

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

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

**THIRD SUPPLEMENTAL DECLARATION OF  
DAVID R. SELIGMAN, P.C. IN SUPPORT OF THE DEBTORS' APPLICATION TO  
EMPLOY AND RETAIN KIRKLAND & ELLIS LLP AS ATTORNEYS FOR DEBTORS  
AND DEBTORS IN POSSESSION *NUNC PRO TUNC* TO THE PETITION DATE**

I, David R. Seligman, P.C., state the following under penalty of perjury.

1. I am a partner in the law firm of Kirkland & Ellis LLP (“K&E”), with an office at 300 North LaSalle, Chicago, Illinois 60654. I am a member in good standing of the Bar of the State of Illinois. There are no disciplinary proceedings pending against me in any jurisdiction.

2. On December 17, 2012 (the “Petition Date”), seventeen of the above-captioned debtors and debtors in possession (collectively, the “Debtors”) filed petitions with this Court under chapter 11 of title 11 of the United States Code (the “Bankruptcy Code”). On May 2, 2013, three additional Debtors filed petitions with this Court under chapter 11 of the Bankruptcy Code. The Court has approved procedural consolidation and joint administration of these chapter

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<sup>1</sup> 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 Finance Co. (9202); Midwest Holdings Co. (6553); EME Homer City Generation L.P. (6938); Homer City Property Holdings, Inc. (1685); Midwest Finance Corp. (9350); Midwest Generation EME, LLC (1760); Midwest Generation, LLC (8558); Midwest Generation Procurement Services, LLC (2634); Midwest Peaker Holdings, Inc. (5282); Mission Energy Westside, Inc. (0657); San Joaquin Energy Company (1346); Southern Sierra Energy Company (6754); and Western Sierra Energy Company (1447). The location of parent Debtor Edison Mission Energy’s corporate headquarters and the Debtors’ service address is: 3 MacArthur Place, Suite 100, Santa Ana, California 92707.

11 cases pursuant to Rule 1015(b) of the Federal Rules of Bankruptcy Procedure (the “Bankruptcy Rules”) [Docket Nos. 115, 154, and 780].

3. On the Petition Date, the Debtors filed the *Debtors’ Application to Employ and Retain Kirkland & Ellis LLP as Attorneys for the Debtors and Debtors in Possession Nunc Pro Tunc to the Petition Date* [Docket No. 34] (the “Application”),<sup>2</sup> together with a declaration in support of the Application (which declaration was amended and restated on January 13, 2014 [Docket No. 1789], the “Original Declaration”).

4. On January 17, 2013, the Court entered an order authorizing the employment and retention of K&E as attorneys for the Debtors [Docket No. 321].

5. On May 15, 2013, I submitted a supplemental declaration [Docket No. 751] (the “First Supplemental Declaration”) in further support of the Application and to provide additional disclosures as required under Bankruptcy Rules 2014(a) and 2016(b).

6. On October 8, 2013, I submitted a second supplemental declaration [Docket No. 1306] (the “Second Supplemental Declaration” and, together with the Original Declaration and the First Supplemental Declaration, the “Prior Declarations”) in further support of the Application and to provide additional disclosures as required under Bankruptcy Rules 2014(a) and 2016(b).

7. I hereby incorporate by reference and adopt and affirm all of the representations and disclosures contained in the Prior Declarations.

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<sup>2</sup> Contemporaneously with the Application, the Debtors also filed an application to retain and employ McDonald Hopkins LLC (“McDonald Hopkins”) as restructuring counsel for Debtor Camino Energy Company and as conflicts counsel for the other Debtors (the “McDonalds Hopkins Application”) [Docket No. 327]. On January 17, 2013, the Court granted the McDonald Hopkins Application and authorized the employment and retention of McDonald Hopkins as attorneys for Camino Energy Company and as conflicts counsel for the other Debtors [Docket No. 328].

