

**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 C. MARSHALL CLERK  
THE DATE OF ENTRY IS  
ON THE CLERK'S DOCKET

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

**ORDER GRANTING DEBTORS' MOTION PURSUANT TO BANKRUPTCY  
CODE SECTION 365 AND FEDERAL RULE OF BANKRUPTCY PROCEDURE  
9019 APPROVING: (I) REJECTION OF CONTRACT BETWEEN MIRANT  
CORPORATION AND ENERGY AND COMMUNICATIONS SOLUTIONS LLC;  
AND (II) APPROVAL OF SETTLEMENT AGREEMENT**

Upon the Motion dated June 4, 2004 filed by Mirant Corporation and its above-captioned affiliated debtors (collectively, the "Debtors"), as debtors and debtors-in-possession, pursuant to Bankruptcy Code section 365 and rule 9019 of the Federal Rules of Bankruptcy Procedure requesting an order allowing (i) Debtor Mirant Corporation ("Mirant Corp.") to reject the "Agreement for Purchase And Sale Of Greenhouse Gas Emissions Reductions Benefit" between Mirant Corp. and Energy and Communications Solutions LLC ("E&CS") (the "Contract") and (ii) Mirant Corp. to enter into a "Settlement Agreement and Release" (the "Settlement Agreement") with E&CS with respect to the Contract;<sup>1</sup> and this Court finding that the Settlement Agreement is fair and equitable and in the best interests of creditors and satisfies the standard for approval of settlement agreements set forth in *In re Cajun Electric Power Cooperative, Inc.*, 119 F.3d 349, 355 (5th Cir. 1997); *see also, In re Zale Corp.*, 62 F.3d 746, 754 (5th Cir. 1995) for the reasons stated in the Motion; and it appearing that the Court has jurisdiction over this matter; and

<sup>1</sup> Unless otherwise defined herein, capitalized terms have the same meaning set forth in the Motion.

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:

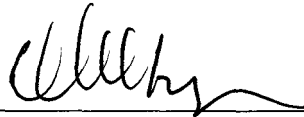
**ORDERED**, that the motion is GRANTED; it is further

**ORDERED**, that rejection of the Contract is approved; it is further

**ORDERED**, that the Settlement Agreement is approved (including the releases set forth therein), and Mirant Corp. is authorized to perform thereunder; it is further

**ORDERED**, that E&CS shall pay **\$250,000.00** (plus accrued interest) to Mirant Corp. within three Business Days after the date hereof, as required in the Settlement Agreement.

Dated: June 30, 2004



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Honorable D. Michael Lynn,  
United States Bankruptcy Judge