED as set forth herein; it is further

**ORDERED**, that the Power Agreement is rejected effective as of December 31, 2003; it is further

**ORDERED**, that the Settlement Agreement attached to the Motion is approved and MAEM is authorized to perform as required thereunder; it is further

**ORDERED**, that the releases set forth in the Settlement Agreement will be automatically effective as of the date hereof; it is further

**ORDERED**, that Chicopee's proof of claim (the "Proof of Claim") in an amount not to exceed \$3.97 million will be filed no later than thirty (30) calendar days after the entry of this Order; it is further

**ORDERED**, that upon timely filing the Proof of Claim, Chicopee will have an allowed, general, unsecured prepetition claim in an amount not to exceed \$3.97 million against MAEM's estate.

Dated: January 28 2004



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D. Michael Lynn,  
United States Bankruptcy Judge