

ENTERED

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

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

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

ORDER AMENDING AND CLARIFYING ORDER APPROVING DEBTORS' MOTION UNDER 11 U.S.C. §§ 363 AND 365 AND FEDERAL RULE OF BANKRUPTCY PROCEDURE 9019 FOR ENTRY OF AN ORDER (A) AUTHORIZING THE DEBTORS TO (I) REJECT CERTAIN LONG TERM SERVICE AGREEMENTS, OPERATIONS AND MAINTENANCE AGREEMENTS AND UMBRELLA AGREEMENTS RELATING THERETO WITH GENERAL ELECTRIC INTERNATIONAL, INC., AND (II) ENTER INTO NEW LONG TERM SERVICE AGREEMENTS, OPERATIONS AND MAINTENANCE AGREEMENTS AND UMBRELLA AGREEMENTS RELATING THERETO WITH GENERAL ELECTRIC INTERNATIONAL, INC., (B) APPROVING THE MUTUAL SETTLEMENT AND RELEASE AGREEMENT BETWEEN THE DEBTORS AND GENERAL ELECTRIC INTERNATIONAL, INC., AND (C) GRANTING RELATED RELIEF

Upon the motion, dated May 25, 2004 (the "Motion"),¹ filed by Mirant Corporation and its affiliated debtors, as debtors and debtors in possession in the above captioned cases (collectively, the "Debtors"), to Amend and Clarify this Court's Order, dated April 14, 2004 (the "LTSA Order"), Approving Debtors' Motion under 11 U.S.C. §§ 363 and 365 and Federal Rule of Bankruptcy Procedure 9019 for Entry of an Order (A) Authorizing the Debtors to (I) Reject Certain Long Term Service Agreements, Operations and Maintenance Agreements and Umbrella Agreements Relating Thereto with General Electric International, Inc., and (II) Enter into New Long Term Service Agreements, Operations and Maintenance

¹ Capitalized terms not otherwise defined herein shall bear the same meanings ascribed to them in the Motion.

Agreements and Umbrella Agreements Relating Thereto with General Electric International, Inc., (B) Approving the Mutual Settlement and Release Agreement between the Debtors and General Electric International, Inc., and (C) Granting Related Relief; and the Court having entered the LTSA Order on April 14, 2004; and the Court having held a hearing to consider the Motion; and after due deliberation and sufficient cause appearing therefor, it is hereby

ORDERED that the Motion is granted, to the extent set forth herein; and it is further

ORDERED that Mirant Special Procurement Inc. is hereby authorized to reject its respective Existing Agreements pursuant and subject to the terms and conditions of the LTSA Order; and it is further

ORDERED that the Debtors shall be authorized to amend the Release Agreement solely for the purposes of removing Mirant Delta LLC as a party therefrom and making Mirant Special Procurement Inc. a party thereto; and it is further

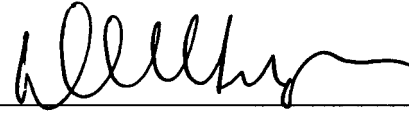
ORDERED that Schedule "I" to the LTSA Order shall be replaced and superseded with the "Amended Schedule I" annexed hereto, on which Mirant Delta LLC is replaced with Mirant Special Procurement Inc.; and it is further

ORDERED that Mirant Special Procurement Inc., is hereby authorized to enter into its respective New Agreements as set forth on the Amended Schedule I and to perform its respective obligations thereunder, pursuant and subject to the terms and conditions of the LTSA Order; and it is further

ORDERED that except as expressly set forth herein, the LTSA Order should remain in full force and effect; and it is further

ORDERED that the Court shall retain jurisdiction to hear and determine all matters relating to implementation and enforcement of this Order.

Dated: June 23, 2004.



HONORABLE D. MICHAEL LYNN
UNITED STATES BANKRUPTCY JUDGE

PREPARED BY:

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

-and-

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

Amended Schedule I

<u>Debtor</u>	<u>New Agreement</u>	<u>Transaction Fee</u>
Mirant Kendall, L.L.C.	New LTSA New LTSA Umbrella Agreement	\$489,968.97
Mirant Las Vegas, L.L.C.	New LTSA New LTSA Umbrella Agreement	\$888,637.35
Mirant Sugar Creek, L.L.C.	New LTSA New LTSA Umbrella Agreement	\$232,248.34
Mirant Texas, L.P.	New LTSA New LTSA Umbrella Agreement	\$764,159.62
Mirant Zeeland, L.L.C.	New LTSA New LTSA Umbrella Agreement	\$169,590.74
Shady Hills Power Company, L.L.C.	New LTSA New LTSA Umbrella Agreement New O&M Agreement New O&M Umbrella Agreement	\$810,628.24
West Georgia Generating Company, L.L.C.	New LTSA New LTSA Umbrella Agreement New O&M Agreement New O&M Umbrella Agreement	\$540,661.95
Mirant Bowline, L.L.C.	New LTSA New LTSA Umbrella Agreement	\$0.00
Mint Farm Generation, L.L.C.	New LTSA New LTSA Umbrella Agreement	\$0.00
Mirant Special Procurement Inc.	New LTSA New LTSA Umbrella Agreement	\$0.00