

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 Procedures for De Minimis Asset Sales and Abandonment of De Minimis Assets* (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)
)	

**DEBTORS’ MOTION TO APPROVE PROCEDURES FOR
DE MINIMIS ASSET SALES AND ABANDONMENT OF DE MINIMIS ASSETS**

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

Relief Requested

1. By this Motion, the Debtors seek entry of an order, substantially in the form attached hereto as **Exhibit A**, authorizing the Debtors to implement expedited procedures (the “De Minimis Asset Sale Procedures”) (a) to sell certain obsolete, excess, burdensome, or non-core assets (each a “De Minimis Asset” and, collectively, the “De Minimis Assets”) in any individual transaction or series of related transactions to a single buyer or group of related buyers with a sale price equal to or less than \$5 million, free and clear of all liens, claims, interests, and encumbrances (collectively, the

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.

“Liens”), without the need for further Court approval and with Liens attaching to the proceeds with the same validity, extent, and priority as had attached to the assets immediately prior to the sale or transfer; (b) to abandon De Minimis Assets to the extent a sale thereof cannot be consummated and therefore making such abandonment in the best interests of the Debtors; and (c) to pay those necessary fees and expenses incurred in connection with the sale or abandonment of De Minimis Assets, including, but not limited to, commission fees to agents, brokers, auctioneers, and liquidators with the amount of proposed commission fees to be paid to be disclosed in the Sale Notice (as defined below).

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 105(a), 363, 365, and 554 of title 11 of the United States Code (the “Bankruptcy Code”) and rules 2002, 6004, and 6006 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.

Sale of De Minimis Assets

7. The Debtors are currently in possession of assets of little or no usable value to the Debtors' estates that the Debtors believe they can sell profitably for the benefit of their estates and creditors. As part of their ongoing operations, from time to time, the Debtors routinely sell ash (produced from the operation of the Debtors' coal-fired power plants), obsolete equipment, supplies, and scrap materials. In addition, in September 2012, the Debtors closed two coal-fired generating stations located in Chicago, Illinois, and have subsequently decommissioned these facilities. Certain equipment and supplies will be repurposed for use in the Debtors' ongoing businesses; certain other equipment and supplies—along with the parcels of real property on which the facilities are located—will be sold.

8. Before the Petition Date, the Debtors also routinely sold or, when necessary, disposed of certain non-core De Minimis Assets. The Debtors intend to continue such sales of De Minimis Assets (the "De Minimis Asset Sales") in these chapter 11 cases. Continuing to sell De Minimis Assets will streamline the Debtors' operations by eliminating the cost of maintaining nonessential property, creating flexibility for the purchase of other assets, and generating additional cash. By this Motion, the Debtors seek the Court's authority pursuant to sections 363(b) and 554(a) of the Bankruptcy Code to sell or abandon these assets when appropriate pursuant to the De Minimis Asset Sale Procedures described herein and submit that the relief requested herein is in the best interests of the Debtors' estates.

9. Given the small monetary value of such De Minimis Assets in relation to the Debtors' overall operations, and considering the relatively high level of carrying costs associated with many De Minimis Assets, it would be an inefficient use of resources to seek court approval each and every time the Debtors have an opportunity to sell such De Minimis Assets. The cost and delay associated with seeking individual Court approval of each De Minimis Asset Sale could eliminate or substantially diminish the economic benefits of the transactions. Thus, the Debtors propose the De Minimis Asset Sale Procedures to permit the Debtors to dispose of De Minimis Assets in a cost-efficient manner and to allow more expeditious and cost-effective review of certain De Minimis Asset Sales by interested parties, while at the same time protecting the rights of creditors and other parties in interest.

De Minimis Asset Sale Procedures

10. The Debtors propose to use the following De Minimis Asset Sale Procedures for De Minimis Asset Sales:

- a. With regard to sales or transfers of De Minimis Assets in any individual transaction or series of related transactions to a single buyer or group of related buyers with a sale price³ less than or equal to \$1 million:
 - i. the Debtors are authorized to consummate such transactions if the Debtors determine in their reasonable exercise of business judgment that such sales are in the best interest of their estates, without further order of the Court or notice to any party; and
 - ii. any such transactions shall be deemed final and fully authorized by the Court and free and clear of Liens with such Liens attaching only to the sale proceeds with the same validity, extent, and priority as immediately prior to the transaction.
- b. With regard to the sales or transfers of De Minimis Assets in any individual transaction or series of related transactions to a single buyer or group of related buyers with a sale price greater than \$1 million and less than or equal to \$5 million:

³ For purposes of these De Minimis Asset Sale Procedures, sale price shall refer to the Debtors' estimate of the net proceeds of any sale transaction.

