

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

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

-----X
: In re: : Chapter 11
: : Case No. 03-46590 (DML)
: MIRANT CORPORATION, et al., :
: :
: : (Jointly Administered)
: Debtors. :
: :
-----X

**ORDER AUTHORIZING THE EMPLOYMENT AND RETENTION OF BROWN
RUDNICK BERLACK ISRAELS LLP AS CO-COUNSEL FOR THE
OFFICIAL COMMITTEE OF EQUITY SECURITY HOLDERS
EFFECTIVE AS OF SEPTEMBER 17, 2003**

Upon the application dated October 8, 2003 (the "Application") of the Official Committee of Equity Security Holders (the "Equity Committee"), appointed in the above-captioned chapter 11 cases (collectively, the "Cases") of Mirant Corporation, et al. (collectively, the "Debtors"), for entry of an order authorizing the Equity Committee to employ and retain Brown Rudnick Berlack Israels LLP ("BRBI") as co-counsel to the Equity Committee effective as of September 17, 2003; and upon

the Affidavit of Howard L. Siegel, Esq. filed in support of the Application; and as this Court has jurisdiction to consider this matter pursuant to 28 U.S.C. §§ 157 and 1334, as this matter constitutes a core proceeding pursuant to 28 U.S.C. § 157(b), and as venue is proper before this Court pursuant to 28 U.S.C. §§ 1408 and 1409; and the Court being satisfied that BRBI is a “disinterested person” as that term is defined in section 101(14) of Title 11 of the United States Code (the “Bankruptcy Code”), and does not hold or represent an interest adverse to the interests of the Debtors’ estates with respect to the matters for which BRBI is to be employed, as required by section 328(c) of the Bankruptcy Code, and does not represent any other entity having an adverse interest in connection with the Cases, as required by section 1103(b) of the Bankruptcy Code; and the Court being satisfied that the employment of BRBI is in the best interests of the Equity Committee; and it appearing that notice of the Application has been duly given as described in the Application and that no other or further notice need be given; and upon a hearing on the Application before the Court; and sufficient cause appearing thereof, it is hereby

ORDERED that the Application is allowed; and it is further

ORDERED that, in accordance with sections 1103(a) and 1103(b) of the Bankruptcy Code, and Rule 2014(a) of the Federal Rules of Bankruptcy Procedure (the “Bankruptcy Rules”), the Equity Committee is authorized to employ and retain BRBI as its counsel to perform all of the services set forth in the Application effective as of September 17, 2003; and it is further

ORDERED that BRBI shall be compensated upon appropriate application and upon notice and a hearing in accordance with sections ~~328~~, 330 and 331 of the Bankruptcy Code, Bankruptcy Rule 2016, and any procedures established by the Court.

10/10/03
###


