

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

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

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

**FINAL ORDER AUTHORIZING THE EMPLOYMENT AND
RETENTION OF ERNST & YOUNG LLP AS CONSULTANTS
OF THE DEBTORS RETROACTIVE TO JULY 15, 2003**

Upon consideration of the application (the "Application")¹ of Mirant Corporation and its affiliated debtors in the above-captioned Chapter 11 case (collectively, the "Debtors"), for entry of a final order authorizing the employment and retention of Ernst & Young LLP ("E&Y LLP") as consultants pursuant to 11 U.S.C. §327(a) of the Bankruptcy Code (the "Bankruptcy Code"); and upon consideration of the affidavits of Susan R. Bell, a partner of E&Y LLP (the "Bell Affidavit"), and Stuart B. Gleichenhaus of Ernst & Young Corporate Finance LLC (the "Gleichenhaus Affidavit"); and the Court being satisfied, based upon the representations made in the Application, the Bell Affidavit and the Gleichenhaus Affidavit, that such consultants represent no interest adverse to the Debtors' estates or their creditors with respect to matters upon which they are to be engaged, that they are disinterested persons as that term is defined under section 101(14) of the Bankruptcy Code, as modified by section 1107(b) of the Bankruptcy Code, and that their employment is necessary and in the best interest of the Debtors' estates and their creditors; and upon consideration of the objection filed by the United States Trustee (the "Objection"); and upon a hearing having been held on March 3, 2004; and it appearing that proper and adequate notice has been given and that no other or further notice is

¹ Any capitalized terms not defined herein shall have the meanings given to such terms in the Application.

necessary; and after due deliberation thereon, and good and sufficient cause appearing therefore, it is hereby

ORDERED that the Objection is overruled; and it is further

ORDERED that the Application is granted; and it is further

ORDERED that pursuant to sections 327(a) and 1107(a) of the Bankruptcy Code, and Bankruptcy Rules 2014(a) and 2016, the Debtors are hereby authorized to employ E&Y LLP as its consultants, retroactive to July 15, 2004, to perform the services set forth in the Application; and it is further

ORDERED that, E&Y LLP and its affiliates, directors, officers and employees hereby are deemed to be "Protected Professionals" (as such term is defined in the Protection Orders) who are entitled to protections set forth in the Order Restricting Pursuit of Certain Persons entered on August 6, 2003 and the Order Extending Order Restricting Pursuit of Certain Person entered on September 29, 2003 (collectively, the "Protection Orders"); and its further

ORDERED that E&Y LLP shall be compensated in accordance with the procedures set forth in sections 330 and 331 of the Bankruptcy Code and such Bankruptcy Rules and local rules as may be then applicable, from time to time, and such other procedures as may be fixed by order of this Court; and its if further

ORDERED that to the extent of any conflict between the terms and conditions of the Application and this Order, the terms and conditions of this Order shall govern.

Dated: March 4, 2004



THE HONORABLE D. MICHAEL LYNN
UNITED STATES BANKRUPTCY JUDGE

PREPARED BY:

Robin Phelan
State Bar No. 15903000
HAYNES AND BOONE, LLP
901 Main Street
Suite 3100
Dallas, TX 75202
(214) 651-5000

-and-

Thomas E Lauria
State Bar No. 11998025
WHITE & CASE LLP
Wachovia Financial Center
200 South Biscayne Blvd.
Miami, Florida 33131
(305) 371-2700