

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

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

NOTICE OF FILING OF REVISED FINAL EQUITY TRADING ORDER

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* [Docket No. 16] (the “Motion”).² An interim order was entered granting the Motion on an interim basis on December 18, 2012 [Docket No. 123]. A proposed final order granting the Motion (the “Proposed Final Order”) was attached to the Motion.

PLEASE TAKE FURTHER NOTICE that the Debtors have made certain revisions to the Proposed Final Order and hereby file the revised proposed order approving the Motion incorporating such revisions (the “Revised Order”). A copy of the Revised Order is attached hereto as **Exhibit 1**.

PLEASE TAKE FURTHER NOTICE that a blackline reflecting the changes made to the Proposed Final Order and set forth in the Revised Order is attached hereto as **Exhibit 2**.

PLEASE TAKE FURTHER NOTICE that on January 16, 2013, at 11:00 a.m. (prevailing Central Time) or as soon thereafter as counsel may be heard, we shall appear before the Honorable Jacqueline P. Cox in the Ceremonial Courtroom (Room 2525) of 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 Capitalized terms used but not otherwise defined herein shall have the meanings ascribed to them in the Motion.

Courthouse, 219 South Dearborn Street, Chicago, Illinois, for a hearing on the Motion and the Revised Order, at which time and place you may appear.

PLEASE TAKE FURTHER NOTICE that copies of the Revised Order may be obtained free of charge by visiting the case website maintained by GCG, Inc., the 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.

Dated: January 15, 2013

/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 1

Revised Order

UNITED STATES BANKRUPTCY COURT
NORTHERN DISTRICT OF ILLINOIS
Eastern Division

In Re:	)	BK No.: 12-49219
EDISON MISSION ENERGY, et al.,	)	(Jointly Administered)
	)	Chapter: 11
	)	Honorable Jacqueline Cox
)	
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, counsel to the official committee of unsecured creditors (the “Committee”), and counsel to the ad hoc group of certain holders of Debtor Edison Mission

Energy's senior notes (the "Noteholder Group"), 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 Final 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, counsel to the Committee, and counsel to the Noteholder Group, 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, counsel to the Committee, and counsel to the Noteholder Group, 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, the Committee, and the Noteholder Group 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, the Committee, or the Noteholder Group 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, the Committee, nor the Noteholder Group 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, counsel to the Committee, and counsel to the Noteholder Group, a notice of such status, in the form attached hereto as Exhibit 4, 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, counsel to the Committee, and counsel to the Noteholder Group, an advance written notice in the form attached hereto as Exhibit 5 (a "Declaration of Intent to Claim a Worthless Stock Deduction"), of the intended claim of worthlessness.

c. The Debtors, the Committee, and the Noteholder Group 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, the Committee, or the Noteholder Group 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, the Committee, nor the Noteholder Group 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, with the consent of the Committee and the Noteholder Group, 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, as modified, in the form attached hereto as Exhibit 6 (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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Proposed Counsel to the Debtors
and Debtors in Possession
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. 12-49219 (JPC)
)	
Debtors.	)	(Jointly Administered)
)	

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. 12-49219 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 *Final 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, counsel to the official committee of unsecured creditors, and counsel to the ad hoc committee of certain holders of the Debtors' senior unsecured notes. 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. 12-49219 (JPC)
)	
Debtors.	)	(Jointly Administered)
)	

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 *Final 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 Motion³ granted therein.

PLEASE TAKE FURTHER NOTICE that the Debtors, the Committee, and the Noteholder Group have 30 calendar days after receipt of this Declaration to object to the Proposed Transfer described herein. If the Debtors, the Committee, or the Noteholder Group 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, the Committee, nor the Noteholder Group 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.

³ Capitalized terms used but not otherwise defined herein shall have the meanings ascribed to them in the Order.

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. 12-49219 (JPC)
)	
Debtors.	)	(Jointly Administered)
)	

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 *Final 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

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 Motion³ granted therein.

PLEASE TAKE FURTHER NOTICE that the Debtors, the Committee, and the Noteholder Group have 30 calendar days after receipt of this Declaration to object to the Proposed Transfer described herein. If the Debtors, the Committee, or the Noteholder Group 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, the Committee, nor the Noteholder Group 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.

³ Capitalized terms used but not otherwise defined herein shall have the meanings ascribed to them in the Order.

