

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 INTERIM COMPENSATION 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 Procedures for Interim Compensation and Reimbursement of Expenses for Professionals and Official Committee Members* [Docket No. 33] (the “Motion”).² A proposed order granting the Motion (the “Proposed Order”) was attached to the Motion.

PLEASE TAKE FURTHER NOTICE that the Debtors have made certain revisions to the Proposed 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 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 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.

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.

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 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

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))

**ORDER APPROVING PROCEDURES
FOR INTERIM COMPENSATION AND REIMBURSEMENT
OF EXPENSES FOR PROFESSIONALS AND OFFICIAL COMMITTEE MEMBERS**

Upon the motion (the “Motion”) of the above-captioned debtors and debtors in possession (collectively, the “Debtors”) for entry of an order (this “Order”) authorizing but not directing the Debtors to establish procedures for interim compensation and reimbursement of expenses for professionals and members of any official committee appointed in these chapter 11 cases, all as more fully set forth in the Motion; and upon the First Day Declaration; and the Court having found that the Court has jurisdiction over this matter pursuant to 28 U.S.C. §§ 157 and 1334; and the Court having found that this is a core proceeding pursuant to 28 U.S.C. § 157(b)(2); and the Court having found that venue of this proceeding and the Motion in this district is proper pursuant to 28 U.S.C. §§ 1408 and 1409; and the Court having found that the relief requested in the Motion is in the best interests of the Debtors’ estates, their creditors, and other parties in interest; and the Court having found that the Debtors provided appropriate notice of the Motion and the opportunity for a hearing on the Motion under the circumstances; and the Court having reviewed the Motion and having heard the statements in support of the relief requested therein at a hearing before the Court (the “Hearing”); and the Court having determined that the legal and factual bases set forth in the Motion and at the Hearing establish just cause for the relief granted herein; and upon all of the proceedings had before the Court; and after due deliberation and sufficient cause appearing therefor, it is HEREBY ORDERED THAT:

1. The Motion is granted as set forth herein. Capitalized terms used but not otherwise defined herein shall have the meanings ascribed to them in the Motion.

2. Except as otherwise provided in Court orders authorizing but not directing the retention of specific Professionals, all Professionals and Committee members in these chapter 11 cases may seek monthly compensation in accordance with the following Compensation Procedures:

a. On or after the 25th day of each month following the month for which compensation is sought, each Professional or Committee member seeking compensation shall serve, by hand or overnight delivery, a monthly statement for payment for services rendered and reimbursement of expenses incurred during the immediately preceding month (a “Monthly Fee Statement”) on: (a) Edison Mission Energy, 3 MacArthur Place, Suite 100, Santa Ana, California 92707, Attn: Daniel McDevitt; (b) counsel for the Debtors, Kirkland & Ellis LLP, 300 North LaSalle, Chicago, Illinois 60654, Attn: Sarah Hiltz Seewer and Brad Weiland; (c) counsel for the Committee, Akin Gump Strauss Hauer & Feld LLP, One Bryant Park, New York, New York 10036, Attn: Arik Preis; (d) the U.S. Trustee, 219 S. Dearborn Street, Suite 873, Chicago, Illinois 60604, Attn: Kathryn Gleason; and (e) counsel to the ad hoc committee of certain holders of the Debtors’ senior unsecured notes, (1) Ropes & Gray LLP, 1211 Avenue of the Americas, New York, New York 10036, Attn: Keith Wofford, and (2) Ropes & Gray

LLP, Prudential Tower, 800 Boylston Street, Boston, Massachusetts 02199, Attn: Stephen Moeller-Sally (collectively, the “Notice Parties”).

b. Because the Compensation Procedures do not alter the fee application requirements outlined in sections 330 and 331 of the Bankruptcy Code, Professionals and Committee members are not required to file their Monthly Fee Statements with the Court or provide courtesy copies to the presiding judge’s chambers.

c. Each Monthly Fee Statement, which shall be substantially in the same form of Exhibit B attached to the Motion and incorporated herein by reference, must contain a brief description of the services rendered, accompanied by a billing summary or schedule of the reimbursable expenses incurred and the professional and paraprofessional time spent (in sufficient detail to allow the review of this time by the Notice Parties), which shall ordinarily be for services rendered through a particular calendar month.

d. Each Professional or Committee member must submit its first Monthly Fee Statement no earlier than January 25, 2013. This initial Monthly Fee Statement will cover the period from the Petition Date through December 31, 2012. Thereafter, the Professionals or Committee members must serve Monthly Fee Statements on the Notice Parties in the manner described above.

