

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

ENTERED

TAWANA C. MARSHALL, CLERK
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
)	Jointly Administered
Debtors.)	
)	
)	

ORDER GRANTING MOTION TO SELL STOCK OF ENERGYCLEAR CORPORATION TO ACTUARIALS EXCHANGE, LLC 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 Americas Energy Marketing, LP to Sell Stock of Energyclear Corporation to Actuarials Exchange, LLC Free and Clear of Liens, Claims, Encumbrances and Interests” dated November 21, 2003 (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 the sale of the stock (the “Assets”) of Energyclear Corporation to Actuarials Exchange, LLC (the “Purchaser”) having been made; 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; 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: December 15, 2003



D. Michael Lynn,
United States Bankruptcy Judge