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:)
EDISON MISSION ENERGY, et al.,¹) Chapter 11
Debtors.) Case No. 12-49219 (JPC)
) (Jointly Administered)
)

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 *Final 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, counsel to the official committee of unsecured creditors, and counsel to the ad hoc committee of certain holders of the Debtors’ senior unsecured notes. 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. 12-49219 (JPC)
)	
Debtors.	)	(Jointly Administered)
)	

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 *Final 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

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.

undersigned 50 Percent Shareholder otherwise reserves all rights regarding the Order or the Motion³ granted therein.

PLEASE TAKE FURTHER NOTICE that the Debtors, the Committee, and the Noteholder Group have 30 calendar days after receipt of this Declaration to object to the Proposed Worthlessness Claim described herein. If the Debtors, the Committee, or the Noteholder Group 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, the Committee, nor the Noteholder Group 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.

³ Capitalized terms used but not otherwise defined herein shall have the meanings ascribed to them in the Order.

Respectfully submitted,

(Name of Declarant)

By: _____

Name: _____

Address: _____

Telephone: _____

Facsimile: _____

_____, _____
Dated: _____

EXHIBIT 6

Proposed Notice of Final Order

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

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

**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 December 17, 2012 (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 Petition Date, 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. 16] (the "Motion"). On December 18, 2012, the United States Bankruptcy Court for the Northern District of Illinois (the "Bankruptcy Court") entered the *Interim Order Approving Notification and Hearing Procedures for Transfers of, or Claims of Worthlessness with Respect to, Certain Equity Securities* [Docket No. 123].

PLEASE TAKE FURTHER NOTICE THAT on [____], 2013, the Bankruptcy Court entered the *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) on a final basis (the "Order").

PLEASE TAKE FURTHER NOTICE THAT pursuant to the Order, a Substantial Shareholder or 50 Percent Shareholder (each as defined below), 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 Securities² or Beneficial Ownership of the Equity Securities in violation of the procedures set forth herein, and such transaction shall be void ab initio.

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

PLEASE TAKE FURTHER NOTICE THAT pursuant to the Order, the following procedures shall apply to holding and transfers of the Common Stock 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, counsel to the Committee, and counsel to the Noteholder Group, 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.
- 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, counsel to the Committee, and counsel to the Noteholder Group, 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, counsel to the Committee, and counsel to the Noteholder Group, 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, the Committee, and the Noteholder Group 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, the Committee, or the Noteholder Group 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, the Committee, nor the Noteholder Group 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, counsel to the Committee, and counsel to the Noteholder Group, 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) 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, counsel to the Committee, and counsel to the Noteholder Group,

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, the Committee, and the Noteholder Group 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, the Committee, or the Noteholder Group 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, the Committee, nor the Noteholder Group 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: _____, 2013

/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
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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*

EXHIBIT 2

Blackline

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

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

**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

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.

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, **counsel to the official committee of unsecured creditors (the "Committee"), and counsel to the ad hoc group of certain holders of Debtor Edison Mission Energy's senior notes (the "Noteholder Group")**, a declaration of such status, substantially in the form of **Exhibit 1** attached to the Interim Order ~~hereto~~, on or before the later of (i) 30 days after the date of the Notice of **Final** 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,~~ **counsel to the Committee, and counsel to the Noteholder Group**, an advance written declaration of the intended transfer of the Common Stock in the form of **Exhibit 2** attached ~~to the Interim Order~~ **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,~~ **counsel to the Committee, and counsel to the Noteholder Group**, an advance written declaration of the intended transfer of the Common Stock in the form of **Exhibit 3** attached ~~to the Interim Order~~ **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, **the Committee,** and ~~Bond Counsel,~~ **the Noteholder Group** 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,~~ **the Committee, or the Noteholder Group** 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, **the Committee,** nor ~~Bond Counsel,~~ **the Noteholder Group** 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, **counsel to the Committee, and counsel to the Noteholder Group**, a notice of such status, in the form attached hereto as **Exhibit 4** of the ~~Interim Order~~, **4**, on or before the later of (i) 30 days after the date of entry of the Order, or (ii) ~~10~~**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~~, **counsel to the Committee, and counsel to the Noteholder Group**, an advance written notice in the form attached hereto 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, **the Committee, and the Noteholder Group** 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, **the Committee, or the Noteholder Group** 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, **the Committee,**

nor ~~Bond Counsel~~**the Noteholder Group** 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~~**with the consent of the Committee and the Noteholder Group**, 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 ~~(, as modified as appropriate,~~ **in the form attached hereto as Exhibit 6** (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.

