



**ENTERED**

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

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

**Signed August 19, 2004.**

**United States Bankruptcy Judge**

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

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

**ORDER GRANTING APPLICATION OF THE OFFICIAL  
COMMITTEE OF UNSECURED CREDITORS OF MIRANT  
AMERICAS GENERATION, LLC FOR AUTHORITY TO RETAIN  
JAMES M. DONNELL AS ENERGY INDUSTRY CONSULTANT**

Upon the application of the Official Committee of Unsecured Creditors of Mirant Americas Generation, LLC (the "MAGI Committee") for authority to retain James M. Donnell as energy industry consultant, dated June 15, 2004 (the "Application"); upon the affidavit of James M. Donnell filed in support of the Application, sworn to on June 14, 2004 (the "Donnell Affidavit"); upon the interim order granting the MAGI Committee authority to retain James M. Donnell, dated June 16, 2004 (the "Interim Order"); upon the objection to the Application filed by Mirant Corporation and its affiliated debtors (the "Debtors"), dated July 9, 2004, and the

objection to the Application filed by the Official Committee of Unsecured Creditors of Mirant Corporation, dated July 12, 2004 (collectively, the “Objections”); and upon the record of the hearing held on the Application on August 4, 2004 (the “Hearing”), and the Objections having been withdrawn at the Hearing, subject to the modifications of the terms of the Application as set forth herein:

The Court finds that it has jurisdiction over this matter pursuant to 28 U.S.C. §§ 157 and 1334. The Court further finds that this is a core proceeding pursuant to 28 U.S.C. § 157. After reviewing the Donnell Affidavit, the Court finds that: (i) the proposed employment of James M. Donnell as energy industry consultant for the MAGI Committee is in the best interests of the bankruptcy estates and the MAGI Committee; (ii) Mr. Donnell does not hold nor represents any interest adverse to the Debtors’ estates or the MAGI Committee such that he would be disqualified from representing the MAGI Committee in these chapter 11 cases; and (iii) Mr. Donnell is a “disinterested person” as such term is defined in 11 U.S.C. § 101(14). The Court further finds that the Application should be granted as modified herein. It is therefore

ORDERED, that the retention of Mr. James M. Donnell as energy industry consultant for the MAGI Committee is granted pursuant to 11 U.S.C. § 1103(a) for the purposes set forth in the Application and the Donnell Affidavit, and on the terms set forth therein, effective as of June 1, 2004 (the “Employment Date”). It is further

ORDERED, that Mr. Donnell shall be considered a “Protected Person” within the terms of the Court’s Order Restricting Pursuit of Certain Persons, entered on August 5, 2003. It is further

ORDERED, that within three (3) business days of the entry of this Order, the MAGI Committee shall serve the Order upon all parties entitled to receive notice of the Application. It is further

ORDERED, that, subject to further order of the Court, Mr. Donnell shall be compensated in an amount not to exceed \$400,000, which shall be further limited to \$100,000 per month for June and July 2004 and \$50,000 per month for August, September, October and November 2004, and which compensation shall be subject to the procedures and standards set forth in §§ 330 and 331 of the Bankruptcy Code and such Bankruptcy Rules as may then be applicable, from time to time, and such other procedures and standards as may be fixed by order of the Court, but that nothing shall in any way limit the Court's discretion to determine the reasonableness or value of Mr. Donnell's services and any award of compensation. It is further

ORDERED, that Mr. Donnell shall provide a narrative description of the services performed on behalf of the MAGI Committee during each month of his retention in the corresponding fee statement, and shall track and disclose therein the total number of hours worked on behalf of the MAGI Committee per monthly billing period. It is further

ORDERED, that, subject to further order of the Court, the Order shall be effective from the date it is entered through and including November 30, 2004, unless prior to that date the MAGI Committee has filed with the Court an application to continue Mr. Donnell's employment, in which instance the Order shall remain in effect until such further application is heard by the Court. It is further

ORDERED, that to the extent of any conflict between the terms and conditions of the Application, the Interim Order and this Order, the terms and conditions of this Order shall govern.

**### END OF ORDER ###**

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