

**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)

**NOTICE OF EME REORGANIZATION TRUST’S MOTION TO
APPROVE STIPULATION RESOLVING MILLER CLAIMS**

PLEASE TAKE NOTICE that on the **18th day of March, 2015, at 10:30 a.m. (Central Time)** or as soon thereafter as counsel may be heard, the EME Reorganization Trust (the “Reorganization Trust”) will appear before the Honorable Jacqueline P. Cox or any other judge who may be sitting in her place and stead, in Courtroom 680 in the United States Courthouse, 219 South Dearborn Street, Chicago, Illinois, and present the attached ***EME Reorganization Trust’s Motion to Approve Stipulation Resolving Miller Claims*** (the “Motion”).

PLEASE TAKE FURTHER NOTICE that any objection to the Motion must be filed with the Court, and served so as to be actually received by each of the following entities, by **March 11, 2015, at 4:00 p.m. (Central Time)**: (a) counsel to the Reorganization Trust; (b) the Office of the U.S. Trustee for the Northern District of Illinois; (c) the United States Attorney for the Northern District of Illinois; (d) the Internal Revenue Service; and (e) those parties who have requested service of papers in this case pursuant to Rule 2002 of the Federal Rules of Bankruptcy Procedure and the *Order Approving Case Management Procedures* [Docket No. 128].

PLEASE TAKE FURTHER NOTICE that copies of all documents filed in these chapter 11 cases are available 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

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 Finance Co. (9202); 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 service address of the Reorganization Trust is: EME Reorganization Trust, c/o Akin Gump Strauss Hauer & Feld LLP, Attn: James Savin, 1333 New Hampshire Avenue NW, Washington, DC 20036.

of any pleadings by visiting the Court's website at www.ilnb.uscourts.gov in accordance with the procedures and fees set forth therein.

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Dated: March 3, 2015
Chicago, IL

By: /s/ James Savin
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Co-Counsel to the EME Reorganization Trust

**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)
)	

**EME REORGANIZATION TRUST’S MOTION TO
APPROVE STIPULATION RESOLVING MILLER CLAIMS**

The EME Reorganization Trust (the “Reorganization Trust”), as successor in interest to Edison Mission Energy (“EME”), one of the above-captioned debtors (together with its debtor affiliates, the “Debtors”), respectfully states the following in support of this motion (the “Motion”) to approve the stipulation between the Reorganization Trust and Richard Miller, Jr. and Renee Miller (collectively, “Miller” and, together with the Reorganization Trust, the “Parties”) resolving proofs of claim 955 (“Claim 955”) and 1041 (“Claim 1041” and, together with Claim 955, the “Remaining Claims”) filed by Miller against the estates of EME Homer City Generation L.P. (“EME Homer City”) and Mission Energy Westside, Inc. (“Westside”).²

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 Finance Co. (9202); 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 service address of the Reorganization Trust is: EME Reorganization Trust, c/o Akin Gump Strauss Hauer & Feld LLP, Attn: James Savin, 1333 New Hampshire Avenue NW, Washington, DC 20036.

² The Remaining Claims are “Excluded Liabilities” for purposes of that certain Asset Purchase Agreement, dated as of October 18, 2013 (the “APA”), by and among EME, NRG Energy Holdings, Inc. (“NRG Holdings”) and NRG Energy, Inc. (“NRG”). Accordingly, liability for the Claims was retained by the EME Homer City and Westside pursuant to the APA and the Plan (as defined below). Nothing contained in this Motion shall be construed to indicate that NRG Holdings or NRG are liable with respect to the Remaining Claims.

RELIEF REQUESTED

1. The Reorganization Trust seeks entry of an order, substantially in the form attached hereto as **Exhibit A** (the “Order”), approving the stipulation between the Parties in the form attached to the Order as **Exhibit 1** (the “Miller Stipulation”), (a) disallowing and expunging Claim 1041 with prejudice, and (b) allowing Claim 955 as an Allowed Class C-3 Claim (as defined in the Plan).

JURISDICTION

2. The United States Bankruptcy Court for the Northern District of Illinois (the “Court”) has jurisdiction over this matter under 28 U.S.C. §§ 157 and 1334. This matter is a core proceeding within the meaning of 28 U.S.C. § 157(b)(2).

3. Venue is proper under 28 U.S.C. §§ 1408 and 1409.

4. The statutory bases for the relief requested in this Motion are sections 1142 and 105 of title 11 of the United States Code (the “Bankruptcy Code”) and rule 3021 of the Federal Rules of Bankruptcy Procedure (the “Bankruptcy Rules”).

