

UNITED STATES BANKRUPTCY COURT  
NORTHERN DISTRICT OF ILLINOIS  
EASTERN DIVISION

	)	
In re:	)	Chapter 11
	)	
EDISON MISSION ENERGY, <i>et al.</i> , <sup>1</sup>	)	Case No. 12-[_____] (____)
	)	
Debtors.	)	(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 Case Management Procedures* (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](http://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](http://www.ilnb.uscourts.gov) in accordance with the procedures and fees set forth therein.

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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 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

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

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UNITED STATES BANKRUPTCY COURT  
NORTHERN DISTRICT OF ILLINOIS  
EASTERN DIVISION

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

**DEBTORS’ MOTION TO APPROVE CASE MANAGEMENT PROCEDURES**

The above-captioned debtors and debtors in possession (collectively, the “Debtors”) state the following in support of this motion (this “Motion”):<sup>2</sup>

**Relief Requested**

1. By this Motion, the Debtors seek entry of an order (a) approving the notice, case management, and administrative procedures annexed as Exhibit 1 to Exhibit A attached hereto (collectively, the “Case Management Procedures”), (b) approving the notice thereof, and (c) granting such other relief as the Court deems just and proper.

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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 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.

<sup>2</sup> 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.

### **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 section 102(1) of title 11 of the United States Code (the "Bankruptcy Code"), rules 2002(m) and 9007 of the Federal Rules of Bankruptcy Procedure (the "Bankruptcy Rules"), and rules 1000-2, 2002-2, 7016-1, and 9013-1 through 9013-9 of the Local Rules of the United States Bankruptcy Court for the Northern District of Illinois (the "Local Rules").

### **Background**

5. Edison Mission Energy, 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.

**Proposed Case Management Procedures**

7. The Debtors believe that there are thousands of parties in interest in these cases. The Debtors anticipate that hundreds of parties will file requests for service of filings pursuant to Bankruptcy Rule 2002,<sup>3</sup> and numerous motions, applications, and other pleadings will be filed in these chapter 11 cases.

8. Given the size and complexity of these cases, the Debtors believe that implementation of the Case Management Procedures will facilitate the fair and efficient administration of these cases. Specifically, the Case Management Procedures will benefit the Debtors, the Court, and all parties in interest by, among other things:

- a. reducing the need for emergency hearings and requests for expedited relief;
- b. fostering consensual resolution of important matters;
- c. assuring prompt receipt of appropriate notice affecting parties' interests;
- d. providing ample opportunity to parties in interest to prepare for and respond to matters before this Court;
- e. reducing the substantial administrative and financial burden that would otherwise be placed on the Debtors and parties in interest who file documents in these chapter 11 cases; and
- f. reducing administrative burdens on the Court and the clerk's office.

9. The Debtors propose to serve the Case Management Procedures on the Service List (as defined and further described herein). The Debtors will also publish the Case Management Procedures on the website maintained by GCG, Inc. ("GCG"), the Debtors'

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<sup>3</sup> Bankruptcy Rule 2002(i) provides, in pertinent part:

[T]he court may order that notices . . . be transmitted to the United States trustee and be mailed only to the committees elected under § 705 or appointed under § 1102 of the Code or to their authorized agents and to the creditors and equity security holders who serve on the trustee or debtor in possession and file a request that all notices be mailed to them.

FED. R. BANKR. P. 2002(i).

proposed notice, claims, and solicitation agent, at [www.edisonmissionrestructuring.com](http://www.edisonmissionrestructuring.com) (the “Case Website”). Additionally, parties may request a copy of the Case Management Procedures from GCG or the Debtors’ counsel. In the event the Case Management Procedures are modified during these chapter 11 cases, the Debtors will redistribute the Case Management Procedures to the Master Service List and publish any modified version on the Case Website.

10. The Debtors’ proposed Case Management Procedures will provide as follows:

**I. Hearing Procedures**

11. Given the number of parties in interest and the size and complexity of these chapter 11 cases, the Debtors request entry of an order scheduling regular, monthly omnibus hearings to consider all Court Filings (as defined herein) in these chapter 11 cases (collectively, the “Omnibus Hearings”). The Debtors will endeavor to consult with the clerk of this Court in an effort to propose, at the hearing on this Motion, dates and times consistent with the Court’s calendar for at least the first three Omnibus Hearings. The Debtors shall request additional Omnibus Hearings during the pendency of these chapter 11 cases. Upon scheduling, the Debtors will request that GCG post the dates and times of the Omnibus Hearings on the Case Website. Entities may contact GCG for information concerning all scheduled Omnibus Hearings.

12. Notwithstanding Local Rule 9013-1, the Debtors request that parties may only schedule motions and other Requests for Relief for hearing at an Omnibus Hearing scheduled to occur at least 14 days after service of the notice of the Request for Relief. However, any party may request an emergency hearing pursuant to the Local Rules.

13. Two business days before each hearing, the Debtors propose to prepare a hearing agenda (each a “Proposed Hearing Agenda”) for the convenience of the Court and counsel. This Proposed Hearing Agenda shall not be determinative of the matters to be heard at the respective

hearing or whether there will be a settlement or a continuance. The Proposed Hearing Agenda will include, to the extent known by the Debtors' counsel:

- a. the title and docket number of each Court Filing (as defined herein) scheduled for hearing, including the initial Request for Relief (as defined herein) and any Objections (as defined herein) or other documents related thereto;
- b. notice of whether the matters are contested or uncontested;
- c. notice of whether the matters have settled or are proposed to be continued;
- d. other comments that will assist the Court; and
- e. a suggested order in which the matters should be addressed.

14. The Debtors shall attempt to amend a Proposed Hearing Agenda to reflect any changes, such as if additional Court Filings (as defined herein) are filed or if matters are settled or withdrawn before a hearing.

15. The Case Management Procedures will permit parties to make telephonic appearances at hearings.

## **II. Filing and Service Procedures**

16. The Debtors propose that all notices, motions, applications, and other requests for relief, all briefs, memoranda, affidavits, declarations, and other documents filed in support of such papers seeking relief (collectively, "Requests for Relief") and all objections, replies, and other responses to Requests for Relief or Objections thereto (collectively, "Objections" and, together with the Requests for Relief and all other filed documents, the "Court Filings") shall be filed with the Court or other applicable court and served in accordance with the notice provisions of the Case Management Procedures.

