

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-[_____] (____)
)	
Debtors.)	(Joint Administration Requested)
)	

NOTICE OF MOTION

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 an Effective Date for Notice and Sell-down Procedures for Trading in Claims Against the Debtors’ Estates* (the “Motion”).

PLEASE TAKE FURTHER NOTICE that the Debtors have requested a hearing on the Motion on Monday, December 17, 2012, at a time to be determined before the Honorable [_____] or any other judge who may be sitting in [**his/her**] place and stead, in Courtroom [_____] in the United States Courthouse, 219 South Dearborn Street, Chicago, Illinois, at which time you may appear if you deem fit.

PLEASE TAKE FURTHER NOTICE that the hearing date and time once determined as well as copies of all documents are available free of charge by visiting the case website maintained by GCG, Inc. proposed 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.

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.

Dated: December 17, 2012

/s/ David R. Seligman, P.C.

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UNITED STATES BANKRUPTCY COURT
NORTHERN DISTRICT OF ILLINOIS
EASTERN DIVISION

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In re:)	Chapter 11
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EDISON MISSION ENERGY, <i>et al.</i> , ¹)	Case No. 12-[_____] (____)
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Debtors.)	(Joint Administration Requested)
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DEBTORS’ MOTION TO APPROVE AN EFFECTIVE DATE FOR NOTICE AND SELL-DOWN PROCEDURES FOR TRADING IN CLAIMS AGAINST THE DEBTORS’ ESTATES

The above-captioned debtors and debtors in possession (collectively, the “Debtors”) state as follows in support of this motion (this “Motion”):²

Relief Requested

1. By this Motion, the Debtors request entry of an order, substantially in the form attached hereto as **Exhibit A** (the “Record Date Order”), approving an effective date (the “Record Date”³) for notice and sell-down procedures for trading in claims against the Debtors’

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 The facts and circumstances supporting this Motion are set forth in the *Declaration of Maria Rigatti, Senior Vice President and Chief Financial Officer of Edison Mission Energy, in Support of Chapter 11 Petitions and First Day Pleadings* (the “First Day Declaration”), filed contemporaneously herewith.

³ The Record Date is the date the proposed Record Date Order is entered.

estates in order to preserve the Debtors' ability to formulate a plan of reorganization that maximizes the use of their tax attributes.

Jurisdiction

2. The United States Bankruptcy Court for the Northern District of Illinois (the "Court") has jurisdiction over this matter pursuant to 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 pursuant to 28 U.S.C. §§ 1408 and 1409.

4. The statutory bases for the relief requested herein are sections 362 and 541 of title 11 of the United States Code (the "Bankruptcy Code"), and rules 3002 and 9014 of the Federal Rules of Bankruptcy Procedure (the "Bankruptcy Rules").

Background

5. Edison Mission Energy, together with its Debtor and non-Debtor affiliates, is a leading independent power producing enterprise specializing in developing, operating, and selling energy and capacity from over 40 generating facilities in 12 states and the Republic of Turkey. The Debtors have approximately 950 employees and maintain headquarters in Chicago, Illinois and Santa Ana, California.

6. On the date hereof (the "Petition Date"), each of the Debtors filed a petition with this Court under chapter 11 of the Bankruptcy Code. The Debtors continue to operate their businesses and manage their properties as debtors in possession pursuant to sections 1107(a) and 1108 of the Bankruptcy Code. Concurrently with the filing of this Motion, the Debtors requested procedural consolidation and joint administration of these chapter 11 cases pursuant to Bankruptcy Rule 1015(b). No party has requested the appointment of a trustee or examiner in these chapter 11 cases, and no committees have been appointed or designated.

The Tax Attributes, the Record Date, and the Sell-Down Procedures

7. The Debtors are currently incurring significant net operating losses (“NOLs”) and generating significant tax credits in connection with their renewable energy operations (the “Tax Credits” and, together with the NOLs, the “Tax Attributes”). The Debtors may utilize the Tax Attributes to offset future taxable income and tax liabilities, including taxable income generated by transactions completed during these chapter 11 cases. The Debtors may lose the ability to use the Tax Attributes if, however, they experience an “ownership change” for tax purposes (as described more fully below). Thus, to protect their ability to use the Tax Attributes, the Debtors may ultimately need to seek an order (a “Sell-Down Order”) requiring any persons or entities that have acquired unsecured claims against the Debtors during these chapter 11 cases in such an amount that the holders of such claims would be entitled to receive more than 4.5 percent of the equity of the reorganized Debtors (collectively, the “Substantial Claimholders”) to sell-down their claims below this threshold amount.