BACKGROUND

A. General Background

5. On December 17, 2012 (the “Petition Date”), seventeen of the Debtors filed petitions with the Court under chapter 11 of the Bankruptcy Code, and on May 2, 2013, three additional Debtors filed petitions with the Court under chapter 11 of the Bankruptcy Code. The Debtors operated their businesses and managed their properties as debtors in possession pursuant to sections 1107(a) and 1108 of the Bankruptcy Code. The Court approved procedural consolidation and joint administration of these chapter 11 cases pursuant to Bankruptcy Rule 1015(b) [Docket Nos. 115, 154, 780].

6. On March 11, 2014, the Court entered an order [Docket No. 2206] confirming the *Debtors' Third Amended Joint Chapter 11 Plan of Reorganization (with Technical Modifications)* (as may be amended, modified, or supplemented from time to time, the "Plan"). On April 1, 2014, the effective date under the Plan occurred, and pursuant to Articles IV.E, IV.Y, and VII.A of the Plan, the Reorganization Trust was established as successor in interest to EME and authorized to implement the Homer City Wind Down (as defined in the Plan) and resolve claims against the estates of the Homer City Debtors (as defined in the Plan), including the Miller's Remaining Claims.

B. The Miller Claims

7. Miller filed proofs of claims designated as claim numbers 954, 955, 1038, 1039, 1040, 1041, 1042, 1043, 1760, 1761, 1762, 1763, 1764, 1765, 1766 and 1767 each in the amount of \$2,650,000.00 (collectively, the "Miller Claims").

8. Claims 954, 1038, 1039, 1040, 1042, 1043, 1760, 1761, 1762, 1763, 1764, 1765, 1766 and 1767 have previously been either withdrawn or expunged by Court order (collectively, the "Disallowed Claims").

9. The Remaining Claims – claim numbers 955 and 1041 – are the only outstanding Miller Claims. The Remaining Claims are both based on certain personal injury claims asserted by Miller as more fully described in the Miller Claims.

10. Claim 1041 duplicates Claim 955.

11. As a result of negotiations, and in recognition of the costs, uncertainty and delay associated with litigation, the Parties have agreed to resolve all issues and disputes relating to the Remaining Claims subject to the terms and conditions set forth in the Miller Stipulation, which

include the following:³

- ***Treatment of Remaining Claims.*** Claim 1041 will be disallowed with prejudice. Claim 955 will be an Allowed Class C-3 Claim (as defined in the Plan) in the amount of \$2.0 million, which shall be satisfied solely by EME Homer City in accordance with the terms of the Plan.
- ***Releases.*** Except as provided in the Stipulation, the Parties will release each other from any and all claims pertaining in any way to the Miller Claims.
- ***Continued Litigation to Extent of Insurance Coverage.*** Miller may pursue recovery on account of the Miller Claims against EME Homer City solely to the extent insurance coverage exists provided that neither the Reorganization Trust nor the Homer City Debtors (as defined in the Plan) has (i) any duty to pay Miller on account of the Miller Claims, except as provided in the Stipulation or (ii) any obligation to maintain insurance coverage or cooperate in the collection of insurance proceeds.

BASIS FOR RELIEF

12. Section 1142 of the Bankruptcy Code states that “[t]he court may direct the debtor and any other necessary party . . . to perform any other act . . . that is necessary for the consummation of the plan.” The Seventh Circuit has stated that this Bankruptcy Code section “empowers the bankruptcy court to enforce the unperformed terms of a confirmed plan.” Vill. of Rosemont v. Jaffee, 482 F.3d 926, 935 (7th Cir. 2007) (citing In re Brass Corp., 301 F.3d 296, 306 (5th Cir. 2002)); see also In re Goldblatt Bros., Inc., 132 B.R. 736, 741 (Bankr. N.D. Ill. 1991) (“This court has broad authority under §§ 105 and 1142(b) of the Bankruptcy Code to order parties to comply with reorganization plans.”).

13. Pursuant to the authority granted to it in Articles IV.A, IV.E, IV.Y, and VII.A of the Plan, the Reorganization Trust is empowered to implement the Homer City Wind Down and resolve claims against the Homer City Debtors’ estates, including the Remaining Claims.

³ The description of the Miller Stipulation set forth in this Motion is included to provide only a summary of the terms of Miller Stipulation. In the event that description of the Miller Stipulation set forth in this Motion is inconsistent with the terms of the Miller Stipulation, the Miller Stipulation shall govern.