**A. The Service List**

17. The Case Management Procedures require that all Court Filings be served on the following parties (collectively, the “Service List”):

- a. ***Master Service List.*** GCG shall maintain a master service list (the “Master Service List”). The Master Service List shall include:
  - i. The Office of the United States Trustee for the Northern District of Illinois;
  - ii. the Debtors and their counsel;
  - iii. the members of and counsel to any statutory creditors’ committee, and, until such appointment, the entities listed on the Consolidated List of Creditors Holding the 30 Largest Unsecured Claims filed pursuant to Bankruptcy Rule 1007(d);
  - iv. the indenture trustee for the Debtors’ senior unsecured notes;
  - v. counsel to the ad hoc committee of certain holders of the Debtors’ senior unsecured notes;
  - vi. 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;
  - vii. counsel to the ad hoc committee of certain holders of pass-through certificates related to the Debtors’ Powerton and Joliet generating stations;
  - viii. the owner trusts and the equity investors for the Debtors’ Powerton and Joliet generating stations (and their respective counsel, if known);
  - ix. the lender under Debtor Edison Mission Energy’s letter-of-credit facility;
  - x. the state attorneys general for states in which the Debtors conduct business;
  - xi. the United States Attorney for the Northern District of Illinois;
  - xii. the Internal Revenue Service;
  - xiii. the Securities and Exchange Commission; and

xiv. the Environmental Protection Agency and similar state environmental agencies for states in which the Debtors conduct business.

b. **2002 List.** GCG shall also maintain a list of all entities that have filed a request for service of filings pursuant to Bankruptcy Rule 2002 and the Local Rules (the "2002 List").

i. **Information Required for Service of Filings.** A request for service of papers pursuant to Bankruptcy Rules 2002 and the Local Rules (each, a "2002 Notice Request") filed with the Court shall be deemed proper **if and only if** it includes the following information with respect to the entity filing such request: (a) name; (b) street address; (c) name of client(s), if applicable; (d) telephone number; (e) facsimile number; and (f) electronic mail ("email") address. Notwithstanding the application of the Local Rules, all counsel must comply with this provision in order to receive papers.

ii. **Email Address Required.** If a 2002 Notice Request fails to include an email address or a No-Email Certification (as defined herein), GCG shall forward a copy of the Case Management Procedures to such entity within five business days and specifically request an email address. If no email address (or No-Email Certification) is provided in response to such request, such entity shall not be added to the 2002 List and shall not be served with copies of Court Filings unless such pleadings and/or documents directly affect such entity.

iii. **Certification Opting Out of Email Service.** Notwithstanding the immediately preceding paragraph, any individual or entity filing a 2002 Notice Request who does not maintain (and cannot practicably obtain) an email address and thereafter cannot receive service by email must include in the 2002 Notice Request a certification to that effect (a "No-Email Certification"). The No-Email Certification shall include a statement certifying that the individual or entity (a) does not maintain an email address and (b) cannot practicably obtain an email address at which the individual or entity could receive service by email. An entity submitting a No-Email Certification shall be served with paper copies of any Court Filing by the entity making such Court Filing, by first class mail or private mail service, at such filing entity's discretion.

iv. **Changes in Information.** It shall be the responsibility of each entity submitting a 2002 Notice Request to file with the Court an updated 2002 Notice Request as necessary to reflect changes to

any notice information, including email address and contact person, and to serve a copy of such request upon the Debtors.

- c. ***Affected Entities.*** This group shall be comprised of all entities with a particularized interest in the subject matter of the particular court filing (each, an "Affected Entity").

18. Under the Case Management Procedures, at least every 15 days during the first 60 days of the Debtors' chapter 11 cases, and, thereafter, at least every 30 days until confirmation of a chapter 11 plan, GCG shall maintain and update the 2002 List by: (a) making any additions and deletions; (b) filing the updated 2002 List; (c) serving the updated 2002 List on the parties listed thereon; (d) filing a proof of service; and (e) simultaneously with the filing of the 2002 List, posting an updated version of the 2002 List on the Case Website.

**B. Filing and Service of Court Filings Generally**

19. The Debtors propose that (except as otherwise provided by limited exceptions) the filing and service of all Court Filings be governed by the Case Management Procedures.

20. ***Electronic Filing.*** The Debtors propose that all Court Filings filed in these chapter 11 cases shall be filed electronically with the Court, using the Court's electronic filing system (the "Electronic Filing System"), on the docket of the chapter 11 case of Debtor Edison Mission Energy.

21. ***Electronic Service.*** In addition, all Court Filings (other than service of a summons and complaint in an adversary proceeding or documents filed under seal) shall be electronically served by email on the Court's Electronic Filing System, which shall be deemed to constitute proper service for all parties who are sent such email service. Subject to the limited exclusions set forth in the Case Management Procedures, each entity that has filed a notice of appearance and a request for service of papers shall be deemed to have consented to electronic service of papers.

22. ***Paper Service of Certain Affected Entities.*** To the extent no email address of an Affected Entity is available, the Debtors (or any other entity filing and serving a Court Filing) shall serve such Affected Entity with paper copies of any Court Filing, served by first class mail or private mail service, at the Debtors' discretion (or the discretion of such other entity serving a Court Filing, as the case may be).

23. ***Waiver of Filing Deadlines.*** Given the instantaneous nature of electronic service, which will be the principal manner of service in these chapter 11 cases, the Case Management Procedures provide that, when a document is filed and served electronically via the Court's Electronic Filing System, the filing deadlines do not require three additional days notice as set forth in Rule 6(e) of the Federal Rules of Civil Procedure (made applicable to adversary proceedings by Bankruptcy Rule 7005(b)(2)(D)), and Bankruptcy Rule 9006(f).

24. ***Notice of Filing.*** In accordance with Local Rule 5005-3(C)(4), a notice shall be affixed as the first page of each Court Filing, which notice shall set forth the caption, descriptive title, and number of the action or proceeding in which the Court Filing is filed, the caption of these chapter 11 cases, the name of the judge presiding over these chapter 11 cases (or, if different, the name of the judge presiding over the action or proceeding in which the Court Filing is filed), and the date and time of the Omnibus Hearing (or other hearing, as ordered by the Court), if any, at which the matter will be heard (the "Applicable Hearing"). In addition, the notice shall set forth the date and time of the Objection Deadline (as defined herein and as determined by the Case Management Procedures). The notice may also include a statement that the relief requested therein may be granted without a hearing if no objection is timely filed and served in accordance with the Case Management Procedures.

