U.S. BANKMURTCY COURT HORTHERN HIS TRICT OF TEXAS

IN THE UNITED STATES BANKRUPTCY COUNT FOR THE NORTHERN DISTRICT OF TEXMANA C. MARSHALL, CLERK FORT WORTH DIVISION THE DATE OF ENTRY IS ON THE COURT'S DOCKET

In re) Chapter 11 Case
MIRANT CORPORATION, et al.,) Case No. 03-46590-DML) Jointly Administered
Debtors.)

ORDER REGARDING COMPENSATION AND REIMBURSEMENT OF PROFESSIONALS EMPLOYED BY STATUTORY FIDUCIARIES PURSUANT TO SECTION 330 OF THE BANKRUPTCY CODE

Came before the Court for consideration the Final Fee Applications (the "Applications") filed pursuant to 11 U.S.C. § 101 et seq. by various professionals employed by the statutory fiduciaries and named in **Exhibit A** to this order (the "Professionals"). After considering the Applications, the arguments and evidence presented to the Court at the hearing on the Applications (taking judicial notice of the entire record of these jointly administered bankruptcy cases), and for the reasons set forth in the Court's Memorandum Opinion dated November 17, 2006 [Docket No. 14826], the Court finds that the Applications should be granted as provided in **Exhibit A** hereto. It is therefore, hereby

ORDERED that the Applications of the Professionals are GRANTED to the extent provided in **Exhibit A** hereto; and it is further

ORDERED that, to the extent such fees are not included in the amounts set forth on Exhibit A, each Professional shall provide evidence of fees incurred in the preparation and prosecution of its Application and Mirant Corporation, as Disbursing Agent¹ under the Plan, will pay fees incurred up to the amount of \$25,000 per Application as provided in the Scheduling and

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¹ As defined in the Amended And Restated Second Amended Joint Chapter 11 Plan of Reorganization for Mirant Corporation and Its Affiliated Debtors dated December 9, 2005 (attached as Exhibit 1 to the order dated December 9, 2005 [Docket No. 12569], the "Plan")

Procedures Order Governing Compensation Applications dated February 16, 2006 [Docket No. 13235]; and it is further

ORDERED that to the extent any fees or expenses requested in the Applications are not explicitly awarded in this order, those fees and expenses are DENIED; and it is further

ORDERED that the Disbursing Agent hereby is authorized and directed to pay any outstanding and unpaid fees and expenses awarded in this order.

SIGNED: /2///06

Honorable D. Michael Lynn

United States Bankruptcy Judge

EXHIBIT A²

Docket No.	Party Seeking Compensation and/or Expenses	Final Amounts Awarded
13400	White & Case LLP, Counsel to the	Fees: \$80,104,489.50
03/01/2006	Debtors and Debtors-in-Possession	Expenses: \$5,581,271.10
13338	Forshey & Prostok, L.L.P., Special	Fees. \$4,334,542.03
02/28/2006	Conflicts Counsel for the Debtors and Debtors-in-Possession	Expenses: \$242,176.94
13303	KPMG LLP, Accountants and	Fees: \$30,533,034.80
02/25/2006	Auditors for the Debtors and Debtors-In-Possession	Expenses: \$907,831.89
13344	Latham & Watkins, LLP, Special	Fees: \$4,027,406.56
03/01/2006	Counsel for the Debtors and Debtors-In-Possession	Expenses: \$157,959.17
13283	McDermott Will & Emery LLP,	Fees: \$3,458,864.00
02/24/2006	Special Counsel for the Debtors and Debtors	Expenses: \$87,193.19
13353	Skadden, Arps, Slate, Meagher &	Fees: \$1,633,431.50
03/01/2006	Flom LLP, Special Counsel for the Debtors and Debtors-In-Possession	Expenses: \$134,081.18
13301	DLA Piper Rudnick Gray Cary US	Fees: \$1,917,641.54
02/25/2006	LLP, Special Counsel for Debtors and Debtors-In-Possession	Expenses: \$23,076.64
(Amended) 04/24/2006		
13299	Mayer, Brown, Rowe & Maw LLP,	Fees: \$958,898.41
02/25/2006	Special Counsel for Debtors and Debtors-In-Possession	Expenses: \$50,143.55
13302	Couch White, LLP, Special Counsel	Fees: \$2,926,550.32
02/25/2006	for the Debtors and Debtors-In- Possession	Expenses: \$125,279.21

² Exhibit A to Order Regarding Compensation and Reimbursement of Professionals Employed by Statutory Fiduciaries Pursuant to Bankruptcy Code Section 330.

