

UNITED STATES BANKRUPTCY COURT
NORTHERN DISTRICT OF ILLINOIS
Eastern Division

In Re:)
EDISON MISSION ENERGY, et al.,)
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)
)
Debtor(s))

BK No.: 12-49219, et al.

Chapter: 11

**DEBTORS' MOTION TO AUTHORIZE CONTINUED
PERFORMANCE UNDER SPECIAL TRADING CONTRACTS**

Upon the motion (the "Motion") of the above-captioned debtors and debtors in possession (collectively, the "Debtors") for entry of an order (this "Order") authorizing but not directing the Debtors to continue, in the ordinary course of business, the marketing, sale and trading of energy through Special Trading Contracts, all as more fully set forth in the Motion; and upon the First Day Declaration; and the Court having found that the Court has jurisdiction over this matter pursuant to 28 U.S.C. §§ 157 and 1334; and the Court having found that this is a core proceeding pursuant to 28 U.S.C. § 157(b)(2); and the Court having found that venue of this proceeding and the Motion in this district is proper pursuant to 28 U.S.C. §§ 1408 and 1409; and the Court having found that the relief requested in the Motion is in the best interests of the Debtors' estates, their creditors, and other parties in interest; and the Court having found that the Debtors provided appropriate notice of the Motion and the opportunity for a hearing on the Motion under the circumstances; and the Court having reviewed the Motion and having heard the statements in support of the relief requested therein at a hearing before the Court (the "Hearing"); and the Court having determined that the legal and factual bases set forth in the Motion and at the Hearing establish just cause for the relief granted herein; and upon all of the proceedings had before the Court; and after due deliberation and sufficient cause appearing therefor, it is HEREBY ORDERED THAT:

1. The Motion is granted on an interim basis as set forth herein. Capitalized terms used but not otherwise defined herein shall have the meanings ascribed to them in the Motion.
2. The final hearing (the "Final Hearing") on the Motion shall be held on Jan. 16, 2013 at 11:00 a.m. (Central Time). Any objections or responses to entry of a final order shall be filed and served on or before Jan. 9, 2013 at 4:00 p.m. (Central Time).
3. The Debtors are authorized but not directed to continue operating, in the ordinary course of business, under the terms of the Special Trading Contracts.
4. The Debtors are authorized but not directed to pledge collateral for any transactions under the Special Trading Contracts as and when necessary and appropriate in the ordinary course under the Special Trading Contracts. The Debtors are authorized to extend intercompany loans or make additional capital contributions to EMMT as the Debtors deem necessary and appropriate.
5. In accordance with this Order and any other order of this Court, each of the financial institutions at which the Debtors maintain their accounts relating to the payment of the obligations described in the Motion is directed to receive, process, honor, and pay any and all checks, drafts, wire transfers, and

automated clearing house transfers issued, whether before or after the Petition Date, for payment of obligations described in the Motion to the extent that sufficient funds are on deposit in such amounts.

6. All postpetition payments from a Debtor to another Debtor are hereby accorded superpriority administrative expense status and shall have priority over any administrative claims that arise under section 503(b) of the Bankruptcy Code in accordance with the Court's order approving continued use of the Debtors' cash management system.

7. Notwithstanding anything contained in the Motion, the relief granted in this Order, and any actions taken pursuant to such relief, the Debtors shall reserve: (a) all rights to object to a claim or assertion by any party that any of the Special Trading Contracts are governed by section 546, 555, 556, and/or 559 of the Bankruptcy Code or that such provisions in any way apply to any of the Special Trading Contracts; and (b) all rights (including, without limitation, any right of setoff or recoupment), claims, counterclaims, and defenses in any way relating to the Special Trading Contracts and/or the Trading Counterparties.

8. The Debtors are authorized to take all actions necessary to effectuate the relief granted pursuant to this Order in accordance with the Motion.

9. The requirements set forth in Bankruptcy Rule 6003(b) are satisfied by the contents of the Motion.
10. Notice of the Motion as provided therein shall be deemed good and sufficient notice of such Motion and the requirements of Bankruptcy Rule 6004(a) and the Local Rules of the United States Bankruptcy Court for the Northern District of Illinois are satisfied by such notice.

11. Notwithstanding Bankruptcy Rule 6004(h), the terms and conditions of this Order shall be immediately effective and enforceable upon its entry.

12. Notwithstanding the relief granted in this Order and any actions taken pursuant to such relief, nothing in this Order shall be deemed: (a) an admission as to the validity of any claim against a Debtor entity; (b) a waiver of the Debtors' right to dispute any claim on any grounds; (c) a promise or requirement to pay any claim; (d) an implication or admission that any particular claim is of a type specified or defined in this Order or the Motion; (e) a request or authorization to assume any agreement, contract, or lease pursuant to section 365 of the Bankruptcy Code; or (f) a waiver of the Debtors' rights under the Bankruptcy Code or any other applicable law.

13. The Court retains jurisdiction with respect to all matters arising from or related to the implementation of this Order.

Enter:

Jacqueline P. Cox
J. Cox

United States Bankruptcy Judge

Dated: DEC 18 2012

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