25. ***Certificates of Service.*** A certificate of service of any Court Filing (including, without limitation, any motion, in accordance with Local Rule 9013-1(C)(3)), including a Service List, shall be filed with the Court; provided that such certificate of service may be filed with the Court separately from the applicable Court Filing; and provided, further that no party shall be required to include the Service List when serving the certificate of service on recipients of such Court Filing.

26. ***Signature Block.*** In accordance with Local Rule 5005-3(C)(5), the signature block on the final page of any Court Filing shall contain the name, address, and telephone number of the attorney in active charge of the matter or the individual filing such Court Filing *pro se*.

27. ***Waiver of Page Limits.*** Given the size and complexity of these chapter 11 cases, the Debtors believe that the 15-page limit generally imposed by Local Rule 5005-3(D) may not permit entities to adequately address issues raised by Court Filings. Accordingly, the Debtors propose in the Case Management Procedures to waive Local Rule 5005-3(D) for all Court Filings unless otherwise specifically ordered by the Court.

28. ***Satisfaction of Section 342 of the Bankruptcy Code.*** Section 342(c)(1) of the Bankruptcy Code requires that “notice . . . required to be given by the debtor to any creditor . . . shall contain the name, address, and last 4 digits of the taxpayer identification of the debtor.” 11 U.S.C. § 342(c)(1). Any Court Filing notice or other notice sent by the Debtors shall be deemed to comply with the requirements set forth in section 342(c)(1) of the Bankruptcy Code so long as the notice includes (as a footnote or otherwise) the name, address, and last four digits of the taxpayer identification number of each of the Debtors.

29. **Joinders.** An entity seeking to support any Court Filing may do so by filing an expression of support of such Court Filing (a “Joinder”). Unless otherwise ordered by the Court, filing a Joinder does *not* entitle such entity: (a) to be an independent proponent of the applicable Court Filing; (b) independently to support or oppose any related Court Filings; (c) independently to settle the Request for Relief that is the subject of the applicable Court Filing; or (d) independently to receive a ruling by the Court on the Court Filing. The Court may deem a Joinder to be a brief in support of the applicable Court Filing, but the Court shall not consider any arguments or factual allegations contained in the Joinder but not in the Court Filing, and no entity shall be required to separately respond to the Joinder.

30. **Right to Request Special Notice Procedures.** Nothing in the Case Management Procedures shall prejudice the right (a) of any entity to move the Court to further limit or expand notice of contested matters and adversary proceedings upon a showing of good cause, including without limitation the right to file a motion seeking emergency *ex parte* relief or relief upon shortened notice, or (b) of any entity to request an enlargement or reduction of any time period under Bankruptcy Rule 9006(b) or (c).

**C. Filing and Service of Requests for Relief**

31. As noted above, in the event that an entity files and serves a Request for Relief at least 14 days before the next regularly scheduled Omnibus Hearing, the matter shall be set for hearing at such next regularly scheduled Omnibus Hearing.

32. The Debtors propose that, with respect to any Court Filing for which particular notice is required to be served on all creditors and parties with a particular interest in the relief sought by any motion, including Bankruptcy Rules 2002(a)(2) and (3), 4001, 6004, 6007, and 9019, parties shall serve all such filings only on the Master Service List, the 2002 List, and on the following Affected Entities, unless otherwise ordered by the Court:

- a. in the case of the use, sale, lease, or abandonment of property, each entity asserting an interest in that property;
- b. in the case of a motion for relief or modification of the automatic stay, each entity asserting a lien or encumbrance on the affected property;
- c. in the case of a motion relating to the use of cash collateral or obtaining credit, each entity asserting an interest in the cash collateral or a lien or other interest in property upon which a lien or encumbrance is proposed to be granted;
- d. in the case of a motion under Bankruptcy Rule 9019, each entity that is party to the relevant compromise and settlement or that may be directly affected by such compromise or settlement;
- e. in the case of assumption, assignment, or rejection of an executory contract or unexpired lease, each entity that is party to the executory contract or unexpired lease;
- f. in the case of any Objection filed directly in response to a Request for Relief or other Court Filing, the entity that filed such Request for Relief or other Court Filing; and
- g. in the case of any matter for which the Bankruptcy Rules specifically require notice to all parties in interest, all parties in interest.

33. The Debtors further propose that, except as set forth in the Case Management Procedures or otherwise provided by order of the Court, the notice provisions of the Case Management Procedures shall *not* apply to notices of the matters or proceedings described in the following Bankruptcy Rules:

- a. Bankruptcy Rule 2002(a)(1) (meeting of creditors pursuant to section 341 of the Bankruptcy Code);
- b. Bankruptcy Rule 2002(a)(2) (any proposed use, sale, or lease of property of the estate other than in the ordinary course of business, to the extent that such use, sale, or lease concerns all or substantially all of the Debtors' assets);
- c. Bankruptcy Rule 2002(a)(4) (hearing on the dismissal of a case or cases or the conversion of a case to another chapter);
- d. Bankruptcy Rule 2002(a)(5) (time fixed to accept or reject a proposed modification of a chapter 11 plan);

- e. Bankruptcy Rule 2002(a)(7) (time fixed for filing a proof of claim pursuant to Bankruptcy Rule 3003(c));
- f. Bankruptcy Rule 2002(b)(1) (time fixed for filing objections and any hearing to consider approval of a disclosure statement);
- g. Bankruptcy Rule 2002(b)(2) (time fixed for filing objections and any hearing to consider confirmation of a chapter 11 plan);
- h. Bankruptcy Rule 2002(d) (certain matters for which notice is to be provided to equity security holders);
- i. Bankruptcy Rule 2002(f)(1) (entry of an order for relief);
- j. Bankruptcy Rule 2002(f)(2) (dismissal or conversion of a case to another chapter of the Bankruptcy Code);
- k. Bankruptcy Rule 2002(f)(3) (time allowed for filing claims pursuant to Bankruptcy Rule 3002);
- l. Bankruptcy Rule 2002(f)(6) (waiver, denial, or revocation of a discharge as provided in Bankruptcy Rule 4006);
- m. Bankruptcy Rule 2002(f)(7) (entry of an order confirming a chapter 11 plan); and
- n. Bankruptcy Rule 2002(f)(8) (summary of the trustee's final report and account should a case be converted to chapter 7 of the Bankruptcy Code).

