

**UNITED STATES BANKRUPTCY COURT
NORTHERN DISTRICT OF ILLINOIS
EASTERN DIVISION**

In re:)
EDISON MISSION ENERGY, *et al.*,¹) Chapter 11
Debtors.) Case No. 12-[_____] (____)
) (Joint Administration Requested)
)

NOTICE OF MOTION

PLEASE TAKE NOTICE that on December 17, 2012, the above-captioned debtors and debtors in possession (collectively, the “Debtors”) filed the *Debtors’ Motion to Approve Notification and Hearing Procedures for Transfers of, or Claims of Worthlessness with Respect to, Certain Equity Securities* (the “Motion”).

PLEASE TAKE FURTHER NOTICE that the Debtors have requested a hearing on the Motion on Monday, December 17, 2012, at a time to be determined before the Honorable [_____] or any other judge who may be sitting in [his/her] place and stead, in Courtroom [___] in the United States Courthouse, 219 South Dearborn Street, Chicago, Illinois, at which time you may appear if you deem fit.

PLEASE TAKE FURTHER NOTICE that the hearing date and time once determined as well as copies of all documents are available free of charge by visiting the case website maintained by GCG, Inc. proposed notice and claims agent for these chapter 11 cases, available at www.edisonmissionrestructuring.com or by calling (866) 241-6491. You may also obtain copies of any pleadings by visiting the Court’s website at www.ilnb.uscourts.gov in accordance with the procedures and fees set forth therein.

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 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); 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.

Dated: December 17, 2012

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UNITED STATES BANKRUPTCY COURT
NORTHERN DISTRICT OF ILLINOIS
EASTERN DIVISION

)	
In re:	)	Chapter 11
)	
EDISON MISSION ENERGY, <i>et al.</i> , ¹	)	Case No. 12-[_____] (____)
)	
Debtors.	)	(Joint Administration Requested)
)	

DEBTORS’ MOTION TO APPROVE NOTIFICATION AND HEARING PROCEDURES FOR TRANSFERS OF, OR CLAIMS OF WORTHLESSNESS WITH RESPECT TO, CERTAIN EQUITY SECURITIES

The above-captioned debtors and debtors in possession (collectively, the “Debtors”) state as follows in support of this motion (this “Motion”):²

Relief Requested

1. By this Motion, the Debtors request entry of interim and final orders, substantially in the forms attached hereto as **Exhibit A** and **Exhibit B** (the “Interim Order” and the “Final Order,” respectively), (a) approving the notification and hearing procedures regarding the transfer of, or declarations of worthlessness for federal or state tax purposes with respect to, equity securities in Edison Mission Energy (“EME”), Mission Energy Holding Company

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 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); 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 The facts and circumstances supporting this Motion are set forth in the *Declaration of Maria Rigatti, Senior Vice President and Chief Financial Officer of Edison Mission Energy, in Support of Chapter 11 Petitions and First Day Pleadings* (the “First Day Declaration”), filed contemporaneously herewith.

(“MEHC”), or Edison Mission Group Inc. (“EMG”, and, together with EME and MEHC, each, a “Restricted Entity”), or of any Beneficial Ownership (as defined below) of such entities (for each EME, MEHC, and EMG, as applicable, the “Common Stock,” and, with respect to the Common Stock collectively, the “Equity Securities”) that must be complied with before transfers of such securities or declarations of worthlessness become effective, (b) ordering that any purchase, sale, or other transfer of, or declaration of worthlessness with respect to, the Equity Securities in violation of the procedures set forth below is enjoined and void ab initio, and (c) scheduling a final hearing (the “Final Hearing”) on this Motion.

Jurisdiction

2. The United States Bankruptcy Court for the Northern District of Illinois (the “Court”) has jurisdiction over this matter pursuant to 28 U.S.C. §§ 157 and 1334. This matter is a core proceeding within the meaning of 28 U.S.C. § 157(b)(2).

3. Venue is proper pursuant to 28 U.S.C. §§ 1408 and 1409.

4. The statutory bases for the relief requested herein are sections 105, 362, and 541 of title 11 of the United States Code (the “Bankruptcy Code”), sections 39, 59, 172, 382, 383, and 904 of title 26 of the United States Code (the “Internal Revenue Code” or the “IRC”), and rules 3002 and 9014 of the Federal Rules of Bankruptcy Procedure (the “Bankruptcy Rules”).

Background

5. EME, together with its Debtor and non-Debtor affiliates, is a leading independent power producing enterprise specializing in developing, operating, and selling energy and capacity from over 40 generating facilities in 12 states and the Republic of Turkey. The Debtors have approximately 950 employees and maintain headquarters in Chicago, Illinois and Santa Ana, California.

6. On the date hereof (the “Petition Date”), each of the Debtors filed a petition with this Court under chapter 11 of the Bankruptcy Code. The Debtors continue to operate their businesses and manage their properties as debtors in possession pursuant to sections 1107(a) and 1108 of the Bankruptcy Code. Concurrently with the filing of this Motion, the Debtors requested procedural consolidation and joint administration of these chapter 11 cases pursuant to Bankruptcy Rule 1015(b). No party has requested the appointment of a trustee or examiner in these chapter 11 cases, and no committees have been appointed or designated.

The Debtors’ Net Operating Losses and Tax Credits

7. The Debtors have incurred, and are currently incurring, significant net operating losses (the “NOLs”) in an amount of approximately \$2.4 billion as of the Petition Date, which translates to potential tax savings of approximately \$950 million. The NOLs consist of losses generated in any given or prior tax year and can be “carried forward” to up to 20 subsequent tax years to offset the Debtors’ future taxable income, thereby reducing future aggregate tax obligations. See 26 U.S.C. § 172. The NOLs also may be utilized to offset taxable income generated by transactions completed during these chapter 11 cases.

8. The Debtors have also generated significant tax credits (the “Tax Credits” and, together with the NOLs, the “Tax Attributes”) in an amount of approximately \$230 million as of the Petition Date, which translates to potential tax savings of approximately \$230 million. The Tax Credits are production tax credits (the “PTCs”) earned through the Debtors’ generation of renewable energy, primarily through the Debtors’ wind projects. The PTCs are generated during the first ten years of a project’s life and the amount is based on the annual electrical output actually supplied by a project. The Tax Credits can be carried forward up to 20 subsequent tax years to offset future tax liabilities. See 26 U.S.C. § 39.

9. The relief sought in this Motion will protect and preserve the Tax Attributes ultimately benefitting all stakeholders. Conversely, loss of the Tax Attributes will cause substantial deterioration of value, harming the Debtors' estates and significantly reducing the ultimate payout to the Debtors' stakeholders. Failure to obtain the relief sought in this Motion will greatly increase the risk that the Debtors will be unable to make use of the Tax Attributes.

10. In particular, unrestricted transfers of the Equity Securities could adversely affect the Debtors' ability to take advantage of the Tax Attributes if (a) too many 5 percent or greater blocks of the Equity Securities are created, or (b) too many shares are added to or sold from such blocks such that, together with previous trading by 5 percent shareholders during the preceding three-year period, an ownership change within the meaning of section 382 of the IRC may be triggered prior to emergence and outside the context of a confirmed chapter 11 plan. Likewise, if a 50 percent or greater shareholder were, for federal or state tax purposes, to treat its Equity Securities as having become worthless prior to the Debtors emerging from chapter 11 protection, such a claim could trigger an ownership change under section 382(g)(4)(D) of the IRC, thereby adversely affecting the Debtors' ability to utilize the Tax Attributes.

11. The Tax Attributes are substantial and any loss of such tax benefits, including during the first month of these chapter 11 cases, could cause significant and irreparable damage to the Debtors' estates and stakeholders. Indeed, the relief requested herein is critical for maximizing estate value and will help to ensure a meaningful recovery for creditors. If no restrictions on transfers or worthlessness deductions are imposed by this Court, such transfers or deductions could severely limit or even eliminate the Debtors' ability to use the Tax Attributes (including the NOLs)—a valuable asset of the Debtors' estates—which could lead to significant

negative consequences for the Debtors, their estates, the Debtors' stakeholders, and the overall reorganization process.

12. Notably, the Debtors have limited the relief requested herein to the extent necessary to preserve estate value. Specifically: (a) as to stock transfers, the proposed Interim and Final Orders will affect only holders of the equivalent of 4.5 percent or more of outstanding Common Stock of a Restricted Entity, and parties who are interested in purchasing sufficient Equity Securities to result in such party becoming a holder of the equivalent of at least 4.5 percent or more of issued and outstanding Common Stock of a Restricted Entity; and (b) as to worthless stock deductions, the proposed Interim and Final Orders will affect only holders of the equivalent of 50 percent or more of the Common Stock of a Restricted Entity.

13. To preserve to the fullest extent possible the flexibility to craft a chapter 11 plan that maximizes the use of the Tax Attributes and enhances recoveries for the Debtors' stakeholders, the Debtors seek limited relief that will enable them to closely monitor certain transfers of, or declarations of worthlessness with respect to, the Equity Securities so as to be in a position to act expeditiously to prevent such transfers or declarations, if necessary, from adversely impacting the Debtors' ability to make use of the Tax Attributes.

Proposed Procedures for Transfers of the Common Stock

14. By establishing procedures for continuously monitoring the transfers of the Common Stock, the Debtors can preserve their ability to seek substantive relief at the appropriate time, particularly if it appears that additional transfers may jeopardize their use of the Tax Attributes. Accordingly, the Debtors request that this Court enter an order establishing the following procedures:

- a. Any entity (as defined in section 101(15) of the Bankruptcy Code) who currently is or becomes a Substantial Shareholder (as such term is defined in paragraph (e) below) must file with the Court, and serve upon counsel

to the Debtors, a declaration of such status, substantially in the form of **Exhibit 1** annexed to **Exhibit A** attached hereto, on or before the later of (i) 30 days after the date of the Notice of Order (as defined herein), or (ii) ten days after becoming a Substantial Shareholder.

- b. Prior to effectuating any transfer of Beneficial Ownership (as defined herein) of the Common Stock that would result in an increase in the amount of the Common Stock of which a Substantial Shareholder has Beneficial Ownership or would result in an entity becoming a Substantial Shareholder, such Substantial Shareholder or potential Substantial Shareholder must file with the Court, and serve upon counsel to the Debtors and counsel to the ad hoc committee of certain holders of the Debtors' senior unsecured notes, Ropes & Gray LLP, Prudential Tower, 1211 Avenue of the Americas, New York, New York 10036-8704 Attn.: Keith H. Wofford ("**Bond Counsel**"), an advance written declaration of the intended transfer of the Common Stock in the form of **Exhibit 2** annexed to **Exhibit A** attached hereto (each, a "**Declaration of Intent to Accumulate Common Stock**").
- c. Prior to effectuating any transfer of Beneficial Ownership of the Common Stock that would result in a decrease in the amount of the Common Stock of which a Substantial Shareholder has Beneficial Ownership or would result in an entity ceasing to be a Substantial Shareholder, such Substantial Shareholder or potential Substantial Shareholder must file with the Court, and serve upon counsel to the Debtors and Bond Counsel, an advance written declaration of the intended transfer of the Common Stock in the form of **Exhibit 3** annexed to **Exhibit A** attached hereto (each, a "**Declaration of Intent to Transfer Common Stock**" and, together with a Declaration of Intent to Accumulate Common Stock, each, a "**Declaration of Proposed Transfer**").
- d. The Debtors and Bond Counsel shall have 30 calendar days after receipt of a Declaration of Proposed Transfer to file with the Court and serve on such Substantial Shareholder an objection to any proposed transfer of Beneficial Ownership of the Common Stock described in the Declaration of Proposed Transfer on the grounds that such transfer might adversely impact the Debtors' ability to utilize the Tax Attributes. If the Debtors or Bond Counsel file an objection, such transaction remains ineffective pending a ruling on the objection and thereafter in accordance with the ruling and applicable appellate rules and procedures. If neither the Debtors nor Bond Counsel object within such 30-day period, such transaction could proceed solely as set forth in the Declaration of Proposed Transfer after the expiration of the 30-day period. Further transactions within the scope of this paragraph must be the subject of additional notices in accordance with the procedures set forth herein, with an additional 30-day waiting period for each Declaration of Proposed

Transfer. Any purchase, sale, or other transfer of the Equity Securities in violation of these procedures is enjoined and void ab initio.