Dated: _____, 2013
Chicago, Illinois

Jacqueline P. Cox
United States Bankruptcy Judge

EXHIBIT 1

Declaration of Status as a Substantial Shareholder

UNITED STATES BANKRUPTCY COURT
NORTHERN DISTRICT OF ILLINOIS
EASTERN DIVISION

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

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

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.**

debtor in possession in Case No. 12-49219 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:

<u>Number of Shares of Common Stock</u>	<u>Date Acquired</u>

(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 *Final 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, counsel to the official
committee of unsecured creditors, and counsel to the ad hoc committee of certain holders
of the Debtors’ senior unsecured notes. 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

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

DECLARATION OF INTENT TO ACCUMULATE COMMON STOCK

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 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 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

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.

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 *Final 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 Motion³ granted therein.

PLEASE TAKE FURTHER NOTICE that the Debtors, the Committee, and the Noteholder Group have 30 calendar days after receipt of this Declaration to object to the Proposed Transfer described herein. If the Debtors, the Committee, or the Noteholder Group 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, the Committee, nor the Noteholder Group object within such 30-day period, then after expiration of such period the Proposed Transfer may proceed solely as set forth in this Declaration.

³ Capitalized terms used but not otherwise defined herein shall have the meanings ascribed to them in the Order.

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

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

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”).

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, if applicable, on _____,
_____ filed a Declaration of Status as a Substantial Shareholder² with the United
States 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 *Final 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.

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 subsidi
aries 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, _____
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 Motion³
granted therein.

PLEASE TAKE FURTHER NOTICE that the Debtors, the Committee, and the
Noteholder Group have 30 calendar days after receipt of this Declaration to object to the
Proposed Transfer described herein. If the Debtors, the Committee, or the Noteholder
Group 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, the Committee, nor the Noteholder Group
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

³ Capitalized terms used but not otherwise defined herein shall have the meanings ascribed to them in the
Order.

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

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

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:

<u>Number of Shares of Common Stock</u>	<u>Date Acquired</u>

(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 *Final 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, counsel to the official committee of unsecured creditors, and counsel to the ad hoc committee of certain holders of the Debtors’ senior unsecured notes. 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

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

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”).

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, if applicable, on _____,
_____ filed a Declaration of Status as a 50 Percent Shareholder² with the United
States 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 *Final 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.

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, 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 Motion³ granted therein.

PLEASE TAKE FURTHER NOTICE that the Debtors, the Committee, and the
Noteholder Group have 30 calendar days after receipt of this Declaration to object to the
Proposed Worthlessness Claim described herein. If the Debtors, the Committee, or the
Noteholder Group 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, the Committee,
nor the Noteholder Group 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

³ Capitalized terms used but not otherwise defined herein shall have the meanings ascribed to them in the
Order.

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

Proposed Notice of Final Order

UNITED STATES BANKRUPTCY COURT
NORTHERN DISTRICT OF ILLINOIS
EASTERN DIVISION

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

**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 December 17, 2012 (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.**

**PLEASE TAKE FURTHER NOTICE THAT on the Petition Date, the Debtors filed
the Debtors’ Motion to Approve Notification and Hearing Procedures for Transfers of, or**

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 C
ompany (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.**

Claims of Worthlessness with Respect to, Certain Equity Securities [Docket No. 16] (the “Motion”). On December 18, 2012, the United States Bankruptcy Court for the Northern District of Illinois (the “Bankruptcy Court”) entered the Interim Order Approving Notification and Hearing Procedures for Transfers of, or Claims of Worthlessness with Respect to, Certain Equity Securities [Docket No. 123].

PLEASE TAKE FURTHER NOTICE THAT on [_____], 2013, the Bankruptcy Court entered the 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) on a final basis (the “Order”).

PLEASE TAKE FURTHER NOTICE THAT pursuant to the Order, a Substantial Shareholder or 50 Percent Shareholder (each as defined below), 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 Securities² 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 Stock or of any Beneficial Ownership therein:

- i. 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, counsel to the Committee, and counsel to

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

the Noteholder Group, 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.

- j. 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, counsel to the Committee, and counsel to the Noteholder Group, 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”).
- k. 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, counsel to the Committee, and counsel to the Noteholder Group, 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”).
- l. The Debtors, the Committee, and the Noteholder Group 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, the Committee, or the Noteholder Group 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, the Committee, nor the Noteholder Group 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.

- m. 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, counsel to the Committee, and counsel to the Noteholder Group, 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) 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, counsel to the Committee, and counsel to the Noteholder Group, 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, the Committee, and the Noteholder Group 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, the Committee, or the Noteholder Group 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, the Committee, nor the Noteholder Group 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: _____, 2013

/s/

James H.M. Sprayregen, P.C.

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Sarah Hiltz Seewer

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