14. The Reorganization Trust has resolved the Remaining Claims asserted by Miller against EME Homer City and Westside through the Stipulation.

15. The Stipulation is not effective, however, unless and until it is approved by this Court. Therefore, to facilitate the Reorganization Trust's implementation of the Homer City Wind Down and the resolution of claims against the Homer City Debtors' estates, and pursuant to sections 1142 and 105 of the Bankruptcy Code, the Court enter an order approving the Miller Stipulation.

NOTICE

16. The Reorganization Trust has provided notice of this Motion to: (a) counsel to Miller; (b) the United States Trustee for the Northern District of Illinois; (c) the United States Attorney for the Northern District of Illinois; (d) the Internal Revenue Service; and (e) those parties who have requested service of papers in this case pursuant to Rule 2002 of the Federal Rules of Bankruptcy Procedure and the *Order Approving Case Management Procedures* [Docket No. 128]. In light of the nature of the relief requested herein, the Reorganization Trust respectfully submits that no further notice is necessary.

CONCLUSION

WHEREFORE, the Reorganization Trust respectfully requests that the Court enter an order (i) approving the Miller Stipulation, in the form attached to the Order as Exhibit 1 and (ii) granting such other and further relief as the Court deems appropriate.

Dated: March 3 2015
Chicago, IL

By: /s/ James Savin
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Co-Counsel to the EME Reorganization Trust

Exhibit A

Proposed Order

**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 STIPULATION BETWEEN
THE REORGANIZATION TRUST AND MILLER**

Upon consideration of the *EME Reorganization Trust’s Motion to Approve Stipulation Resolving Miller Claims* (the “Motion”) seeking approval of the stipulation between the Reorganization Trust and Richard Miller, Jr. and Renee Miller in the form attached to this Order as **Exhibit 1** (the “Miller Stipulation”);² and the Court having found that the Court has jurisdiction over this matter under 28 U.S.C. §§ 157 and 1334; and the Court having found that this is a core proceeding under 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 under 28 U.S.C. §§ 1408 and 1409; and after due deliberation and sufficient cause appearing therefor, it is **HEREBY ORDERED THAT:**

1. The Motion and Miller Stipulation are approved as set forth in this Order.

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 Finance Co. (9202); 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 service address of the Reorganization Trust is: EME Reorganization Trust, c/o Akin Gump Strauss Hauer & Feld LLP, Attn: James Savin, 1333 New Hampshire Avenue NW, Washington, DC 20036.

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

2. Claim 1041 is disallowed and expunged with prejudice, and Claim 955 shall be the sole Remaining Claim.

3. In full and final satisfaction of Claim 955, Claim 955 shall be an Allowed Class C-3 Claim in the amount of \$2.0 million, which shall be satisfied solely by EME Homer City Generation L.P. in accordance with the terms of the Plan.

4. Other than the distributions on Claim 955 as an Allowed Class C-3 Claim, the Reorganization Trust and the Homer City Debtors shall not have any liability to Miller on account of the Miller Claims or matters alleged therein.

5. Notwithstanding the foregoing, Miller may pursue recovery for the injuries asserted in the Miller Claims against EME Homer City to the extent insurance coverage exists covering EME Homer City including but not limited to any excess liability or umbrella coverage, provided that the Reorganization Trust and/or the Homer City Debtors shall not have any duty to pay, directly or indirectly, other than the distributions on Claim 955 as a Class C-3 Claim, or any obligation to maintain insurance coverage or cooperate in the collection of the proceeds of any applicable insurance policy.

6. GCG, Inc. is directed to update the claims register to reflect the terms of the Miller Stipulation and this Order.

7. The Reorganization Trust is authorized to take all actions necessary to effectuate the relief granted pursuant to this order in accordance with the Motion and the Miller Stipulation.

8. The Court retains jurisdiction with respect to all matters arising from or related to the implementation of this Order and the Miller Stipulation.

Dated: _____, 2015
Chicago, Illinois

Jacqueline P. Cox
United States Bankruptcy Judge

Exhibit 1

Miller Stipulation

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)

**STIPULATION RESOLVING CLAIMS ASSERTED
BY RICHARD MILLER JR. AND RENEE MILLER**

This stipulation (the “Stipulation”) is made by and among (i) the EME Reorganization Trust (the “Reorganization Trust”), as successor in interest to Edison Mission Energy (“EME”), one of the above-captioned debtors (together with its debtor affiliates, the “Debtors”) and (ii) Richard Miller, Jr. and Renee Miller (collectively, “Miller” and, together with the Reorganization Trust, the “Parties”).