- e. For purposes of these procedures: (i) a “Substantial Shareholder” is any entity that has Beneficial Ownership of at least 4.5 percent of all issued and outstanding Common Stock of a Restricted Entity; (ii) “Beneficial Ownership” shall be determined in accordance with the applicable rules of section 382 of the IRC and the Treasury Regulations thereunder and includes direct and indirect ownership (e.g., a holding company would be considered to beneficially own all shares owned or acquired by its subsidiaries and a partner in a partnership would be considered to own its proportionate share of any equity securities owned by such partnership), ownership by such holder’s family members and entities acting in concert with such holder to make a coordinated acquisition of equity securities and ownership of equity securities that such holder has an Option to acquire; and (iii) an “Option” to acquire stock includes any contingent purchase, warrant, convertible debt, put, call, stock subject to risk of forfeiture, contract to acquire stock or similar interest, regardless of whether it is contingent or otherwise not currently exercisable.

Proposed Procedures for Claiming a Worthless Stock Deduction

15. The Debtors also request that the Court enter an order restricting the ability of shareholders that own or have owned 50 percent or more, by value, of the Common Stock of a Restricted Entity to claim a deduction for the worthlessness of those securities on their federal or state tax returns for a tax year ending before the Debtors emerge from chapter 11 protection. Under section 382(g)(4)(D) of the IRC, any securities held by such a shareholder are treated as though they were transferred if such shareholder claims a worthlessness deduction with respect to such securities. It is therefore essential that shareholders that own or have owned 50 percent or more of the Common Stock of a Restricted Entity defer claiming such worthlessness deduction until after the Debtors have emerged from bankruptcy.

16. By restricting 50 percent shareholders from claiming a worthlessness deduction prior to the Debtors’ emergence from chapter 11 protection, the Debtors can preserve their ability to seek substantive relief to use the Tax Attributes at a later date. Accordingly, the Debtors request that the Court enter an order establishing the following procedures:

- a. Any person or entity that currently is or becomes a 50 Percent Shareholder (as such term is defined in paragraph (d) below) must file with the Court, and serve upon counsel to the Debtors, a notice of such status, in the form of Exhibit 4 annexed to Exhibit A attached hereto, on or before the later of (i) 30 days after the date of entry of the Order, or (ii) ten days after becoming a 50 Percent Shareholder.
- b. Prior to filing any federal or state tax return, or any amendment to such a return, claiming any deduction for worthlessness of the Common Stock with respect to Beneficial Ownership, for a tax year ending before the Debtors' emergence from chapter 11 protection, such 50 Percent Shareholder must file with the Court, and serve upon counsel to the Debtors and Bond Counsel, an advance written notice in the form of Exhibit 5 annexed to Exhibit A attached hereto (a "Declaration of Intent to Claim a Worthless Stock Deduction"), of the intended claim of worthlessness.
- c. The Debtors and Bond Counsel will have 30 calendar days after receipt of a Declaration of Intent to Claim a Worthless Stock Deduction to file with the Court and serve on such 50 Percent Shareholder an objection to any proposed claim of worthlessness described in the Declaration of Intent to Claim a Worthless Stock Deduction on the grounds that such claim might adversely affect the Debtors' ability to utilize the Tax Attributes. If the Debtors or Bond Counsel file an objection, the filing of the return with such claim remains ineffective pending a ruling on the objection and thereafter in accordance with the ruling and applicable appellate rules and procedures. If neither the Debtors nor Bond Counsel object within such 30-day period, the filing of the return with such claim would be permitted as set forth in the Declaration of Intent to Claim a Worthless Stock Deduction after the expiration of the 30-day period. Additional returns within the scope of this paragraph must be the subject of additional notices as set forth herein, with an additional 30-day waiting period. Any declaration of worthlessness with respect to the Equity Securities in violation of these procedures is enjoined and void ab initio.
- d. For purposes of these procedures: (i) a "50 Percent Shareholder" is any entity that at any time within such entity's last three taxable years has had Beneficial Ownership of 50 percent or more of the Common Stock in a Restricted Entity; (ii) "Beneficial Ownership" shall be determined in accordance with section 382 of the IRC and the Treasury Regulations thereunder and includes direct and indirect ownership (e.g., a holding company would be considered to beneficially own all shares owned or acquired by its subsidiaries and a partner in a partnership would be considered to own its proportionate share of any equity securities owned by such partnership), ownership by such holder's family members and entities acting in concert with such holder to make a coordinated acquisition of equity securities and ownership of equity securities that

such holder has an Option to acquire; and (iii) an “Option” to acquire equity securities includes any contingent purchase, warrant, put, call, stock subject to risk of forfeiture, contract to acquire stock or similar interest, regardless of whether it is contingent or otherwise not currently exercisable.

Notice Provisions of the Proposed Interim and Final Orders

17. No later than two business days following entry of the Interim Order, the Debtors shall serve by first class mail, postage prepaid a notice in substantially the form of **Exhibit 6** annexed to **Exhibit A** attached hereto (the “Notice of Order”) to: (a) the Office of the United States Trustee for the Northern District of Illinois; (b) the entities listed on the Consolidated List of Creditors Holding the 30 Largest Unsecured Claims; (c) the United States Securities and Exchange Commission; (d) the Internal Revenue Service; and (e) all registered holders of the Equity Securities. Additionally, no later than two business days following entry of the Final Order, the Debtors shall serve a Notice of Order modified to reflect that the Final Order has been entered (as modified, the “Notice of Final Order”) to the same entities that received the interim Notice of Order.

18. All registered holders shall be required to serve the Notice of Order or Notice of Final Order, as applicable, on any holder for whose benefit such registered holder holds such Common Stock in excess of 4.5 percent of issued and outstanding Common Stock of a Restricted Entity and so on down the chain of ownership for all such holders of the Common Stock in excess of such amounts.

19. Any entity or broker or agent acting on such entity’s behalf who sells in excess of 4.5 percent of issued and outstanding Common Stock of a Restricted Entity to another entity shall be required to serve a copy of the Notice of Order or Notice of Final Order, as applicable, on such purchaser of such Common Stock or any broker or agent acting on such purchaser’s behalf.

20. Entry of an order on an interim basis pending this Court's entry of a Final Order will allow parties in interest to file an objection pursuant to the procedures set forth in the Interim Order and seek to be heard with respect to this Motion, if necessary. If no objections are timely filed (or if any such timely filed objections are withdrawn before a hearing), the Debtors request that the Court enter the Final Order at the Final Hearing. If the Court enters the Final Order, the Debtors shall serve the Notice of Final Order.

The Debtors' Right to Waive

21. With respect to the procedures set forth above, the Debtors request that the Court permit the Debtors to waive, in writing, and in consultation with Bond Counsel, any and all restrictions, stays, and notification procedures contained in this Motion or in any order entered with respect hereto.

Basis for Relief

I. The Debtors' Tax Attributes are Significant and Valuable.

22. As of the Petition Date, the Debtors had NOLs of approximately \$2.4 billion and Tax Credits of approximately \$230 million. Based on a combined federal and state income tax rate of approximately 40 percent, the Tax Attributes could translate into a potential future tax savings of approximately \$1.2 billion. Failure to preserve the Tax Attributes could thus cause the Debtors' estates to suffer a significant tax liability to the detriment of stakeholder interests.

23. Sections 39(a), 59(e), 172(b), and 904(c) of the IRC permit corporations to carry forward Tax Attributes to offset future taxable income and tax liabilities, thereby significantly improving such corporations' liquidity in the future. Thus, the Tax Attributes are a valuable asset of the Debtors' estates that will facilitate the Debtors' successful reorganization and serve to improve creditor recoveries.

24. The Debtors' ability to use the Tax Attributes, however, could be limited severely under sections 382 and 383 of the IRC (without the relief requested herein) as a result of transfers and accumulation of the Equity Securities, or claims of worthlessness with respect to same, prior to the consummation of a chapter 11 plan. Given the significant benefit to the Debtors' estates of preserving the Tax Attributes, the Debtors believe that cause exists to grant the relief requested immediately, on an interim basis pending this Court's entry of a Final Order, and that such relief is in the best interests of the estates.

II. The NOLs and the Tax Credits Are Property of the Debtor's Estate and Are Entitled to Court Protection.

25. MEHC is the sole owner of the Common Stock of EME. In connection with this Motion, MEHC, along with its direct parent, EMG, and its indirect parent, Edison International (collectively, "EIX") have consented to the injunction and the notice and hearing procedures set forth in this Motion and the Interim and Final Orders. EIX and the Debtors have agreed that all other rights are reserved with respect to the legal positions or factual statements set forth in this Motion, including whether the NOLs and the Tax Credits are property of the Debtors' estates and the scope and applicability of sections 362, 541, or 549 of the Bankruptcy Code to the use of the Tax Attributes or the taking of a worthless stock deduction. This agreement is set forth in the Interim and Final Orders.

A. The NOLs are Valuable Estate Property.

26. Courts have uniformly held that a debtor's net operating losses constitute property of the estate under section 541 of the Bankruptcy Code and, as such, courts have the authority to implement certain protective measures to preserve the net operating losses. The seminal case articulating this rule is In re Prudential Lines, Inc., 107 B.R. 832 (Bankr. S.D.N.Y. 1989), aff'd, 119 B.R. 430 (S.D.N.Y. 1990), aff'd, 928 F.2d 565 (2d Cir. 1991), cert. denied 502 U.S. 821

(1991). In Prudential Lines, the Bankruptcy Court for the Southern District of New York enjoined a parent corporation from taking a worthless stock deduction with respect to its wholly-owned debtor subsidiary on the grounds that allowing the parent to do so would destroy its debtor-subsiary's net operating losses. Id. at 843.

27. In issuing the injunction, the court held that the “debtor’s potential ability to utilize NOLs is property of an estate,” Id. at 839, and that “the taking of a worthless stock deduction is an exercise of control over a debtor’s NOLs.” Id. at 842. Such actions were therefore properly subject to the automatic stay provisions of section 362 of the Bankruptcy Code. Id.; see also In re Kimball Hill, Inc., No. 08-10095 (SPS) (Bankr. N.D. Ill. May 29, 2008) (approving procedures governing claims of worthlessness with respect to, or transfers of, certain equity securities); In re UAL, Corp., No. 03-00061 (ERW) (Bankr. N.D. Ill. Feb. 24, 2003) (restricting certain transfers of equity securities that may adversely effect the Debtors’ ability to utilize their NOLs); In re White Metal Rolling & Stamping Corp., 222 B.R. 417, 424 (Bankr. S.D.N.Y. 1998) (“It is beyond peradventure that NOL carrybacks and carryovers are property of the estate of the loss corporation that generated them”); In re Southeast Banking Corp., No. 91-14561 (PGH), 1994 WL 1893513, at *2 (Bankr. S.D. Fla. July 21, 1994) (debtor’s interest in its NOLs “constitutes property of the estate within the scope of 11 U.S.C. § 541(a)(i) and is entitled to the protection of the automatic stay”); In re Phar-Mor, Inc., 152 B.R. 924, 927 (Bankr. N.D. Ohio 1993) (“the sale of stock is prohibited by § 362(a)(3) as an exercise of control over the NOL, which is property of the estate”); In re Grossman’s, Inc., No. 97-695 (PJW), 1997 WL 33446314, at *1 (Bankr. D. Del. Oct. 9, 1997) (the debtors’ NOL carryforwards are property of the debtors’ estates protected by the automatic stay).

