

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 )

MIRANT CORPORATION, et al., )

Debtors. )

) Chapter 11 Case

) Case No. 03-46590(DML)11

) Jointly Administered

**INTERIM ORDER PURSUANT TO 11 U.S.C. § 327(e) AUTHORIZING THE  
EMPLOYMENT AND RETENTION OF LATHAM & WATKINS LLP AS  
SPECIAL COUNSEL FOR THE DEBTORS EFFECTIVE AS OF THE PETITION DATE**

Came on for consideration the Application for Entry of an Order pursuant to 11 U.S.C. § 327(e) Authorizing the Employment and Retention of Latham & Watkins, LLP (“Latham Watkins”) 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 Michael Gergen, a partner of Latham Watkins, in support of the Application, a copy of which is annexed as an exhibit to the Application (the “Gergen Affidavit”), and the Affidavit of John Ragan in Support of First Day Motions and Applications sworn to on the 14<sup>th</sup> day of July, 2003, and the other motions, pleadings, and papers filed in these Chapter 11 cases, together with the representations on the record, the Court finds that, on an interim basis, (i) the proposed employment of Latham Watkins as special counsel to the Debtors is in the best interest of the Debtors and their respective estates, and (ii) Latham Watkins 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 Latham Watkins 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 the retention of Latham Watkins as special counsel to the Debtors and Debtors-in-Possession is hereby GRANTED on an interim basis pursuant to 11 U.S.C. § 327(e) for the purposes set forth in the Application and Gergen Affidavit, effective as of July 14, 2003 (the "Petition Date"); 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 Latham Watkins 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 this Interim Order shall be effective from July 14, 2003 through and including the date of the final hearing on the Application; 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

**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: SEP 15 2003

  
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HONORABLE D. MICHAEL LYNN  
UNITED STATES BANKRUPTCY JUDGE

Upon Submission, Please Return to:

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