

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
 NORTHERN DISTRICT OF TEXAS
 FORT WORTH DIVISION

In re:	:	CHAPTER 11
	:	
MIRANT CORPORATION, <i>et al.</i> ,	:	Case No. 03-46590 (DML)11
	:	Jointly Administered
Debtors.	:	
	:	

CORRECTED
**INTERIM ORDER AUTHORIZING THE RETROACTIVE EXPANDED RETENTION OF
 DELOITTE & TOUCHE LLP AS ADVISORS AND CONSULTANTS
 FOR THE DEBTORS PURSUANT TO 11 U.S.C. §§ 327(a) AND 328(a)**

Upon consideration of the application (the "Application") of Mirant Corporation and its affiliated debtors in the above-captioned cases (collectively, the "Debtors"), for an interim and final order authorizing the retroactive expanded retention by the Debtors of Deloitte & Touche LLP ("Deloitte") as advisors and consultants pursuant to 11 U.S.C. §§ 327(a) and 328(a), as is more fully set forth in the Application and in the Engagement Letters¹ attached to the Application as Exhibits B1 through B3; and upon consideration of the Supplemental Steele Affidavit of Jacien Steele, a partner with Deloitte, attached to the Application as Exhibit C; and the Court having jurisdiction to consider the Application and the relief requested therein in accordance with 28 U.S.C. § 1334; and it appearing that due notice of the Application has been given and that no other or further notice need be given; and the Court having determined that the relief sought in the Application is in the best interests of the Debtors, their creditors, and all parties in interest; and the Court having determined that, as required by 11 U.S.C. § 327(a), Deloitte remains disinterested and does not hold or represent an interest adverse to the estate; and upon the Application and all other related pleadings before the Court; and after due deliberation and sufficient cause appearing therefore, it is hereby

ORDERED that, pursuant to 11 U.S.C. §§ 327(a) and 328(a), and except as may be specified by a final order of this Court (and subject to any order modifying same), the Debtors are authorized to

¹ Capitalized terms not defined herein shall have the meaning ascribed to them in the Application.

expand the retention of Deloitte according to the terms of the Application, effective as of ~~November 17, 2003, December 1, 2003, and December 3, 2003, respectively~~ *the date of this order effective as of February 4, 2004* for the cost-allocation, valuation, and outsourcing services described in the three Engagement Letters; and it is further

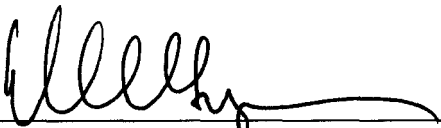
ORDERED that, with respect to such expanded retention, the indemnification provisions set forth in the Engagement Letters are not approved; however, Deloitte shall continue to be afforded any and all protections afforded Protected Professionals and Protected Persons within the Protected Persons Order and the Extended Protected Persons Order; and it is further

ORDERED that Deloitte shall apply for allowance of compensation and reimbursement of expenses in accordance with 11 U.S.C. §§ 330 and 331 with respect to the expanded retention; and it is further

ORDERED that, with respect to the expanded retention, Deloitte shall comply with the procedures set forth in this Court's Administrative Order Establishing Procedures for Interim Compensation and Reimbursement of Chapter 11 Professionals and Committee Members or such other procedures as may be fixed by order of this Court; and it is further

ORDERED that nothing in this Order shall affect any prior order approving the retention of Deloitte in the Debtors' cases, *and this order is without prejudice to Debtors and Deloitte showing good cause (as opposed to negligence, excusable neglect or oversight) for making this order retroactive.*

DATED: **FEB 09 2004**



HONORABLE D. MICHAEL LYNN
UNITED STATES BANKRUPTCY JUDGE

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**ATTORNEYS FOR THE DEBTORS AND
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