

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

ENTERED

THE DATE OF ENTRY IS
ON THE COURTS DOCKET
TAWANA C. MARSHALL, CLERK

IN RE: § Chapter 11
MIRANT CORPORATION, *et al.*, §
Debtors. § Case No. 03-46590-DML-11
§ Jointly Administered

**ORDER AUTHORIZING THE EMPLOYMENT AND RETENTION
OF PA CONSULTING GROUP, INC. PURSUANT TO SECTIONS
328 AND 1103 OF THE BANKRUPTCY CODE TO PERFORM
ENERGY CONSULTING SERVICES FOR THE OFFICIAL
COMMITTEE OF UNSECURED CREDITORS OF MIRANT
CORPORATION, ET AL., EFFECTIVE AS OF APRIL 29, 2004**

Upon the application (the "Application")¹ of the official committee of unsecured creditors of Mirant Corporation, *et al.* (the "Mirant Committee"), pursuant to sections ~~328 and~~ 1103 of title 11 of the United States Code (the "Bankruptcy Code") and Rule 2014 of the Federal Rules of Bankruptcy Procedure (the "Bankruptcy Rules"), for an order authorizing the employment and retention of PA Consulting Group, Inc. ("PA") to perform energy consulting services for the Mirant Committee, effective as of April 29, 2004; and the Court having jurisdiction over the Application pursuant to 28 U.S.C. §§ 157 and 1334; and consideration of the Application being a core proceeding under 28 U.S.C. § 157(b)(2); and it appearing that notice of the Application was sufficient under the circumstances; and after due consideration of the Application and good cause appearing therefor, it is

ORDERED that the Application be, and hereby is, granted, and the Mirant Committee is hereby authorized to employ and retain PA as its energy consultant on an interim basis; and it is further

¹ Capitalized terms not otherwise defined herein shall have the meanings assigned to such terms in the Application.

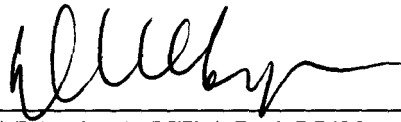
ORDERED that upon final employment, PA and its affiliates, directors, officers and employees hereby are deemed to be "Protected Persons" (as such term is defined in the Protection Orders) who are entitled to protections set forth in the Order Restricting Pursuit of Certain Persons entered on August 6, 2003, and the Order Extending Order Restricting Pursuit of Certain Persons entered on September 29, 2003 (collectively the "Protection Orders"); it is further

ORDERED that parties in interest shall have until 4:00 p.m. (C.D.T.) on June 16, 2004 to file an objection to the permanent retention of PA (the "Objection Deadline"). If an objection is filed and served before the Objection Deadline, a hearing on the Application will take place on June 23, 2004 at 10:30 a.m. before this Court. If no objections are filed before the Objection Deadline, this Order shall become a final order without any further action or order of the Court; and it is further

ORDERED that PA shall apply to this Court for compensation and reimbursement of expenses in accordance with the terms of the Bankruptcy Code, Bankruptcy Rules and Orders of this Court; and it is further

ORDERED that the retention of PA shall be effective as of April 29, 2004.

SIGNED this 27 day of May, 2004



HONORABLE D. MICHAEL LYNN
UNITED STATES BANKRUPTCY JUDGE