Docket No. Date	Party Seeking Compensation and/or Expenses	Final Amounts Awarded
13257 02/16/2006	McKinsey & Company, Inc. United	Fees: \$6,335,000.00
02/16/2008	States, Management Consultant for the Debtors	Expenses: \$0.00
13698		-
(Supplement) 04/04/2006		
13359	Novack and Macey, LLP, Special Counsel for the Debtors and	Fees: \$3,079,562.28
03/01/2006	Debtors-In-Possession	Expenses: \$433,341.34
12200		F \$7.549.947.07
13298 02/25/2006	CRA International, Inc , Energy Consultants for the Debtors and	Fees: \$7,548,847.97
	Debtors-In-Possession	Expenses: \$954,927.68
13764 (Amended)		
04/14/06		
13265	Alston & Bird LLP, Special Counsel	Fees: \$2,271,263.89
13203	for the Debtors and Debtors In	1003 92,271,203.07
02/02/2006	Possession	Expenses: \$411,327.70
13300	PennEnergy, Inc., Turbine	Fees: \$2,127,265.12
02/25/2006	Marketers and Brokers for the Debtors and Debtors-In-Possession	Expenses: \$0.00
		•
13444	Hiscock & Barclay, LLP Special Counsel for the Debtors and	Fees. \$2,119,049.30
3/07/2006	Debtors-In-Possession	Expenses: \$107,382.97
13393	Charmen & Charles IID	Fees: \$7,213,707.50
15595	Shearman & Sterling LLP, as Attorneys for the Official	rees. \$7,213,707.30
03/01/2006	Committee of Unsecured Creditors	Expenses: \$440,815.75
	of Mirant Corporation	
13387	Capstone Advisory Group, LLC,	Fees: \$7,940,229.50
03/01/2006	Financial Advisors to the Official Committee of Unsecured Creditors	Expenses: \$240,921.74
55, 51, 2000	of Mirant Corporation	2
13398	Andrews Kurth LLP, Co-Counsel to	Fees: \$13,917,860.50
	the Official Committee of	
03/01/2006	Unsecured Creditors of Mirant	Expenses: \$2,107,437.08
	Corporation	

Docket No. Date	Party Secking Compensation and/or Expenses	Final Amounts Awarded
13365 03/01/2006	Simpson Thacher & Bartlett LLP, Attorneys for the Corp. Committee	Fees: \$2,481,607.50
03/01/2006		Expenses: \$162,107.01
13386	PA Consulting Group, Inc., Consultant for the Official	Fees: \$14,740,250.95
03/01/2006	Committee of Unsecured Creditors of Mirant Corporation	Expenses: \$465,254.85
13379 03/01/2006	Cadwalader, Wickersham & Taft LLP, as Attorneys for the Official	Fees: \$12,622,217.00
14123	Committee of Unsecured Creditors of Mirant Americas Generation,	Expenses: \$901,366.24
(Supplement) 06/09/2006	LLC	
13378	Cox Smith Matthews Incorporated, as Attorneys to the Official	Fees: \$1,429,779.00 ³
03/01/2006	Committee of Unsecured Creditors of Mirant Americas Generation,	Expenses: \$395,939.56 ⁴
14118 (Supplement) 06/09/2006	LLC	
13350	Kroll Zolfo Cooper LLC as Forensic	Fees: \$6,303,954.75
03/01/2006	Accounting and Litigation Support Consultants to the Official Committee of Unsecured Creditors of Mirant Americas Generation, LLC	Expenses: \$220,415.29
13391	E3 Consulting, LLC, Energy Consultants for the Official	Fees: \$2,648,520.28
03/01/2006	Committee of Unsecured Creditors of Mirant Americas Generation, LLC	Expenses: \$62,609.86

³ Amount originally included for Cox Smith Matthews Incorporated in Appendix A to the Court's *Memorandum Opinion* dated November 17, 2006 [Docket No. 14826] was incorrect and has been corrected in this order.

