

ENTERED

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

TAWANA C. MARSHALL, CLERK
THE DATE OF ENTRY IS
ON THE COURT'S DOCKET

_____)	
In re)	Chapter 11 Case
MIRANT CORPORATION, <i>et al.</i> ,)	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

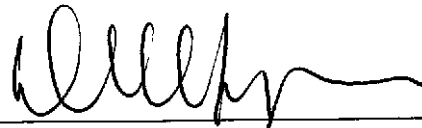
¹ As defined in the *Amended And Restated Second Amended Joint Chapter 11 Plan of Reorganization for Mirant Corporation and Its Affiliated Debtors* dated December 9, 2005 (attached as **Exhibit 1** to the order dated December 9, 2005 [Docket No. 12569], the "Plan")

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: 12/1/06



Honorable D. Michael Lynn
United States Bankruptcy Judge

EXHIBIT A²

Docket No. Date	Party Seeking Compensation and/or Expenses	Final Amounts Awarded
13400 03/01/2006	White & Case LLP, Counsel to the Debtors and Debtors-in-Possession	Fees: \$80,104,489.50 Expenses: \$5,581,271.10
13338 02/28/2006	Forshey & Prostok, L.L.P., Special Conflicts Counsel for the Debtors and Debtors-in-Possession	Fees: \$4,334,542.03 Expenses: \$242,176.94
13303 02/25/2006	KPMG LLP, Accountants and Auditors for the Debtors and Debtors-In-Possession	Fees: \$30,533,034.80 Expenses: \$907,831.89
13344 03/01/2006	Latham & Watkins, LLP, Special Counsel for the Debtors and Debtors-In-Possession	Fees: \$4,027,406.56 Expenses: \$157,959.17
13283 02/24/2006	McDermott Will & Emery LLP, Special Counsel for the Debtors and Debtors	Fees: \$3,458,864.00 Expenses: \$87,193.19
13353 03/01/2006	Skadden, Arps, Slate, Meagher & Flom LLP, Special Counsel for the Debtors and Debtors-In-Possession	Fees: \$1,633,431.50 Expenses: \$134,081.18
13301 02/25/2006 13803 (Amended) 04/24/2006	DLA Piper Rudnick Gray Cary US LLP, Special Counsel for Debtors and Debtors-In-Possession	Fees: \$1,917,641.54 Expenses: \$23,076.64
13299 02/25/2006	Mayer, Brown, Rowe & Maw LLP, Special Counsel for Debtors and Debtors-In-Possession	Fees: \$958,898.41 Expenses: \$50,143.55
13302 02/25/2006	Couch White, LLP, Special Counsel for the Debtors and Debtors-In-Possession	Fees: \$2,926,550.32 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 13698 (Supplement) 04/04/2006	McKinsey & Company, Inc. United States, Management Consultant for the Debtors	Fees: \$6,335,000.00 Expenses: \$0.00
13359 03/01/2006	Novack and Macey, LLP, Special Counsel for the Debtors and Debtors-In-Possession	Fees: \$3,079,562.28 Expenses: \$433,341.34
13298 02/25/2006 13764 (Amended) 04/14/06	CRA International, Inc , Energy Consultants for the Debtors and Debtors-In-Possession	Fees: \$7,548,847.97 Expenses: \$954,927.68
13265 02/02/2006	Alston & Bird LLP, Special Counsel for the Debtors and Debtors In Possession	Fees: \$2,271,263.89 Expenses: \$411,327.70
13300 02/25/2006	PennEnergy, Inc., Turbine Marketers and Brokers for the Debtors and Debtors-In-Possession	Fees: \$2,127,265.12 Expenses: \$0.00
13444 3/07/2006	Hiscock & Barclay, LLP Special Counsel for the Debtors and Debtors-In-Possession	Fees: \$2,119,049.30 Expenses: \$107,382.97
13393 03/01/2006	Shearman & Sterling LLP, as Attorneys for the Official Committee of Unsecured Creditors of Mirant Corporation	Fees: \$7,213,707.50 Expenses: \$440,815.75
13387 03/01/2006	Capstone Advisory Group, LLC, Financial Advisors to the Official Committee of Unsecured Creditors of Mirant Corporation	Fees: \$7,940,229.50 Expenses: \$240,921.74
13398 03/01/2006	Andrews Kurth LLP, Co-Counsel to the Official Committee of Unsecured Creditors of Mirant Corporation	Fees: \$13,917,860.50 Expenses: \$2,107,437.08