e. Any Notice Party receiving a Monthly Fee Statement may object to the payment of the fees or the reimbursement of costs set forth therein by serving a written notice of objection (a “Notice of Objection to Fee Statement”) (which shall not be filed with the Court) upon the other Notice Parties within 14 business days of receiving the Monthly Fee Statement (the “Objection Deadline”). The Notice of Objection to Fee Statement shall state the nature of the objection and identify the amount of the fees or costs to which the objection is made. Thereafter, the objecting party and the Professional or Committee member whose statement is objected to shall attempt to reach an agreement regarding the correct payment to be made.

f. In the absence of any timely objection, the Debtors are authorized to pay 80 percent of the fees and 100 percent of the expenses identified in each Monthly Fee Statement. Any Professional or Committee member who fails to submit a Monthly Fee Statement shall be ineligible to receive further payments of fees and expenses as provided herein until such time as the Monthly Fee Statement is submitted.

g. If the Debtors receive a Notice of Objection to Fee Statement, they shall withhold payment of that portion of the Monthly Fee Statement to which the objection is directed and promptly pay the remainder of the fees and disbursements in the percentages set forth in paragraph (f). Any fees incurred in connection with such fee disputes shall not be paid pursuant to a Monthly Fee Statement but may only be sought and paid upon the filing of an Interim Fee Application as set forth in paragraphs (j)–(k) below and pursuant to an order of the Court.

h. If the parties to an objection are able to resolve their fee dispute, the Debtors are authorized to pay, in accordance with paragraph (f), that portion of the Monthly Fee Statement that is no longer subject to an objection.

i. If the parties are unable to reach a resolution of an objection, the objecting party may file its objection with the Court and serve such objection on the affected Professional or Committee member and each of the other Notice Parties no later than 7 calendar days before the fee application hearing or by the third business day (in the case of an expedited hearing), at which time the Court shall consider and dispose of the objection. See paragraph (l), below.

j. Within five business days of every 120th day, or on such other intervals convenient to the Court (the "Interim Fee Period"), each of the Professionals or Committee members shall file with the Court, and serve on the Notice Parties on or before the 45th day following the last compensation period for which compensation is sought, an application (an "Interim Fee Application") for interim Court approval and allowance, pursuant to section 331 of the Bankruptcy Code, of the compensation and reimbursement of expenses sought by such Professional or Committee member in its Monthly Fee Statements, including any holdbacks, filed during the Interim Fee Period. All Interim Fee Applications shall comply with the relevant provisions of the Bankruptcy Code, the Federal Rules, the Local Rules, and applicable Seventh Circuit Law. Any Professional or Committee member that fails to file an Interim Fee Application when due will be ineligible to receive payments of any further fees or expenses under these Compensation Procedures until such time as such Professional or Committee member files the required Interim Fee Application.

k. Each Professional or Committee member shall file and serve its first Interim Fee Application on or before May 15, 2013. The first Interim Fee Application shall cover fees and expenses incurred by the Professionals or Committee members from the Petition Date through March 31, 2013.

l. Following each Interim Fee Period, the Court shall schedule and conduct a single hearing, upon proper notice in accordance with Bankruptcy Rule 2002(a)(6), to determine all Interim Fee Applications pending before it. If no objections to Monthly Fee Statements have been filed or all objections have been withdrawn, the Court may approve all uncontested Interim Fee Applications without a hearing.

m. The Court may award any Professional or Committee member the remaining 20 percent of its fees that have been held back pursuant to paragraph (g) at each interim or final fee application hearing.

n. The pendency of an Interim Fee Application or an objection to a Monthly Fee Statement shall not disqualify a Professional or Committee member from the future payment of compensation or reimbursement of expenses as set forth above. Neither the payment of, nor the failure to pay, in whole or in part, monthly interim compensation and reimbursement of expenses under the Compensation Procedures shall bind any party-in-interest or this Court with respect to the final allowance of applications for compensation and reimbursement of Professionals or Committee members.

3. The Debtors shall include all payments to Professionals and Committee members on their monthly operating reports, detailed so as to state the amount paid to each Professional and Committee member.

4. 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 any party's 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 any party's rights under the Bankruptcy Code or any other applicable law.

5. Notice of the Motion as provided therein shall be deemed good and sufficient notice of such Motion and the requirements of Bankruptcy Rule 6004(a) and the Local Rules are satisfied by such notice.

6. Notwithstanding Bankruptcy Rule 6004(h), the terms and conditions of this Order shall be

immediately effective and enforceable upon its entry.

7. All time periods set forth in this Order shall be calculated in accordance with Bankruptcy Rule 9006(a).

8. This Order and the relief granted herein shall apply to any and all Professionals retained in these chapter 11 cases pursuant to sections 327 or 1103 of the Bankruptcy Code, regardless of whether such Professionals have been retained as of the entry of this Order.

