

It is hereby:

ORDERED, that pursuant to Bankruptcy Code section 363(b), Mirant is authorized to sell the Assets to the Purchaser as set forth in the Sale Notice;¹ it is further

ORDERED, that pursuant to Bankruptcy Code section 363(f), the Assets shall be sold to the Purchaser free and clear of all liens, claims, encumbrances, and interests (collectively, the “Interests”), with any such Interests attaching to the sale proceeds; it is further

ORDERED, that the Purchaser has purchased the Assets in good faith within the meaning of Bankruptcy Code section 363(m), and is entitled to the protections contained therein; it is further

ORDERED, that the ten-day stay contained in rule 6004(g) of the Federal Rules of Bankruptcy Procedure is waived, and this Order shall therefore be immediately effective.

Dated: May 25, 2004



D. Michael Lynn,
United States Bankruptcy Judge

¹ Unless otherwise defined herein, capitalized terms have the same meaning set forth in the Sale Notice.