- i. the Debtors are authorized to consummate such transactions if the Debtors determine in the reasonable exercise of their business judgment that such sales are in the best interest of the estates, without further order of the Court, subject to the procedures set forth herein;
 - ii. any such transactions shall be free and clear of all Liens with such Liens attaching only to the sale proceeds with the same validity, extent, and priority as immediately prior to the transaction;
- (A) the Debtors shall, at least fifteen (15) calendar days prior to closing such sale or effectuating such transfer, give written notice of such sale or transfer substantially in the form attached hereto as **Exhibit B** (each notice, a “Sale Notice”) to (a) the Office of the United States Trustee for the Northern District of Illinois (the “U.S. Trustee”); (b) counsel to any statutory committee of unsecured creditors appointed in these chapter 11 cases, and until such appointment, the entities listed on the Consolidated List of Creditors Holding the 30 Largest Unsecured Claims (the “Committee”); (c) any known affected creditor(s), including counsel to any creditor asserting a Lien on the relevant De Minimis Assets; (d) those parties requesting notice pursuant to Bankruptcy Rule 2002; (e) the indenture trustee for the Debtors’ senior unsecured notes; (f) counsel to the ad hoc committee of certain holders of the Debtors’ senior unsecured notes; and (g) the lender under Debtor EME’s letter-of-credit facility (if the De Minimis Assets are to be sold by Debtor Midwest Generation EME, LLC or its subsidiaries, then the Debtors will also provide notice to (h) the indenture trustee of the lessor notes related to the Debtors’ Powerton and Joliet leases and the pass-through trustee for the related pass-through certificates; (i) counsel to the ad hoc committee of certain holders of pass-through certificates related to the Debtors’ Powerton and Joliet generating stations; and (j) the owner trust and the equity investors for the Debtors’ Powerton and Joliet generation stations (and their respective counsel, if known)) (collectively, the “Sale Notice Parties”);⁴
- iii. the content of the notice sent to the Sale Notice Parties for the sale of De Minimis Assets shall consist of: (a) identification of the De Minimis Assets being sold or transferred; (b) identification of the purchaser of the assets; (c) the purchase price; (d) the marketing or sales process; and (e) the significant terms of the sale or transfer;

⁴ Because all parties affected by a De Minimis Asset Sale of between \$1 million and \$5 million would be notified of the sale, the Debtors submit that notice to the Sale Notice Parties is adequate and appropriate under the circumstances.

- iv. if no written objections are filed by the Sale Notice Parties within fifteen (15) calendar days of service of such Sale Notice, the Debtors are authorized to consummate such transaction immediately;
- v. if a written objection is received from a Sale Notice Party within such fifteen-day (15-day) period that cannot be resolved, the relevant De Minimis Assets shall only be sold upon withdrawal of such written objection or further order of the Court; and
- vi. good faith purchasers of assets pursuant to these De Minimis Asset Sale Procedures shall be entitled to the protections of section 363(m) of the Bankruptcy Code.

11. Additionally, the Debtors will provide a written report to the Court, the U.S. Trustee, counsel to the Committee (when appointed), and those parties requesting notice pursuant to Bankruptcy Rule 2002, beginning with the calendar quarter ending on March 31, 2013, and each calendar quarter thereafter, no later than 30 days after the end of each such calendar quarter, concerning any such sales made during the preceding calendar quarter pursuant hereto, including the names of the purchasing parties and the types and amounts of the sales.