8. At this stage, it is too early to determine whether it is necessary for the Debtors to obtain a Sell-Down Order. The Debtors’ determination of whether to seek approval of a Sell-Down Order will most likely occur once they have formulated a proposed plan of reorganization. Accordingly, this Motion does not seek entry of a Sell-Down Order. Instead, this Motion merely seeks to establish the Record Date through entry of the proposed Record Date Order—which will provide notice of the Record Date to entities that trade claims against the Debtors that their claims ultimately may be subject to sell-down. This notice will communicate: (a) that such creditor’s claims may ultimately be subject to sell-down; and (b) the date after which purchased claims could be subject to sell-down (i.e., on or after the Record Date). Thus, the *only* purpose of the Record Date Order is to set and provide notice of the Record Date, which will serve as a placeholder should the Debtors later determine that a Sell-Down Order is necessary to preserve

the Tax Attributes. And if the Debtors later determine that a Sell-Down Order is necessary, the Debtors will file a separate motion requesting entry of a Sell-Down Order applicable to all claims traded *after* the Record Date.

I. The Significance of the Tax Attributes

9. Pursuant to sections 39(a), 59(e), 172(b), and 904(c) of the Internal Revenue Code of 1986 (as amended, the “IRC”), the Debtors are able to carry back and then forward the Tax Attributes to offset future taxable income and tax liability so that they may obtain a cash refund and improved liquidity in the future. For instance, the Debtors can carry forward the NOLs and the Tax Credits to offset their future taxable income for up to 20 taxable years, thereby potentially reducing their future aggregate tax obligations. See 26 U.S.C. §§ 39, 172. The Debtors may also use the NOLs and the Tax Credits to offset any taxable income generated by transactions completed during these chapter 11 cases.

10. As of the Petition Date, the Debtors have NOLs of approximately \$2.4 billion that may be carried forward to future taxable years. The Debtors also have Tax Credit carryforwards of approximately \$230 million that may be carried forward to future taxable years. Based on a combined federal and state income tax rate of approximately 40 percent, the Tax Attributes could translate into a potential future tax savings of approximately \$1.2 billion. The Tax Attributes are thus an extremely valuable asset to the Debtors’ estates and the failure to preserve such assets could cause the Debtors’ estates to suffer a significant tax liability to the detriment of stakeholder interests.

II. Limitations on Use of the Tax Attributes

11. Section 382 of the IRC limits a company’s ability to utilize its tax attributes if an “ownership change” occurs with respect to the company’s stock. Generally speaking, an “ownership change” occurs if the percentage (by value) of the stock of a corporation owned by

one or more shareholders holding 5 percent of the stock increases by more than 50 percentage points over the lowest percentage of stock owned by such shareholders at any time during the three-year testing period ending on the date of the ownership change. See 26 U.S.C. § 382.

12. Although section 382 of the IRC imposes annual limitations on a taxpayer's use of its tax attributes, section 382 also provides significant relief to a debtor if an ownership change occurs in the context of a confirmed chapter 11 plan. Under section 382(l)(5) of the IRC, a debtor corporation is not subject to the general limitation imposed by section 382 with respect to an ownership change if, as a result of the transactions contemplated by a bankruptcy plan, historic stockholders and/or the corporation's "qualified creditors" own at least 50 percent of the total value and voting power of the reorganized debtor's stock (the "Section 382(l)(5) Exception"). See 26 U.S.C. § 382(l)(5)(A).⁴

13. If an ownership change occurred in the context of a confirmed chapter 11 plan and the Debtors were unable to take advantage of the Section 382(l)(5) Exception, section 382 of the IRC would limit the amount of taxable income that the Debtors could offset by their "pre-change losses" in taxable years (or a portion thereof) to an annual amount equal to the value of the stock of the Debtors prior to the ownership change (increased by any cancellation of creditors claims) multiplied by the long-term tax exempt rate. See 26 U.S.C. § 382(b). The Debtors' "pre-change losses" would include the NOLs and the Tax Credits.⁵

⁴ A "qualified creditor" is generally one who (a) has held its claim continuously since at least 18 months prior to the petition date, or (b) has held a claim incurred in the ordinary course of the debtor's business since the claim was incurred. See 26 U.S.C. § 382(l)(5)(E); Treas. Reg. § 1.382-9(d). For these purposes, section 1.382-9(d)(3) of the Treasury Regulations permits taxpayers to treat any claimholder as always having held such claim if such claimholder owns less than 5 percent of the corporation's stock immediately following the ownership change.

