

Kyung S. Lee
Texas Bar No. 12128400
Jason M. Rudd
Texas Bar No. 24028786
DIAMOND McCARTHY TAYLOR
FINLEY BRYANT & LEE, L.L.P.
909 Fannin, Suite 1500
Houston Texas 77010
Telephone: (713) 333-5100
Facsimile: (713) 333-5195

ATTORNEYS FOR NORTHEAST MARYLAND
WASTE DISPOSAL AUTHORITY

Hearing Date: September 3, 2003
Hearing Time: 9:00 a.m.

**U.S. BANKRUPTCY COURT
NORTHERN DISTRICT OF TEXAS
ENTERED
TAWANA C. MARSHALL, CLERK
THE DATE OF ENTRY IS
ON THE COURT'S DOCKET**

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

In re:	§	Chapter 11 Case
MIRANT CORPORATION, et al.,	§	Case No. 03-46590-DML
	§	
	§	Jointly Administered
Debtors.	§	

**AGREED ORDER GRANTING MOTION OF NORTHEAST MARYLAND
WASTE DISPOSAL AUTHORITY PURSUANT TO
SECTION 362(d) OF THE BANKRUPTCY CODE TO MODIFY THE
AUTOMATIC STAY TO PERMIT USE OF PREPETITION CASH DEPOSIT**

Upon consideration of (i) the Motion of Northeast Maryland Waste Disposal Authority Pursuant to Section 362(d) of the Bankruptcy Code to Modify the Automatic Stay to Permit Use of Prepetition Cash Deposit, (ii) the limited objection of the Debtors filed thereto, (iii) the consent of and acknowledgement by Northeast Maryland Waste Disposal Authority (the "Authority") that no further cash deposit or other collateral shall be sought from the Debtors in connection with the Electricity Sales Agreement (as defined in the Motion, the "ESA") based upon the representation by the Debtors that all post-petition payments due under the ESA will be paid in accordance with the ESA and (iv) the further acknowledgement by the Authority that the Debtors have preserved all rights under Section 365 of the Bankruptcy Code and otherwise with respect to the extent to which the ESA may be an executory contract, and this Court finding that

notice of the Motion was proper and sufficient and that it appearing that no other and further notice need be given and the Court being satisfied that the contents of the Motion are sufficient for purposes of all applicable rules of this Court, and after due deliberation and sufficient cause appearing therefore for the requested relief, it is hereby ORDERED:

1. The Motion is GRANTED such that the Authority may, without the need of further Court order, apply the sum of \$343,236 from the cash deposit held by the Authority to payment of the prepetition balance due and owing to the Authority under the ESA as described in the Motion.

2. The stay of this order under Bankruptcy Rule 4001(a)(3) is waived and the Authority is entitled immediately to apply that portion of the cash deposit described above.

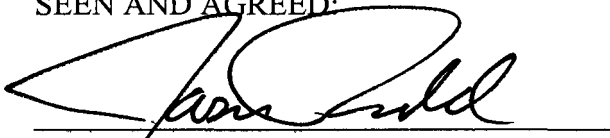
3. The Debtors and the Authority, notwithstanding this Order, reserve all rights with respect to the extent the ESA may be an executory contract and the Debtors particularly reserve all rights regarding the formation of any intention for assumption or rejection of the ESA.

DATED:

SEP 09 2003


United States Bankruptcy Judge

SEEN AND AGREED:



Kyung S. Lee
Texas Bar No. 12128400
Jason M. Rudd
Texas Bar No. 24028786
DIAMOND McCARTHY TAYLOR
FINLEY BRYANT & LEE, L.L.P.
909 Fannin, Suite 1500
Houston, Texas 77010
Telephone: (713) 333-5100
Facsimile: (713) 333-5195

ATTORNEYS FOR NORTHEAST MARYLAND
WASTE DISPOSAL AUTHORITY



Robin Phelan
State Bar No. 15903000
Judith Elkin
State Bar No. 06522200
Ian Peck
State Bar No. 24013306
HAYNES AND BOONE, LLP
901 Main Street
Suite 3100
Dallas, Texas 75202
Telephone: (214) 651-5000

ATTORNEYS FOR DEBTORS

cc: Mark J. Friedman, Esquire
Piper Rudnick LLP
6225 Smith Avenue
Baltimore, Maryland 21209-3600
(410) 580-4153
(410) 580-3001 (fax)

Thomas E. Lauria, Esquire
White & Case LLP
Wachovia Financial Center
200 South Biscayne Boulevard
Miami, Florida 33131
(305) 371-2700
(305) 358-5744 (fax)

Robin Phelan, Esquire
Haynes and Boone, LLP
901 Main Street
Suite 3100
Dallas, Texas 75202
(214) 651-5000
(214) 651-5940 (fax)

Deborah D. Williamson
Cox & Smith Incorporated
112 E. Pecan Street, Suite 1800
San Antonio, Texas 78205
(210) 554-5500

Mark J. Thompson
Simpson Thacher & Bartlett LLP
425 Lexington Avenue
New York, New York 10017
(212) 455-7355

Thomas Rice
Cox & Smith
112 E. Pecan Street, Suite 1800
San Antonio, Texas 78205
(210) 554-5500

UST U.S. Trustee
1100 Commerce Street
Room 976
Dallas, Texas 75242-1011
(214) 767-8967

See Attached Service List