12. To the extent that such De Minimis Assets cannot be sold, the Debtors seek authority to abandon such De Minimis Assets in accordance with the following procedures (the “De Minimis Asset Abandonment Procedures”):

- a. the Debtors shall, at least fifteen (15) calendar days prior to the abandonment, give written notice of such abandonment substantially in the form attached hereto as **Exhibit C** (each notice, an “Abandonment Notice”) to (a) the U.S. Trustee; (b) the Committee; (c) any known affected creditor(s), including counsel to any creditor asserting a Lien on the relevant De Minimis Assets; (d) those parties requesting notice pursuant to Bankruptcy Rule 2002; (e) the indenture trustee for the Debtors’ senior unsecured notes; (f) counsel to the ad hoc committee of certain holders of the Debtors’ senior unsecured notes; (g) the lender under Debtor EME’s letter-of-credit facility; (h) the state attorneys general for the states in which the De Minimis Assets to be abandoned are located; (i) the Environmental Protection Agency and similar state environmental agencies for states in which the De Minimis Assets to be abandoned are located; and (j) any local authorities that have an interest in the De Minimis Assets to be abandoned (if the De Minimis Assets are to be sold by Debtor Midwest Generation EME, LLC or its subsidiaries, then the Debtors will also provide notice to (k) the indenture trustee of the lessor

notes related to the Debtors' Powerton and Joliet leases and the pass-through trustee for the related pass-through certificates; (l) counsel to the ad hoc committee of certain holders of pass-through certificates related to the Debtors' Powerton and Joliet generating stations; and (m) the owner trust and the equity investors for the Debtors' Powerton and Joliet generation stations (and their respective counsel, if known)) (collectively, the "Abandonment Notice Parties");⁵

- b. the Abandonment Notice shall (i) contain a description in reasonable detail of the De Minimis Assets to be abandoned; (ii) set forth the Debtors' reasons for such abandonment; and (iii) identify the entity to whom the De Minimis Assets are being abandoned (if any);
- c. if no Abandonment Notice Party objects to an abandonment in writing within fifteen (15) calendar days of service of such Abandonment Notice, the Debtors may immediately proceed with the abandonment; and
- d. if an objection is timely received, and cannot be resolved consensually, then such De Minimis Asset will not be abandoned except upon further order of the Court after notice and a hearing.

13. The Debtors submit that the establishment of the foregoing procedures is desirable and in the best interests of the Debtors' estates, their creditors, and other parties in interest in these chapter 11 cases. The De Minimis Assets have little, if any, utility to the Debtors' estates, but their sale will generate additional value for the benefit of the Debtors' estates and all parties in interest. These procedures will conserve the Debtors' resources, promote an efficient administration of these chapter 11 cases, make cost-effective the Debtors' De Minimis Asset Sales, and expedite the sale of more valuable assets in an efficient manner that will provide most benefit to the Debtors' estates and creditors.

⁵ Because all parties affected by the abandonment of De Minimis Assets would be notified of the abandonment, the Debtors submit that notice to the Abandonment Notice Parties is adequate and appropriate under the circumstances.

Basis for Relief

I. The Sale of Property Under the Proposed De Minimis Asset Sale Procedures Is Within the Debtors' Sound Business Judgment.

14. Section 363(b)(1) of the Bankruptcy Code provides, in relevant part, that “[t]he trustee, after notice and a hearing, may use, sell, or lease, other than in the ordinary course of business, property of the estate.” 11 U.S.C. § 363(b)(1). The use, sale, or lease of property of the estate, other than in the ordinary course of business, is authorized when there is an “articulated business justification” for the action to be taken. See Fulton State Bank v. Schipper (In re Schipper), 933 F.2d 513, 515 (7th Cir. 1991) (citations omitted). When a valid business justification exists, the law vests the debtor’s decision to use property out of the ordinary course of business with a strong presumption that “in making a business decision the directors of a corporation acted on an informed basis, in good faith and in the honest belief that the action taken was in the best interests of the company.” See Official Comm. of Subordinated Bondholders v. Integrated Res., Inc. (In re Integrated Res., Inc.), 147 B.R. 650, 656 (S.D.N.Y. 1992) (citations and internal quotations omitted).

15. By reducing the costs of selling relatively immaterial or de minimis non-core assets, the De Minimis Asset Sale Procedures will maximize the net value realized from such sales. Accordingly, the sale of property under the proposed De Minimis Asset Sale Procedures is an exercise of the Debtors’ sound business judgment and is in the best interests of the Debtors’ estates and creditors. The proposed De Minimis Asset Sale Procedures are the most efficient and cost-effective means of maximizing value and avoiding unnecessary administrative costs.

16. Furthermore, compensating brokers engaged by the Debtors in connection with De Minimis Asset Sales is in the best interests of the Debtors’ estates because it will save the estates the expenses associated with these brokers filing retention applications.