⁵ If an ownership change were to occur, section 383 of the IRC would limit the amount of tax liability that the Debtors could offset with the Tax Credits to the liability attributable to the amount of income that could have been offset by pre-change losses, but was not so offset.

14. Notably, the Debtors' ability to use the Tax Attributes is likely to be limited significantly if the Debtors are unable to take advantage of the Section 382(l)(5) Exception. Under the Section 382(l)(5) Exception, the Debtors need to ensure that "qualified creditors" hold at least 50 percent of their stock immediately after emergence to preserve the majority of the Tax Attributes. The Record Date Order is designed to ensure that the Debtors preserve their ability to request this relief if they determine at a later date that the Sell-Down Procedures are necessary and sufficient to satisfy this "qualified creditor" rule to preserve the Tax Attributes.

III. Notice and Summary of Potential Sell-Down Procedures

15. The Debtors anticipate that once they formulate a proposed plan of reorganization, they may need to seek entry of a Sell-Down Order that will enable them to (a) determine whether the Debtors will qualify for the Section 382(l)(5) Exception, and, if necessary, (b) require certain Substantial Claimholders to "sell-down" claims to the extent necessary to allow the Debtors to qualify for the Section 382(l)(5) Exception (the "Sell-Down Procedures").

16. Any potential Sell-Down Procedures would require a person or entity holding an amount of claims entitling that holder to receive more than 4.5 percent of the equity of the reorganized Debtors (the "Threshold Amount") to provide the Debtors with limited information such as the size of those holdings and the date those holdings were acquired. The amount of claims held by a claimholder as of the Record Date would constitute the "Protected Amount." Claimholders would never be required to sell down their claims below the Threshold Amount or the Protected Amount, whichever is greater. In other words, the Debtors would propose that a Sell-Down Order apply only to entities that acquire claims in excess of the Threshold Amount after entry of the proposed Record Date Order and with full notice of the possibility that the

claims they acquire could be subject to sell-down if the Debtors later determine that the Sell-Down Procedures are necessary.

17. If the Sell-Down Procedures prove to be necessary, the Debtors would seek to require claimholders with claims greater than the Threshold Amount to provide updated holdings information shortly after the date on which the Court approves a disclosure statement for a plan of reorganization that endeavors to utilize the Section 382(l)(5) Exception. Based on the updated holdings information, the Debtors would then determine whether it would be necessary to require claimholders holding claims in excess of the Threshold Amount and its Protected Amount to sell down a portion of their holdings to preserve the Tax Attributes. The Debtors would only require a sell-down if it were deemed necessary for the Debtors to qualify for the Section 382(l)(5) Exception, and in no event would the Debtors seek to require a claimholder to sell-down claims below its Protected Amount.

18. In the event that the Debtors seek entry of a Sell-Down Order, the Debtors would provide adequate notice and opportunity for claimholders to sell down their claims without triggering an unreasonable adverse impact on the value of such claims.

19. The Debtors will provide notice, substantially in the form annexed as **Exhibit 1** to **Exhibit A** attached hereto, of the restrictions imposed by the entry of the proposed Record Date Order to each of the Debtors' creditors (the "Record Date Order Notice"), pursuant to the procedures established in the *Debtors' Motion to Approve Case Management Procedures*, filed contemporaneously with this Motion, and as supplemented, if and when new creditors make themselves known to the Debtors by requesting service pursuant to Bankruptcy Rule 2002 or filing a proof of claim. The Record Date Order Notice will be provided within five business days of the Record Date Order. Thus, entry of the proposed Record Date Order at the early

stages of these chapter 11 cases will provide all claimants with advance notice prior to any opportunity to trade in claims that any claims against the Debtors purchased after entry of the Record Date Order may ultimately be subject to the Sell-Down Procedures. As a result, if a claimholder were required to sell down its holdings, the claimholder would have adequate notice and opportunity to effectuate the sell-down until shortly before the Debtors consummate a reorganization plan.