34. The Case Management Procedures provide for special rules governing Requests for Relief from the automatic stay under section 362 of the Bankruptcy Code (a “Lift-Stay Request”). Unless the Court orders otherwise, (a) if a Lift-Stay Request is filed and served 14 or more days before the next regularly scheduled Omnibus Hearing, then the hearing date of the “request” for relief from the stay shall be the next regularly scheduled Omnibus Hearing, and (b) if a Lift-Stay Request is filed and served fewer than 14 days before the next regularly scheduled Omnibus Hearing, then the hearing date of “request” for relief from the stay shall be the next regularly scheduled Omnibus Hearing (following the Omnibus Hearing set within 14 days of the Lift-Stay Request).

35. The Case Management Procedures further provide for special rules governing Requests for Relief seeking to extend established time periods. If a Request for Relief to extend the time to take any action is filed prior to the expiration of the time period provided by the Bankruptcy Code, the Bankruptcy Rules, the Local Rules, or any order of the Court, the time to so take action shall be automatically extended until the Court considers and rules upon the Request for Relief.

36. In addition, the Case Management Procedures provide that, consistent with Local Rule 9013-1(C)(5), entities submitting written motions shall be required to include a proposed order.

**D. Filing and Service of Objections**

37. The Case Management Procedures provide that any Objection to a Request for Relief must be filed with the Court and served upon the entity filing the Request for Relief and those entities on the Service List by the following deadlines (each, as applicable, the “Objection Deadline”):

- a. in the case of a Request for Relief filed 14 or more days before the Applicable Hearing, 4:00 p.m. (prevailing Central Time) on the seventh calendar day before the Applicable Hearing;
- b. in the case of a Request for Relief set for hearing on an expedited basis and filed fewer than 14 days before the Applicable Hearing, 4:00 p.m. (prevailing Central Time) on the second business day before the Applicable Hearing; or
- c. in any case, as otherwise as ordered by the Court.

38. Unless the Court states otherwise, the Objection Deadline may be extended with the consent of the entity filing the applicable Request for Relief to a date that is no later than the business day before the Applicable Hearing. Failure to file an Objection by the Objection Deadline may cause the Court to not consider the Objection.

39. A reply to an Objection shall be filed with the Court and served so as to actually be received by the Debtors, the entity that filed the initial Objection, and each Affected Entity by no later than 12:00 p.m. (prevailing Central Time) on the business day before the Applicable Hearing.

**E. Filing and Service of Adversary Proceedings**

40. All Court Filings in any adversary proceeding commenced in these chapter 11 cases shall be served upon the Service List and any other entities required to be served under any applicable Bankruptcy Rule or Local Rule.

**F. Filing and Service of Orders**

41. Entered orders (as well as all Court Filings) will be readily available on the Case Website. In addition, parties may access orders on the docket using the Court's Electronic Filing System. Accordingly, the time and additional expense of serving orders entered by the Court is unnecessary in these chapter 11 cases, and the case Management Procedures provide that an entity that drafts an order that is entered by the Court is *not* required to serve copies of such order upon receipt thereof.

**G. Granting a Request for Relief Without a Hearing**

42. In some circumstances, the Case Management Procedures permit entry of an order granting a Request for Relief without a hearing in open court. The notice filed with such Request for Relief, however, will include a statement that the relief requested therein may be granted without a hearing if no objection is timely filed and served in accordance with the Case Management Procedures.

43. Provided that the notice filed with the Request for Relief includes a statement that the Request for Relief may be granted and an order entered without a hearing unless a timely Objection is made, if the Objection Deadline applicable to a Request for Relief passes without an

Objection's being filed or served in accordance with the Case Management Procedures, counsel to the entity who has filed the Request for Relief may file a certification indicating that no Objection has been filed or served (the "Certificate of No Objection").

44. Upon receipt of the Certificate of No Objection, the Court may enter an order granting the Request for Relief without further pleading, hearing, or request, and, once an order granting such Request for Relief is entered, no further hearing on the Request for Relief shall be held. Alternatively, if the Court does not enter an order granting the Request for Relief without a hearing after a Certificate of No Objection has been filed, the Request for Relief may be heard at the next Omnibus Hearing.

#### **Basis for Relief**

45. As a general matter, Local Rule 1000-2 provides that the "[Local Rules] will be construed to secure the expeditious and economical administration of every case within the district under the Bankruptcy Code and the just, speedy, and inexpensive determination of every proceeding therein."

46. Bankruptcy Rule 2002(a) provides that, unless otherwise ordered by the bankruptcy court, notice of certain matters must be given to, among others, all of the Debtors' creditors, equity security holders and other parties in interest. The Bankruptcy Rules further provide that "[t]he court may from time to time enter orders designating the matters in respect to which, the entity to whom, and the form and manner in which notices shall be sent except as otherwise provided by these rules." FED. R. BANKR. P. 2002(m); see also FED. R. BANKR. P. 9007 ("When notice is to be given under these rules, the court shall designate, if not otherwise specified herein, the time within which, the entities to whom, and the form and manner in which the notice shall be given.").

47. Similarly, Local Rule 7016-1 provides that the Court may conduct case management and scheduling conferences, and as required, shall enter case management or scheduling orders that “may establish notice requirements, set dates on which motions and proceedings will be heard (omnibus hearing dates), . . . and address such other matters as may be appropriate.”

48. Additionally, section 102(1) of the Bankruptcy Code states that, where the Bankruptcy Code provides for an action to occur “after notice and a hearing,” such action may occur “after such notice as is appropriate in the particular circumstances, and such opportunity for a hearing as is appropriate in the particular circumstances.” 11 U.S.C. § 102(1)(A).

49. The Electronic Filing System allows parties to file pleadings and access the case docket 24 hours a day, seven days a week. See FED. R. BANKR. P. 5001. Further, pursuant to the proposed Case Management Procedures, all registered parties on the Master Service List and all other parties in interest that may be directly affected by the relief sought in a particular filing will receive notice of such filing directly from the entity submitting such documents to the Court well in advance of the applicable Omnibus Hearing. All parties in these cases who are registered participants in the Court’s Electronic Filing System will receive a “Notice of Electronic Filing” via electronic mail whenever a document is filed, which will provide additional notice to such parties. Although email is nearly universally available, if an entity cannot reasonably obtain access to email, then such entity may seek an exemption by submitting a No-Email Certification and will receive service of paper copies of Court Filings. Accordingly, the Debtors submit that no entity will be adversely affected by the email service proposed herein.

