

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

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

_____ )	)	Chapter 11 Case
In re )	)	
MIRANT CORPORATION, <u>et al.</u> , )	)	Case No. 03-46590-DML
)	)	Jointly Administered
Debtors. )	)	
_____ )	)	

**ORDER APPROVING DEBTORS' MOTION FOR APPROVAL OF SETTLEMENT AGREEMENT BETWEEN MIRANT DELTA, LLC AND THE ASSESSOR AND TAX COLLECTOR OF CONTRA COSTA COUNTY, CALIFORNIA PURSUANT TO RULE 9019(a) OF THE FEDERAL RULES OF BANKRUPTCY PROCEDURE**

Upon the Motion, dated June 21, 2004 (the "Motion"), of Mirant Corporation ("Mirant") and its affiliated debtors (collectively, the "Debtors"), as debtors-in-possession, for the entry of an order authorizing Mirant Delta, LLC to enter into a settlement agreement (the "Settlement Agreement") with the Assessor and Tax Collector of Contra Costa County, 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; 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 therefore, it is hereby

**ORDERED** that the Motion is granted; and it is further

**ORDERED** that pursuant to section 105 of chapter 11 of title 11 of the United States Code and Rule 9019(a) of the Federal Rules of Bankruptcy Procedure, Mirant Delta, LLC is authorized to enter into the Settlement Agreement, the terms of which are hereby approved; and it is further

**ORDERED** that the Court shall retain jurisdiction with respect to any matters, claims,

rights or disputes arising from or related to the Settlement Agreement or the implementation of this Order.

Dated: July 15, 2004

A handwritten signature in black ink, appearing to read "D. Michael Lynn", written over a horizontal line.

HONORABLE D. MICHAEL LYNN  
UNITED STATES BANKRUPTCY JUDGE

**PREPARED BY:**

Robin Phelan  
State Bar No. 15903000  
Judith Elkin  
State Bar No. 06522200  
Ian Peck  
State Bar No. 24013306  
**HAYNES AND BOONE, LLP**  
901 Main Street  
Suite 3100  
Dallas, TX 75202  
(214) 651-5000

-and-

Thomas E Lauria  
State Bar No. 11998025  
Linda M. Leali  
**WHITE & CASE LLP**  
Wachovia Financial Center  
200 South Biscayne Blvd.  
Miami, Florida 33131  
(305) 371-2700