

ENTERED

IN THE UNITED STATES BANKRUPTCY COURT
FOR THE NORTHERN DISTRICT OF TEXAS
FORT WORTH DIVISION
WANDA G. MARSHALL, CLERK
THE DATE OF ENTRY IS
ON THE COURT'S DOCKET

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

**ORDER PURSUANT TO SECTION 105(a) AND SECTION 363 OF THE
BANKRUPTCY CODE AUTHORIZING THE PAYMENT BY THE DEBTORS OF
AN EXTENSION FEE TO GENERAL ELECTRIC CAPITAL CORPORATION,
AS A PROSPECTIVE PROVIDER OF DEBTOR IN POSSESSION FINANCING**

Upon consideration of the motion dated September 30, 2003 (the "Motion") of Mirant Corporation and its affiliated debtors (collectively, the "Debtors"), as debtors-in-possession, for the entry of an order pursuant to sections 105(a) and 363(b) of the Bankruptcy Code¹ authorizing the payment by the Debtors of an extension fee to General Electric Capital Corporation ("GE Capital"), as a prospective provider of debtor-in-possession financing; and it appearing that the Court has jurisdiction over this matter and the relief requested in accordance with 28 U.S.C. sections 157 and 1334; and it appearing that due notice of the Motion has been provided as set forth in the Motion, 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 heard before the Court; and after due deliberation and sufficient cause appearing therefor, it is

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

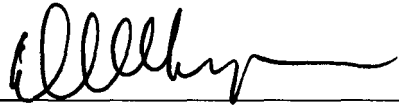
¹ Capitalized terms not otherwise defined herein shall bear the same meanings ascribed to them in the Motion.

ORDERED that, the Debtors are authorized to pay the Extension Fee to GE Capital in connection with the further extension of their Commitment to provide debtor-in-possession financing to the Debtors; and it is further

ORDERED that, this Order shall be effective and enforceable immediately upon entry and shall not be stayed pursuant to Bankruptcy Rules 6004(g); and it if further

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

SIGNED THIS 1 DAY OF OCTOBER 2003

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

D. Michael Lynn
United States Bankruptcy Court