50. On account of the forgoing, the Debtors believe that the Proposed Case Management Procedures will allow the Debtors to effectively manage the case and avoid disputes with respect to notice periods and issues relating to filing and service.

51. Furthermore, bankruptcy courts in this district often implement case management procedures similar to those proposed here to reduce the expense of case administration. See, e.g., In re Shorebank Corp., No. 12-00581 (ABG) (Bankr. N.D. Ill. Jan. 12, 2012); In re Clare Oaks, No. 11-48903 (PSH) (Bankr. N.D. Ill. Dec. 8, 2011); In re Corus Bankshares, Inc., No. 10-23881 (PSH) (Bankr. N.D. Ill. June 16, 2010); In re XMH Corp. 1 (f/k/a Hartmarx Corp.), No. 09-2046 (BWB) (Bankr. N.D. Ill. Jan. 26, 2009); In re Bridgeview Aerosol, LLC, No. 09-41021 (Bankr. N.D. Ill. Nov. 12, 2009); In re Kimball Hill, Inc., No. 08-10095 (SPS) (Bankr. N.D. Ill. May 2, 2008); In re UAL Corp., No. 02-B-48191 (ERW) (Bankr. N.D. Ill. Dec. 11, 2002). In addition, the Case Management Procedures proposed herein are generally consistent with similar procedures approved by courts in other jurisdictions for large, complex chapter 11 cases. See, e.g., In re Hawker Beechcraft, Inc., No. 12-11873 (SMB) (Bankr. S.D.N.Y. May 31, 2012); In re MSR Resort Golf Course LLC, No. 11-10372 (SHL) (Bankr. S.D.N.Y. Feb. 3, 2011); In re Lear Corp., No. 09-14326 (ALG) (Bankr. S.D.N.Y. July 31, 2009); In re Gen. Growth Props., Inc., No. 09-11977 (ALG) (Bankr. S.D.N.Y. May 11, 2009).<sup>4</sup> Accordingly, the Debtors request that the Court approve the Case Management Procedures.

#### **Notice**

52. 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'

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<sup>4</sup> 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.

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; and (m) 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**

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

*[Remainder of page intentionally left blank.]*

WHEREFORE, the Debtors respectfully request that the Court enter an order, substantially in the form attached hereto as **Exhibit A**, 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  
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and Debtors in Possession*

**EXHIBIT A**

**Proposed 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)	)	

**ORDER APPROVING CASE MANAGEMENT PROCEDURES**

Upon the motion (the “Motion”) of the above-captioned debtors and debtors in possession (collectively, the “Debtors”) for entry of an order (this “Order”) approving certain notice, case management, and administrative procedures, 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 as set forth herein. Capitalized terms used but not otherwise defined herein shall have the meanings ascribed to them in the Motion.
2. The notice, case management, and administrative procedures annexed hereto as Exhibit 1 (the “Case Management Procedures”) are approved and shall govern all aspects of these chapter 11 cases.
3. The Debtors’ notice, claims, and solicitation agent, GCG, is authorized to establish a case website available at [www.edisonmissionrestructuring.com](http://www.edisonmissionrestructuring.com), where, among other things, electronic copies of all Court Filings filed in these chapter 11 cases shall be posted within one business day of filing and may be viewed free of charge.
4. All time periods set forth in this Order or in the Case Management Procedures shall be calculated in accordance with Bankruptcy Rule 9006(a).
5. The Debtors are authorized to take all actions necessary to effectuate the relief granted pursuant to this Order in accordance with the Motion.
6. 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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Proposed Counsel to Debtor Camino Energy Company  
and Conflicts Counsel to the other Debtors  
and Debtors in Possession

**EXHIBIT 1**

**Case Management Procedures**

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

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

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**CASE MANAGEMENT PROCEDURES**

These notice, case management, and administrative procedures (these “Case Management Procedures”) have been approved by the United States Bankruptcy Court for the Northern District of Illinois (the “Court”) for these chapter 11 cases of the above-captioned debtors and debtors in possession (collectively, the “Debtors”) pursuant to the *Debtors’ Motion to Approve Case Management Procedures* (the “Motion”).

On [\_\_\_\_], 2012, the Court entered an order (the “Order”) approving these Case Management Procedures. Anyone may obtain a copy of the Order, as well as any document filed with the Court in these chapter 11 cases, by (a) accessing the website maintained by GCG, Inc. (“GCG”), the Debtors’ notice, claims, and solicitation agent in these chapter 11 cases, at [www.edisonmissionrestructuring.com](http://www.edisonmissionrestructuring.com) (the “Case Website”); (b) contacting GCG directly at

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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 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.

(866) 241-6491; or (c) accessing the Court's Electronic Filing System at [ecf.ilnb.uscourts.gov](http://ecf.ilnb.uscourts.gov) for a fee.

**I. Hearing Procedures**

1. ***All Matters to Be Heard at Omnibus Hearings.*** The Court shall schedule regular, monthly omnibus hearings to consider all Court Filings (as defined herein) in these chapter 11 cases (collectively, the "Omnibus Hearings"). Notwithstanding Local Rule 9013-1, parties may only schedule motions and other Requests for Relief (as defined herein) for hearing at an Omnibus Hearing scheduled to occur at least 14 days after service of the notice of the Request for Relief; provided that any party may request an emergency hearing pursuant to the Local Rules. Any Court Filing that purports to set a hearing on a date or time at which no Omnibus Hearing is scheduled shall automatically and without further order of the Court be scheduled to be heard at the next regularly scheduled Omnibus Hearing that is at least 14 days after the date such Court Filing is filed and served.

2. ***Initial Omnibus Hearings.*** The first three Omnibus Hearings shall be held at the following dates and times:

- a. [\_\_\_\_\_] [\_\_\_], 201[\_\_\_] at [\_\_\_\_\_] (prevailing Central Time);
- b. [\_\_\_\_\_] [\_\_\_], 2013 at [\_\_\_\_\_] (prevailing Central Time); and
- c. [\_\_\_\_\_] [\_\_\_], 2013 at [\_\_\_\_\_] (prevailing Central Time).

