

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

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

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| 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
 OSLER, HOSKIN & HARCOURT LLP AS SPECIAL COUNSEL
 FOR THE DEBTORS AS OF SEPTEMBER 1, 2003**

Upon consideration the Application for Entry of an Order pursuant to 11 U.S.C. § 327(e) Authorizing the Employment and Retention of Osler, Hoskin & Harcourt LLP (“Osler”) 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 Tristram J. Mallett, a partner of Osler, in support of the Application, a copy of which is annexed as an exhibit to the Application (the “Mallett Affidavit”), 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 Osler as special counsel to the Debtors is in the best interest of the Debtors and their respective estates, and (ii) Osler 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 Osler 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 Osler on an interim basis, as of September 1, 2003, to perform the services set forth in the Application and Mallett 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 Osler 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 September 1, 2003 through and including the earlier of the date of the final hearing on the Application, or the date upon which this Interim Order becomes a Final Order as provided for herein; 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 (27th) 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: February 4, 2004



HONORABLE D. MICHAEL LYNN
UNITED STATES BANKRUPTCY JUDGE

Upon Submission, Please Return to:

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