RECITALS

A. The Chapter 11 Cases

WHEREAS, on December 17, 2012 (the “Petition Date”), EME and sixteen of its direct and indirect subsidiaries each filed voluntary petitions with the United States Bankruptcy Court for the Northern District of Illinois (the “Court”) under chapter 11 of title 11 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 Finance Co. (9202); 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 service address of the Reorganization Trust is: EME Reorganization Trust, c/o Akin Gump Strauss Hauer & Feld LLP, Attn: James Savin, 1333 New Hampshire Avenue NW, Washington, DC 20036.

Code (the “Bankruptcy Code”), and on May 2, 2013, three additional Debtors each filed voluntary petitions with the Court;

WHEREAS, on March 11, 2014, the Court entered an order confirming the *Debtors’ Third Amended Joint Chapter 11 Plan of Reorganization (with Technical Modifications)* [Docket No. 2206] (as may be amended, modified, or supplemented from time to time, the “Plan”). On April 1, 2014, the effective date (the “Effective Date”) under the Plan occurred, and pursuant to Article IV.E of the Plan, the Reorganization Trust was established as the successor in interest to EME;

B. Miller Claims

WHEREAS, Miller filed proofs of claims as Claim Numbers 954, 955, 1038, 1039, 1040, 1041, 1042, 1043, 1760, 1761, 1762, 1763, 1764, 1765, 1766 and 1767 each in the amount of \$2,650,000.00 (the “Miller Claims”);

WHEREAS, Claims 954, 1038, 1039, 1040, 1042, 1043, 1760, 1761, 1762, 1763, 1764, 1765, 1766 and 1767 have previously been either withdrawn or expunged by Court order (the “Disallowed Claims”);

WHEREAS, Claim 1041 duplicates Claim 955 (Claims 955 and 1041, hereinafter the “Remaining Claims”);

WHEREAS, as a result of negotiations, and in recognition of the costs, uncertainty and delay associated with litigation, the Parties have agreed to resolve all issues and disputes relating to the Remaining Claims subject to the terms and conditions set forth below (the “Miller Settlement”).

NOW, THEREFORE, IT IS HEREBY STIPULATED AND AGREED, by and among the Parties, as follows:

1. Upon entry of an order approving this Stipulation, Claim 1041 shall be deemed disallowed and expunged with prejudice, and Claim 955 shall be the sole Remaining Claim. In full and final satisfaction of Claim 955, Claim 955 shall be an Allowed Class C-3 Claim (as defined in the Plan) in the amount of \$2.0 million, which shall be satisfied solely by EME Homer City Generation L.P. (one of the Homer City Debtors) (“EME Homer City”) in accordance with the terms of the Plan.

2. Upon entry of an order approving this Stipulation, except as provided herein and except with respect to the rights and obligations under this Stipulation, the Parties shall be deemed to have forever waived, released, acquitted and discharged one another, including each Party’s current, former or future officers, directors, employees, stockholders, beneficiaries, agents, servants, assigns, successors, predecessors, representatives, members, financial advisors, industry experts/advisors, attorneys, trustees, partners, subsidiaries, parent entities and affiliates (including, in the case of the Reorganization Trust, the Homer City Debtors (as defined in the Plan)), each in their capacity as such and in no other capacity, from any and all claims, demands, debts, objections to claims, obligations, damages, losses or liabilities whatsoever of any nature, type or description, whether known or unknown, suspected or unsuspected, concealed or hidden, direct or indirect, patent or latent, fixed or contingent, arising out of or relating to any cause, matter or thing from the beginning of time through the date of this Stipulation, pertaining in any way to the Miller Claims.

3. For the avoidance of doubt, and other than the distributions on Claim 955 as a Class C-3 Claim, the Reorganization Trust and the Homer City Debtors shall not have any liability to Miller on account of the Miller Claims or matters alleged therein. Notwithstanding the foregoing, Miller may pursue recovery for the injuries asserted in the Miller Claims against

EME Homer City to the extent insurance coverage exists covering EME Homer City including but not limited to any excess liability or umbrella coverage, provided that the Reorganization Trust and/or the Homer City Debtors (as defined in the Plan) shall not have any duty to pay, directly or indirectly, other than the distributions on Claim 955 as a Class C-3 Claim, or any obligation to maintain insurance coverage or cooperate in the collection of the proceeds of any applicable insurance policy.

