

amounts owing by MAEM for prepetition energy purchases made by MAEM in the markets administered by MISO is hereby provisionally authorized, subject to the provisions of paragraph 3 hereof;

2. The netting by PJM of amounts owing to MAEM on account of prepetition energy sales made by MAEM in the markets administered by the PJM against prepetition amounts owing by MAEM for prepetition energy purchases made by MAEM in the markets administered by PJM is hereby provisionally authorized, subject to the provisions of paragraph 3 hereof;

3. The Debtors and each statutory committee appointed in these cases and any other interested party shall be entitled to seek further relief from this Court determining that the provisional relief set forth in paragraphs 1 and 2 hereof shall not be allowed on a final basis. In the event that this Court determines that the provisional relief in paragraphs 1 and 2 should not be allowed on a final basis, MISO and/or PJM, as the case may be, shall take all necessary actions to comply with the Court's order.

4. Each of the MISO and PJM shall immediately pay to MAEM any undisputed prepetition net amounts owing by it to MAEM.

5. Except as provided herein, this effectuation of the netting described in paragraphs 1 and 2 hereof is without prejudice to any legal position or argument of, or any claim, demand, action or cause of action of the Debtors against any party, and all such legal positions, arguments, claims and disputes, and all rights and defenses in respect thereof, are expressly preserved. Accordingly, this Order shall not be admissible by any party other than the Debtors in these chapter 11 proceedings or any future litigation related to these proceedings, for any purposes, except to effectuate or otherwise enforce this Order and as a resolution of the Motion.

6. This Order is without prejudice to the Debtors rights and remedies against any entity participating in the markets administered by MISO and PJM.

SIGNED: December 30, 2003.



HONORABLE D. MICHAEL LYNN
UNITED STATES BANKRUPTCY JUDGE

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