9. The Debtors are authorized but not directed to take all actions necessary to effectuate the relief granted pursuant to this Order in accordance with the Motion.

10. 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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David R. Seligman, P.C.
Sarah Hiltz Seewer
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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 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)

ORDER APPROVING PROCEDURES

FOR INTERIM COMPENSATION AND REIMBURSEMENT

OF EXPENSES FOR PROFESSIONALS AND OFFICIAL COMMITTEE MEMBERS

Upon the motion (the "Motion") of the above-captioned debtors and debtors in possession (collectively, the "Debtors") for entry of an order (this "Order") authorizing but not directing the Debtors to establish procedures for interim compensation and reimbursement of expenses for professionals and members of any official committee appointed in these chapter 11 cases, 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

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relief requested in the Motion is in the best interests of the Debtors' estates, their creditors, and other parties in interest; and the Court having found that the Debtors provided appropriate notice of the Motion and the opportunity for a hearing on the Motion under the circumstances; and the Court having reviewed the Motion and having heard the statements in support of the relief requested therein at a hearing before the Court (the "Hearing"); and the Court having determined that the legal and factual bases set forth in the Motion and at the Hearing establish just cause for the relief granted herein; and upon all of the proceedings had before the Court; and after due deliberation and sufficient cause appearing therefor, it is HEREBY ORDERED THAT:

1. The Motion is granted as set forth herein. Capitalized terms used but not otherwise defined herein shall have the meanings ascribed to them in the Motion.

2. ~~4.~~ Except as otherwise provided in Court orders authorizing but not directing the retention of specific Professionals, all Professionals and Committee members in these chapter 11 cases may seek monthly compensation in accordance with the following Compensation Procedures:

- a. On or after the 25th day of each month following the month for which compensation is sought, each Professional or Committee member seeking compensation shall serve, by hand or overnight delivery, a monthly statement for payment for services rendered and reimbursement of expenses incurred during the immediately preceding month (a "Monthly Fee Statement") on: (a) Edison Mission Energy, 3 MacArthur Place, Suite 100, Santa Ana, California 92707, Attn: Daniel McDevitt; (b) counsel for the Debtors, Kirkland & Ellis LLP, 300 North LaSalle, Chicago, Illinois 60654, Attn: Sarah Hiltz Seewer and Brad Weiland; (c) counsel for ~~any Committee~~ the Committee, Akin Gump Strauss Hauer & Feld LLP, One Bryant Park, New York, New York 10036, Attn: Arik Preis; (d) the U.S. Trustee, 219 S. Dearborn Street, Suite 873, Chicago, Illinois 60604, Attn: [_____] [email address is: [_____]@usdoj.gov] Kathryn Gleason; and (e) counsel to the ad hoc committee of certain holders of the Debtors' senior unsecured notes, (1) Ropes & Gray LLP, 1211 Avenue of the Americas, New York, New York 10036, Attn: Keith Wofford, and (2) Ropes & Gray LLP, Prudential Tower, 800 Boylston Street,

Boston, Massachusetts 02199, Attn: Stephen Moeller-Sally
(collectively, the “Notice Parties”).

- b. Because the Compensation Procedures do not alter the fee application requirements outlined in sections 330 and 331 of the Bankruptcy Code, Professionals and Committee members are not required to file their Monthly Fee Statements with the Court or provide courtesy copies to the presiding judge’s chambers.
- c. Each Monthly Fee Statement, which shall be substantially in the same form of **Exhibit B** attached to the Motion and incorporated herein by reference, must contain a brief description of the services rendered, accompanied by a billing summary or schedule of the reimbursable expenses incurred and the professional and paraprofessional time spent (in sufficient detail to allow the review of this time by the Notice Parties), which shall ordinarily be for services rendered through a particular calendar month.
- d. Each Professional or Committee member must submit its first Monthly Fee Statement no earlier than January 25, 2013. This initial Monthly Fee Statement will cover the period from the Petition Date through December 31, 2012. Thereafter, the Professionals or Committee members must serve Monthly Fee Statements on the Notice Parties in the manner described above.
- e. Any Notice Party receiving a Monthly Fee Statement may object to the payment of the fees or the reimbursement of costs set forth therein by serving a written notice of objection (a “Notice of Objection to Fee Statement”) (which shall not be filed with the Court) upon the other Notice Parties within 14 business days of receiving the Monthly Fee Statement (the “Objection Deadline”). The Notice of Objection to Fee Statement shall state the nature of the objection and identify the amount of the fees or costs to which the objection is made. Thereafter, the objecting party and the Professional or Committee member whose statement is objected to shall attempt to reach an agreement regarding the correct payment to be made.
- f. In the absence of any timely objection, the Debtors are authorized to pay 80 percent of the fees and 100 percent of the expenses identified in each Monthly Fee Statement. Any Professional or Committee member who fails to submit a Monthly Fee Statement shall be ineligible to receive further payments of fees and expenses as provided herein until such time as the Monthly Fee Statement is submitted.
- g. If the Debtors receive a Notice of Objection to Fee Statement, they shall withhold payment of that portion of the Monthly Fee Statement to which the objection is directed and promptly pay the remainder of the fees and