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

Docket No. Date	Party Seeking Compensation and/or Expenses	Final Amounts Awarded
13383 03/01/2006	Haynes and Boone, LLP, Co-Counsel for the Debtors and Debtors-In-Possession	Fees: \$9,780,766.00 Expenses: \$959,644.27
13315 02/28/2006	Ernst & Young LLP, Advisors and Accountants for the Debtors and Debtors-In-Possession	Fees: \$9,892,507.00 Expenses: \$401,698.00
13251 02/16/2006	Heller Ehrman LLP, Special Counsel for the Debtors	Fees: \$1,143,149.75 Expenses: \$73,138.36
13362 03/01/2006	James M. Donnell, Energy Industry Consultant for the Official Committee of Unsecured Creditors of Mirant Americas Generation, LLC	Fees: \$768,000.00 ⁵ Expenses: \$26,386.69
13306 02/27/2006	Alvarez & Marsal Tax Advisory Services, LLP, Tax Advisors for the Debtors and Debtors-in-Possession	Fees: \$758,920.50 Expenses: \$943.21
13348 03/01/2006	Baker Botts L.L.P., Special Counsel for the Debtors and Debtors-in-Possession	Fees: \$886,944.75 Expenses: \$28,496.55
13340 02/28/2006	Beveridge & Diamond, P.C., Special Counsel for the Debtors and Debtors-in-Possession	Fees: \$798,902.00 Expenses: \$16,925.03
13275 02/23/06 13688 (Amended) 03/31/2006	Broniec Associates, Inc., Accounts Payable Auditors for the Debtors and Debtors-in-Possession	Fees: \$514,539.98 Expenses: \$0.00
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].

Docket No. Date	Party Seeking Compensation and/or Expenses	Final Amounts Awarded
03/01/2006	Debtors-in-Possession	Expenses: \$23,595.94
13370 03/01/2006	McKenna Long & Aldridge LLP, Special Litigation Counsel for the Debtors and Debtors-in-Possession	Fees: \$49,755.50 Expenses: \$1,333.13
13286 02/24/2006	Mintz, Levin, Cohn, Ferris, Glovsky and Popeo, P C., Special Counsel for the Debtors and Debtors-in- Possession	Fees: \$52,248.50 Expenses: \$769.81
13396 03/01/2006	New Energy Associates, LLC, Energy Consultants for Official Committee of Unsecured Creditors of Mirant Americas Generation, LLC	Fees: \$491,537.50 Expenses: \$4,491.78
13363 03/01/2006	Osler, Hoskin & Harcourt LLP, Special Counsel for the Debtors and Debtors-in-Possession	Fees: \$725,000.00 Expenses: \$13,000.00
13252 02/16/2006	Paul, Hastings, Janofsky & Walker LLP, Special Counsel for the Debtors and Debtors-in-Possession	Fees: \$783,524.75 Expenses: \$58,599.08
13326 02/28/2006	PricewaterhouseCoopers LLP, Consultants for the Debtors and Debtors-in-Possession	Fees: \$214,463.75 Expenses \$27,044.48
13318 02/28/2006	Ryan & Company, Inc., Sales and Use Tax Consultants for the Debtors and Debtors-in-Possession	Fees: \$478,669.34 Expenses: \$0.00
13308 02/27/2006	Sitrick and Company, Inc., Corporate Communications Consultants for the Debtors and Debtors-in-Possession	Fees: \$731,705.08 Expenses: \$73,533.07
13371 03/01/2006	William Snyder, Examiner, and Corporate Revitalization Partners, LLC Financial Advisors for Examiner	Fees: \$1,107,403.75 Expenses: \$105,506.49

