

**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 STIPULATION RESOLVING CLAIM NO. 911
FILED BY CARGILL, INC. FOR ITS CARGO CARRIERS BUSINESS UNIT**

PLEASE TAKE NOTICE that on April 14, 2015, the EME Reorganization Trust filed the *Stipulation Resolving Claim No. 911 Filed by Cargill, Inc. for its Cargo Carriers Business Unit* (the “Stipulation”) in the above-captioned chapter 11 cases. A copy of the Stipulation is attached hereto as **Exhibit A**.

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

[Remainder of page intentionally left blank]

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.

Dated: April 14, 2015
Chicago, Illinois

By: /s/ James Savin
James Savin (admitted *pro hac vice*)
Kevin M. Eide (admitted *pro hac vice*)
AKIN GUMP STRAUSS HAUER & FELD LLP
1333 New Hampshire Avenue, N.W.
Washington, DC 20036-1564
(202) 887-4000 (Telephone)
(202) 887-4288 (Facsimile)

and

Marty L. Brimmage, Jr. (admitted *pro hac vice*)
Lacy M. Lawrence (admitted *pro hac vice*)
AKIN GUMP STRAUSS HAUER & FELD LLP
1700 Pacific Avenue
Suite 4100
Dallas, TX 75201
(214) 969-2800 (Telephone)
(214) 969-4343 (Facsimile)

and

David M. Neff
Brian Audette
PERKINS COIE LLP
131 South Dearborn Street, Suite 1700
Chicago, Illinois 60603-5559
(312) 324-8400 (Telephone)
(312) 324-9400 (Facsimile)

Co-Counsel to the EME Reorganization Trust

Exhibit A

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 CLAIM NO. 911 FILED BY CARGILL,
INCORPORATED FOR ITS CARGO CARRIERS BUSINESS UNIT**

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) Cargill, Incorporated (“Cargill”) on behalf of its Cargo Carriers business unit (“Cargill” 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. 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];

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 and VII.B of the Plan, the Reorganization Trust was established as successor in interest to EME and authorized to object to claims against the Debtors’ estates;

B. Cargill’s Claim

WHEREAS, on May 31, 2013, Cargill filed claim number 911 in the amount of \$890,877.67 against the estate of Debtor Midwest Generation, LLC (“MWG”) (“Claim 911”);

C. The Reorganization Trust’s Objection

WHEREAS, on December 22, 2014, the Reorganization Trust filed EME Reorganization Trust’s Objection to Claim No. 911 Filed by Cargill, Incorporated for its Cargo Carriers Business Unit [Docket No. 2538] (“Objection”);

WHEREAS, pursuant to the Objection, the Reorganization Trust sought entry of an order (i) disallowing and expunging Claim 911 in its entirety and (ii) granting such other and further relief as the Court deemed appropriate;

WHEREAS, the objection presentment hearing on the Objection was originally scheduled for January 21, 2015, but was adjourned until March 18, 2015 [Docket No. 2547];

D. The Cargill Settlement

WHEREAS, since the filing of the Objection, the Reorganization Trust has engaged in good faith, arm's length negotiations with Cargill regarding the consensual resolution of the Claim 911 and the Objection;

WHEREAS, as a result of such 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 Claim 911 subject to the terms and conditions set forth below (the "Cargill 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, in full and final satisfaction of Claim 911, Claim 911 shall be an Allowed Class B-3 Claim (as defined in the Plan) in the amount of \$275,000.00, which shall be satisfied solely by the Reorganization Trust in accordance with the terms of the Plan. The Reorganization Trust shall remit the stipulated amount by wire transfer to Cargill no later than thirty (30) days from the date of entry of an order approving this Stipulation, using the wire instructions to be provided by Cargill to the Reorganization Trust no later than one (1) day from the date of entry of an order approving this Stipulation. Upon payment of \$275,000.00 to Cargill, the Reorganization Trust shall not have any further liability to Cargill on account of Claim 911 or any other basis, except that this release of liability does not apply to any claim or cause of action by Cargill (other than Claim 911) relating to its ongoing business relationship with Homer City Generation, L.P.