3. ***Subsequent Omnibus Hearings.*** At or before the last initial Omnibus Hearing set forth above, the Debtors shall request, and the Court shall schedule, additional Omnibus Hearings. Upon scheduling, GCG shall post the dates and times of the Omnibus Hearings on the Case Website. Entities may contact GCG for information concerning all scheduled Omnibus Hearings.

4. **Hearing Agenda.** Two business days before each hearing, the Debtors shall prepare a hearing agenda (each a “Proposed Hearing Agenda”) for the convenience of the Court and counsel. This Proposed Hearing Agenda shall not be determinative of the matters to be heard at the respective hearing or whether there will be a settlement or a continuance. The Proposed Hearing Agenda will include, to the extent known by the Debtors’ counsel:

- a. the title and docket number of each Court Filing (as defined herein) scheduled for hearing, including the initial Request for Relief (as defined herein) and any Objections (as defined herein) or other documents related thereto;
- b. notice of whether the matters are contested or uncontested;
- c. notice of whether the matters have settled or are proposed to be continued;
- d. other comments that will assist the Court; and
- e. a suggested order in which the matters should be addressed.

5. The Debtors shall attempt to amend a Proposed Hearing Agenda to reflect any changes, such as if additional Court Filings (as defined herein) are filed or if matters are settled or withdrawn before a hearing.

6. **Telephonic Appearances.** A party in interest shall be entitled to attend or participate in an Omnibus Hearing or other hearing by telephone (such attendance or participation a “Telephonic Appearance”). Instructions for parties to make a Telephonic Appearance may be obtained by contacting counsel for the Debtors.

## **II. Filing and Service Procedures**

7. All notices, motions, applications, and other requests for relief, all briefs, memoranda, affidavits, declarations, and other documents filed in support of such papers seeking relief (collectively, “Requests for Relief”) and all objections, replies, and other responses to Requests for Relief or Objections thereto (collectively, “Objections” and, together with the

Requests for Relief and all other filed documents, the “Court Filings”) shall be filed with the Court or other applicable court and served in accordance with the notice provisions of these Case Management Procedures.

**A. The Service List**

8. *All Court Filings Served on Service List.* All Court Filings shall be served on the following parties (collectively, the “Service List”):

- a. *Master Service List.* GCG shall maintain a master service list (the “Master Service List”). The Master Service List shall include:
  - i. The Office of the United States Trustee for the Northern District of Illinois;
  - ii. the Debtors and their counsel;
  - iii. the members of and counsel to any statutory creditors’ committee, and, until such appointment, the entities listed on the Consolidated List of Creditors Holding the 30 Largest Unsecured Claims filed pursuant to Bankruptcy Rule 1007(d);
  - iv. the indenture trustee for the Debtors’ senior unsecured notes;
  - v. counsel to the ad hoc committee of certain holders of the Debtors’ senior unsecured notes;
  - vi. 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;
  - vii. counsel to the ad hoc committee of certain holders of pass-through certificates related to the Debtors’ Powerton and Joliet generating stations;
  - viii. the owner trusts and the equity investors for the Debtors’ Powerton and Joliet generating stations (and their respective counsel, if known);
  - ix. the lender under Debtor Edison Mission Energy’s letter-of-credit facility;
  - x. the state attorneys general for states in which the Debtors conduct business;

- xi. the United States Attorney for the Northern District of Illinois;
  - xii. the Internal Revenue Service;
  - xiii. the Securities and Exchange Commission; and
  - xiv. the Environmental Protection Agency and similar state environmental agencies for states in which the Debtors conduct business.
- b. **2002 List.** GCG shall maintain a list of all entities that have filed a request for service of filings pursuant to Bankruptcy Rule 2002 and the Local Rules (the “2002 List”).
- i. **Information Required for Service of Filings.** A request for service of papers pursuant to Bankruptcy Rules 2002 and the Local Rules (each, a “2002 Notice Request”) filed with the Court shall be deemed proper *if and only if* it includes the following information with respect to the entity filing such request: (a) name; (b) street address; (c) name of client(s), if applicable; (d) telephone number; (e) facsimile number; and (f) electronic mail (“email”) address. Notwithstanding the application of the Local Rules, all counsel must comply with this provision in order to receive papers.
  - ii. **Email Address Required.** If a 2002 Notice Request fails to include an email address or a No-Email Certification (as defined herein), GCG shall forward a copy of these Case Management Procedures to such entity within five business days and specifically request an email address. If no email address (or No-Email Certification) is provided in response to such request, such entity shall not be added to the 2002 List and shall not be served with copies of Court Filings unless such pleadings and/or documents directly affect such entity.
  - iii. **Certification Opting Out of Email Service.** Notwithstanding the immediately preceding paragraph, any individual or entity filing a 2002 Notice Request who does not maintain (and cannot practicably obtain) an email address and thereafter cannot receive service by email must include in the 2002 Notice Request a certification to that effect (a “No-Email Certification”). The No-Email Certification shall include a statement certifying that the individual or entity (a) does not maintain an email address and (b) cannot practicably obtain an email address at which the individual or entity could receive service by email. An entity submitting a No-Email Certification shall be served with paper copies of any Court Filing by the entity making such Court Filing,

by first class mail or private mail service, at such filing entity's discretion.

iv. ***Changes in Information.*** It shall be the responsibility of each entity submitting a 2002 Notice Request to file with the Court an updated 2002 Notice Request as necessary to reflect changes to any notice information, including email address and contact person, and to serve a copy of such request upon the Debtors.

c. ***Affected Entities.*** This group shall be comprised of all entities with a particularized interest in the subject matter of the particular court filing (each, an "Affected Entity").

9. ***GCG to Maintain 2002 List.*** At least every 15 days during the first 60 days of the Debtors' chapter 11 cases, and, thereafter, at least every 30 days until confirmation of a chapter 11 plan, GCG shall maintain and update the 2002 List by: (a) making any additions and deletions; (b) filing the updated 2002 List; (c) serving the updated 2002 List on the parties listed thereon; (d) filing a proof of service; and (e) simultaneously with the filing of the 2002 List, posting an updated version of the 2002 List on the Case Website.