8. In connection with the Application and the Prior Declarations, I submit this third supplemental declaration (this “Third Supplemental Declaration”) in further support of the Application and to provide additional disclosures as required under Bankruptcy Rules 2014(a) and 2016(b). Except as otherwise stated in this Third Supplemental Declaration, I have personal knowledge of the matters set forth herein.

### **Additional Disclosures**

9. As set forth in the Prior Declarations, K&E and certain of its partners and associates may have represented in the past, currently may represent, and may represent in the future parties in interest in these chapter 11 cases in connection with matters unrelated (except as otherwise disclosed) to the Debtors and these chapter 11 cases. K&E has searched its electronic database of representations for connections to parties in interest in these chapter 11 cases. Certain connections were disclosed in the Prior Declarations.

10. Since the Petition Date, K&E has periodically updated its conflicts searches and has searched additional parties as K&E has become aware of additional parties in interest in these chapter 11 cases. Additionally, K&E has updated its conflicts searches with respect to certain entities whose names had previously been the subject of a conflict search performed in connection with the Prior Declarations.

11. Although not relevant in concluding that K&E is “disinterested,” out of an abundance of caution, I have included any new results of K&E’s conflicts searches of the entities searched in connection with the Prior Declarations on **Schedule 1** attached hereto.<sup>3</sup> All current

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<sup>3</sup> As referenced in **Schedule 1**, a “current” client is a client to whom time was posted in the 12 months preceding the Petition Date; a “former” client is a client to whom time was posted between 36 and 12 months preceding the Petition Date; and a “closed” client is a client to whom time was posted in the 36 months preceding the Petition Date but for which the client representation has been closed. As a general matter, K&E discloses connections with former clients or closed clients for whom time was posted in the last 36 months but does not disclose connections if time was billed more than 36 months before the Petition Date.

representations of the parties identified on **Schedule 1** are in matters unrelated to the Debtors and these chapter 11 cases.<sup>4</sup> Additionally, the information included on **Schedule 1** may have changed without our knowledge and may change during the pendency of these chapter 11 cases. Accordingly, K&E will update its disclosures as necessary and when K&E becomes aware of material information.

12. Based on the conflicts searches conducted to date and described in this Third Supplemental Declaration, as well as in the Prior Declarations, to the best of my knowledge and insofar as I have been able to ascertain, neither K&E nor any of its partners or associates has any connection with the Debtors or any party in interest in the chapter 11 cases except as disclosed or otherwise described in the Prior Declarations and this Third Supplemental Declaration.

#### **Continued Conflicts Review**

13. K&E will periodically review its files during the pendency of these chapter 11 cases to ensure that no conflicts or other disqualifying circumstances exist or arise. If any new relevant facts or relationships are discovered or arise, K&E will use reasonable efforts to identify such further developments and will file promptly a supplemental declaration as required by Bankruptcy Rule 2014(a).

Pursuant to 28 U.S.C. § 1746, I declare under penalty of perjury that the foregoing is true and correct.

March 6, 2014

By: /s/ David R. Seligman, P.C.  
David R. Seligman, P.C.  
Partner, Kirkland & Ellis LLP

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<sup>4</sup> K&E's inclusion of parties on **Schedule 1** is solely to illustrate K&E's conflict search process and is not an admission that any party has a valid claim against any of the Debtors.

**SCHEDULE 1**

<b>Name of Entity Searched</b>	<b>Name of Entity and/or Affiliate of Entity, that is a K&amp;E Client</b>	<b>Status</b>
Abbey National Treasury Services Banco Santander SA Sovereign Bank	Santander Bank, N.A. Santander Consumer USA Inc.	Current Current
Bank of America  Bank of America NA Merrill Lynch Merrill Lynch Commodities United States Trust Co. of New York	Merrill Lynch (Asia Pacific) Limited	Current
Bank of China	Bank of China Group Investment Limited	Current
Bank of New York  Bank of New York Mellon Bank of New York Mellon, The Bank of New York Mellon, The, as Trustee Boston Safe Deposit & Trust Mellon Bank NA Pershing LLC	Insight Investment Management (Global) Limited	Current
Bank of the West  Banque Nationale de Paris BNP Paribas Meespierson Capital Corp.	BNP Paribas Capital (Asia Pacific) Limited	Current
Bank One NA Chase Manhattan Bank, The JP Morgan Asset Management JP Morgan Investment Management JP Morgan Trust Co. NA JPMorgan Chase JPMorgan Chase Bank JPMorgan Chase Bank NA	Chase Bank USA, NA	Current
BBVA	BBVA Compass Bancshares, Inc.	Current