II. The Court Should Approve the De Minimis Asset Sales Free and Clear of Liens.

17. Section 363(f) of the Bankruptcy Code permits a debtor to sell property free and clear of another party's interest in the property if: (a) applicable nonbankruptcy law permits such a free and clear sale; (b) the holder of the interest consents; (c) the interest is a lien and the sales price of the property exceeds the value of all liens on the property; (d) the interest is in bona fide dispute; or (e) the holder of the interest could be compelled in a legal or equitable proceeding to accept a monetary satisfaction of its interest. 11 U.S.C. § 363(f). Because section 363(f) is stated in the disjunctive, satisfaction of any one of its five requirements will suffice to warrant approval of the proposed sale. See Scherer v. Fed. Nat'l Mortg. Ass'n (In re Terrace Chalet Apts., Ltd.), 159 B.R. 821, 825 (N.D. Ill. 1993) (sale extinguishes liens under section 363(f) as long as *one* of the five specified exceptions applies).

18. The proposed De Minimis Asset Sale Procedures provide that the Debtors may sell De Minimis Assets encumbered by interests held by other parties provided that the Liens securing such interests attach to the sale proceeds with the same validity, extent, and priority as immediately prior to the transaction. As such, any proposed sales free and clear of liens, claims, mortgages, encumbrances, and other interests would satisfy the requirements of section 363(f)(2) of the Bankruptcy Code.

III. Sales of De Minimis Assets Will Be Entitled to the Protections of Section 363(m) of the Bankruptcy Code.

19. Section 363(m) of the Bankruptcy Code provides in relevant part that the reversal or modification on appeal of an authorization under section 363(b) of a sale or lease of property does not affect the validity of a sale or lease under such authorization to a purchaser who bought or leased such property in good faith, whether or not such entity knew of the pendency of the appeal, unless such authorization and such sale or lease were stayed pending appeal. See 11 U.S.C. § 363(m).

“Although the Bankruptcy Code does not define the meaning of ‘good-faith purchaser,’ most courts have adopted a traditional equitable definition: one who purchases the assets for value, in good faith and without notice of adverse claims.” Licensing by Paolo, Inc. v. Sinatra (In re Gucci), 126 F.3d 380, 390 (2d Cir. 1997) (internal citations omitted). The Third Circuit has held that: “The requirement that a purchaser act in good faith . . . speaks to the integrity of [purchaser’s] conduct in the course of the sale proceedings. In re Abbotts Dairies of Pa., Inc., 788 F.2d 143, 147 (3d Cir. 1986) (internal citations omitted). Typically, the misconduct that would destroy a purchaser’s good faith status involves “fraud, collusion between the purchaser and other bidders or the trustee, or an attempt to take grossly unfair advantage of other bidders.” Hoese Corp. v. Vetter Corp. (In re Vetter Corp.), 724 F.2d 52, 56 (7th Cir. 1983) (quoting In re Rock Indus. Mach. Corp., 572 F.2d 1195, 1198 (7th Cir. 1978) (interpreting Bankruptcy Rule 805, the precursor to section 363(m)). The Debtors submit that any agreement that results in the sale of De Minimis Assets will be an arm’s-length transaction entitled to the protections of section 363(m).

IV. The De Minimis Asset Abandonment Procedures Are Appropriate Under Section 554(a) of the Bankruptcy Code.

20. Section 554(a) of the Bankruptcy Code provides that “[a]fter notice and a hearing, the trustee may abandon any property of the estate that is burdensome to the estate or that is of inconsequential value [and benefit] to the estate.” See, e.g., Midlantic Nat’l Bank v. N.J. Dep’t of Env’tl. Prot., 474 U.S. 494, 497 (1986), reh’g denied, 475 U.S. 1091 (1986); Morlan v. Universal Guar. Life Ins. Co., 298 F.3d 609, 618 (7th Cir. 2002); Erickson v. Baxter Healthcare, Inc., 94 F. Supp. 2d 907, 914 (N.D. Ill. 2000). Further, the De Minimis Asset Abandonment Procedures provide for a fifteen-day objection period that meets the requirements of Bankruptcy Rule 6007(a).