28. Since the NOLs are property of the Debtors' estates, this Court has the authority under section 362 to enforce the automatic stay by restricting the transfers of, or declarations of worthlessness with respect to, the Equity Securities, either of which could jeopardize the existence of this valuable asset.

B. The Tax Credits Likewise Constitute Valuable Estate Property.

29. Similar to the NOLs, the Tax Credits are valuable assets of the Debtors' estates. As set forth above, the Tax Credits may be used by the Debtors to offset future income and reduce future federal income taxes. Accordingly, the Tax Credits constitute property of the Debtors' estates under section 541 of the Bankruptcy Code and should be given the same protective treatment as the NOLs. Thus, since the Tax Credits are property of the Debtors' estates, this Court has the authority under section 362 to enforce the automatic stay by restricting the transfer of, and declarations of worthlessness with respect to, the Equity Securities, either of which could reduce this valuable asset.

30. Indeed, courts have granted relief similar to that sought herein with respect to non-NOL tax credits in other cases. See, e.g., In re Delta Air Lines, Inc., No. 05-17923 (PCB) (Bankr. S.D.N.Y. Sept. 16, 2005) (finding that NOL and tax credit carryforwards are property of the debtors' estate and approving notification procedures and restrictions on certain transfers of claims against and interests in the debtors to protect, among other things, \$346 million in non-NOL tax credits). In addition, even with respect to non-tax credit tax attributes, courts have found that attempts to deprive a chapter 11 debtor of their use constitute a violation of Bankruptcy Code principles. See, e.g., Memorandum Opinion, The Majestic Star Casino, LLC, No. 09-14136 (KG) Adv. Pro. No. 10-56238 (KG) (Bankr. D. Del. Jan. 24, 2012) (ruling that termination of the Debtor's status as a "qualified subchapter S subsidiary" for tax purposes violated the automatic stay and was an avoidable transfer of estate property under section 549 of

the Bankruptcy Code). Accordingly, similar to the NOLs, the Court has authority under section 362 of the Bankruptcy Code to grant the relief sought herein with respect to the Tax Credits.

III. An “Ownership Change” under Sections 382 and 383 of the IRC Would Negatively Impact the Estates.

31. Section 382 of the IRC limits the amount of taxable income that can be offset by a corporation’s net operating losses in taxable years (or a portion thereof) following an ownership change.³ Generally, an “ownership change” occurs if the percentage (by value) of the stock of a corporation owned by one or more 5 percent shareholders has increased by more than 50 percentage points over the lowest percentage of stock owned by such shareholders at any time during the three-year testing period ending on the date of the ownership change. For example, an ownership change would occur in the following situation:

An individual (“U”) owns 50.1 percent of the stock of corporation XYZ. U sells her 50.1 percent interest to another individual (“B”), who owns 5 percent of XYZ’s stock. Under section 382, an ownership change has occurred because B’s interest in XYZ has increased more than 50 percentage points (from 5 percent to 55.1 percent) during the testing period. The same result would follow even if B owned no XYZ stock prior to the transaction with U because B both becomes a 5 percent shareholder and increases his ownership by more than 50 percent percentage points during the testing period.

32. If an ownership change occurs, section 382 limits the amount of a corporation’s future income that may be offset by its “pre-change losses” to an annual amount equal to the value of the corporation prior to the ownership change multiplied by the long-term tax exempt rate. See IRC § 382(b). “Pre-change losses” would include the NOLs and any net unrealized built-in loss (as defined in section 382(h)(3) of the IRC). At the same time, section 383 of the

³ Similarly, section 383 of the IRC limits the amount of tax liability that can be offset by tax credits following an ownership change.

IRC limits the amount of tax liability that may be offset by “pre-change tax credits” to the liability attributable to the amount of income that could have been offset by pre-change losses but was not so offset. “Pre-change tax credits” would include the Tax Credits.

33. The formulaic limitations under sections 382 and 383 of the IRC can severely restrict the ability to use “pre-change losses” and “pre-change tax attributes” because the value of the stock of a distressed company may be quite low. Accordingly, if, prior to the effective date of the Debtors’ chapter 11 plan, too many equity interests are transferred or a 50 percent shareholder declares its shares to be worthless, such transfers may trigger an “ownership change” for IRC purposes and severely endanger the Debtors’ ability to utilize the Tax Attributes thus causing considerable damage to estate interests.

34. The risk of losing the ability to use even a portion of the Tax Attributes justifies granting the Debtors, from the first day of these cases, the ability to monitor, and possibly object to, changes in ownership of the Equity Securities. Granting the relief requested herein will preserve the Debtors’ flexibility in operating the Debtors’ business during the pendency of these chapter 11 cases and proposing an exit plan that makes full and efficient use of the Tax Attributes.

IV. The Requested Relief is Narrowly Tailored to Protect Estate Value.

35. The requested relief does not bar all transfers of the Equity Securities, or all deductions for worthless Equity Securities. At this early juncture, the Debtors seek to establish procedures only to monitor those types of stock transfers and restrict those types of worthlessness deductions that would pose a serious risk under the section 382 ownership change test to preserve the Debtors’ ability to seek substantive relief if it appears that a proposed transfer could jeopardize the Debtors’ utilization of the Tax Attributes. Given the relatively narrow nature of the injunction, the Debtors submit that the Court is justified in entering the Interim and

Final Orders in the interests of protecting the Debtors, their estates, the Debtors' stakeholders, and the overall reorganization process.

V. Bankruptcy Courts Routinely Grant the Relief Requested in this Motion.

36. Courts in this jurisdiction and others have routinely restricted or enjoined transfers of common stock or worthless deduction claims, or otherwise issued injunctive relief to protect a debtor against the possible loss of its valuable tax attributes. See, e.g., In re Corus Bankshares, Inc., No. 10-26881 (PSH) (Bankr. N.D. Ill. July 9, 2010) (approving notification procedures and restrictions on certain transfers of equity interests in the debtor); In re XMH Corp. 1 (f/k/a Hartmarx Corp.), No. 09-02046 (BWB) (Bankr. N.D. Ill. May 14, 2009) (same); In re Kimball Hill, Inc., No. 08-10095 (SPS) (Bankr. N.D. Ill. May 29, 2008) (approving notification procedures and restrictions on certain transfers of, and worthless stock deductions with respect to, equity interests in the debtors); see also, e.g., In re Global Aviation Holdings Inc., No. 12-40783 (CEC) (Bankr. E.D.N.Y. Mar. 30, 2012) (same); In re Great Atl. & Pac. Tea Co., No. 10-24549 (RDD) (Bankr. S.D.N.Y. Jan. 12, 2011) (same); In re NR Liquidation III Co. (f/k/a Neff Corp.), No. 10-12610 (SCC) (Bankr. S.D.N.Y. June 9, 2010) (same); In re Citadel Broad. Corp., No. 09-17442 (BRL) (Bankr. S.D.N.Y. Apr. 12, 2010) (same); In re Motors Liquidation Co. (f/k/a General Motors Corp.), No. 09-50026 (REG) (Bankr. S.D.N.Y. June 25, 2009) (approving on a final basis notification procedures and restricting certain transfers of equity interests); In re Charter Commc'ns, Inc., No. 09-11435 (JMP) (Bankr. S.D.N.Y. Apr. 15, 2009) (same).⁴

⁴ Because of the voluminous nature of the orders cited herein, such orders have not been attached to the Motion. Copies of these orders are available upon request to the Debtors' proposed counsel.

37. Courts granting such relief generally have done so by imposing notice and hearing requirements on any proposed transfer of stock to or by an entity whose holdings of such stock exceeds, or would exceed as a result of the proposed transfer, a certain threshold amount. To accomplish this, the court and the debtor are given notice of any proposed transfers of stock by entities whose aggregate stock holdings exceed a certain dollar or share threshold, giving the debtor an opportunity to object to such transfer at a hearing. See, e.g., In re Corus Bankshares, Inc., No. 10-26881 (PSH) (Bankr. N.D. Ill. July 9, 2010) (stock trading restrictions applied to persons who were, or would become as a result of the proposed transfer, 4.5 percent stockholders); In re Kimball Hill, Inc., No. 08-10095 (SPS) (Bankr. N.D. Ill. May 29, 2008) (stock trading restrictions applied to persons who were, or would become as a result of the proposed transfer, 4.75 percent stockholders; restrictions on worthless stock deductions applied to any person who was a 50 percent stockholder); see also In re Dura Auto. Sys., Inc., No. 06-11202 (KJC) (Bankr. D. Del. Nov. 20, 2006) (stock trading restrictions applied to persons who were, or would become as a result of the proposed transfer, a 4.5 percent stockholder); In re Calpine Corp., No. 05-60200 (BRL) (Bankr. S.D.N.Y. Dec. 21, 2005) (same); In re First Merchs. Acceptance Corp., No. 97-1500 (JJF) (Bankr. D. Del. Mar. 12, 1998) (approving notice and objection procedures prior to accumulation of stock, subordinated notes, or unsecured claims).

38. The Tax Attributes are valuable assets of the Debtors' estates that will inure to the benefit of their stakeholders and facilitate the Debtors' reorganization. Unrestricted transfers of the Equity Securities with no advance warning of such transfers, and unrestricted deductions for worthless stock, both jeopardize these assets and can impair the value of the Tax Attributes for the Debtors' stakeholders at large. The requested relief imposes a minimal burden to achieve a substantial benefit for the Debtors, their creditors, and other interested parties. Accordingly, this

Court should grant the requested relief and establish the notice and hearing procedures set forth herein to enable the Debtors to regulate the transfers of the Equity Securities and parties claiming that such Equity Securities are worthless.

VI. The Proposed Notice Provisions Satisfy Due Process Requirements.

39. The Debtors' proposed notice provisions, as set forth in the Interim and Final Orders, will put interested parties on notice of the restrictions on transfer of the Equity Securities and on worthless stock deduction restrictions related to same. The Debtors propose to provide notice of the restrictions imposed through entry of both the Interim and Final Orders to all registered holders of the Equity Securities. In addition, registered holders will be required to inform parties on whose behalf such registered holders hold in excess of 4.5 percent of the issued and outstanding Common Stock of a Restricted Entity of the restrictions imposed by the Court.

40. The notice procedures satisfy due process and the strictures of Bankruptcy Rule 9014 by providing the relevant counterparties with a notice and an opportunity to object and attend a hearing. See, e.g., In re Colo. Mountain Cellars, Inc., 226 B.R. 244, 246 (D. Colo. 1998) (find that Bankruptcy Rule 9014 merely requires "reasonable notice and *opportunity* for hearing") (emphasis in original). Further, the proposed notice procedures protect the due process rights of the parties in interest without unnecessarily exposing the Debtors' estates to unwanted administrative expenses.

