

UNITED STATES BANKRUPTCY COURT
NORTHERN DISTRICT OF ILLINOIS
EASTERN DIVISION

In re:)	
)	Chapter 11
EDISON MISSION ENERGY, <u>et al.</u> , ¹)	Case No. 12-49219 (JPC)
)	
Debtors.)	(Jointly Administered)
)	
)	Re: Docket No. 1375

ORDER APPROVING EXIT PLAN

Upon the *Debtors’ Motion to Approve (I) Entry into Plan Sponsor Agreement, (II) Sponsor Protections, and (III) Related Relief* [Docket No. 1375] (the “Motion”)² of the above-captioned debtors and debtors in possession (collectively, the “Debtors”); all as more fully set forth in the Motion; and upon 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

¹ The Debtors in these chapter 11 cases, along with the last four digits of each Debtor’s federal tax identification number, include: Edison Mission Energy (1807); Camino Energy Company (2601); Chestnut Ridge Energy Company (6590); Edison Mission Finance Co. (9202); Edison Mission Energy Fuel Services, LLC (4630); Edison Mission Fuel Resources, Inc. (3014); Edison Mission Fuel Transportation, Inc. (3012); Edison Mission Holdings Co. (6940); Edison Mission Midwest Holdings Co. (6553); EME Homer City Generation L.P. (6938); Homer City Property Holdings, Inc. (1685); Midwest Finance Corp. (9350); Midwest Generation EME, LLC (1760); Midwest Generation, LLC (8558); Midwest Generation Procurement Services, LLC (2634); Midwest Peaker Holdings, Inc. (5282); Mission Energy Westside, Inc. (0657); San Joaquin Energy Company (1346); Southern Sierra Energy Company (6754); and Western Sierra Energy Company (1447). The location of parent Debtor Edison Mission Energy’s corporate headquarters and the Debtors’ service address is: 3 MacArthur Place, Suite 100, Santa Ana, California 92707.

² Capitalized terms used but not otherwise defined herein shall have the meanings ascribed to them in the Motion.

Motion under the circumstances; and the Court having reviewed the Motion, the Woehrn Declaration, the limited objection [Docket No. 1397] filed by the United States Trustee for the Northern District of Illinois, the *Debtors' Reply to the Limited Objection of the United States Trustee to Debtors' Motion to Approve (I) Entry into Plan Sponsor Agreement, (II) Sponsor Protections, and (III) Related Relief* [Docket No. 1403], the *Declaration of Frederic I. Brace in Support of Debtors' Reply to the United States Trustee's Objection to the Debtors' Motion to Approve (I) Entry into Plan Sponsor Agreement, (II) Sponsor Protections, and (III) Related Relief* [Docket No. 1404], the *Declaration of Todd McGovern in Support of Debtors' Reply to the United States Trustee's Objection to the Debtors' Motion to Approve (I) Entry into Plan Sponsor Agreement, (II) Sponsor Protections, and (III) Related Relief* [Docket No. 1405], and the *Supplement to Debtors' Motion to Approve (I) Entry into Plan Sponsor Agreement, (II) Sponsor Protections, and (III) Related Relief, With Respect to Exit Plan* [Docket No. 1415]; the *Objection of the United States Trustee to Supplement to Debtors' Motion to Approve (I) Entry Into Plan Sponsor Agreement, (II) Sponsor Protections, and (III) Related Relief* [Docket No. 1503]; the *Debtors' Reply to United States Trustee's Objection to Exit Plan Compensation Program* [Docket No. 1522] (the "Reply"); and the Court having heard the statements in support of the relief requested therein at the preliminary hearing before the Court on October 24, 2013 (the "Preliminary Hearing") and at the final hearing before the Court on November 6, 2013 (the "Final Hearing," and collectively with the Preliminary Hearing, the "Hearings"); and the Court having entered the *Order Approving (I) Entry into Plan Sponsor Agreement, (II) Sponsor Protections, and (III) Related Relief* [Docket No. 1424] granting the Motion in part and scheduling final consideration of the Exit Plan to the Final Hearing; and the Court having determined that the legal and factual bases set forth in the pleadings filed to the docket and at the

Hearings 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 FOUND AND ORDERED THAT:

1. The Exit Plan is approved, and the Debtors are authorized to implement the Exit Plan, as provided herein. Capitalized terms used but not defined herein shall have the meanings ascribed to them in the Motion and the Supplement, as applicable.


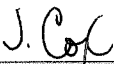
2. To the extent the Compensation Committee amends the list of Pool B Participants pursuant to the terms of the Exit Plan, the Debtors shall provide the U.S. Trustee, the official committee of unsecured creditors, and the ad hoc group of unsecured noteholders with notice of any such amendment, including similar information for any new Pool B Participant(s) that is reflected on Exhibit A to the Reply.

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

4. The terms and conditions of this Order shall be immediately effective and enforceable upon its entry.

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

Chicago, Illinois
Date: Nov. 6, 2013



United States Bankruptcy Judge