21. The Debtors expect to take all reasonable steps to sell De Minimis Assets not needed for their operations. The costs and Lien satisfaction obligations associated with sales or transfers of

De Minimis Assets, however, may exceed the anticipated proceeds of such De Minimis Asset Sales. The inability to consummate a commercially reasonable sale or transfer of De Minimis Assets would indicate that these assets have no meaningful monetary value to the Debtors' estates. Further, the costs of storing and maintaining such De Minimis Assets may burden the Debtors' estates. In such circumstances, the abandonment of De Minimis Assets pursuant to the De Minimis Asset Abandonment Procedures is in the best interests of the Debtors' estates.

V. **Approval of Proposed De Minimis Asset Sales and Abandonments on Shortened and Limited Notice Is Appropriate.**

22. The notice and hearing requirements contained in sections 363(b)(1) and 554(a) are satisfied if appropriate notice and an opportunity for a hearing are provided in light of the particular circumstances. See 11 U.S.C. § 102(1)(A) (defining "after notice and a hearing" to mean such notice and an opportunity for a hearing "as [are] appropriate in the particular circumstances"). Moreover, "a requirement of 'notice and a hearing' really means notice and *the opportunity for a hearing* . . . the Bankruptcy Code is explicit in defining 'after notice and a hearing' as 'authorizing an act without an actual hearing if such notice is given properly' *and* no interested party requests a hearing." Morlan, 298 F.3d at 618 (citing 11 U.S.C. § 102(1)(B)) (emphasis in original).

23. Generally, Bankruptcy Rules 2002(a)(2) and 2002(i) require debtors in possession to provide a minimum of 20 days' notice by mail of proposed sales of property outside the ordinary course of business to "the debtor, the trustee, all creditors and indenture trustee" as well as any committee appointed under section 1102 of the Bankruptcy Code. See Bankruptcy Rule 2002(a)(2), 2002(a)(i). Courts are authorized to shorten the 20-day notice period generally applicable to asset sales, or to direct another method of giving notice, upon a showing of "cause." See Bankruptcy Rule 2002(a)(2). Moreover, courts are authorized to limit notice of asset sales outside of the ordinary course of a debtor's business, even without a prior showing of cause, to any official

committee appointed under section 1102 of the Bankruptcy Code and any creditor or equity holder requesting notice. See Bankruptcy Rule 2002(i).

24. Bankruptcy courts are guided by fundamental notions of procedural due process when determining whether notice is appropriate under the circumstances. See, e.g., In re Boomgarden, 780 F.2d 657, 661 (7th Cir. 1985). Due process requires that any notice is “reasonably calculated, under all the circumstances, to apprise interested parties of the pendency of the action and afford them an opportunity to present their objections.” Gates v. City of Chicago, 623 F.3d 389, 401 (7th Cir. 2010) (quoting Mullane v. Cent. Hanover Bank & Trust Co., 339 U.S. 306, 314 (1950)); see also Drexel Burnham Lambert Grp., Inc. v. Claimants Identified on Schedule I (In re Drexel Burnham Lambert Grp., Inc.), 995 F.2d 1138, 1144 (2d Cir. 1993). The proposed De Minimis Asset Sale Procedures and Abandonment Procedures provide all interested parties ample notice and an opportunity to object. Moreover, the De Minimis Asset Sale Procedures and Abandonment Procedures provide that if an interested party objects to a proposed sale or abandonment, the Debtors may not proceed with such sale or abandonment without seeking Court approval and providing the objecting party an opportunity for a hearing. Because the De Minimis Asset Sale Procedures and Abandonment Procedures are reasonably calculated to provide interested parties notice, an opportunity to object and, if necessary, a hearing, the proposed procedures satisfy applicable due process standards.

VI. This Court and Others Have Approved Similar Procedures.

25. In light of the demonstrable benefits of streamlined procedures to sell and abandon De Minimis Assets and the legal justifications described above, courts in this District have approved procedures similar to the De Minimis Asset Sale Procedures and Abandonment Procedures in large chapter 11 cases. See, e.g., In re XMH Corp. 1 (f/k/a Hartmarx Corp.), No. 09-02046 (BWB) (Bankr. N.D. Ill. Mar. 19, 2009); In re Kimball Hill, Inc., No. 08-10095 (SPS) (Bankr. N.D. Ill. May