VII. Granting the Requested Relief on an Interim Basis Is Necessary to Avoid Irreparable Harm to the Debtors.

41. Once a Tax Attribute is limited under section 382 of the IRC, its use is limited forever. And once an equity interest is transferred, the above-described tax effects cannot be undone. Granting the relief sought herein on an interim basis pursuant to the Interim Order is necessary to avoid an irrevocable loss of the Tax Attributes and the irreparable harm that would

be caused through the Debtors' loss of their ability to offset taxable income with the Tax Attributes.

The Requirements of Bankruptcy Rule 6003 Are Satisfied

42. Bankruptcy Rule 6003⁵ empowers a court to grant relief within the first 21 days after the Petition Date "to the extent that relief is necessary to avoid immediate and irreparable harm." Immediate and irreparable harm exists where the absence of relief would impair a debtor's ability to reorganize or threaten the debtor's future as a going concern. See In re Ames Dep't Stores, Inc., 115 B.R. 34, 36 n.2 (Bankr. S.D.N.Y. 1990) (discussing the elements of "immediate and irreparable harm" in relation to Bankruptcy Rule 4001). As set forth above, the Tax Attributes are an extremely valuable asset of the Debtors' estates whose availability will facilitate the Debtors' successful reorganization and serve to improve creditor recoveries. If the Court does not grant the relief sought in this Motion on an interim basis and instead waits until the Final Hearing on this Motion, holders of the Equity Securities could transfer such securities or claim a worthless stock deduction before the restrictions contemplated herein are imposed by the Court in the Final Order. Such unrestricted transfers or deductions would put the Tax Attributes in jeopardy, as described above, and would therefore be counterproductive to the Debtors' objectives in seeking this relief. Accordingly, the Debtors submit that they have satisfied the "immediate and irreparable harm" standard of Bankruptcy Rule 6003.

The Debtors' Reservation of Rights

43. Nothing contained herein is intended or should be construed as an admission of the validity of any claim against the Debtors, a waiver of the Debtors' rights to dispute any

⁵ Bankruptcy Rule 6003 arguably does not apply to this Motion because the Debtors are not seeking to use, sell, or lease property of the estate, or assume or assign an executory contract. The requirements of Rule 6003 are satisfied in any event, and the Debtors describe them herein out of an abundance of caution.

claim, or an approval or assumption of any agreement, contract, or lease under section 365 of the Bankruptcy Code. The Debtors expressly reserve their right to contest any invoice or claim related to the relief requested herein in accordance with applicable non-bankruptcy law.

Notice

44. The Debtors have provided notice of this Motion to: (a) the Office of the U.S. Trustee for the Northern District of Illinois; (b) the entities listed on the Consolidated List of Creditors Holding the 30 Largest Unsecured Claims; (c) the indenture trustee for the Debtors' senior unsecured notes; (d) counsel to the ad hoc committee of certain holders of the Debtors' senior unsecured notes; (e) the indenture trustee for the lessor notes related to the Debtors' Powerton generating station in Pekin, Illinois, and units 7 and 8 of the Debtors' Joliet, Illinois, generating station and the pass-through trustee for the related pass-through certificates; (f) counsel to the ad hoc committee of certain holders of pass-through certificates related to the Debtors' Powerton and Joliet generating stations; (g) the owner trusts and the equity investors for the Debtors' Powerton and Joliet generating stations (and their respective counsel, if known); (h) the lender under Debtor Edison Mission Energy's letter-of-credit facility (i) the state attorneys general for states in which the Debtors conduct business; (j) United States Attorney for the Northern District of Illinois; (k) the Internal Revenue Service; (l) the Securities and Exchange Commission; (m) Edison International and Mission Edison Holding Company; and (n) the Environmental Protection Agency and similar state environmental agencies for states in which the Debtors conduct business. In light of the nature of the relief requested herein, the Debtors respectfully submit that no further notice is necessary.

No Prior Request

45. No prior request for the relief sought in this Motion has been made to this or any other court.

WHEREFORE, the Debtors respectfully request that the Court enter interim and final orders, substantially in the forms attached hereto as **Exhibit A** and **Exhibit B**, respectively, granting the relief requested herein and such other and further relief as the Court deems appropriate.

Dated: December 17, 2012

/s/ David R. Seligman, P.C.

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*Proposed Counsel to Debtor Camino Energy Company
and Conflicts Counsel to the other Debtors
and Debtors in Possession*

EXHIBIT A

Proposed Interim Order

UNITED STATES BANKRUPTCY COURT
NORTHERN DISTRICT OF ILLINOIS
Eastern Division

In Re:) BK No.: 12-49219
EDISON MISSION ENERGY, et al.,)
)
) Chapter: 11
)
)
)
)
Debtor(s))

**INTERIM ORDER APPROVING NOTIFICATION AND
HEARING PROCEDURES FOR TRANSFERS OF, OR CLAIMS OF
WORTHLESSNESS WITH RESPECT TO, CERTAIN EQUITY SECURITIES**

Upon the motion (the “Motion”) of the above-captioned debtors and debtors in possession (collectively, the “Debtors”) for entry of an interim order (this “Order”), (a) approving notification and hearing procedures that must be satisfied before certain transfers of, or claims of worthlessness with respect to, the Equity Securities or of any beneficial interest therein are deemed effective, (b) ordering that any purchase, sale, or other transfer of, or declaration of worthlessness with respect to, the Equity Securities in violation of the procedures set forth below is enjoined and void ab initio, and (c) scheduling a final hearing on the Motion (the “Final Hearing”), 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. 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 _____, 2013 at __: __ m. (Central Time). Any objections or responses to entry of the final order shall be filed and served on or before _____, 2013 at 4:00 p.m. (Central Time).

3. A Substantial Shareholder or 50 Percent Shareholder, as applicable, is enjoined from consummating any purchase, sale, or other transfer of, or filing a return with a worthless deduction claim with respect to, the Equity Securities or Beneficial Ownership of the Equity Securities in violation of the procedures set forth herein, and such transaction shall be null and void ab initio.

4. The following procedure shall apply to transfers of the Common Stock:
 - a. Any entity (as defined in section 101(15) of title 11 of the United States Code (the “Bankruptcy

Code”)) who currently is or becomes a Substantial Shareholder (as defined herein) must file with the Court, and serve upon counsel to the Debtors, a declaration of such status, substantially in the form of Exhibit 1 attached hereto, on or before the later of (i) 30 days after the date of the Notice of Order (as defined herein), or (ii) ten days after becoming a Substantial Shareholder.

b. Prior to effectuating any transfer of Beneficial Ownership (as defined herein) of the Common Stock that would result in an increase in the amount of the Common Stock of which a Substantial Shareholder has Beneficial Ownership or would result in an entity becoming a Substantial Shareholder, such Substantial Shareholder or potential Substantial Shareholder must file with the Court, and serve upon counsel to the Debtors and Bond Counsel, an advance written declaration of the intended transfer of the Common Stock in the form of Exhibit 2 attached hereto (each, a “Declaration of Intent to Accumulate Common Stock”).

c. Prior to effectuating any transfer of Beneficial Ownership of the Common Stock that would result in a decrease in the amount of the Common Stock of which a Substantial Shareholder has Beneficial Ownership or would result in an entity ceasing to be a Substantial Shareholder, such Substantial Shareholder or potential Substantial Shareholder must file with the Court, and serve upon counsel to the Debtors and Bond Counsel, an advance written declaration of the intended transfer of the Common Stock in the form of Exhibit 3 attached hereto (each, a “Declaration of Intent to Transfer Common Stock” and with a Declaration of Intent to Accumulate Common Stock, each, a “Declaration of Proposed Transfer”).

d. The Debtors and Bond Counsel shall have 30 calendar days after receipt of a Declaration of Proposed Transfer to file with the Court and serve on such Substantial Shareholder an objection to any proposed transfer of Beneficial Ownership of the Common Stock described in the Declaration of Proposed Transfer on the grounds that such transfer might adversely affect the Debtors’ ability to utilize their net operating losses (“NOLs”) and tax attributes, including NOL carry-forwards and certain other tax and business credits (collectively, the “Tax Attributes”). If the Debtors or Bond Counsel file an objection, such transaction remains ineffective pending a ruling on the objection and thereafter in accordance with the ruling and applicable appellate rules and procedures. If neither the Debtors nor Bond Counsel object within such 30-day period, such transaction can proceed solely as set forth in the Declaration of Proposed Transfer. Further transactions within the scope of this paragraph must be the subject of additional notices in accordance with the procedures set forth herein, with an additional 30-day waiting period for each Declaration of Proposed Transfer. Any purchase, sale, or other transfer of the Equity Securities in violation of these procedures is enjoined and void ab initio.

e. For purposes of these procedures: (i) a “Substantial Shareholder” is any entity that has Beneficial Ownership of at least 4.5 percent of all issued and outstanding Common Stock of a Restricted Entity; (ii) “Beneficial Ownership” shall be determined in accordance with the applicable rules of section 382 of the IRC and the Treasury Regulations thereunder and includes direct and indirect ownership (e.g., a holding company would be considered to beneficially own all shares owned or acquired by its subsidiaries and a partner in a partnership would be considered to own its proportionate share of any equity securities owned by such partnership), ownership by such holder’s family members and entities acting in concert with such holder to make a coordinated acquisition of equity securities and ownership of equity securities that such holder has an Option to acquire; and (iii) an “Option” to acquire stock includes any contingent purchase, warrant, convertible debt, put, call, stock subject to risk of forfeiture, contract to acquire stock or similar interest, regardless of whether it is contingent or otherwise not currently exercisable.

5. The following procedure shall apply to claims for tax purposes that any Equity Securities are worthless:

a. Any person or entity that currently is or becomes a 50 Percent Shareholder (as such term is defined in paragraph (d) below) must file with the Court, and serve upon counsel to the Debtors, a notice of such status, in the form attached as Exhibit 4 hereto, on or before the later of (i) 30 days after the date of entry of the Order, or (ii) ten days after becoming a 50 Percent Shareholder.

b. Prior to filing any federal or state tax return, or any amendment to such a return, claiming any deduction for worthlessness of the Equity Securities with respect to Beneficial Ownership, for a tax year ending before the Debtors' emergence from chapter 11 protection, such 50 Percent Shareholder must file with the Court, and serve upon counsel to the Debtors and Bond Counsel, an advance written notice in the form attached as Exhibit 5 hereto (a "Declaration of Intent to Claim a Worthless Stock Deduction"), of the intended claim of worthlessness.

c. The Debtors and Bond Counsel will have 30 calendar days after receipt of a Declaration of Intent to Claim a Worthless Stock Deduction to file with the Court and serve on such 50 Percent Shareholder an objection to any proposed claim of worthlessness described in the Declaration of Intent to Claim a Worthless Stock Deduction on the grounds that such claim might adversely affect the Debtors' ability to utilize the Tax Attributes. If the Debtors or Bond Counsel file an objection, the filing of the return with such claim remains ineffective pending a ruling on the objection and thereafter in accordance with the ruling and applicable appellate rules and procedures. If neither the Debtors nor Bond Counsel object within such 30-day period, the filing of the return with such claim would be permitted as set forth in the Declaration of Intent to Claim a Worthless Stock Deduction. Additional returns within the scope of this paragraph must be the subject of additional notices as set forth herein, with an additional 30-day waiting period. Any declaration of worthlessness with respect to the Equity Securities in violation of these procedures is enjoined and void ab initio.

d. For purposes of these procedures: (i) a "50 Percent Shareholder" is any entity that at any time within such entity's last three taxable years has had Beneficial Ownership of 50 percent or more of the Common Stock of a Restricted Entity; and (ii) "Beneficial Ownership" of the Equity Securities is determined under section 382 of the IRC and the Treasury Regulations thereunder and includes direct and indirect ownership (e.g., a holding company would be considered to beneficially own all shares owned or acquired by its subsidiaries and a partner in a partnership would be considered to own its proportionate share of any equity securities owned by such partnership), ownership by such holder's family members and entities acting in concert with such holder to make a coordinated acquisition of equity securities and ownership of equity securities that such holder has an Option to acquire; (iii) an "Option" to acquire equity securities includes any contingent purchase, warrant, put, call, stock subject to risk of forfeiture, contract to acquire stock or similar interest, regardless of whether it is contingent or otherwise not currently exercisable.