⁴ Amount originally included for Cox Smith Matthews Incorporated in Appendix A to the Court's *Memorandum Opinion* dated November 17, 2006 [Docket No. 14826] was incorrect and has been corrected in this order.

	Party Seeking Compensation and/or Expenses	Final Amounts Awarded
13383	Haynes and Boone, LLP, Co-	Fees: \$9,780,766.00
03/01/2006	Counsel for the Debtors and Debtors-In-Possession	Expenses: \$959,644.27
13315	Ernst & Young LLP, Advisors and	Fees: \$9,892,507.00
02/28/2006	Accountants for the Debtors and Debtors-In-Possession	Expenses: \$401,698.00
13251	Heller Ehrman LLP, Special	Fees: \$1,143,149.75
02/16/2006	Counsel for the Debtors	Expenses: \$73,138.36
13362	James M. Donnell, Energy Industry Consultant for the Official	Fees: \$768,000.00 ⁵
03/01/2006	Committee of Unsecured Creditors of Mirant Americas Generation,	Expenses: \$26,386.69
12206	Alvarez & Marsal Tax Advisory	Fees: \$758,920.50
13306	Services, LLP, Tax Advisors for the Debtors and Debtors-in-Possession	Expenses: \$943.21
		000004475
13348	Baker Botts L.L.P., Special Counsel	Fees. \$886,944.75
03/01/2006	for the Debtors and Debtors-in- Possession	Expenses: \$28,496.55
13340	Beveridge & Diamond, P.C., Special	Fees: \$798,902.00
02/28/2006	Counsel for the Debtors and Debtors-in-Possession	Expenses: \$16,925.03
13275	Broniec Associates, Inc., Accounts	Fees: \$514,539.98
02/23/06	Payable Auditors for the Debtors and Debtors-in-Possession	Expenses: \$0.00
13688		
(Amended) 03/31/2006		
13369	Gibson, Dunn & Crutcher LLP, Special Counsel for the Debtors and	Fees: \$449,350.50

⁵ Fees awarded to James M. Donnell have been reduced by \$50,000 as agreed upon in the Stipulation Withdrawing the Limited Objection of the New Mirant Entities to the First and Final Application of James M. Donnell, Energy Industry Consultant for the Official Committee of Unsecured Creditors of Mirant Americas Generation, LLC, for Allowance of Compensation and Reimbursement of Expenses Advanced and Reimbursement of Holdbacks [Docket No. 13779].

Docker No. Date	Party Seeking Compensation and/or Expenses	Final Amounts Awarded
03/01/2006	Debtors-in-Possession	Expenses: \$23,595.94
13370	McKenna Long & Aldridge LLP, Special Litigation Counsel for the	Fees: \$49,755.50
03/01/2006	Debtors and Debtors-ın-Possession	Expenses: \$1,333.13
13286	Mintz, Levin, Cohn, Ferris, Glovsky and Popeo, P.C., Special Counsel for	Fees: \$52,248.50
02/24/2006	the Debtors and Debtors-in- Possession	Expenses: \$769.81
13396	New Energy Associates, LLC, Energy Consultants for Official	Fees: \$491,537.50
03/01/2006	Committee of Unsecured Creditors of Mirant Americas Generation, LLC	Expenses: \$4,491.78
13363	Osler, Hoskin & Harcourt LLP, Special Counsel for the Debtors and	Fees: \$725,000.00
03/01/2006	Debtors-in-Possession	Expenses: \$13,000.00
13252	Paul, Hastings, Janofsky & Walker LLP, Special Counsel for the	Fees: \$783,524.75
02/16/2006	Debtors and Debtors-in-Possession	Expenses: \$58,599.08
13326	PricewaterhouseCoopers LLP, Consultants for the Debtors and	Fees: \$214,463 75
02/28/2006	Debtors-in-Possession	Expenses \$27,044.48
13318	Ryan & Company, Inc., Sales and Use Tax Consultants for the Debtors	Fees: \$478,669.34
02/28/2006	and Debtors-in-Possession	Expenses: \$0.00
13308	Sitrick and Company, Inc., Corporate Communications	Fees: \$731,705.08
02/27/2006	Consultants for the Debtors and Debtors-in-Possession	Expenses: \$73,533.07
13371	William Snyder, Examiner, and Corporate Revitalization Partners,	Fees: \$1,107,403.75
03/01/2006	LLC Financial Advisors for Examiner	Expenses: \$105,506.49