29, 2008) (authorizing de minimis asset sales up to \$250,000 and land sales up to \$5 million); In re Sentinel Mgmt. Grp., Inc., No. 07-14987 (JHS) (Bankr. N.D. Ill. Mar. 27, 2008) (authorizing sale and abandonment of de minimis assets); In re Neumann Homes, Inc., No. 07-20412 (ERW) (Bankr. N.D. Ill. Nov. 28, 2007) (authorizing sales up to \$50,000 with limited notice and sales up to \$500,000 pursuant to expedited notice procedures); In re UAL Corp., No. 02-48191 (ERW) (Bankr. N.D. Ill. Jan. 17, 2003) (authorizing sales up to \$15 million); In re Kmart Corp., No. 02-02474 (SPS) (Bankr. N.D. Ill. Aug. 29, 2002) (authorizing sales of de minimis assets up to \$2 million).⁶

26. Courts in other districts have also approved procedures similar to the De Minimis Asset Sale Procedures and Abandonment Procedures in large chapter 11 cases. See, e.g., In re Lear Corp., No. 09-14326 (ALG) (Bankr. S.D.N.Y. July 31, 2009) (authorizing sales up to \$15 million); In re Visteon Corp., No. 09-11786 (CSS) (Bankr. D. Del. July 16, 2009) (authorizing sales up to \$10 million); In re Charter Commc'ns, Inc., No. 09-11436 (JMP) (Bankr. S.D.N.Y. Apr. 15, 2009) (authorizing sales up to \$15 million); In re Calpine Corp., No. 05-60200 (BRL) (Bankr. S.D.N.Y. Mar. 1, 2006) (same).

27. As this Court and others have recognized, the usual process of obtaining Court approval of each De Minimis Asset Sale or abandonment: (a) would impose unnecessary administrative burdens on the Court and usurp valuable Court time at hearings; (b) would create costs to the Debtors' estates that may undermine or eliminate the economic benefits of the underlying transactions; and (c) in some instances may hinder the Debtors' ability to take advantage of sale opportunities that are available only for a limited time. On the other hand, the De Minimis Asset Sale Procedures will monetize otherwise unusable assets, protect the Debtors against the possible declining value of certain De Minimis Assets, save the Debtors interim holding or storage

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.

costs, eliminate certain administrative costs, and expedite the sale of De Minimis Assets for the benefit of the Debtors' estates. Accordingly, the Court should approve the proposed De Minimis Asset Sale Procedures.

Waiver of Bankruptcy Rule 6004(a) and 6006(h)

28. To implement the foregoing successfully, the Debtors request that the Court enter an order providing that notice of the relief requested herein satisfies Bankruptcy Rule 6004(a) and that the Debtors have established cause to exclude such relief from the 14-day stay period under Bankruptcy Rule 6004(h).

Notice

29. 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

30. 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.

James H.M. Sprayregen, P.C.
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 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 PROCEDURES FOR
DE MINIMIS ASSET SALES AND ABANDONMENT OF DE MINIMIS ASSETS**

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 expedited procedures for the sale, transfer, or abandonment of De Minimis Assets, 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. Pursuant to section 363(b) of the Bankruptcy Code, the Debtors are authorized to sell or transfer De Minimis Assets without further order of the Court in accordance with the following De Minimis Asset Sale Procedures:
 - a. With regard to sales or transfers of De Minimis Assets in any individual transaction or series of related transactions to a single buyer or group of related buyers with a sale price less than or equal to \$1 million:
 - i. the Debtors are authorized to consummate such transactions if the Debtors determine in their reasonable exercise of business judgment that such sales are in the best interest of their estates, without further order of the Court or notice to any party; and
 - ii. any such transaction shall be deemed final and fully authorized by the Court and free an clear of all Liens with such Liens attaching only to the sale proceeds with the same validity, extent, and priority as immediately prior to the transaction.

