

UNITED STATES BANKRUPTCY COURT  
NORTHERN DISTRICT OF ILLINOIS  
EASTERN DIVISION

In re:	)	Chapter 11
EDISON MISSION ENERGY, <u>et al.</u> , <sup>1</sup>	)	Case No. 12-49219 (JPC)
Reorganized Debtors.	)	(Jointly Administered)
	)	Re: Docket No. 2317

**ORDER GRANTING  
FOURTH INTERIM AND FINAL FEE APPLICATION OF  
KIRKLAND & ELLIS LLP FOR ALLOWANCE OF ADMINISTRATIVE  
CLAIM FOR COMPENSATION AND REIMBURSEMENT OF EXPENSES  
FOR THE INTERIM PERIOD DECEMBER 17, 2012, THROUGH MARCH 11, 2014**

Upon the application (the “Final Fee Application”) of Kirkland & Ellis LLP (“K&E”), counsel to the above-captioned debtors and debtors in possession (collectively, the “Debtors”) for the entry of an order (this “Order”) (a) approving payment to K&E of compensation for professional services rendered to the Debtors and for reimbursement of actual and necessary expenses incurred in connection with such services from December 17, 2012, through March 11, 2014, and (b) granting related relief; and this Court having found that this Court has jurisdiction over this matter pursuant to 28 U.S.C. §§ 157 and 1334; and this Court having found that this is a core proceeding pursuant to 28 U.S.C. § 157(b)(2); and this Court having found that venue of this proceeding is proper pursuant to 28 U.S.C. §§ 1408 and 1409; and this Court having found

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

that the relief requested in the Final Fee Application is in the best interests of the Debtors' estates, their creditors, and other parties in interest; and the Debtors having provided appropriate notice under the circumstances of the Final Fee Application and the opportunity for a hearing on the Final Fee Application, and that no other or further notice is required; and this Court having determined that the legal and factual bases set forth in the Final Fee Application establish just cause for the relief granted herein; and after due deliberation and sufficient cause appearing therefore, it is hereby ORDERED THAT:

1. The Final Fee Application is approved. All capitalized terms used but otherwise not defined herein shall have the meanings set forth in the Final Fee Application.

2. Compensation to K&E for professional services rendered during the Final Fee Period is allowed on a final basis in the amount of \$30,568,017.00.

3. Reimbursement to K&E for expenses incurred during the Final Fee Period is allowed on a final basis in the amount of \$1,152,442.30.

4. The EME Reorganization Trust and the Debtors, as applicable, are authorized and directed to pay K&E all fees and expenses allowed pursuant to this Order, including those that were previously held back pursuant to the Interim Compensation Order, less any amounts previously paid in accordance with the Interim Compensation Order.

5. K&E shall have the right to request additional amounts not accounted for in the Final Fee Application for compensation for services rendered and expenses incurred during this Final Fee Period.

6. The EME Reorganization Trust and the Debtors, as applicable, are authorized and directed to take all actions necessary to effectuate the relief granted pursuant to this Order in accordance with the Final Fee Application.

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

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

Chicago, Illinois  
Date: \_\_\_\_\_, 2014



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The Honorable Jacqueline P. Cox  
United States Bankruptcy Judge

**JUN 23 2014**