



**ENTERED**

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

**The following constitutes the order of the Court.**

**Signed June 10, 2004.**

**United States Bankruptcy Judge**

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

In re	)	
	)	
MIRANT CORPORATION, <u>et al.</u> ,	)	Case No. 03-46591 (DML)11
	)	Jointly Administered
Debtors.	)	
	)	

**ORDER GRANTING APPLICATION TO EMPLOY GARDERE WYNNE SEWELL LLP  
AS COUNSEL FOR WILLIAM K. SNYDER, EXAMINER,  
EFFECTIVE AS OF APRIL 27, 2004**

Came before the Court for consideration, the Application to Employ Gardere Wynne Sewell LLP as counsel for William K. Snyder, Examiner Effective as of April 27, 2004 [Docket No. 3892] (the “Application”) filed by the Counsel for William K. Snyder, Examiner (the “Examiner”) of the above-captioned debtors and debtors-in-possession (the “Debtors”). Based upon a review of the pleadings on file, including the Affidavit of Richard M. Roberson annexed to the Application, and based on the representation of counsel, the Court makes the following findings:

1) The Court has jurisdiction over the Application pursuant to 28 U.S.C. § 157, and this matter constitutes a core proceeding pursuant to 28 U.S.C. § 157(b)(2).

2) Due and proper notice of the Application has been provided to creditors and parties-in-interest in this case.

3) Gardere Wynne Sewell LLP (“Gardere”) does not hold or represent an interest adverse to the Debtors in connection with this case and is a “disinterested” person pursuant to 11 U.S.C. § 101(14).

4) The employment of Gardere by the Examiner is necessary and in the best interest of the Examiner, the Debtors, and the Debtors’ estates.

Accordingly, based on the foregoing findings, it is therefore

ORDERED, ADJUDGED AND DECREED that the Application is hereby granted in all respects and any objections thereto are hereby overruled; and it is further

ORDERED that the Examiner is hereby authorized pursuant to 11 U.S.C. § 1103(a) to employ and retain Gardere as its counsel effective as of April 27, 2004 to provide the professional services described in the Application, and it is further

ORDERED that Gardere and its affiliates, directors, officers and employees are hereby deemed to be “Protected Persons” (as such term is defined in the Protection Orders) entitled to the protections set forth in the Order Restricting Pursuit of Certain Persons, entered August 6, 2003, and the Order Extending Order Restricting Pursuit of Certain Persons, entered September 29, 2003 (together, the “Protection Orders”); and it is further

ORDERED that Gardere shall be compensated in accordance with the terms set forth in the Application, the procedures set forth in Sections 330 and 331 of the Bankruptcy Code, such Federal Rules of Bankruptcy Procedure as may be applicable from time to time and such

procedures as may be fixed by Order of this Court, including the procedures set forth in the Amended and Restated Order Defining Role of Examiner, entered May 27, 2004.

#### End of Order ####

Order Submitted by:  
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(PROPOSED) COUNSEL FOR EXAMINER