Docket No. Date	Party Seeking Compensation and/or Expenses	Final Amounts Awarded
13374	Underwood, Perkins & Ralston,	Fees. \$37,975.00
03/01/2006	P.C., Supplemental Counsel for William Snyder, Examiner	Expenses: \$2,110.50
13373	Gardere Wynne Sewell LLP, Special	Fees: \$3,041,046.60
03/01/2006	Counsel to the Examiner	Expenses: \$212,028.81
13322	Brown Rudnick Berlack Israels LLP	Fees: \$12,128,131.00
02/28/2006	for the Equity Committee	Expenses: \$3,110,182.49
13364	Hohmann, Taube & Summers, LLP,	Fees: \$372,872.25
03/01/2006 14692(Supplement)	Attorneys for the Equity Committee	Expenses: \$62,652.89
10/12/2006		

EXHIBIT A¹

Docket No.	Party Seeking Compensation	Final Amounts Awarded
Date	and/or Expenses	
13400	White & Case LLP, Counsel to the Debtors and Debtors-in-Possession	Fees: \$80,104,489.50
03/01/2006	D TOTOLO WILL D TOTOLO IN 1 OBBUSION	Expenses: \$5,581,271.10
13338	Forshey & Prostok, L.L.P., Special Conflicts Counsel for the Debtors	Fees: \$4,334,542.03
02/28/2006	and Debtors-in-Possession	Expenses \$242,176.94
13303	KPMG LLP, Accountants and	Fees: \$30,533,034.80
02/25/2006	Auditors for the Debtors and Debtors-In-Possession	Expenses: \$907,831.89
13344	Latham & Watkins, LLP, Special Counsel for the Debtors and	Fees: \$4,027,406.56
03/01/2006	Debtors-In-Possession	Expenses: \$157,959.17
13283	McDermott Will & Emery LLP, Special Counsel for the Debtors and	Fees: \$3,458,864.00
02/24/2006	Debtors	Expenses: \$87,193.19
13353	Skadden, Arps, Slate, Meagher & Flom LLP, Special Counsel for the	Fees: \$1,633,431.50
03/01/2006	Debtors and Debtors-In-Possession	Expenses: \$134,081.18
13301 02/25/2006	DLA Piper Rudnick Gray Cary US LLP, Special Counsel for Debtors	Fees: \$1,917,641.54
	and Debtors-In-Possession	Expenses: \$23,076.64
13803 (Amended)		
04/24/2006		
13299	Mayer, Brown, Rowe & Maw LLP, Special Counsel for Debtors and	Fees: \$958,898.41
02/25/2006	Debtors-In-Possession	Expenses: \$50,143.55
13302	Couch White, LLP, Special Counsel for the Debtors and Debtors-In-	Fees: \$2,926,550.32
02/25/2006	Possession	Expenses: \$125,279.21

¹ Exhibit A to Order Regarding Compensation and Reimbursement of Professionals Employed by Statutory Fiduciaries Pursuant to Bankruptcy Code Section 330

Docket No. Date	Party Seeking Compensation and/or Expenses	Final Amounts Awarded
13257	McKinsey & Company, Inc. United	Fees: \$6,335,000.00
02/16/2006	States, Management Consultant for	Τ ε ε ε ε ε ε ε ε ε ε ε ε ε ε ε ε ε ε ε
10.00	the Debtors	Expenses: \$0 00
13698 (Supplement)		
04/04/2006		
13359	Novack and Macey, LLP, Special	Fees: \$3,079,562.28
	Counsel for the Debtors and	
03/01/2006	Debtors-In-Possession	Expenses: \$433,341.34
13298	CRA International, Inc., Energy	Fees: \$7,548,847.97
02/25/2006	Consultants for the Debtors and	F \$054.007.60
13764	Debtors-In-Possession	Expenses: \$954,927.68
(Amended)		
04/14/06		
13265	Alston & Bird LLP, Special Counsel	Fees: \$2,271,263.89
	for the Debtors and Debtors In	
02/02/2006	Possession	Expenses: \$411,327.70
13300	PennEnergy, Inc., Turbine	Fees: \$2,127,265.12
	Marketers and Brokers for the	
02/25/2006	Debtors and Debtors-In-Possession	Expenses: \$0.00
13444	Hiscock & Barclay, LLP	Fees: \$2,119,049.30 ²
0/05/0007	Special Counsel for the Debtors and	7. 4107.202.07
3/07/2006	Debtors-In-Possession	Expenses: \$107,382.97
13393	Shearman & Sterling LLP, as	Fees: \$7,213,707.50
03/01/2006	Attorneys for the Official Committee of Unsecured Creditors	Expenses: \$440,815.75
03/01/2000	of Mirant Corporation	Expenses. \$440,813.73
13387	Capstone Advisory Group, LLC,	Fees: \$7,940,229.50
	Financial Advisors to the Official	
03/01/2006	Committee of Unsecured Creditors of Mirant Corporation	Expenses: \$240,921.74
13398	Andrews Kurth LLP, Co-Counsel to	Fees: \$13,917,860.50
02/01/2007	the Official Committee of	T #0.109.409.00
03/01/2006	Unsecured Creditors of Mirant Corporation	Expenses: \$2,107,437.08