**B. Filing and Service of Court Filings Generally**

10. ***Electronic Filing.*** All Court Filings filed in these chapter 11 cases shall be filed electronically with the Court, using the Court's electronic filing system (the "Electronic Filing System"), on the docket of the chapter 11 case of Debtor Edison Mission Energy.

11. ***Electronic Service.*** All Court Filings (other than service of a summons and complaint in an adversary proceeding or documents filed under seal) shall be electronically served by email on the Court's Electronic Filing System, which shall be deemed to constitute proper service for all parties who are sent such email service. Subject to the limited exclusions set forth herein, each entity that has filed a notice of appearance and a request for service of papers shall be deemed to have consented to electronic service of papers.

12. ***Paper Service of Certain Affected Entities.*** To the extent no email address of an Affected Entity is available, the Debtors (or any other entity filing and serving a Court Filing) shall serve such Affected Entity with paper copies of any Court Filing, served by first class mail or private mail service, at the Debtors' discretion (or the discretion of such other entity serving a Court Filing, as the case may be).

13. ***Waiver of Filing Deadlines.*** If any Court Filing is filed and served electronically via the Court's Electronic Filing System, the filing deadlines requiring three additional days' notice set forth in Rule 6(e) of the Federal Rules of Civil Procedure (made applicable to adversary proceedings by Bankruptcy Rule 7005(b)(2)(D)), and Bankruptcy Rule 9006(f) shall not apply.

14. ***Notice of Filing.*** In accordance with Local Rule 5005-3(C)(4), a notice shall be affixed as the first page of each Court Filing, which notice shall set forth the caption, descriptive title, and number of the action or proceeding in which the Court Filing is filed, the caption of these chapter 11 cases, the name of the judge presiding over these chapter 11 cases (or, if different, the name of the judge presiding over the action or proceeding in which the Court Filing is filed), and the date and time of the Omnibus Hearing (or other hearing, as ordered by the Court), if any, at which the matter will be heard (the "Applicable Hearing"). In addition, the notice shall set forth the date and time of the Objection Deadline (as defined and determined herein). The notice may also include a statement that the relief requested therein may be granted without a hearing if no objection is timely filed and served in accordance with these Case Management Procedures.

15. ***Certificates of Service.*** A certificate of service of any Court Filing (including, without limitation, any motion, in accordance with Local Rule 9013-1(C)(3)), including a

Service List, shall be filed with the Court; provided that such certificate of service may be filed with the Court separately from the applicable Court Filing; and provided, further that no party shall be required to include the Service List when serving the certificate of service on recipients of such Court Filing.

16. ***Signature Block.*** In accordance with Local Rule 5005-3(C)(5), the signature block on the final page of any Court Filing shall contain the name, address, and telephone number of the attorney in active charge of the matter or the individual filing such Court Filing *pro se*.

17. ***Waiver of Page Limits.*** Unless otherwise specifically ordered by the Court, the 15-page limit set forth in Local Rule 5005-3(D) shall not apply to Court Filings in these chapter 11 cases.

18. ***Satisfaction of Section 342 of the Bankruptcy Code.*** Any Court Filing notice or other notice sent by the Debtors shall be deemed to comply with the requirements set forth in section 342(c)(1) of the Bankruptcy Code so long as the notice includes (as a footnote or otherwise) the name, address, and last four digits of the taxpayer identification number of each of the Debtors.

19. ***Joinders.*** An entity seeking to support any Court Filing may do so by filing an expression of support of such Court Filing (a "Joinder"). Unless otherwise ordered by the Court, filing a Joinder does ***not*** entitle such entity: (a) to be an independent proponent of the applicable Court Filing; (b) independently to support or oppose any related Court Filings; (c) independently to settle the Request for Relief that is the subject of the applicable Court Filing; or (d) independently to receive a ruling by the Court on the Court Filing. The Court may deem a Joinder to be a brief in support of the applicable Court Filing, but the Court shall not consider

any arguments or factual allegations contained in the Joinder but not in the Court Filing, and no entity shall be required to separately respond to the Joinder.

20. ***Right to Request Special Notice Procedures.*** Nothing in these Case Management Procedures shall prejudice the right (a) of any entity to move the Court to further limit or expand notice of contested matters and adversary proceedings upon a showing of good cause, including without limitation the right to file a motion seeking emergency *ex parte* relief or relief upon shortened notice, or (b) of any entity to request an enlargement or reduction of any time period under Bankruptcy Rule 9006(b) or (c).

**C. Filing and Service of Requests for Relief**

21. ***Requests for Relief to Be Heard at Omnibus Hearings.*** A Request for Relief filed and served 14 or more days before the next regularly scheduled Omnibus Hearing shall be set for hearing at such next regularly scheduled Omnibus Hearing. A Request for Relief filed and served fewer than 14 days before the next regularly scheduled Omnibus Hearing shall be set for hearing at the regularly scheduled Omnibus Hearing following such next regularly scheduled Omnibus Hearing.

22. ***Service of Requests for Relief.*** With respect to any Court Filing for which particular notice is required to be served on all creditors and parties with a particular interest in the relief sought by any motion, including Bankruptcy Rules 2002(a)(2) and (3), 4001, 6004, 6007, and 9019, parties shall serve all such filings only on the Master Service List, the 2002 List, and on the following Affected Entities, unless otherwise ordered by the Court:

- a. in the case of the use, sale, lease, or abandonment of property, each entity asserting an interest in that property;
- b. in the case of a motion for relief or modification of the automatic stay, each entity asserting a lien or encumbrance on the affected property;

- c. in the case of a motion relating to the use of cash collateral or obtaining credit, each entity asserting an interest in the cash collateral or a lien or other interest in property upon which a lien or encumbrance is proposed to be granted;
- d. in the case of a motion under Bankruptcy Rule 9019, each entity that is party to the relevant compromise and settlement or that may be directly affected by such compromise or settlement;
- e. in the case of assumption, assignment, or rejection of an executory contract or unexpired lease, each entity that is party to the executory contract or unexpired lease;
- f. in the case of any Objection filed directly in response to a Request for Relief or other Court Filing, the entity that filed such Request for Relief or other Court Filing; and
- g. in the case of any matter for which the Bankruptcy Rules specifically require notice to all parties in interest, all parties in interest.

