

Amended 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. Nothing in any of the documents relating to the attached Stipulation, and including the attached Stipulation, shall be construed to limit in any way any defenses that EME Homer City may assert in connection with any lawsuit initiated by or on behalf of Richard Miller, Jr. and /or Renee Miller, his wife, including, but not limited to EME Homer City contesting the issues of liability and damages. This Order expressly adopts and incorporates the parties' previously executed Tolling Agreement and Joint Motion to Dissolve Stay and to Dismiss Action in connection with the case of *Richard Miller, Jr. & Renee Miller v. EME Homer City Generation, L.P., et al.*, C.A. No. 2:13-cv-00352, in the United States District Court for the Western District of Pennsylvania, Pittsburgh Division.

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

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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]
James Savin (admitted *pro hac vice*)
Kevin M. Eide (admitted *pro hac vice*)
AKIN GUMP STRAUSS HAUER & FELD LLP
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/s/ Kevin Lomupo [Signature]
Kevin Lomupo

- and -

Attorney for Richard and Renee Miller

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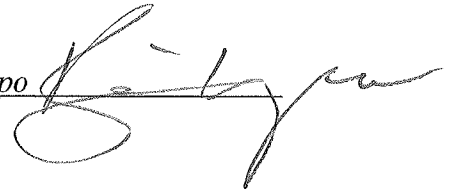
Counsel to the EME Reorganization Trust

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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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))	

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Enter:

Dated:

United States Bankruptcy Judge

Prepared by:

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