2. Upon entry of an order approving this Stipulation, the Objection shall be deemed resolved with respect to Claim 911.

3. 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, 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 Claim 911.

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 Claim 911, the Objection, and 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: April 13, 2015

/s/ James Savin

James Savin (admitted *pro hac vice*)

Kevin M. Eide (admitted *pro hac vice*)

AKIN GUMP STRAUSS HAUER & FELD LLP

1333 New Hampshire Avenue NW

Washington, DC 20036

Telephone: (202) 887-4000

Facsimile: (202) 887-4288

/s/ Molly B. Thornton

Molly B. Thornton

Senior Lawyer

Law Department

Cargill, Inc.

15407 McGinty Road West MS #24

Wayzata, MN 55391-2399

Telephone: (952) 742-2406

- and -

Attorneys for Cargill, Incorporated

Marty L. Brimmage, Jr. (admitted *pro hac vice*)

Lacy M. Lawrence (admitted *pro hac vice*)

AKIN GUMP STRAUSS HAUER & FELD LLP

1700 Pacific Avenue

Suite 4100

Dallas, TX 75201

Telephone: (214) 969-2800

Facsimile: (214) 969-4343

- and -

David M. Neff

Brian Audette

PERKINS COIE LLP

131 South Dearborn Street, Suite 1700

Chicago, Illinois 60603-5559

Telephone: (312) 324-8400

Facsimile: (312) 324-9400

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 RESOLVING CLAIM NO. 911 FILED BY CARGILL, INCORPORATED FOR ITS CARGO CARRIERS BUSINESS UNIT

Upon consideration of the Stipulation Resolving Claim No. 911 Filed by Cargill, Incorporated for its Cargo Carriers Business Unit (the “Stipulation”); 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 Stipulation 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 Stipulation is approved. Capitalized terms used but not otherwise defined herein shall have the meanings ascribed to such terms in the Stipulation.
2. In full and final satisfaction of all of Claim 911, Claim 911 shall be an Allowed Class B-3 Claim in the amount of \$275,000.00, which shall be satisfied solely by the Reorganization Trust in accordance with the terms of the Plan. Upon payment of \$275,000.00 to Cargill, the Reorganization Trust shall not have any further liability to Cargill on account of Claim 911 or any other basis, except that this release of liability does not apply to any claim or cause of action by Cargill (other than Claim 911) relating to its ongoing business relationship with Homer City Generation, L.P.
3. The Objection is deemed resolved with respect to Claim 911.
4. GCG, Inc. is directed to update the claims register to reflect the terms of the Stipulation and this Order.
5. The Court retains jurisdiction with respect to all matters arising from or related to the implementation of the Stipulation and this Order.

Enter:

Dated:

United States Bankruptcy Judge

Prepared by:

James Savin (admitted pro hac vice)
Kevin M. Eide (admitted pro hac vice)
AKIN GUMP STRAUSS HAUER & FELD LLP

1333 New Hampshire Avenue NW

Washington, DC 20036

Telephone: (202) 887-4000

Facsimile: (202) 887-4288

and

Marty L. Brimmage, Jr. (admitted pro hac vice)

Lacy M. Lawrence (admitted pro hac vice)

AKIN GUMP STRAUSS HAUER & FELD LLP

1700 Pacific Avenue

Suite 4100

Dallas, TX 75201

Telephone: (214) 969-2800

Facsimile: (214) 969 4343

and

David M. Neff

Brian Audette

PERKINS COIE LLP

131 South Dearborn Street, Suite 1700

Chicago, Illinois 60603-5559

Telephone: (312) 324-8400

Facsimile: (312) 324-9400

Counsel to the EME Reorganization Trust