² Amount originally included for Hiscock & Barclay, LLP in Appendix A to the Court's *Memorandum Opinion* dated November 17, 2006 [Docket No 14826] was incorrect and has been corrected in this order.

Docket No. Date	Party Seeking Compensation and/or Expenses	Final Amounts Awarded
13365	Simpson Thacher & Bartlett LLP, Attorneys for the Corp. Committee	Fees. \$2,481,607.50
03/01/2006	This is the corp. Committee	
		Expenses: \$162,107.01
13386	PA Consulting Group, Inc.,	Fees: \$14,740,250.95
03/01/2006	Consultant for the Official Committee of Unsecured Creditors	Expenses: \$465,254.85
	of Mirant Corporation	
13379	Cadwalader, Wickersham & Taft	Fees: \$12,622,217.00
03/01/2006	LLP, as Attorneys for the Official Committee of Unsecured Creditors	Expenses: \$901,366.24
14123	of Mirant Americas Generation,	
(Supplement) 06/09/2006	LLC	
13378	Cox Smith Matthews Incorporated, as Attorneys to the Official	Fees: \$1,429,779.00 ³
03/01/2006	Committee of Unsecured Creditors	Expenses: \$395,939.56 ⁴
14118	of Mirant Americas Generation,	
(Supplement)	LEC	
06/09/2006		
13350	Kroll Zolfo Cooper LLC as Forensic	Fees: \$6,303,954.75
03/01/2006	Accounting and Litigation Support Consultants to the Official	Expenses: \$220,415.29
	Committee of Unsecured Creditors	•
	of Mirant Americas Generation,	
12221		
13391	E3 Consulting, LLC, Energy Consultants for the Official	Fees: \$2,648,520.28
03/01/2006	Committee of Unsecured Creditors	Expenses: \$62,609.86
	of Mirant Americas Generation, LLC	
13383	Haynes and Boone, LLP, Co-	Fees: \$9,780,766.00
03/01/2006	Counsel for the Debtors and	Expenses: \$959,644.27
03/01/2000	Debtors-In-Possession	Expenses: \$939,044.27
13315	Ernst & Young LLP, Advisors and	Fees: \$9,892,507.00
	Accountants for the Debtors and	

³ Amount originally included for Cox Smith Matthews Incorporated in Appendix A to the Court's *Memorandum Opinion* dated November 17, 2006 [Docket No 14826] was incorrect and has been corrected in this order ⁴ Amount originally included for Cox Smith Matthews Incorporated in Appendix A to the Court's *Memorandum Opinion* dated November 17, 2006 [Docket No. 14826] was incorrect and has been corrected in this order