b. With regard to the sales or transfers of De Minimis Assets in any individual transaction or series of related transactions to a single buyer or group of related buyers with a sale price of greater than \$1 million and less than or equal to \$5 million:

i. the Debtors are authorized to consummate such transactions if the Debtors determine in the reasonable exercise of their business judgment that such sales are in the best interest of the estates, without further order of the Court, subject to the procedures set forth herein;

ii. any such transactions shall be free and clear of all Liens with such Liens attaching only to the sale proceeds with the same validity, extent, and priority as immediately prior to the transaction;

iii. the Debtors shall, at least fifteen (15) calendar days prior to closing such sale or effectuating such transfer, provide a Sale Notice to the Sale Notice Parties;

iv. the content of the notice sent to the Sale Notice Parties for the sale of De Minimis Assets shall consist of: (a) identification of the De Minimis Assets being sold or transferred; (b) identification of the purchaser of the assets; (c) the purchase price; (d) the marketing or sale process; and (e) the significant terms of the sale or transfer;

v. if no written objections are filed by the Sale Notice Parties within fifteen (15) calendar days of service of such Sale Notice, the Debtors are authorized to consummate such transaction immediately;

vi. if a written objection is received from a Sale Notice Party within such fifteen-day (15-day) period that cannot be resolved, the relevant De Minimis Assets shall only be sold upon withdrawal of such written objection or further order of the Court; and

vii. good faith purchasers of assets pursuant to the De Minimis Asset Sale Procedures shall be entitled to the protections of section 363(m) of the Bankruptcy Code;

3. Sales to “insiders,” as that term is defined in section 101 of the Bankruptcy Code, are excluded from this Order.

4. No objection to the relief requested in the Motion combined with no timely objection to the sale or transfer of De Minimis Assets in accordance with the terms of this Order shall be determined to be “consent” to such sale or transfer within the meaning of section 363(f)(2) of the Bankruptcy Code.

5. Sales and transfers of De Minimis Assets are free and clear of all Liens, with such Liens attaching to the proceeds of such sale or transfer with the same validity, extent, and priority as had attached to such De Minimis Assets immediately prior to such sale or transfer.

6. Purchasers and transferees of De Minimis Assets are entitled to the protections afforded to good-faith purchasers under section 363(m) of the Bankruptcy Code.

7. The Debtors are authorized pursuant to section 554(a) of the Bankruptcy Code to abandon De Minimis Assets without further order of the Court; provided, that any single De Minimis Asset abandoned by the Debtors shall have a market value of less than or equal to \$1 million, and the removal of any such De Minimis Asset shall have an operational impact of less than or equal to \$1 million. Any such abandonment of De Minimis Assets shall be in accordance with the following De Minimis Asset Abandonment Procedures:

a. the Debtors shall provide an Abandonment Notice to the Abandonment Notice Parties;

b. such Abandonment Notice shall (i) contain a description in reasonable detail of the De Minimis Assets to be abandoned; (ii) set forth the Debtors' reasons for such abandonment; and (iii) identify the entity to whom the De Minimis Assets are being abandoned (if any);

c. if no Abandonment Notice Party objects to an abandonment in writing within fifteen (15) calendar days of service of such Abandonment Notice, the Debtors may immediately proceed with the abandonment; and

d. if an objection is timely received, and cannot be resolved consensually, then such De Minimis Asset will not be abandoned except upon further order of the Court after notice and a hearing.

8. The Debtors shall provide a written report to the Court, the U.S. Trustee, counsel to the Committee (when appointed), and those parties requesting notice pursuant to Bankruptcy Rule 2002, beginning with the calendar quarter ending on March 31, 2013 and each calendar quarter thereafter, no later than thirty (30) days after the end of each such calendar quarter, concerning any such sales made during the preceding calendar quarter pursuant hereto, including the names of purchasing parties and the types and amounts of the sales.

9. The Sale Notice with regard to the sale or transfer of De Minimis Assets substantially in the form attached to the Motion as Exhibit B is hereby authorized and approved.

10. The Abandonment Notice with regard to the abandonment of De Minimis Assets substantially in the form attached to the Motion as Exhibit C is hereby authorized and approved.

11. Service of the Sale Notice or the Abandonment Notice, as applicable, is sufficient notice of the sale, transfer, or abandonment of such De Minimis Assets.

12. Sales of De Minimis Assets shall be deemed arm's-length transactions entitled to the protections of section 363(m) of the Bankruptcy Code.

13. With respect to all sale transactions consummated pursuant to this Order, this Order shall be sole and sufficient evidence of the transfer of title to any particular buyer, and the sale transactions consummated pursuant to this Order shall be binding upon and shall govern the acts of all persons and entities who may be required by operation of law, the duties of their office, or contract, to accept, file, register, or otherwise record or release any documents or instruments, or who may be required to report or insure any title or state of title in or to any of the property sold pursuant to this Order, including without limitation, all filing agents, filing officers, title agents, title companies, recorders of mortgages, recorders of deeds, administrative agencies, governmental departments, secretaries of state and federal, state, and local officials, and each of such persons and entities is hereby directed to accept this Order as sole and sufficient evidence of such transfer of title and shall rely upon this Order in consummating the transactions contemplated hereby.