Basis for Relief

I. The Tax Attributes are Property of the Debtor's Estate.

20. Courts have held that a debtor's interest in the right to carry forward its tax attributes constitutes property of the estate under section 541 of the Bankruptcy Code and, as such, have the authority to implement certain protective measures to preserve this right. See, e.g., Official Comm. of Unsecured Creditors v. PSS Steamship Co. (In re Prudential Lines, Inc.), 928 F.2d 565 (2d Cir. 1991) (debtor's right to NOL carryforward was property of its estate); In re Delta Air Lines, Inc., No. 05-17923 (PCB) (Bankr. S.D.N.Y. Sept. 16, 2005) (holding that non-NOL tax credit carryforwards were property of the debtors' estates while approving notification procedures and restrictions on certain transfers of claims against and interests in the debtors to protect the tax credits). Because the Tax Attributes are property of the Debtors' estates, the Debtors have a duty to take steps to preserve them, and this Court has the authority under section 362 of the Bankruptcy Code to enforce the automatic stay by taking steps to restrict the transfer of claims that could jeopardize the existence of these valuable assets.

II. The Proposed Record Date Order Is Narrowly Tailored.

21. Approval of the proposed Record Date Order does not constitute approval of any Sell-Down Procedures, or even endorse the notion of Sell-Down Procedures. Moreover, the Record Date Order will not impose a burden on any party since the Record Date Order alone—

without a Sell-Down Order—will not affect the rights of any party. As stated above, the Record Date Order merely establishes the Record Date as the effective date for any Sell-Down Procedures established in the future, and provides notice to claimholders and claims traders that if the Debtors eventually request and the Court ultimately approves the Sell-Down Procedures, the Threshold Amounts will be measured as of the Record Date and the claimholders may be subject to a required sell-down of any claims purchased after the Record Date.

22. The relief requested herein is similar to relief granted in this and other jurisdictions. See, e.g., In re Corus Bankshares, Inc., No. 10-26881 (PSH) (Bankr. N.D. Ill. June 16, 2010); In re Kimball Hill, Inc., No. 08-10095 (SPS) (Bankr. N.D. Ill. May 13, 2008); In re TOUSA, Inc., No. 08-10928 (JKO) (Bankr. S.D. Fla. Mar. 6, 2008); In re Calpine Corp., No. 05-60200 (BRL) (Bankr. S.D.N.Y. Dec. 21, 2005); see also, e.g., In re AMR Corp., No. 11-15463 (SHL) (Bankr. S.D.N.Y. Nov. 30, 2011) (interim order approving claims trading notification procedures); In re Dana Corp., No. 06-10354 (BRL) (Bankr. S.D.N.Y. Aug. 9, 2006) (approving notification and sell-down procedures).⁶ For the avoidance of doubt, entry of the Record Date Order would in no way be deemed a determination of any kind that entry of a Sell-Down Order is necessary or warranted in these chapter 11 cases and the Court's review of any request for entry of a Sell-Down Order would stand on its own merits notwithstanding the Court's entry of the Record Date Order as requested herein.

The Requirements of Bankruptcy Rule 6003(b) Are Satisfied

23. Entry of the Record Date Order will not affect the rights of any party in interest; instead, it will set and preserve the Record Date should Sell-Down Procedures eventually

⁶ Because of the voluminous nature of the orders cited herein, such orders have not been attached to the Motion. Copies of these orders are available upon request to the Debtors' proposed counsel.

become necessary to avoid the imposition of an irrevocable limitation on the Debtors' utilization of the Tax Attributes. Whether or not the Debtors request—and the Court ultimately implements—the Sell-Down Procedures, entry of the Record Date Order protects the Debtors' option to choose to preserve the Tax Attributes without prejudicing any party in interest. To preserve their ability to request and implement the Sell-Down Procedures, the Debtors seek to notify claims traders prospectively that claims acquired after the Record Date may be subject to sell-down. Entry of the Record Date Order will preserve the Debtors' flexibility to seek to implement the Sell-Down Procedures if they determine that proposing a plan of reorganization that would take advantage of the Section 382(l)(5) Exception is in the best interest of their estates. Without the Record Date Order fixing the Record Date on or about the commencement of these chapter 11 cases, it is unlikely that the Debtors would ever be able to implement the Sell-Down Procedures and thereby avoid limitations on, and possibly the loss of, the Tax Attributes.