6. The Debtors may waive, in writing, and in consultation with Bond Counsel, any and all restrictions, stays and notification procedures contained in this Order.

7. The Debtors shall serve by first class mail, postage prepaid, a notice of the entry of this Order substantially in the form of Exhibit 6 attached hereto (the "Notice of Order") to (a) the Office of the United States Trustee for the Northern District of Illinois; (b) the entities listed on the Consolidated List of Creditors Holding the 30 Largest Unsecured Claims filed pursuant to Bankruptcy Rule 1007(d); (c) the United States Securities and Exchange Commission; (d) the Internal Revenue Service; and (e) any

registered holder of an Equity Security.

8. All registered holders described in Paragraphs 4 and 5 of this Order shall serve the Notice of Order on any holder for whose account such registered holder holds such Common Stock in excess of 4.5 percent of issued and outstanding Common Stock of a Restricted Entity and so on down the chain of ownership for all such holders of the Common Stock in excess of such amounts.

9. Subject to entry of the Final Order, any entity or broker or agent acting on such entity's behalf who transfers in excess of 4.5 percent of issued and outstanding Common Stock of a Restricted Entity to another entity shall serve a copy of the Notice of Order on such purchaser of such Common Stock or any broker or agent acting on such purchaser's behalf.

10. 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.

11. This Order is binding under its terms on both EIX and the Debtors, provided that the other rights of EIX and the Debtors with respect to the legal positions or factual statements set forth in the Motion, including whether the NOLs and the Tax Credits are property of the Debtors' estates and the scope and applicability of sections 362, 541, or 549 of the Bankruptcy Code to the use of the Tax Attributes or the taking of a worthless stock deduction, as set forth in paragraph 25 of the Motion, are hereby reserved and may be the subject of any hearing pursuant to sections 4(d) or 5(c) of this Order.

12. The requirements set forth in Bankruptcy Rule 6003(b) are satisfied by the contents of the Motion or otherwise deemed waived.

13. 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.

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

15. To the extent that this Order is inconsistent with any prior order or pleading with respect to the Motion in these cases, the terms of this Order shall govern.

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

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

Enter:

Dated:

United States Bankruptcy Judge

Prepared by:

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Other than Camino Energy Company

- and -

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Proposed Counsel to Debtor Camino Energy Company
and Conflicts Counsel to the other Debtors
and Debtors in Possession

EXHIBIT 1

Declaration of Status as a Substantial Shareholder

**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-[_____] (____)
Debtors.	)	(Joint Administration Requested)
)	

DECLARATION OF STATUS AS A SUBSTANTIAL SHAREHOLDER²

PLEASE TAKE NOTICE that _____ is/has become a Substantial Shareholder with respect to the equity securities in Edison Mission Energy (“EME”), Mission Energy Holding Company (“MEHC”), or Edison Mission Group Inc. (“EMG”, and, together with EME and MEHC, each, a “Restricted Entity”), or of any Beneficial Ownership in such entities (for each EME, MEHC, and EMG, as applicable, the “Common Stock,” and, with respect to the Common Stock collectively, the “Equity Securities”). EME is a debtor and debtor in possession

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 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); 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 For purposes of this Declaration: (i) a “Substantial Shareholder” is any entity that has Beneficial Ownership of at least 4.5 percent of all issued and outstanding Common Stock of a Restricted Entity; (ii) “Beneficial Ownership” shall be determined in accordance with the applicable rules of section 382 of the IRC and the Treasury Regulations thereunder and includes direct and indirect ownership (e.g., a holding company would be considered to beneficially own all shares owned or acquired by its subsidiaries and a partner in a partnership would be considered to own its proportionate share of any equity securities owned by such partnership), ownership by such holder’s family members and entities acting in concert with such holder to make a coordinated acquisition of equity securities and ownership of equity securities that such holder has an Option to acquire; and (iii) an “Option” to acquire stock includes any contingent purchase, warrant, convertible debt, put, call, stock subject to risk of forfeiture, contract to acquire stock or similar interest, regardless of whether it is contingent or otherwise not currently exercisable.

in Case No. 12-[_____] pending in the United States Bankruptcy Court for the Northern District of Illinois.

PLEASE TAKE FURTHER NOTICE that, as of _____, 2012 has Beneficial Ownership of ____ shares of _____ Common Stock. The following table sets forth the date(s) on which _____ acquired Beneficial Ownership or otherwise has Beneficial Ownership of such Common Stock:

Number of Shares of Common Stock	Date Acquired

(Attach additional page or pages if necessary)

PLEASE TAKE FURTHER NOTICE that the last four digits of the taxpayer identification number of _____ are _____.

PLEASE TAKE FURTHER NOTICE that, pursuant to that certain *Order Approving Notification and Hearing Procedures for Transfers of, or Claims of Worthlessness With Respect to, Certain Equity Securities* [Docket No. ___] (the “Order”), this Declaration is being filed with the Court and served upon counsel to the Debtors, and the undersigned Substantial Shareholder otherwise reserves all rights regarding the Order or the motion granted therein.

PLEASE TAKE FURTHER NOTICE that, pursuant to 28 U.S.C. § 1746, under penalties of perjury, _____ hereby declares that he or she has examined this Declaration and accompanying attachments (if any), and, to the best of his or her knowledge and

belief, this Declaration and any attachments which purport to be part of this Declaration, are true,
correct, and complete.

Respectfully submitted,

(Name of Substantial Shareholder)

By: _____

Name: _____

Address: _____

Telephone: _____

Facsimile: _____

_____, _____
Dated: _____

EXHIBIT 2

Declaration of Intent to Accumulate Common Stock

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-[_____] (____)
)	
Debtors.	)	(Joint Administration Requested)
_____)	

DECLARATION OF INTENT TO ACCUMULATE COMMON STOCK

PLEASE TAKE NOTICE that _____ hereby provides notice of its intention to purchase, acquire or otherwise accumulate one or more shares of the equity securities in Edison Mission Energy (“EME”), Mission Energy Holding Company (“MEHC”), or Edison Mission Group Inc. (“EMG”, and, together with EME and MEHC, each, a “Restricted Entity”), or of any Beneficial Ownership in such entities (for each EME, MEHC, and EMG, as applicable, the “Common Stock,” and, with respect to the Common Stock collectively, the “Equity Securities”).

PLEASE TAKE FURTHER NOTICE that, if applicable, on _____, _____, _____ filed a Declaration of Status as a Substantial Shareholder² with the United States

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 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); 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 For purposes of this Declaration: (i) a “Substantial Shareholder” is any entity that has Beneficial Ownership of at least 4.5 percent of all issued and outstanding Common Stock of a Restricted Entity; (ii) “Beneficial Ownership” shall be determined in accordance with the applicable rules of section 382 of the IRC and the

Bankruptcy Court for the Northern District of Illinois (the “Bankruptcy Court”) and served copies thereof as set forth therein.

PLEASE TAKE FURTHER NOTICE that _____ currently has Beneficial Ownership of _____ shares of _____ Common Stock.

PLEASE TAKE FURTHER NOTICE that, pursuant to the Proposed Transfer, _____ proposes to purchase, acquire or otherwise accumulate Beneficial Ownership of _____ shares of _____ Common Stock or an Option with respect to _____ shares of _____ Common Stock. If the Proposed Transfer is permitted to occur, _____ will have Beneficial Ownership of _____ shares of _____ Common Stock after such transfer becomes effective.

PLEASE TAKE FURTHER NOTICE that the last four digits of the taxpayer identification number of _____ are _____.

PLEASE TAKE FURTHER NOTICE that, pursuant to that certain *Order Approving Notification and Hearing Procedures for Transfers of, or Claims of Worthlessness with Respect to, Certain Equity Securities* [Docket No. ___] (the “Order”), this Declaration is being filed with the Court and served upon counsel to the Debtors.

PLEASE TAKE FURTHER NOTICE that, pursuant to the Order, _____ acknowledges that it is enjoined from consummating the Proposed Transfer unless and until

Treasury Regulations thereunder and includes direct and indirect ownership (e.g., a holding company would be considered to beneficially own all shares owned or acquired by its subsidiaries and a partner in a partnership would be considered to own its proportionate share of any equity securities owned by such partnership), ownership by such holder’s family members and entities acting in concert with such holder to make a coordinated acquisition of equity securities and ownership of equity securities that such holder has an Option to acquire; and (iii) an “Option” to acquire stock includes any contingent purchase, warrant, convertible debt, put, call, stock subject to risk of forfeiture, contract to acquire stock or similar interest, regardless of whether it is contingent or otherwise not currently exercisable.

_____ complies with the procedures set forth therein, but the undersigned Substantial Shareholder otherwise reserves all rights regarding the Order or the motion granted therein.

PLEASE TAKE FURTHER NOTICE that the Debtors and Bond Counsel have 30 calendar days after receipt of this Declaration to object to the Proposed Transfer described herein. If the Debtors or Bond Counsel file an objection, such Proposed Transfer will remain ineffective pending a ruling on the objection and thereafter in accordance with the ruling and applicable appellate rules and procedures. If neither the Debtors nor Bond Counsel object within such 30-day period, then after expiration of such period the Proposed Transfer may proceed solely as set forth in this Declaration.

PLEASE TAKE FURTHER NOTICE that any further transactions contemplated by _____ that may result in _____ purchasing, acquiring or otherwise accumulating Beneficial Ownership of additional shares of the Common Stock will each require an additional notice filed with the Court to be served in the same manner as this Declaration.

PLEASE TAKE FURTHER NOTICE that, pursuant to 28 U.S.C. § 1746, under penalties of perjury, _____ hereby declares that he or she has examined this Declaration and accompanying attachments (if any), and, to the best of his or her knowledge and belief, this Declaration and any attachments, which purport to be part of this Declaration, are true, correct, and complete.

Respectfully submitted,
(Name of Substantial Shareholder)
By: _____
Name: _____
Address: _____

Telephone: _____
Facsimile: _____

_____, _____
Dated: _____

EXHIBIT 3

Declaration of Intent to Transfer Common Stock

UNITED STATES BANKRUPTCY COURT
NORTHERN DISTRICT OF ILLINOIS
EASTERN DIVISION

_____)	
In re:	)	Chapter 11
)	
EDISON MISSION ENERGY, <i>et al.</i> , ¹	)	Case No. 12-[_____] (____)
)	
Debtors.	)	(Joint Administration Requested)
_____)	

DECLARATION OF INTENT TO TRANSFER COMMON STOCK

PLEASE TAKE NOTICE that _____ hereby provides notice of its intention to sell, trade or otherwise transfer shares of the equity securities in Edison Mission Energy (“EME”), Mission Energy Holding Company (“MEHC”), or Edison Mission Group Inc. (“EMG”, and, together with EME and MEHC, each, a “Restricted Entity”), or of any Beneficial Ownership in such entities (for each EME, MEHC, and EMG, as applicable, the “Common Stock,” and, with respect to the Common Stock collectively, the “Equity Securities”).