Docket No.	Party Seeking Compensation and/or Expenses	Final Amounts Awarded
02/28/2006	Debtors-In-Possession	Expenses: \$401,698.00
13251	Heller Ehrman LLP, Special Counsel for the Debtors	Fees: \$1,143,149.75
02/16/2006	- COMMON 101 WAY 200010	Expenses: \$73,138.36
13362	James M. Donnell, Energy Industry Consultant for the Official	Fees: \$768,000.00 ⁵
03/01/2006	Committee of Unsecured Creditors of Mirant Americas Generation, LLC	Expenses: \$26,386.69
13306	Alvarez & Marsal Tax Advisory Services, LLP, Tax Advisors for the	Fees: \$758,920.50
02/27/2006	Debtors and Debtors-in-Possession	Expenses: \$943.21
13348	Baker Botts L.L.P., Special Counsel for the Debtors and Debtors-in-	Fees: \$886,944.75
03/01/2006	Possession	Expenses: \$28,496.55
13340	Beveridge & Diamond, P.C, Special Counsel for the Debtors and	Fees: \$798,902.00
02/28/2006	Debtors-in-Possession	Expenses: \$16,925.03
13275 02/23/06	Broniec Associates, Inc., Accounts Payable Auditors for the Debtors	Fees: \$514,539.98
13688	and Debtors-in-Possession	Expenses: \$0.00
(Amended) 03/31/2006		
13369	Gibson, Dunn & Crutcher LLP,	Fees: \$449,350.50
03/01/2006	Special Counsel for the Debtors and Debtors-in-Possession	Expenses: \$23,595.94
13370	McKenna Long & Aldridge LLP,	Fees: \$49,755.50
03/01/2006	Special Litigation Counsel for the Debtors and Debtors-in-Possession	Expenses: \$1,333.13
13286	Mintz, Levin, Cohn, Ferris, Glovsky	Fees: \$52,248 50
02/24/2006	and Popeo, P.C., Special Counsel for the Debtors and Debtors-in-	Expenses: \$769 81

⁵ Fees awarded to James M. Donnell have been reduced by \$50,000 as agreed upon in the Stipulation Withdrawing the Limited Objection of the New Mirant Entities to the First and Final Application of James M Donnell, Energy Industry Consultant for the Official Committee of Unsecured Creditors of Mirant Americas Generation, LLC, for Allowance of Compensation and Reimbursement of Expenses Advanced and Reimbursement of Holdbacks [Docket No. 13779].

Docket No.	Party Seeking Compensation	: Final Amounts Awarded
Date:	and/or Expenses	
	Possession	
13396	New Energy Associates, LLC,	Fees: \$491,537.50
03/01/2006	Energy Consultants for Official Committee of Unsecured Creditors	Expenses: \$4,491.78
	of Mirant Americas Generation, LLC	
13363	Osler, Hoskin & Harcourt LLP,	Fees: \$725,000.00
03/01/2006	Special Counsel for the Debtors and Debtors-in-Possession	Expenses: \$13,000.00
13252	Paul, Hastings, Janofsky & Walker	Fees: \$783,524.75
02/16/2006	LLP, Special Counsel for the Debtors and Debtors-in-Possession	Expenses: \$58,599.08
13326	PricewaterhouseCoopers LLP,	Fees: \$214,463.75
02/28/2006	Consultants for the Debtors and Debtors-in-Possession	Expenses \$27,044.48
13318	Ryan & Company, Inc., Sales and	Fees: \$478,669.34
02/28/2006	Use Tax Consultants for the Debtors and Debtors-in-Possession	Expenses: \$0.00
13308	Sitrick and Company, Inc.,	Fees: \$731,705.08
02/27/2006	Corporate Communications Consultants for the Debtors and Debtors-in-Possession	Expenses: \$73,533.07
13371	William Snyder, Examiner, and	Fees: \$1,107,403.75
03/01/2006	Corporate Revitalization Partners, LLC Financial Advisors for Examiner	Expenses: \$105,506.49
13374	Underwood, Perkins & Ralston,	Fees: \$37,975.00
	P.C., Supplemental Counsel for	Expenses: \$2,110.50
03/01/2006	William Snyder, Examiner	Expenses: \$2,110.30
13373	Gardere Wynne Sewell LLP, Special Counsel to the Examiner	Fees: \$3,041,046.60
03/01/2006	Comiser to the Eadminer	Expenses: \$212,028.81
13322	Brown Rudnick Berlack Israels LLP	Fees: \$12,128,131.00
02/28/2006	for the Equity Committee	Expenses: \$3,110,182.49

Docket No.	Party Seeking Compensation and/or Expenses	Final Amounts Awarded
13364	Hohmann, Taube & Summers, LLP,	Fees: \$372,872.25
03/01/2006	Attorneys for the Equity Committee	Expenses: \$62,652.89
14692(Supplement) 10/12/2006		