

ENTERED

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

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

**ORDER GRANTING DEBTORS' MOTION FOR APPROVAL OF STIPULATION
REGARDING ALLOWANCE OF CLAIM AND FOR RELIEF FROM STAY TO
ALLOW SET OFF OF GAS CLAIM BETWEEN PACIFIC GAS & ELECTRIC
COMPANY AND MIRANT AMERICAS ENERGY MARKETING, LP**

Upon motion dated May 10, 2004 (the "Motion"),¹ Mirant Corporation and its affiliated debtors, as debtors and debtors in possession (collectively, the "Debtors"), requested pursuant to Rule 9019(a) of the Federal Rules of Bankruptcy Procedure, the entry of an order authorizing Mirant Americas Energy Marketing, LP ("MAEM") to enter into that certain Stipulation Regarding Allowance of Claim and for Relief from the Automatic Stay to Allow Setoff of Gas Claim Between Pacific Gas & Electric Company ("PG&E") and Mirant Americas Energy Marketing, LP (the "Stipulation"); and it appearing that the Court has jurisdiction over this matter; and it appearing that due and proper notice of the Motion has been provided and that no other or further notice need be provided; and the Court having held a hearing on June 2, 2004 to consider the Motion, the relief requested therein, and any responses thereto; and after due deliberation and sufficient cause appearing therefore, it is hereby

¹ Capitalized terms used herein but not otherwise defined shall the same meanings ascribed to them in the Motion.

ORDERED that the Motion is granted; and it is further

ORDERED that pursuant to Rule 9019(a) of the Federal Rules of Bankruptcy Procedure, the Debtors are authorized to enter into the Stipulation; and it is further

ORDERED that the automatic stay in the MAEM bankruptcy case shall be modified but only to the extent required for the parties to setoff the Allowed PG&E Gas Claim against the Allowed Mirant Gas Claim; and it is further

ORDERED that nothing in the Stipulation shall affect any of the Debtors' rights or remedies against PG&E in connection with any claims of the Debtors against PG&E other than the Allowed Mirant Gas Claim; and it is further

ORDERED that the Court shall retain jurisdiction with respect to any matters, claims, rights, or disputes arising from or related to the Stipulation or the implementation of this Order.

Dated: June 2, 2004


HONORABLE D. MICHAEL LYNN,
UNITED STATES BANKRUPTCY JUDGE

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