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

EXHIBIT A¹

Docket No. Date	Party Seeking Compensation and/or Expenses	Final Amounts Awarded
13400 03/01/2006	White & Case LLP, Counsel to the Debtors and Debtors-in-Possession	Fees: \$80,104,489.50 Expenses: \$5,581,271.10
13338 02/28/2006	Forshey & Prostok, L.L.P., Special Conflicts Counsel for the Debtors and Debtors-in-Possession	Fees: \$4,334,542.03 Expenses: \$242,176.94
13303 02/25/2006	KPMG LLP, Accountants and Auditors for the Debtors and Debtors-In-Possession	Fees: \$30,533,034.80 Expenses: \$907,831.89
13344 03/01/2006	Latham & Watkins, LLP, Special Counsel for the Debtors and Debtors-In-Possession	Fees: \$4,027,406.56 Expenses: \$157,959.17
13283 02/24/2006	McDermott Will & Emery LLP, Special Counsel for the Debtors and Debtors	Fees: \$3,458,864.00 Expenses: \$87,193.19
13353 03/01/2006	Skadden, Arps, Slate, Meagher & Flom LLP, Special Counsel for the Debtors and Debtors-In-Possession	Fees: \$1,633,431.50 Expenses: \$134,081.18
13301 02/25/2006 13803 (Amended) 04/24/2006	DLA Piper Rudnick Gray Cary US LLP, Special Counsel for Debtors and Debtors-In-Possession	Fees: \$1,917,641.54 Expenses: \$23,076.64
13299 02/25/2006	Mayer, Brown, Rowe & Maw LLP, Special Counsel for Debtors and Debtors-In-Possession	Fees: \$958,898.41 Expenses: \$50,143.55
13302 02/25/2006	Couch White, LLP, Special Counsel for the Debtors and Debtors-In-Possession	Fees: \$2,926,550.32 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 02/16/2006 13698 (Supplement) 04/04/2006	McKinsey & Company, Inc. United States, Management Consultant for the Debtors	Fees: \$6,335,000.00 Expenses: \$0 00
13359 03/01/2006	Novack and Macey, LLP, Special Counsel for the Debtors and Debtors-In-Possession	Fees: \$3,079,562.28 Expenses: \$433,341.34
13298 02/25/2006 13764 (Amended) 04/14/06	CRA International, Inc., Energy Consultants for the Debtors and Debtors-In-Possession	Fees: \$7,548,847.97 Expenses: \$954,927.68
13265 02/02/2006	Alston & Bird LLP, Special Counsel for the Debtors and Debtors In Possession	Fees: \$2,271,263.89 Expenses: \$411,327.70
13300 02/25/2006	PennEnergy, Inc., Turbine Marketers and Brokers for the Debtors and Debtors-In-Possession	Fees: \$2,127,265.12 Expenses: \$0.00
13444 3/07/2006	Hiscock & Barclay, LLP Special Counsel for the Debtors and Debtors-In-Possession	Fees: \$2,119,049.30 ² Expenses: \$107,382.97
13393 03/01/2006	Shearman & Sterling LLP, as Attorneys for the Official Committee of Unsecured Creditors of Mirant Corporation	Fees: \$7,213,707.50 Expenses: \$440,815.75
13387 03/01/2006	Capstone Advisory Group, LLC, Financial Advisors to the Official Committee of Unsecured Creditors of Mirant Corporation	Fees: \$7,940,229.50 Expenses: \$240,921.74
13398 03/01/2006	Andrews Kurth LLP, Co-Counsel to the Official Committee of Unsecured Creditors of Mirant Corporation	Fees: \$13,917,860.50 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 03/01/2006	Simpson Thacher & Bartlett LLP, Attorneys for the Corp. Committee	Fees: \$2,481,607.50 Expenses: \$162,107.01
13386 03/01/2006	PA Consulting Group, Inc., Consultant for the Official Committee of Unsecured Creditors of Mirant Corporation	Fees: \$14,740,250.95 Expenses: \$465,254.85
13379 03/01/2006 14123 (Supplement) 06/09/2006	Cadwalader, Wickersham & Taft LLP, as Attorneys for the Official Committee of Unsecured Creditors of Mirant Americas Generation, LLC	Fees: \$12,622,217.00 Expenses: \$901,366.24
13378 03/01/2006 14118 (Supplement) 06/09/2006	Cox Smith Matthews Incorporated, as Attorneys to the Official Committee of Unsecured Creditors of Mirant Americas Generation, LLC	Fees: \$1,429,779.00 ³ Expenses: \$395,939.56 ⁴
13350 03/01/2006	Kroll Zolfo Cooper LLC as Forensic Accounting and Litigation Support Consultants to the Official Committee of Unsecured Creditors of Mirant Americas Generation, LLC	Fees: \$6,303,954.75 Expenses: \$220,415.29
13391 03/01/2006	E3 Consulting, LLC, Energy Consultants for the Official Committee of Unsecured Creditors of Mirant Americas Generation, LLC	Fees: \$2,648,520.28 Expenses: \$62,609.86
13383 03/01/2006	Haynes and Boone, LLP, Co- Counsel for the Debtors and Debtors-In-Possession	Fees: \$9,780,766.00 Expenses: \$959,644.27
13315	Ernst & Young LLP, Advisors and Accountants for the Debtors and	Fees: \$9,892,507.00