disbursements in the percentages set forth in paragraph (f). Any fees incurred in connection with such fee disputes shall not be paid pursuant to a Monthly Fee Statement but may only be sought and paid upon the filing of an Interim Fee Application as set forth in paragraphs (j)–(k) below and pursuant to an order of the Court.

- h. If the parties to an objection are able to resolve their fee dispute, the Debtors are authorized to pay, in accordance with paragraph (f), that portion of the Monthly Fee Statement that is no longer subject to an objection.
- i. If the parties are unable to reach a resolution of an objection, the objecting party may file its objection with the Court and serve such objection on the affected Professional or Committee member and each of the other Notice Parties no later than 7 calendar days before the fee application hearing or by the third business day (in the case of an expedited hearing), at which time the Court shall consider and dispose of the objection. See paragraph (l), below.
- j. ~~Approximately~~ **Within five business days of every 120-day cycle, or on** such other intervals convenient to the Court (the “Interim Fee Period”), each of the Professionals or Committee members shall file with the Court, and serve on the Notice Parties on or before the 45th day following the last compensation period for which compensation is sought, an application (an “Interim Fee Application”) for interim Court approval and allowance, pursuant to section 331 of the Bankruptcy Code, of the compensation and reimbursement of expenses sought by such Professional or Committee member in its Monthly Fee Statements, including any holdbacks, filed during the Interim Fee Period. All Interim Fee Applications shall comply with the relevant provisions of the Bankruptcy Code, the Federal Rules, the Local Rules, and applicable Seventh Circuit Law. **Any Professional or Committee member that fails to file an Interim Fee Application when due will be ineligible to receive payments of any further fees or expenses under these Compensation Procedures until such time as such Professional or Committee member files the required Interim Fee Application.**
- k. Each Professional or Committee member ~~may~~**shall** file and serve its first Interim Fee Application on or before May 15, 2013. The first Interim Fee Application shall cover fees and expenses incurred by the Professionals or Committee members from the Petition Date through March 31, 2013.
- l. **The following each Interim Fee Period, the** Court shall schedule and conduct a single hearing, upon proper notice in accordance with Bankruptcy Rule 2002(a)(6), to determine all Interim Fee Applications pending before it. If no objections to Monthly Fee Statements have been

filed or all objections have been withdrawn, the Court may approve all uncontested Interim Fee Applications without a hearing.

- m. The Court may award any Professional or Committee member the remaining 20 percent of its fees that have been held back pursuant to paragraph (g) at each interim or final fee application hearing.
- n. The pendency of an Interim Fee Application or an objection to a Monthly Fee Statement shall not disqualify a Professional or Committee member from the future payment of compensation or reimbursement of expenses as set forth above. Neither the payment of, nor the failure to pay, in whole or in part, monthly interim compensation and reimbursement of expenses under the Compensation Procedures shall bind any party-in-interest or this Court with respect to the final allowance of applications for compensation and reimbursement of Professionals or Committee members.

3. ~~2.~~—The Debtors shall include all payments to Professionals and Committee members on their monthly operating reports, detailed so as to state the amount paid to each Professional and Committee member.

4. ~~3.~~—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' any party's 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' any party's rights under the Bankruptcy Code or any other applicable law.

5. ~~4.~~—Notice of the Motion as provided therein shall be deemed good and sufficient notice of such Motion and the requirements of Bankruptcy Rule 6004(a) and the Local Rules are satisfied by such notice.

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

7. ~~6.~~ All time periods set forth in this Order shall be calculated in accordance with Bankruptcy Rule 9006(a).

8. ~~7.~~ This Order and the relief granted herein shall apply to any and all Professionals retained in these chapter 11 cases pursuant to sections 327 or 1103 of the Bankruptcy Code, regardless of whether such Professionals have been retained as of the entry of this Order.

9. ~~8.~~ The Debtors are authorized but not directed to take all actions necessary to effectuate the relief granted pursuant to this Order in accordance with the Motion.

10. ~~9.~~ 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