PLEASE TAKE FURTHER NOTICE that, if applicable, on _____, _____, _____ filed a Declaration of Status as a Substantial Shareholder² with the United States

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 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); 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 For purposes of this Declaration: (i) a “Substantial Shareholder” is any entity that has Beneficial Ownership of at least 4.5 percent of all issued and outstanding Common Stock of a Restricted Entity; (ii) “Beneficial Ownership” shall be determined in accordance with the applicable rules of section 382 of the IRC and the Treasury Regulations thereunder and includes direct and indirect ownership (e.g., a holding company would be considered to beneficially own all shares owned or acquired by its subsidiaries and a partner in a partnership would be considered to own its proportionate share of any equity securities owned by such partnership),

Bankruptcy Court for the Northern District of Illinois (the "Bankruptcy Court") and served copies thereof as set forth therein.

PLEASE TAKE FURTHER NOTICE that _____ currently has Beneficial Ownership of _____ shares of _____ Common Stock.

PLEASE TAKE FURTHER NOTICE that, pursuant to the Proposed Transfer, _____ proposes to sell, trade, or otherwise transfer Beneficial Ownership of _____ shares of _____ Common Stock or an Option with respect to _____ shares of _____ Common Stock. If the Proposed Transfer is permitted to occur, _____ will have Beneficial Ownership of _____ shares of _____ Common Stock after the transfer becomes effective.

PLEASE TAKE FURTHER NOTICE that the last four digits of the taxpayer identification number of _____ are _____.

PLEASE TAKE FURTHER NOTICE that, pursuant to that certain *Order Approving Notification and Hearing Procedures for Transfers of, or Claims of Worthlessness with Respect to, Certain Equity Securities* [Docket No. ___] (the "Order"), this Declaration is being filed with the Court and served upon counsel to the Debtors.

PLEASE TAKE FURTHER NOTICE that, pursuant to the Order, _____ acknowledges that it is enjoined from consummating the Proposed Transfer unless and until _____ complies with the procedures set forth therein, but the undersigned Substantial Shareholder otherwise reserves all rights regarding the Order or the motion granted therein.

ownership by such holder's family members and entities acting in concert with such holder to make a coordinated acquisition of equity securities and ownership of equity securities that such holder has an Option to acquire; and (iii) an "Option" to acquire stock includes any contingent purchase, warrant, convertible debt, put, call, stock subject to risk of forfeiture, contract to acquire stock or similar interest, regardless of whether it is contingent or otherwise not currently exercisable.

PLEASE TAKE FURTHER NOTICE that the Debtors and Bond Counsel have 30 calendar days after receipt of this Declaration to object to the Proposed Transfer described herein. If the Debtors or Bond Counsel file an objection, such Proposed Transfer will remain ineffective pending a ruling on the objection and thereafter in accordance with the ruling and applicable appellate rules and procedures. If neither the Debtors nor Bond Counsel object within such 30-day period, then after expiration of such period the Proposed Transfer may proceed solely as set forth in this Declaration.

PLEASE TAKE FURTHER NOTICE that any further transactions contemplated by _____ that may result in _____ selling, trading or otherwise transferring Beneficial Ownership of shares of the Common Stock with respect thereto will each require an additional notice filed with the Bankruptcy Court to be served in the same manner as this Declaration.

PLEASE TAKE FURTHER NOTICE that, pursuant to 28 U.S.C. § 1746, under penalties of perjury, _____ hereby declares that he or she has examined this Declaration and accompanying attachments (if any), and, to the best of his or her knowledge and belief, this Declaration and any attachments, which purport to be part of this Declaration, are true, correct, and complete.

Respectfully submitted,
(Name of Substantial Shareholder)
By: _____
Name: _____
Address: _____

Telephone: _____
Facsimile: _____

_____, _____
Dated: _____

EXHIBIT 4

Declaration of Status as a 50 Percent Shareholder

UNITED STATES BANKRUPTCY COURT
NORTHERN DISTRICT OF ILLINOIS
EASTERN DIVISION

)	
In re:	)	Chapter 11
)	
EDISON MISSION ENERGY, <i>et al.</i> , ¹	)	Case No. 12-[_____] (____)
)	
Debtors.	)	(Joint Administration Requested)
)	

DECLARATION OF STATUS AS A 50 PERCENT SHAREHOLDER²

PLEASE TAKE NOTICE that _____ is/has become a 50 Percent Shareholder with respect to the equity securities in Edison Mission Energy (“EME”), Mission Energy Holding Company (“MEHC”), or Edison Mission Group Inc. (“EMG”, and, together with EME and MEHC, each, a “Restricted Entity”), or of any Beneficial Ownership in such entities (for each EME, MEHC, and EMG, as applicable, the “Common Stock,” and, with respect to the Common Stock collectively, the “Equity Securities”).

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 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); 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 For purposes of this Declaration: (i) a “50 percent Shareholder” is any entity that at any time within such entity’s last three taxable years has had Beneficial Ownership of 50 percent or more of the Common Stock of a Restricted Entity; (ii) “Beneficial Ownership” shall be determined in accordance with the applicable rules of section 382 of the IRC and the Treasury Regulations thereunder and includes direct and indirect ownership (e.g., a holding company would be considered to beneficially own all shares owned or acquired by its subsidiaries and a partner in a partnership would be considered to own its proportionate share of any equity securities owned by such partnership), ownership by such holder’s family members and entities acting in concert with such holder to make a coordinated acquisition of equity securities and ownership of equity securities that such holder has an Option to acquire; and (iii) an “Option” to acquire stock includes any contingent purchase, warrant, convertible debt, put, call, stock subject to risk of forfeiture, contract to acquire stock or similar interest, regardless of whether it is contingent or otherwise not currently exercisable.

PLEASE TAKE FURTHER NOTICE that, as of _____, 2012 has beneficial ownership of _____ shares of _____ Common Stock. The following table sets forth the date(s) on which _____ acquired beneficial ownership or otherwise has beneficial ownership of such Equity Securities:

Number of Shares of Common Stock	Date Acquired

(Attach additional page or pages if necessary)

PLEASE TAKE FURTHER NOTICE that the last four digits of the taxpayer identification number of _____ are _____.

PLEASE TAKE FURTHER NOTICE that, pursuant to that certain *Order Approving Notification and Hearing Procedures for Transfers of, or Claims of Worthlessness with Respect to, Certain Equity Securities* [Docket No. ___] (the “Order”), this Declaration is being filed with the Court and served upon counsel to the Debtors, and the undersigned 50 Percent Shareholder otherwise reserves all rights regarding the Order or the motion granted therein.

PLEASE TAKE FURTHER NOTICE that, pursuant to 28 U.S.C. § 1746, under penalties of perjury, _____ hereby declares that he or she has examined this Declaration and accompanying attachments (if any), and, to the best of his or her knowledge and belief, this Declaration and any attachments which purport to be part of this Declaration, are true, correct, and complete.

Respectfully submitted,

(Name of 50 Percent Shareholder)

By: _____

Name: _____

Address: _____

Telephone: _____

Facsimile: _____

_____, _____
Dated: _____

EXHIBIT 5

Declaration of Intent to Claim a Worthless Stock Deduction

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-[_____] (____)
)	
Debtors.	)	(Joint Administration Requested)
)	

DECLARATION OF INTENT TO CLAIM A WORTHLESS STOCK DEDUCTION

PLEASE TAKE NOTICE that _____ hereby provides notice of its intention to claim a worthless stock deduction (the “Proposed Worthlessness Claim”) with respect to shares of the equity securities in Edison Mission Energy (“EME”), Mission Energy Holding Company (“MEHC”), or Edison Mission Group Inc. (“EMG”, and, together with EME and MEHC, each, a “Restricted Entity”), or of any Beneficial Ownership in such entities (for each EME, MEHC, and EMG, as applicable, the “Common Stock,” and, with respect to the Common Stock collectively, the “Equity Securities”).

PLEASE TAKE FURTHER NOTICE that, if applicable, on _____, _____, _____ filed a Declaration of Status as a 50 Percent Shareholder² with the United States

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 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); 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 For purposes of this Declaration: (i) a “50 percent Shareholder” is any entity that at any time within such entity’s last three taxable years has had Beneficial Ownership of 50 percent or more of the Common Stock of a Restricted Entity; (ii) “Beneficial Ownership” shall be determined in accordance with the applicable rules of

Bankruptcy Court for the Northern District of Illinois (the "Bankruptcy Court") and served copies thereof as set forth therein.

PLEASE TAKE FURTHER NOTICE that _____ currently has Beneficial Ownership of _____ shares of _____ Common Stock.

PLEASE TAKE FURTHER NOTICE that, pursuant to the Proposed Worthlessness Claim, _____ proposes to declare for [federal/state] tax purposes that _____ shares of Common Stock or an Option with respect to _____ shares of _____ Common Stock became worthless during the tax year ending _____.

PLEASE TAKE FURTHER NOTICE that the last four digits of the taxpayer identification number of _____ are _____.

PLEASE TAKE FURTHER NOTICE that, pursuant to that certain *Order Approving Notification and Hearing Procedures for Transfers of, or Claims of Worthlessness with Respect to, Certain Equity Securities* [Docket No. ___] (the "Order"), this Declaration is being filed with the Court and served upon counsel to the Debtors.

PLEASE TAKE FURTHER NOTICE that, pursuant to the Order, _____ acknowledges that it is enjoined from filing a return with respect to the Proposed Worthlessness Claim unless and until _____ complies with the procedures set forth therein, but the undersigned 50 Percent Shareholder otherwise reserves all rights regarding the Order or the motion granted therein.

section 382 of the IRC and the Treasury Regulations thereunder and includes direct and indirect ownership (e.g., a holding company would be considered to beneficially own all shares owned or acquired by its subsidiaries and a partner in a partnership would be considered to own its proportionate share of any equity securities owned by such partnership), ownership by such holder's family members and entities acting in concert with such holder to make a coordinated acquisition of equity securities and ownership of equity securities that such holder has an Option to acquire; and (iii) an "Option" to acquire stock includes any contingent purchase, warrant, convertible debt, put, call, stock subject to risk of forfeiture, contract to acquire stock or similar interest, regardless of whether it is contingent or otherwise not currently exercisable.

PLEASE TAKE FURTHER NOTICE that the Debtors and Bond Counsel have 30 calendar days after receipt of this Declaration to object to the Proposed Worthlessness Claim described herein. If the Debtors or Bond Counsel file an objection, such Proposed Worthlessness Claim will remain ineffective pending a ruling on the objection and thereafter in accordance with the ruling and applicable appellate rules and procedures. If the neither the Debtors nor Bond Counsel object within such 30-day period, then after expiration of such period the Proposed Worthlessness Claim may proceed solely as set forth in this Declaration.

PLEASE TAKE FURTHER NOTICE that any further transactions contemplated by _____ that may result in _____ filing a return with respect to the Proposed Worthlessness Claim will each require an additional notice filed with the Bankruptcy Court to be served in the same manner as this Declaration.

