

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

U. S. BANKRUPTCY COURT
NORTHERN DISTRICT OF TEXAS

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
)	Jointly Administered
Debtors.)	
)	

ORDER PURSUANT TO 11 U.S.C. §§ 105(a) AND 365 AND FEDERAL RULE OF BANKURPTCY PROCEDURE 9019 APPROVING (A) THE SETTLEMENT AGREEMENT WITH UNITIL POWER CORP. AND UNITIL ENERGY SYSTEMS, INC. AND (II) THE SETTLEMENT AGREEMENT WITH FITCHBURG GAS AND ELECTRIC LIGHT COMPANY

Upon consideration of the motion dated November 14, 2003 (the "Motion") of Mirant Corporation and its affiliated debtors, as debtors and debtors-in-possession (collectively, the "Debtors"), for the entry of an order pursuant to sections 105(a) and 365 of chapter 11 of title 11 of the United States Code, 11 U.S.C. §§ 101-1330, as amended (the "Bankruptcy Code"), and Rule 9019(a) of the Federal Rules of Bankruptcy Procedure (the "Bankruptcy Rules"), approving (A) the Settlement Agreement by and between Mirant Americas Energy Marketing, LP, Unitil Power Corp. and Unitil Energy Systems, Inc. in Connection with the Motion of Unitil Power Corp. and Unitil Energy Systems, Inc. for an Order (1) Setting a Deadline by which the Debtor Must Assume or Reject Agreement and (2) Granting Adequate Assurance Pending Assumption or Rejection and (B) the Settlement Agreement by and between Mirant Americas Energy Marketing, LP and Fitchburg Gas and Electric Light Company in Connection with a Dispute Relating to the Calculation of a Termination Payment; and it appearing that the Court has jurisdiction over this matter and the relief requested in accordance with 28 U.S.C. sections 157

and 1334; and it appearing that due notice of the Motion has been provided as set forth in the
ORDER PURSUANT TO 11 U.S.C. §§ 105(a) AND 365 AND FEDERAL RULE OF BANKURPTCY PROCEDURE 9019 APPROVING (A) THE SETTLEMENT AGREEMENT WITH UNITIL POWER CORP. AND UNITIL ENERGY SYSTEMS, INC. AND (II) THE SETTLEMENT AGREEMENT WITH FITCHBURG GAS AND ELECTRIC LIGHT COMPANY

Motion, and that no other or further notice need be provided; and it further appearing that the relief requested in the Motion is in the best interests of the Debtors and their estates and creditors; and upon all of the proceedings heard before the Court; and after due deliberation and sufficient cause appearing therefor, it is

ORDERED that the Motion is granted; and it is further

ORDERED that the Debtors are authorized to enter into, and perform in accordance with, the Unitil Settlement, and are authorized to take any and all actions necessary to effectuate the Unitil Settlement; and it is further

ORDERED that the Debtors are authorized to enter into, and perform in accordance with, the FG&E Settlement, and are authorized to take any and all actions necessary to effectuate the FG&E Settlement; and it is further

ORDERED that the Debtors are authorized to assume the Unitil Agreement in accordance with section 365 of the Bankruptcy Code subject to the terms set forth in the Unitil Settlement; and it is further

ORDERED that the Debtors' right to assign the Unitil Agreement pursuant to section 365 of the Bankruptcy Code are expressly reserved; and it is further

ORDERED that, upon entry of this Order, the Unitil Creditors shall promptly withdraw the Unitil Motion with prejudice; and it is further

ORDERED that this Order is effective immediately upon its entry; and it is further

ORDERED that the Court shall retain sole and exclusive jurisdiction to hear and determine all matters relating to or arising under the Unitil Settlement, the FG&E Settlement and/or this Order.

Dated: Fort Worth, Texas
December 11, 2003



HONORABLE D. MICHAEL LYNN
UNITED STATES BANKRUPTCY JUDGE

**ORDER PURSUANT TO 11 U.S.C. §§ 105(a) AND 365 AND FEDERAL
RULE OF BANKRUPTCY PROCEDURE 9019 APPROVING (A) THE
SETTLEMENT AGREEMENT WITH UNITIL POWER CORP. AND
UNITIL ENERGY SYSTEMS, INC. AND (II) THE SETTLEMENT AGREEMENT
WITH FITCHBURG GAS AND ELECTRIC LIGHT COMPANY**