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. Date	Party Seeking Compensation and/or Expenses	Final Amounts Awarded
02/28/2006	Debtors-In-Possession	Expenses: \$401,698.00
13251 02/16/2006	Heller Ehrman LLP, Special Counsel for the Debtors	Fees: \$1,143,149.75 Expenses: \$73,138.36
13362 03/01/2006	James M. Donnell, Energy Industry Consultant for the Official Committee of Unsecured Creditors of Mirant Americas Generation, LLC	Fees: \$768,000.00 ⁵ Expenses: \$26,386.69
13306 02/27/2006	Alvarez & Marsal Tax Advisory Services, LLP, Tax Advisors for the Debtors and Debtors-in-Possession	Fees: \$758,920.50 Expenses: \$943.21
13348 03/01/2006	Baker Botts L.L.P., Special Counsel for the Debtors and Debtors-in- Possession	Fees: \$886,944.75 Expenses: \$28,496.55
13340 02/28/2006	Beveridge & Diamond, P.C , Special Counsel for the Debtors and Debtors-in-Possession	Fees: \$798,902.00 Expenses: \$16,925.03
13275 02/23/06 13688 (Amended) 03/31/2006	Broniec Associates, Inc., Accounts Payable Auditors for the Debtors and Debtors-in-Possession	Fees: \$514,539.98 Expenses: \$0.00
13369 03/01/2006	Gibson, Dunn & Crutcher LLP, Special Counsel for the Debtors and Debtors-in-Possession	Fees: \$449,350.50 Expenses: \$23,595.94
13370 03/01/2006	McKenna Long & Aldridge LLP, Special Litigation Counsel for the Debtors and Debtors-in-Possession	Fees: \$49,755.50 Expenses: \$1,333.13
13286 02/24/2006	Mintz, Levin, Cohn, Ferris, Glovsky and Popeo, P.C., Special Counsel for the Debtors and Debtors-in-	Fees: \$52,248 50 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. Date	Party Seeking Compensation and/or Expenses	Final Amounts Awarded
	Possession	
13396 03/01/2006	New Energy Associates, LLC, Energy Consultants for Official Committee of Unsecured Creditors of Mirant Americas Generation, LLC	Fees: \$491,537.50 Expenses: \$4,491.78
13363 03/01/2006	Osler, Hoskin & Harcourt LLP, Special Counsel for the Debtors and Debtors-in-Possession	Fees: \$725,000.00 Expenses: \$13,000.00
13252 02/16/2006	Paul, Hastings, Janofsky & Walker LLP, Special Counsel for the Debtors and Debtors-in-Possession	Fees: \$783,524.75 Expenses: \$58,599.08
13326 02/28/2006	PricewaterhouseCoopers LLP, Consultants for the Debtors and Debtors-in-Possession	Fees: \$214,463.75 Expenses \$27,044.48
13318 02/28/2006	Ryan & Company, Inc., Sales and Use Tax Consultants for the Debtors and Debtors-in-Possession	Fees: \$478,669.34 Expenses: \$0.00
13308 02/27/2006	Sitrick and Company, Inc., Corporate Communications Consultants for the Debtors and Debtors-in-Possession	Fees: \$731,705.08 Expenses: \$73,533.07
13371 03/01/2006	William Snyder, Examiner, and Corporate Revitalization Partners, LLC Financial Advisors for Examiner	Fees: \$1,107,403.75 Expenses: \$105,506.49
13374 03/01/2006	Underwood, Perkins & Ralston, P.C., Supplemental Counsel for William Snyder, Examiner	Fees: \$37,975.00 Expenses: \$2,110.50
13373 03/01/2006	Gardere Wynne Sewell LLP, Special Counsel to the Examiner	Fees: \$3,041,046.60 Expenses: \$212,028.81
13322 02/28/2006	Brown Rudnick Berlack Israels LLP for the Equity Committee	Fees: \$12,128,131.00 Expenses: \$3,110,182.49

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