

ENTERED

MANA L. MARSHALL, CLERK
THE DATE OF ENTRY IS
ON THE COURT'S DOCKET

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

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

ORDER APPROVING MIRANT CORPORATION'S MOTION PURSUANT TO 11 U.S.C. §§ 365(a), (f) TO ASSUME AND ASSIGN TO MIRANT ASIA PACIFIC LIMITED ITS OBLIGATIONS AND RIGHTS UNDER (I) THE REIMBURSEMENT SHARING AGREEMENT BETWEEN KOREA ELECTRIC POWER CORPORATION AND MIRANT CORPORATION, AND (II) THE SHAREHOLDERS' AGREEMENT RE KEPCO ILIJAN CORPORATION AMONG MIRANT CORPORATION AND OTHERS


Upon the motion, dated October 13, 2003 (the "Motion"), of Mirant Corporation ("Mirant") and its affiliated debtors, as debtors-in-possession (collectively, the "Debtors"), for an order authorizing Mirant to assume, pursuant to Bankruptcy Code section 365(a), and assign to Mirant Asia Pacific Limited, pursuant to Bankruptcy Code section 365(f), Mirant's obligations and rights under (i) the Reimbursement Sharing Agreement dated November 9, 2000 (the "RSA"), and (ii) the Shareholders' Agreement dated November 9, 2000 in relation to KEPCO Ilijan Corporation (the "SA") (collectively, the "Contracts"); and it appearing that the Court has jurisdiction over this matter; and it appearing that all the statutory requirements necessary to grant the Motion have been satisfied; and it appearing that due notice of the Motion has been provided, and that no other or further notice need be provided; upon all of the proceedings had before the Court; and after due deliberation and sufficient cause appearing therefor,

It is hereby:


ORDER APPROVING MIRANT CORPORATION'S MOTION PURSUANT TO 11 U.S.C. §§ 365(a), (f) TO ASSUME AND ASSIGN TO MIRANT ASIA PACIFIC LIMITED ITS OBLIGATIONS AND RIGHTS UNDER (I) THE REIMBURSEMENT SHARING AGREEMENT BETWEEN KOREA ELECTRIC POWER CORPORATION AND MIRANT CORPORATION, AND (II) THE SHAREHOLDERS' AGREEMENT RE KEPCO ILIJAN CORPORATION AMONG MIRANT CORPORATION AND OTHERS

ORDERED, that the Motion is hereby **GRANTED** in full and in all respects; it is further **ORDERED**, that Mirant is authorized to assume the Contracts (and Mirant's rights and obligations thereunder) pursuant to Bankruptcy Code section 365(a) and assign the Contracts to Mirant Asia Pacific Limited, pursuant to Bankruptcy Code section 365(f); it is further

ORDERED, that the Debtors are not in default under the Contracts and there are no defaults by the Debtors that must be cured under Bankruptcy Code section 365(b)(1); it is further

ORDERED, that the ten-day stay of this Order authorizing assignment of the Contracts set forth in Federal Rule of Bankruptcy Procedure 600⁶(d) is waived and this Order is effective  upon entry thereof.

Dated: November 12, 2003



D. Michael Lynn,
United States Bankruptcy Judge