



ENTERED

TAWANA C. MARSHALL, CLERK
THE DATE OF ENTRY IS
ON THE COURT'S DOCKET

The following constitutes the order of the Court.

Signed June 10, 2004.

United States Bankruptcy Judge

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

In re)
)
MIRANT CORPORATION, et al.,)
)
Debtors.)
_____)

Case No. 03-46591 (DML)11
Jointly Administered

ORDER GRANTING APPLICATION TO EMPLOY CORPORATE REVITALIZATION PARTNERS, LLC AS FINANCIAL ADVISORS FOR WILLIAM SNYDER, EXAMINER, EFFECTIVE APRIL 13, 2004

Came before the Court for consideration, the Application to Employ Corporate Revitalization Partners, LLC as Financial Advisors for William Snyder, Examiner, Effective April 13, 2004 [Docket No. 3921] (the "Application") filed by the Counsel for William K. Snyder, Examiner (the "Examiner") of the above-captioned debtors and debtors-in-possession (the "Debtors"). Based upon a review of the pleadings on file, including the Affidavit of Dan A. Dixon annexed to the Application, and based on the representation of counsel, the Court makes the following findings:

1) The Court has jurisdiction over the Application pursuant to 28 U.S.C. § 157, and this matter constitutes a core proceeding pursuant to 28 U.S.C. § 157(b)(2).

2) Due and proper notice of the Application has been provided to creditors and parties-in-interest in this case.

3) Corporate Revitalization Partners, LLC (“CRP”) does not hold or represent an interest adverse to the Debtors in connection with this case and is a “disinterested” person pursuant to 11 U.S.C. § 101(14).

4) The employment of CRP by the Examiner is necessary and in the best interest of the Examiner, the Debtors, and the Debtors’ estates.

Accordingly, based on the foregoing findings, it is therefore

ORDERED, ADJUDGED AND DECREED that the Application is hereby granted in all respects and any objections thereto are hereby overruled; and it is further

ORDERED that the Examiner is hereby authorized pursuant to 11 U.S.C. § 1103(a) to employ and retain CRP as its financial advisor effective as of April 13, 2004 to provide the professional services described in the Application, and it is further

ORDERED that CRP and its affiliates, directors, officers and employees are hereby deemed to be “Protected Persons” (as such term is defined in the Protection Orders) entitled to the protections set forth in the Order Restricting Pursuit of Certain Persons, entered August 6, 2003, and the Order Extending Order Restricting Pursuit of Certain Persons, entered September 29, 2003 (together, the “Protection Orders”); and it is further

ORDERED that CRP shall be compensated in accordance with the terms set forth in the Application, the procedures set forth in Sections 330 and 331 of the Bankruptcy Code, such Federal Rules of Bankruptcy Procedure as may be applicable from time to time and such

procedures as may be fixed by Order of this Court, including the procedures set forth in the Amended and Restated Order Defining Role of Examiner, entered May 27, 2004.

End of Order

Order Submitted by:
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