Name of Entity Searched	Name of Entity and/or Affiliate of Entity, that is a K&E Client	Status
BNSF Railway Co. Burlington Northern & Santa Fe Railway Co. Dekoron/ Unitherm Inc. Kern River Gas Transmission Co. Mid-American Energy Co. MidAmerican Energy Holdings Co. PacifiCorp PacifiCorp Energy	McLane Company, Inc. McLane Southern, Inc,	Current Current
BP America Inc. BP America Production Co. BP Amoco Chemical Co. BP Canada Energy BP Energy Co. BP plc BP Products North America Inc.	BP Exploration and Development Inc.	Current
Centerbridge Credit Partners LP Centerbridge Credit Partners Master LP Centerbridge Special Credit Partners II LP Centerbridge Special Credit Partners LP Inland Industrial Services Group LLC	Aquilex Holdings LLC	Current
Centurylink Centurylink QCC Gallatin River Comm LLC Qwest Communications Co. LLC	CenturyLink, Inc.	Current
Climax Portable Machine Tools	Climax Portable Machine & Welding Systems Industrial Growth Partners, L.P.	Current Current
Hartney Fuel Oil Hartney Oil Univar USA Inc.	CVC Capital Partners Asia III Limited CVC Capital Partners Asia Pacific III Parallel Fund A, L.P. CVC Capital Partners Asia Pacific III, L.P.	Current Current Current

Name of Entity Searched	Name of Entity and/or Affiliate of Entity, that is a K&E Client	Status
Hess Corp.	Hess Oil Virgin Islands Corp.	Current
Honeywell International Inc.	Honeywell Advanced Composites Inc.	Current
Miller Troll Training	Honeywell Automation and Control Solutions	Current
	Honeywell Specialty Materials, LLC	Current
ICL-LP America Inc.	Israel Corp. Ltd.	Current
	Zim Integrated Shipping Services Limited	Current
Jefco Group Inc. SkillSoft Corp. Sungard Availability Services SunGard Consulting Services LLC Unisource	Bain Capital Europe, LLC	Current
Lafarge North America Lafarge-NA Mineral Solutions Inc.	Lafarge Tarmac Holdings Limited	Current
Morgan Stanley Smith Barney	Morgan Stanley Real Estate Investments	Current
New York, State of	New York State Senate	Current
NewPage Corp.	Cerberus European Investments LLC	Current
Otis Elevator Co.	United Technologies Corporation, Climate Controls & Security	Current
QED Environmental Systems Inc. Test America Test America Inc. TestAmerica Laboratories Inc.	H.I.G. Capital LLC	Current
SAP America Inc.	SAP America, Inc. SAP, AG	Current Current
Southwest Town Mechanical	William P. Reedy	Current
SEIX Investment Advisors LLC	SunTrust Bank SunTrust Banks, Inc.	Current Current
Union Bank Union Bank NA Union Bank of CA	JSA International Holdings, L.P.	Current

<b>Name of Entity Searched</b>	<b>Name of Entity and/or Affiliate of Entity, that is a K&amp;E Client</b>	<b>Status</b>
US Bank	U.S. Bancorp U.S. Bank	Current Current
Wells Fargo Bank Wells Fargo Bank NA	Wachovia Investors, Inc.	Current
York Capital Management LP	York Capital Management Europe (UK) Advisors, LLP	Current