



Court having jurisdiction to consider and determine the Motion in accordance with 28 U.S.C. §§ 157 and 1334; and it appearing that due and proper notice of the Motion and the hearing thereon have been provided; 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 each of the Existing Agreements is hereby rejected, on an agreement by agreement basis, effective as of the Effective Date of the corresponding New Agreement that replaces such Existing Agreement; and it is further

**ORDERED** that the Mutual Settlement and Release Agreement, in the form annexed to the Motion as Exhibit “B”, and the terms and conditions thereof are hereby approved; and it is further

**ORDERED** that, except for those rights and obligations expressly set forth and preserved in the Mutual Settlement and Release Agreement and the New Agreements, and pursuant to those agreements, upon the effectiveness of the rejection of an Existing Agreement, each Debtor party thereto, on the one hand, and GE, on the other hand, is hereby deemed to have waived and released any and all claims each may have against the other arising from or relating to such Existing Agreements; accordingly, without in any way modifying the aforementioned agreements, GE is deemed to have released and waived any claims for unpaid amounts owing by the Debtors to GE for parts and services provided by GE under an Existing Agreement prior to the Rejection Date and any claims arising from or relating to the Debtors’ rejection of an Existing Agreement; and it is further

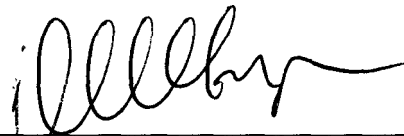
**ORDERED** that the New LTSA Umbrella Agreement, in the form annexed to the Motion as Exhibit "C", and the form of New LTSAs, substantially in the form annexed to the New LTSA Umbrella Agreement, and the terms and conditions thereof are hereby approved; and it is further

**ORDERED** that the New O&M Umbrella Agreement, in the form annexed to the Motion as Exhibit "D", and the form of New O&M Agreements, substantially in the form annexed to New O&M Umbrella Agreement, and the terms and conditions thereof are hereby approved; and it is further

**ORDERED** that each of the Debtors listed on Schedule "I" annexed hereto is hereby authorized to enter into its respective New Agreements as set forth on Schedule "I" and to perform its respective obligations thereunder, including without limitation, payment of the Transaction Fee in the respective amounts set forth on Schedule "I"; 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: Fort Worth, Texas  
April 14, 2004.



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HONORABLE D. MICHAEL LYNN  
UNITED STATES BANKRUPTCY JUDGE

**PREPARED BY:**

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-and-

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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
Mirant Delta, 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