Notice

24. The Debtors have provided notice of this Motion to: (a) the Office of the U.S. Trustee for the Northern District of Illinois; (b) the entities listed on the Consolidated List of Creditors Holding the 30 Largest Unsecured Claims; (c) the indenture trustee for the Debtors' senior unsecured notes; (d) counsel to the ad hoc committee of certain holders of the Debtors' senior unsecured notes; (e) the indenture trustee for the lessor notes related to the Debtors' Powerton generating station in Pekin, Illinois, and units 7 and 8 of the Debtors' Joliet, Illinois, generating station and the pass-through trustee for the related pass-through certificates; (f) counsel to the ad hoc committee of certain holders of pass-through certificates related to the Debtors' Powerton and Joliet generating stations; (g) the owner trusts and the equity investors for the Debtors' Powerton and Joliet generating stations (and their respective counsel, if known);

(h) the lender under Debtor Edison Mission Energy's letter-of-credit facility (i) the state attorneys general for states in which the Debtors conduct business; (j) United States Attorney for the Northern District of Illinois; (k) the Internal Revenue Service; (l) the Securities and Exchange Commission; and (m) the Environmental Protection Agency and similar state environmental agencies for states in which the Debtors conduct business. In light of the nature of the relief requested herein, the Debtors respectfully submit that no further notice is necessary.

No Prior Request

25. No prior request for the relief sought in this Motion has been made to this or any other court.

[Remainder of page intentionally left blank.]

WHEREFORE, the Debtors respectfully request that the Court enter an order, substantially in the form attached hereto as **Exhibit A**, granting the relief requested herein and such other and further relief as the Court deems appropriate.

Dated: December 17, 2012

/s/ David R. Seligman, P.C.

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and Debtors in Possession*

EXHIBIT A

Proposed Order

UNITED STATES BANKRUPTCY COURT
NORTHERN DISTRICT OF ILLINOIS
Eastern Division

In Re:) BK No.: 12-49219
EDISON MISSION ENERGY, et al.,)
)
) Chapter: 11
)
)
)
)
Debtor(s))

**ORDER APPROVING AN EFFECTIVE DATE
FOR NOTICE AND SELL-DOWN PROCEDURES FOR
TRADING IN CLAIMS AGAINST THE DEBTORS' ESTATES**

Upon the motion (the "Motion") of the above-captioned debtors and debtors in possession (collectively, the "Debtors") for entry of an order (this "Order") approving an effective date for notification and sell-down procedures for trading in claims against the Debtors' estates and for related relief, 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. Within five (5) business days after the entry of this Order, the Debtors shall provide notice, substantially in the form attached hereto as Exhibit 1, to each of the Debtors' creditors of the restrictions imposed by entry of this Order.
3. The Record Date Order Notice is deemed adequate and sufficient so that, if the Court ultimately approves a Sell-Down Order, claimholders that acquire claims after the date of this Order, namely the Record Date, in an amount that would entitle them to receive more than 4.5 percent of the stock of the reorganized Debtors may be subject to a required sell-down of any claims purchased after the Record Date.
4. Entry of this Order shall in no way be deemed a determination of any kind that entry of a Sell-Down Order is necessary or warranted in these cases and this Court's review of any request for entry of a Sell-Down Order shall be without regard to entry of this Order.
5. The entry of this Order shall in no way prejudice the rights of any party to oppose the entry of a Sell-Down Order, on any grounds, and all parties' rights are expressly preserved hereby.

6. The requirements set forth in this Order are in addition to the requirements of all applicable law and do not excuse compliance therewith.

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

8. 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.

9. The Debtors are authorized 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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Proposed Counsel to Debtor Camino Energy Company
and Conflicts Counsel to the other Debtors
and Debtors in Possession

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

In re:)
) Chapter 11
)
EDISON MISSION ENERGY, et al.,¹) Case No. 12-[_____] (____)
)
)
Debtors.) (Joint Administration Requested)
)

CERTIFICATE OF SERVICE

I, David R. Seligman, P.C., an attorney, certify that on the date hereof, I caused to be served by GCG, Inc. (the proposed notice and claims agent for these chapter 11 cases) on behalf of the above-captioned debtors and debtors in possession, in the manner and to the parties set forth on the attached service lists, a true and correct copy of the foregoing pleading.

Dated: December 17, 2012

/s/ David R. Seligman, P.C.

David R. Seligman, P.C.

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