PLEASE TAKE FURTHER NOTICE that, pursuant to 28 U.S.C. § 1746, under penalties of perjury, _____ hereby declares that he or she has examined this Declaration and accompanying attachments (if any), and, to the best of his or her knowledge and belief, this Declaration and any attachments hereto are true, correct, and complete.

Respectfully submitted,

(Name of Declarant)

By: _____

Name: _____

Address: _____

Telephone: _____

Facsimile: _____

_____, _____
Dated: _____

EXHIBIT 6

Notice of Order

**UNITED STATES BANKRUPTCY COURT
NORTHERN DISTRICT OF ILLINOIS
EASTERN DIVISION**

In re:)
EDISON MISSION ENERGY, et al.,¹) Chapter 11
Debtors.) Case No. 12-[_____] (____)
) (Joint Administration Requested)
)

**NOTICE OF (A) DISCLOSURE PROCEDURES APPLICABLE TO
SUBSTANTIAL HOLDERS AND 50 PERCENT HOLDERS OF EQUITY
SECURITIES, (B) DISCLOSURE PROCEDURES FOR TRANSFERS OF
EQUITY SECURITIES, (C) DISCLOSURE PROCEDURES FOR CLAIMING
WORTHLESSNESS DEDUCTIONS WITH RESPECT TO EQUITY
SECURITIES, AND (D) HEARING ON THE APPLICATION THEREOF**

**TO: ALL ENTITIES (AS DEFINED BY SECTION 101(15) OF THE BANKRUPTCY
CODE) THAT HOLD BENEFICIAL OWNERSHIP OF THE EQUITY INTERESTS:**

PLEASE TAKE NOTICE THAT on [_____] (the “Petition Date”), the above-captioned debtors and debtors in possession (collectively, the “Debtors”), filed petitions with the Court under chapter 11 of title 11 of the United States Code (the “Bankruptcy Code”). Subject to certain exceptions, section 362 of the Bankruptcy Code operates as a stay of any act to obtain possession of property of the Debtors’ estates or property from the Debtors’ estates or to exercise control over property of the Debtors’ estates.

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 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); 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.

PLEASE TAKE FURTHER NOTICE THAT on [____], the Debtors filed the *Debtors' Motion to Approve Notification and Hearing Procedures for Transfers of, or Claims of Worthlessness with Respect to, Certain Equity Securities* [Docket No. __] (the "Motion").

PLEASE TAKE FURTHER NOTICE THAT on [____], 2012, the United States Bankruptcy Court for the Northern District of Illinois (the "Bankruptcy Court") entered the [Interim/Final] *Order Approving Notification and Hearing Procedures for Transfers of, or Claims of Worthlessness with Respect to, Certain Equity Securities* [Docket No. __] approving the procedures set forth below in order to preserve the Debtors' NOLs and Tax Attributes (each as defined below) (the "Order").

PLEASE TAKE FURTHER NOTICE THAT pursuant to the Order, a Substantial Shareholder or 50 Percent Shareholder, as applicable, is enjoined from consummating any purchase, sale, or other transfer of, or filing a return with a worthless deduction claim with respect to, the Equity Securities or Beneficial Ownership of the Equity Securities in violation of the procedures set forth herein, and such transaction shall be void ab initio.

PLEASE TAKE FURTHER NOTICE THAT pursuant to the Order, the following procedures shall apply to holding and transfers of the Common Stock² or of any Beneficial Ownership therein:

- a. Any entity (as defined in section 101(15) of the Bankruptcy Code) who currently is or becomes a Substantial Shareholder (as such term is defined in paragraph (e) below) must file with the Court, and serve upon counsel to the Debtors, a declaration of such status, substantially in the form of **Exhibit 1** attached to the Order, on or before the later of (i) 30 days after the date of this Notice, or (ii) ten days after becoming a Substantial Shareholder.

² Capitalized terms used but not otherwise defined herein shall have the meanings ascribed to them in the Order or the Motion, as applicable.

- b. Prior to effectuating any transfer of Beneficial Ownership (as defined herein) of the Common Stock that would result in an increase in the amount of the Common Stock of which a Substantial Shareholder has Beneficial Ownership or would result in an entity becoming a Substantial Shareholder, such Substantial Shareholder or potential Substantial Shareholder must file with the Court, and serve upon counsel to the Debtors and Bond Counsel, an advance written declaration of the intended transfer of the Common Stock in the form of **Exhibit 2** attached to the Order (each, a “Declaration of Intent to Accumulate Common Stock”).
- c. Prior to effectuating any transfer of Beneficial Ownership of the Common Stock that would result in a decrease in the amount of the Common Stock of which a Substantial Shareholder has Beneficial Ownership or would result in an entity ceasing to be a Substantial Shareholder, such Substantial Shareholder or potential Substantial Shareholder must file with the Court, and serve upon counsel to the Debtors and Bond Counsel, an advance written declaration of the intended transfer of the Common Stock in the form of **Exhibit 3** attached to the Order (each, a “Declaration of Intent to Transfer Common Stock” and with a Declaration of Intent to Accumulate Common Stock, each, a “Declaration of Proposed Transfer”).
- d. The Debtors and Bond Counsel shall have 30 calendar days after receipt of a Declaration of Proposed Transfer to file with the Court and serve on such Substantial Shareholder an objection to any proposed transfer of Beneficial Ownership of the Common Stock described in the Declaration of Proposed Transfer on the grounds that such transfer might adversely affect the Debtors’ ability to utilize their net operating losses (“NOLs”) and tax attributes, including NOL carry-forwards and certain other tax and business credits (collectively, the “Tax Attributes”). If the Debtors or Bond Counsel file an objection, such transaction remains ineffective pending a ruling on the objection and thereafter in accordance with the ruling and applicable appellate rules and procedures. If neither the Debtors nor Bond Counsel object within such 30-day period, such transaction can proceed solely as set forth in the Declaration of Proposed Transfer. Further transactions within the scope of this paragraph must be the subject of additional notices in accordance with the procedures set forth herein, with an additional 30-day waiting period for each Declaration of Proposed Transfer. Any purchase, sale, or other transfer of the Common Stock in violation of these procedures is enjoined and void ab initio.
- e. For purposes of these procedures: (i) a “Substantial Shareholder” is any entity that has Beneficial Ownership of at least 4.5 percent of all issued and outstanding Common Stock of a Restricted Entity; (ii) “Beneficial Ownership” shall be determined in accordance with the applicable rules of section 382 of the IRC and the Treasury Regulations thereunder and

includes direct and indirect ownership (e.g., a holding company would be considered to beneficially own all shares owned or acquired by its subsidiaries and a partner in a partnership would be considered to own its proportionate share of any equity securities owned by such partnership), ownership by such holder's family members and entities acting in concert with such holder to make a coordinated acquisition of equity securities and ownership of equity securities that such holder has an Option to acquire; and (iii) an "Option" to acquire stock includes any contingent purchase, warrant, convertible debt, put, call, stock subject to risk of forfeiture, contract to acquire stock or similar interest, regardless of whether it is contingent or otherwise not currently exercisable.

PLEASE TAKE FURTHER NOTICE THAT pursuant to the Order, the following procedure shall apply to claims for tax purposes that the Equity Securities or any Beneficial Ownership therein are worthless:

- a. Any person or entity that currently is or becomes a 50 Percent Shareholder (as such term is defined in paragraph (d) below) must file with the Court, and serve upon counsel to the Debtors, a notice of such status, in the form attached as **Exhibit 4** to the Order, on or before the later of (i) 30 days after the date of entry of the Order, or (ii) 10 days after becoming a 50 Percent Shareholder.
- b. Prior to filing any federal or state tax return, or any amendment to such a return, claiming any deduction for worthlessness of the Common Stock with respect to Beneficial Ownership, for a tax year ending before the Debtors' emergence from chapter 11 protection, such 50 Percent Shareholder must file with the Court, and serve upon counsel to the Debtors and Bond Counsel, an advance written notice in the form attached as **Exhibit 5** to the Order (a "Declaration of Intent to Claim a Worthless Stock Deduction"), of the intended claim of worthlessness.
- c. The Debtors and Bond Counsel will have 30 calendar days after receipt of a Declaration of Intent to Claim a Worthless Stock Deduction to file with the Court and serve on such 50 Percent Shareholder an objection to any proposed claim of worthlessness described in the Declaration of Intent to Claim a Worthless Stock Deduction on the grounds that such claim might adversely affect the Debtors' ability to utilize their Tax Attributes. If the Debtors or Bond Counsel file an objection, the filing of the return with such claim remains ineffective pending a ruling on the objection and thereafter in accordance with the ruling and applicable appellate rules and procedures. If neither the Debtors nor Bond Counsel object within such 30-day period, the filing of the return with such claim would be permitted as set forth in the Declaration of Intent to Claim a Worthless Stock Deduction. Additional returns within the scope of this paragraph must be

the subject of additional notices as set forth herein, with an additional 30-day waiting period. Any declaration of worthlessness with respect to the Equity Securities in violation of these procedures is enjoined and void ab initio.

- d. For purposes of these procedures: (i) a “50 Percent Shareholder” is any entity that at any time within such entity’s last three taxable years has had Beneficial Ownership of 50 percent or more of the Common Stock of a Restricted Entity; (ii) “Beneficial Ownership” shall be determined in accordance with the applicable rules of section 382 of the IRC and the Treasury Regulations thereunder and includes direct and indirect ownership (e.g., a holding company would be considered to beneficially own all shares owned or acquired by its subsidiaries and a partner in a partnership would be considered to own its proportionate share of any equity securities owned by such partnership), ownership by such holder’s family members and entities acting in concert with such holder to make a coordinated acquisition of equity securities and ownership of equity securities that such holder has an Option to acquire; and (iii) an “Option” to acquire equity securities includes any contingent purchase, warrant, put, call, stock subject to risk of forfeiture, contract to acquire stock or similar interest, regardless of whether it is contingent or otherwise not currently exercisable.

PLEASE TAKE FURTHER NOTICE THAT, upon the request of any entity, the proposed notice, claims, and solicitations agent for the Debtors, GCG, Inc., will provide a form of each of the required declarations described above and a copy of the Order in a reasonable period of time. Such declarations are also available at <http://www.edisonmissionrestructuring.com>.

PLEASE TAKE FURTHER NOTICE THAT a final hearing [_____].

FAILURE TO FOLLOW THE PROCEDURES SET FORTH IN THIS NOTICE SHALL CONSTITUTE A VIOLATION OF, AMONG OTHER THINGS, THE AUTOMATIC STAY PROVISIONS OF SECTION 362 OF THE BANKRUPTCY CODE AND THE ORDER.

ANY PROHIBITED PURCHASE, SALE, TRADE, OR OTHER TRANSFER OF, OR ANY DECLARATION OF WORTHLESSNESS WITH RESPECT TO, EQUITY

SECURITIES IN THE DEBTORS OR OPTION WITH RESPECT THERETO IN VIOLATION OF THE INTERIM ORDER IS ENJOINED AND SHALL BE NULL AND VOID AB INITIO AND MAY BE PUNISHED BY CONTEMPT OR OTHER SANCTIONS IMPOSED BY THE BANKRUPTCY COURT.

PLEASE TAKE FURTHER NOTICE THAT the requirements set forth in this Notice are in addition to the requirements of applicable law and do not excuse compliance therewith.