23. *Notice Provisions Not Applicable to Certain Matters.* Except as set forth in these Case Management Procedures or otherwise provided by order of the Court, the notice provisions of these Case Management Procedures shall **not** apply to notices of the matters or proceedings described in the following Bankruptcy Rules:

- a. Bankruptcy Rule 2002(a)(1) (meeting of creditors pursuant to section 341 of the Bankruptcy Code);
- b. Bankruptcy Rule 2002(a)(2) (any proposed use, sale, or lease of property of the estate other than in the ordinary course of business, to the extent that such use, sale, or lease concerns all or substantially all of the Debtors' assets);
- c. Bankruptcy Rule 2002(a)(4) (hearing on the dismissal of a case or cases or the conversion of a case to another chapter);
- d. Bankruptcy Rule 2002(a)(5) (time fixed to accept or reject a proposed modification of a chapter 11 plan);
- e. Bankruptcy Rule 2002(a)(7) (time fixed for filing a proof of claim pursuant to Bankruptcy Rule 3003(c));
- f. Bankruptcy Rule 2002(b)(1) (time fixed for filing objections and any hearing to consider approval of a disclosure statement);

- g. Bankruptcy Rule 2002(b)(2) (time fixed for filing objections and any hearing to consider confirmation of a chapter 11 plan);
- h. Bankruptcy Rule 2002(d) (certain matters for which notice is to be provided to equity security holders);
- i. Bankruptcy Rule 2002(f)(1) (entry of an order for relief);
- j. Bankruptcy Rule 2002(f)(2) (dismissal or conversion of a case to another chapter of the Bankruptcy Code);
- k. Bankruptcy Rule 2002(f)(3) (time allowed for filing claims pursuant to Bankruptcy Rule 3002);
- l. Bankruptcy Rule 2002(f)(6) (waiver, denial, or revocation of a discharge as provided in Bankruptcy Rule 4006);
- m. Bankruptcy Rule 2002(f)(7) (entry of an order confirming a chapter 11 plan); and
- n. Bankruptcy Rule 2002(f)(8) (summary of the trustee's final report and account should a case be converted to chapter 7 of the Bankruptcy Code).

24. ***Requests for Relief from the Automatic Stay.*** Unless the Court orders otherwise, (a) if a Request for Relief from the automatic stay under section 362 of the Bankruptcy Code (a "Lift-Stay Request") is filed and served 14 or more days before the next regularly scheduled Omnibus Hearing, then the hearing date of "request" for relief from the stay shall be the next regularly scheduled Omnibus Hearing, and (b) if a Lift-Stay Request is filed and served fewer than 14 days before the next regularly scheduled Omnibus Hearing, then the hearing date of "request" for relief from the stay shall be the next regularly scheduled Omnibus Hearing (following the Omnibus Hearing set within 14 days of the Lift-Stay Request).

25. ***Automatic Extension of Certain Time Periods.*** If a Request for Relief to extend the time to take any action is filed prior to the expiration of the time period provided by the Bankruptcy Code, the Bankruptcy Rules, the Local Rules, or any order of the Court, the time to so take action shall be automatically extended until the Court considers and rules upon the Request for Relief.

26. ***Requests for Relief to Include Proposed Order.*** Entities submitting written motions or other Requests for Relief shall be required to include a proposed order with such Request for Relief.

**D. Filing and Service of Objections**

27. ***Deadline to File and Serve Objections to Requests for Relief.*** Any Objection to a Request for Relief must be filed with the Court and served upon the entity filing the Request for Relief and those entities on the Service List by the following deadlines (each, as applicable, the “Objection Deadline”):

- a. in the case of a Request for Relief filed 14 or more days before the Applicable Hearing, 4:00 p.m. (prevailing Central Time) on the seventh calendar day before the Applicable Hearing;
- b. in the case of a Request for Relief set for hearing on an expedited basis and filed fewer than 14 days before the Applicable Hearing, 4:00 p.m. (prevailing Central Time) on the second business day before the Applicable Hearing; or
- c. in any case, as otherwise as ordered by the Court.

28. ***Deadline to File and Serve Objections to Other Objections.*** A reply to an Objection shall be filed with the Court and served so as to actually be received by the Debtors, the entity that filed the initial Objection, and each Affected Entity by no later than 12:00 p.m. (prevailing Central Time) on the business day before the Applicable Hearing.

29. ***Extension of Objection Deadline.*** Unless the Court states otherwise, the Objection Deadline may be extended with the consent of the entity filing the applicable Request for Relief to a date that is no later than the business day before the Applicable Hearing.

30. ***Effect of Failure to File Objection by Objection Deadline.*** Failure to file an Objection by the Objection Deadline may cause the Court to not consider the Objection.

**E. Filing and Service of Adversary Proceedings**

31. All Court Filings in any adversary proceeding commenced in these chapter 11 cases shall be served upon the Service List and any other entities required to be served under any applicable Bankruptcy Rule or Local Rule.

**F. Filing and Service of Orders**

32. An entity that drafts an order that is entered by the Court is *not* required to serve copies of such order upon receipt thereof.

**G. Granting a Request for Relief Without a Hearing**

33. *Certificate of No Objection.* Provided that the notice filed with the Request for Relief includes a statement that the Request for Relief may be granted and an order entered without a hearing unless a timely Objection is made, if the Objection Deadline applicable to a Request for Relief passes without an Objection's being filed or served in accordance with these Case Management Procedures, counsel to the entity who has filed the Request for Relief may file a certification indicating that no Objection has been filed or served (the "Certificate of No Objection").

34. *Contents of Certificate of No Objection.* By filing a Certificate of No Objection, counsel for the entity that filed the applicable Request for Relief shall represent to the Court that the entity is unaware of any Objection to the Request for Relief and that counsel has reviewed the Court's docket for these chapter 11 cases and that no Objection appears thereon.

35. *Order May Be Entered Without Hearing.* Upon receipt of the Certificate of No Objection, the Court may enter an order granting the Request for Relief without further pleading, hearing, or request, and, once an order granting such Request for Relief is entered, no further hearing on the Request for Relief shall be held.

36. ***Request for Relief May Be Heard at Hearing.*** After a Certificate of No Objection has been filed, the Request for Relief may be heard at the next Omnibus Hearing if the Court does not enter an order granting the Request for Relief before such Omnibus Hearing.

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

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

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**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.

**KIRKLAND & ELLIS LLP**

300 North LaSalle

Chicago, Illinois 60654

Telephone: (312) 862-2000

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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 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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