

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

U.S. BANKRUPTCY COURT
NORTHERN DISTRICT OF TEXAS
FORT WORTH, TEXAS
ALL DOCUMENTS
THE DATE OF ENTRY IS
ON THE COURT'S DOCKET

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

**ORDER GRANTING MOTION TO SELL CIRCUIT BREAKER TO
PACIFIC GAS & ELECTRIC COMPANY FREE AND CLEAR OF
LIENS, CLAIMS, ENCUMBRANCES, AND INTERESTS**

Upon Mirant Corporation (“Mirant”) and its affiliated debtors (collectively, the “Debtors”), having filed in the Bankruptcy Court and properly served that certain “Notice of Intent for Mirant Corporation to Sell a Circuit Breaker to Pacific Gas & Electric Company Free and Clear of Liens, Claims, Encumbrances and Interests” dated February 19, 2004 (the “Sale Notice”); and the Sale Notice having been duly filed and served pursuant to, and as required by, that certain “Order Granting Motion Pursuant to 11 U.S.C. §§ 105, 363(b), (f) and 554 for Approval (I) to Sell Certain Assets Free and Clear of Liens, Claims, Encumbrances, and Interests; (II) of Procedures to Sell Certain Miscellaneous Assets Free and Clear of Liens, Claims, Encumbrances, and Interests; and (III) of Procedures to Abandon and Dispose of Estate Assets that are Burdensome or of Inconsequential Value” entered by this Court on October 1, 2003; proper notice under the circumstances having been provided; and no objection to the Sale Notice of a circuit breaker (the “Assets”) of Mirant Corporation to Pacific Gas & Electric Company (the “Purchaser”) having been made; and this Court having jurisdiction over the Sale Notice and the relief requested therein; and sufficient cause appearing therefor,

It is hereby:

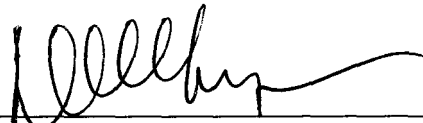
ORDERED, that pursuant to Bankruptcy Code section 363(b), Mirant is authorized to sell the Assets to the Purchaser as set forth in the Sale Notice;¹ it is further

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: March 4, 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.