Dated: _____, 2012

/s/

James H.M. Sprayregen, P.C.
David R. Seligman, P.C.
Sarah Hiltz Seewer
KIRKLAND & ELLIS LLP
300 North LaSalle
Chicago, Illinois 60654
Telephone: (312) 862-2000
Facsimile: (312) 862-2200

- and -

Joshua A. Sussberg
KIRKLAND & ELLIS LLP
601 Lexington Avenue
New York, New York 10022-4611
Telephone: (212) 446-4800
Facsimile: (212) 446-4900

*Proposed Counsel to the Debtors
and Debtors in Possession
Other than Camino Energy Company*

- and -

David A. Agay
Joshua Gadharf
MCDONALD HOPKINS LLC
300 North LaSalle
Suite 2100
Chicago, Illinois 60654
Telephone: (312) 280-0111
Facsimile: (312) 280-8232

*Proposed Counsel to Debtor Camino Energy Company
and Conflicts Counsel to the other Debtors
and Debtors in Possession*

UNITED STATES BANKRUPTCY COURT
NORTHERN DISTRICT OF ILLINOIS
Eastern Division

In Re:	)	BK No.: 12-49219
EDISON MISSION ENERGY, et al.,)	
	)	Chapter: 11
)	
)	
)	
Debtor(s))	

**FINAL ORDER APPROVING NOTIFICATION AND
HEARING PROCEDURES FOR TRANSFERS OF, OR CLAIMS OF
WORTHLESSNESS WITH RESPECT TO, CERTAIN EQUITY SECURITIES**

Upon the motion (the “Motion”) of the above-captioned debtors and debtors in possession (collectively, the “Debtors”) for entry of a final order (this “Order”) approving notification and hearing procedures that must be satisfied before certain transfers of, or claims of worthlessness with respect to, the Equity Securities or of any beneficial interest therein are deemed effective and ordering that any purchase, sale, or other transfer of, or declaration of worthlessness with respect to, the Equity Securities in violation of the procedures set forth below is enjoined and void ab initio, 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 a final 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 relief provided in the Interim Order is approved on a final basis.
3. A Substantial Shareholder or 50 Percent Shareholder, as applicable, is enjoined from consummating any purchase, sale, or other transfer of, or filing a return with a worthless deduction claim with respect to, the Equity Securities or Beneficial Ownership of the Equity Securities in violation of the procedures set forth herein, and such transaction shall be null and void ab initio.
4. The following procedure shall apply to transfers of the Common Stock:
 - a. Any entity (as defined in section 101(15) of title 11 of the United States Code (the “Bankruptcy Code”)) who currently is or becomes a Substantial Shareholder (as defined herein) must file with the Court, and serve upon counsel to the Debtors, a declaration of such status, substantially in the form of Exhibit 1 attached to the Interim Order, on or before the later of (i) 30 days after the date of the Notice

of Order (as defined herein), or (ii) ten days after becoming a Substantial Shareholder.

b. Prior to effectuating any transfer of Beneficial Ownership (as defined herein) of the Common Stock that would result in an increase in the amount of the Common Stock of which a Substantial Shareholder has Beneficial Ownership or would result in an entity becoming a Substantial Shareholder, such Substantial Shareholder or potential Substantial Shareholder must file with the Court, and serve upon counsel to the Debtors and Bond Counsel, an advance written declaration of the intended transfer of the Common Stock in the form of Exhibit 2 attached to the Interim Order (each, a “Declaration of Intent to Accumulate Common Stock”).

c. Prior to effectuating any transfer of Beneficial Ownership of the Common Stock that would result in a decrease in the amount of the Common Stock of which a Substantial Shareholder has Beneficial Ownership or would result in an entity ceasing to be a Substantial Shareholder, such Substantial Shareholder or potential Substantial Shareholder must file with the Court, and serve upon counsel to the Debtors and Bond Counsel, an advance written declaration of the intended transfer of the Common Stock in the form of Exhibit 3 attached to the Interim Order (each, a “Declaration of Intent to Transfer Common Stock” and with a Declaration of Intent to Accumulate Common Stock, each, a “Declaration of Proposed Transfer”).

d. The Debtors and Bond Counsel shall have 30 calendar days after receipt of a Declaration of Proposed Transfer to file with the Court and serve on such Substantial Shareholder an objection to any proposed transfer of Beneficial Ownership of the Common Stock described in the Declaration of Proposed Transfer on the grounds that such transfer might adversely affect the Debtors’ ability to utilize their net operating losses (“NOLs”) and tax attributes, including NOL carry-forwards and certain other tax and business credits (collectively, the “Tax Attributes”). If the Debtors or Bond Counsel file an objection, such transaction remains ineffective pending a ruling on the objection and thereafter in accordance with the ruling and applicable appellate rules and procedures. If neither the Debtors nor Bond Counsel object within such 30-day period, such transaction can proceed solely as set forth in the Declaration of Proposed Transfer. Further transactions within the scope of this paragraph must be the subject of additional notices in accordance with the procedures set forth herein, with an additional 30-day waiting period for each Declaration of Proposed Transfer. Any purchase, sale, or other transfer of the Equity Securities in violation of these procedures is enjoined and void ab initio.

e. For purposes of these procedures: (i) a “Substantial Shareholder” is any entity that has Beneficial Ownership of at least 4.5 percent of all issued and outstanding Common Stock of a Restricted Entity; (ii) “Beneficial Ownership” shall be determined in accordance with the applicable rules of section 382 of the IRC and the Treasury Regulations thereunder and includes direct and indirect ownership (e.g., a holding company would be considered to beneficially own all shares owned or acquired by its subsidiaries and a partner in a partnership would be considered to own its proportionate share of any equity securities owned by such partnership), ownership by such holder’s family members and entities acting in concert with such holder to make a coordinated acquisition of equity securities and ownership of equity securities that such holder has an Option to acquire; and (iii) an “Option” to acquire stock includes any contingent purchase, warrant, convertible debt, put, call, stock subject to risk of forfeiture, contract to acquire stock or similar interest, regardless of whether it is contingent or otherwise not currently exercisable.

5. The following procedure shall apply to claims for tax purposes that any Equity Securities are worthless:

a. Any person or entity that currently is or becomes a 50 Percent Shareholder (as such term is defined in paragraph d below) must file with the Court, and serve upon counsel to the Debtors, a notice of such status, in the form attached as Exhibit 4 of the Interim Order, on or before the later of (i) 30 days after the date of entry of the Order, or (ii) 10 days after becoming a 50 Percent Shareholder.

b. Prior to filing any federal or state tax return, or any amendment to such a return, claiming any deduction for worthlessness of the Equity Securities with respect to Beneficial Ownership, for a tax year ending before the Debtors' emergence from chapter 11 protection, such 50 Percent Shareholder must file with the Court, and serve upon counsel to the Debtors and Bond Counsel, an advance written notice in the form attached as Exhibit 5 of the Interim Order (a "Declaration of Intent to Claim a Worthless Stock Deduction"), of the intended claim of worthlessness.

c. The Debtors will have 30 calendar days after receipt of a Declaration of Intent to Claim a Worthless Stock Deduction to file with the Court and serve on such 50 Percent Shareholder an objection to any proposed claim of worthlessness described in the Declaration of Intent to Claim a Worthless Stock Deduction on the grounds that such claim might adversely affect the Debtors' ability to utilize the Tax Attributes. If the Debtors file an objection, the filing of the return with such claim remains ineffective pending a ruling on the objection and thereafter in accordance with the ruling and applicable appellate rules and procedures. If neither the Debtors nor Bond Counsel object within such 30-day period, the filing of the return with such claim would be permitted as set forth in the Declaration of Intent to Claim a Worthless Stock Deduction. Additional returns within the scope of this paragraph must be the subject of additional notices as set forth herein, with an additional 30-day waiting period. Any declaration of worthlessness with respect to the Equity Securities in violation of these procedures is enjoined and void ab initio.

d. For purposes of these procedures: (i) a "50 Percent Shareholder" is any entity that at any time within such entity's last three taxable years has had Beneficial Ownership of 50 percent or more of the Common Stock in a Restricted Entity; (ii) "Beneficial Ownership" of the Common Stock is determined under section 382 of the IRC and the Treasury Regulations thereunder and includes direct and indirect ownership (e.g., a holding company would be considered to beneficially own all shares owned or acquired by its subsidiaries and a partner in a partnership would be considered to own its proportionate share of any equity securities owned by such partnership), ownership by such holder's family members and entities acting in concert with such holder to make a coordinated acquisition of equity securities and ownership of equity securities that such holder has an Option to acquire; and (iii) an "Option" to acquire equity securities includes any contingent purchase, warrant, put, call, stock subject to risk of forfeiture, contract to acquire stock or similar interest, regardless of whether it is contingent or otherwise not currently exercisable.

6. The Debtors may waive, in writing, and in consultation with Bond Counsel, any and all restrictions, stays and notification procedures contained in this Order.

7. As soon as practicable after entry of this Order, the Debtors shall serve the Notice of Order (modified as appropriate, the "Notice of Final Order") to (a) the entities listed on the Consolidated List of Creditors Holding the 30 Largest Claims filed pursuant to Bankruptcy Rule 1007(d); (b) the registered holders of any Equity Securities, (c) the Securities and Exchange Commission, (d) the Internal Revenue Service, and (e) those parties who have requested service of papers pursuant to Bankruptcy Rule 2002.

8. All registered holders shall serve the Notice of Final Order on any holder for whose account such

registered holder holds such Common Stock in excess of 4.5 percent of issued and outstanding Common Stock of a Restricted Entity and so on down the chain of ownership for all such holders of the Common Stock in excess of such amounts.

9. Upon entry of this Order, any entity or broker or agent acting on such entity's behalf who sells in excess of 4.5 percent of issued and outstanding Common Stock of a Restricted Entity to another entity shall serve a copy of the Notice of Final Order on such purchaser of such Common Stock or any broker or agent acting on such purchaser's behalf.

10. 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.

11. This Order is binding under its terms on both EIX and the Debtors, provided that the other rights of EIX and the Debtors with respect to the legal positions or factual statements set forth in the Motion, including whether the NOLs and the Tax Credits are property of the Debtors' estates and the scope and applicability of sections 362, 541, or 549 of the Bankruptcy Code to the use of the Tax Attributes or the taking of a worthless stock deduction, as set forth in paragraph 25 of the Motion, are hereby reserved and may be the subject of any hearing pursuant to paragraphs 4(d) or 5(c) of this Order.

12. Notice of the Motion as provided therein shall be deemed good and sufficient notice of such Motion.

13. To the extent that this Order is inconsistent with any prior order or pleading with respect to the Motion in these cases, the terms of this Order shall govern.

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

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

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

Enter:

Dated:

United States Bankruptcy Judge

Prepared by:

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Sarah Hiltz Seewer

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Proposed Counsel to Debtor Camino Energy Company
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**UNITED STATES BANKRUPTCY COURT
NORTHERN DISTRICT OF ILLINOIS
EASTERN DIVISION**

In re:)
) Chapter 11
)
EDISON MISSION ENERGY, et al.,¹) Case No. 12-[_____] (____)
)
)
Debtors.) (Joint Administration Requested)
)

CERTIFICATE OF SERVICE

I, David R. Seligman, P.C., an attorney, certify that on the date hereof, I caused to be served by GCG, Inc. (the proposed notice and claims agent for these chapter 11 cases) on behalf of the above-captioned debtors and debtors in possession, in the manner and to the parties set forth on the attached service lists, a true and correct copy of the foregoing pleading.

Dated: December 17, 2012

/s/ David R. Seligman, P.C.

David R. Seligman, P.C.

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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 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); 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.

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