4. This Stipulation shall not become effective unless and until it is approved by the Court. In the event that this Stipulation is not approved by the Court, nothing contained herein shall be deemed to be a waiver of any claims or objections of, or an admission of liability by, any Party hereto and, in such event, all rights of the Parties shall be preserved.

5. This Stipulation may not be modified other than by a signed writing executed by the Parties hereto or by further order of the Court.

6. This Stipulation comprises the entire agreement between the Parties in respect of the subject matter hereof.

7. Each person who executes this Stipulation on behalf of a Party hereto represents that he or she is duly authorized to execute this Stipulation on behalf of such Party.

8. This Stipulation may be executed in multiple counterparts, each of which shall be deemed an original but all of which when taken together shall constitute one and the same instrument.

9. The Parties shall bear their own attorneys' fees and costs relating to and arising from this Stipulation.

10. This Stipulation shall be binding upon and shall inure to the benefit of the successors, heirs, assigns, agents, employees and representatives of the Parties hereto.

11. The Court shall retain jurisdiction over the Parties hereto with respect to this Stipulation, including, without limitation, for purposes of interpreting and implementing and enforcing its terms and conditions.

Dated: February 18, 2015

/s/ [Signature]
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/s/ Kevin Lomupo [Signature]
Kevin Lomupo

- and -

Attorney for Richard and Renee Miller

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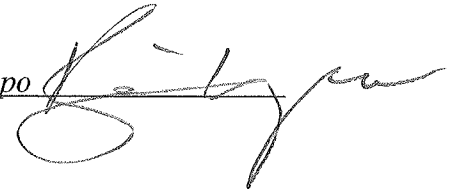
Counsel to the EME Reorganization Trust

11. The Court shall retain jurisdiction over the Parties hereto with respect to this Stipulation, including, without limitation, for purposes of interpreting and implementing and enforcing its terms and conditions.

Dated: February 18, 2015

/s/
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/s/ Kevin Lomupo
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Counsel to the EME Reorganization Trust

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 STIPULATION BETWEEN
THE REORGANIZATION TRUST AND MILLER**

Upon consideration of the EME Reorganization Trust’s Motion to Approve Stipulation Resolving Miller Claims (the “Motion”) seeking approval of the stipulation between the Reorganization Trust and Richard Miller, Jr. and Renee Miller (the “Miller Stipulation”) (capitalized terms not otherwise defined herein shall have the meanings ascribed in the Motion); and the Court having found that the Court has jurisdiction over this matter under 28 U.S.C. §§ 157 and 1334; and the Court having found that this is a core proceeding under 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 under 28 U.S.C. §§ 1408 and 1409; and after due deliberation and sufficient cause appearing therefor, it is HEREBY ORDERED THAT:

1. The Motion and Miller Stipulation are approved as set forth in this Order.
2. Claim 1041 is disallowed and expunged with prejudice, and Claim 955 shall be the sole Remaining Claim.
3. In full and final satisfaction of Claim 955, Claim 955 shall be an Allowed Class C-3 Claim in the amount of \$2.0 million, which shall be satisfied solely by EME Homer City Generation L.P. in accordance with the terms of the Plan.
4. Other than the distributions on Claim 955 as an Allowed Class C-3 Claim, the Reorganization Trust and the Homer City Debtors shall not have any liability to Miller on account of the Miller Claims or matters alleged therein.
5. Notwithstanding the foregoing, Miller may pursue recovery for the injuries asserted in the Miller Claims against EME Homer City to the extent insurance coverage exists covering EME Homer City including but not limited to any excess liability or umbrella coverage, provided that the Reorganization Trust and/or the Homer City Debtors shall not have any duty to pay, directly or indirectly, other than the distributions on Claim 955 as a Class C-3 Claim, or any obligation to maintain insurance coverage or cooperate in the collection of the proceeds of any applicable insurance policy.
6. GCG, Inc. is directed to update the claims register to reflect the terms of the Miller Stipulation and this Order.
7. The Reorganization Trust is authorized to take all actions necessary to effectuate the relief granted pursuant to this order in accordance with the Motion and the Miller Stipulation.

8. The Court retains jurisdiction with respect to all matters arising from or related to the implementation of this Order and the Miller Stipulation.

Enter:

Dated:

United States Bankruptcy Judge

Prepared by:

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