

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
	)	
Debtors.	)	Jointly Administered
	)	

**INTERIM ORDER PURSUANT TO 11 U.S.C. § 327(e)  
AUTHORIZING THE EMPLOYMENT AND RETENTION OF  
HISCOCK & BARCLAY, LLP AS SPECIAL COUNSEL  
FOR THE DEBTORS AS OF MARCH 3, 2004**

Upon consideration the Application for Entry of an Order pursuant to 11 U.S.C. § 327(e) Authorizing the Employment and Retention of Hiscock & Barclay, LLP (“H&B”) as Special Counsel for the Debtors (the “Application”), of Mirant Corporation and its affiliated debtors (collectively, the “Debtors”). The Court finds that it has jurisdiction over this matter pursuant to 28 U.S.C. §§ 157 and 1334. The Court further finds that this is a core proceeding pursuant to 28 U.S.C. § 157. After reviewing the Affidavit of Lawrence A. Zimmerman, a partner of H&B, in support of the Application, a copy of which is annexed as an exhibit to the Application (the “Zimmerman Affidavit”), and the other motions, pleadings, and papers filed in these chapter 11 cases (including the objection of the County of Rockland which has been withdrawn per the representations of counsel on the record), together with the representations on the record, the Court finds that, on an interim basis, (i) the proposed employment of H&B as special counsel to the Debtors is in the best interest of the Debtors and their respective estates, and (ii) H&B and its partners, counsel and associates do not hold or represent an interest adverse to the Debtors or their estates in the matters upon which they are to be engaged such that would

disqualify H&B from the representation of the Debtors as special counsel. The Court further finds that the Application should be **GRANTED** on an interim basis subject to the terms set forth below. IT IS THEREFORE

**ORDERED** that the Application is granted on an interim basis (the "Interim Order"); and it is further

**ORDERED** that pursuant to 11 U.S.C. § 327(e), the Debtors and Debtors-in-Possession are hereby authorized to employ H&B on an interim basis, as of March 3, 2004, to perform the services set forth in the Application and Zimmerman Affidavit; and it is further

**ORDERED** that, within three (3) business days of the entry of this Interim Order, counsel for the Debtors shall serve the Interim Order upon all parties entitled to receive notice of the Application; and it is further

**ORDERED** that H&B shall be compensated in accordance with the procedures set forth in sections 330 and 331 of the Bankruptcy Code and such Bankruptcy Rules as may then be applicable, from time to time, and such other procedures as may be fixed by order of this Court; and it is further

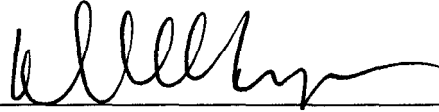
**ORDERED** that to the extent of any conflict between the terms and conditions of the Application and the Interim Order, the terms and conditions of this Interim Order shall govern; and it is further

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**ORDERED** that this Interim Order shall become a Final Order on the twenty-seventh (27<sup>th</sup>) day after entry of this Interim Order without further notice or hearing unless an objection to the Interim Order is timely filed with the Court and served on counsel for the Debtors on or before twenty-six (26) days after entry of the Interim Order.

DATED: April 26, 2004



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HONORABLE D. MICHAEL LYNN  
UNITED STATES BANKRUPTCY JUDGE

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