14. The Debtors are authorized to pay those necessary fees and expenses incurred in the sale, transfer, or abandonment of De Minimis Assets, including commission fees to agents, brokers, auctioneers, and liquidators.

15. Nothing contained herein shall prejudice the rights of the Debtors to seek authorization for the sale of any asset under 11 U.S.C. § 363.

16. 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 of the United States Bankruptcy Court for the Northern District of Illinois are satisfied by such notice.

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

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

19. 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.

20. The Debtors are authorized to take all actions necessary to effectuate the relief granted pursuant to this Order in accordance with the Motion.

21. 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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and Debtors in Possession

Other than Camino Energy Company

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Proposed Counsel to Debtor Camino Energy Company
and Conflicts Counsel to the other Debtors
and Debtors in Possession

EXHIBIT B

Form of Sale Notice

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 SALE

PLEASE TAKE NOTICE that, on December 17, 2012, the above-captioned debtors and debtors in possession (collectively, the “Debtors”) filed voluntary petitions for relief under chapter 11 of the Bankruptcy Code, 11 U.S.C. §§ 101-1532.

PLEASE TAKE FURTHER NOTICE that, on [DATE], 2013, the United States Bankruptcy Court for the Northern District of Illinois (the “Bankruptcy Court”) approved an *Order Establishing Procedures for De Minimis Asset Sales and Abandonment of De Minimis Assets* [Docket No. __] (the “Sale Order”), whereby the Bankruptcy Court authorized the Debtors to sell certain surplus, obsolete, non-core or burdensome assets (collectively, the “De Minimis Assets”).

PLEASE TAKE FURTHER NOTICE that, pursuant to the Sale Order, the Debtors propose to sell the De Minimis Assets set forth and described on **Exhibit A** attached hereto (the “Sale Assets”). **Exhibit A** identifies, for each Sale Asset, the purchaser, purchase price, significant terms of any applicable sale agreement, and the marketing or sales efforts undertaken by the Debtors.

PLEASE TAKE FURTHER NOTICE that, pursuant to the Sale Order, any recipient of this notice may object to the proposed sale within fifteen (15) calendar days of service of this notice. **Objections: (i) must be in writing; (ii) must be received within fifteen (15) calendar days of service of this notice; and (iii) must be submitted by mail or facsimile to Kirkland & Ellis LLP, 300 North LaSalle, Chicago, Illinois 60654, Attn.: Brad Weiland and Adam Schupack, (312) 862-2200 (facsimile). If you object, the Debtors may not sell the Sale Assets unless you and the Debtors consensually resolve the objection or upon further Bankruptcy Court order approving the sale of such Sale Assets.**

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.

EXHIBIT C

Form of Abandonment Notice

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)			
)				

NOTICE OF ABANDONMENT

PLEASE TAKE NOTICE that, on December 17, 2012, the above-captioned debtors and debtors in possession (collectively, the “Debtors”) filed voluntary petitions for relief under chapter 11 of the Bankruptcy Code, 11 U.S.C. §§ 101-1532.

PLEASE TAKE FURTHER NOTICE that, on [DATE], 2013 the United States Bankruptcy Court for the Northern District of Illinois (the “Bankruptcy Court”) approved an *Order Establishing Procedures for De Minimis Asset Sales and Abandonment of De Minimis Assets* [Docket No. ___] (the “Abandonment Order”), whereby the Bankruptcy Court authorized the Debtors to abandon certain surplus, obsolete, non-core or burdensome assets (collectively, the “De Minimis Assets”).

PLEASE TAKE FURTHER NOTICE that, pursuant to the Abandonment Order, the Debtors propose to abandon the De Minimis Assets set forth and described on **Exhibit A** attached hereto (the “Abandoned Assets”). **Exhibit A** also sets forth the Debtors reasons for abandoning those Abandoned Assets and identifies the entity to whom the Abandoned Assets are being abandoned (if any).

PLEASE TAKE FURTHER NOTICE that, pursuant to the Abandonment Order, any recipient of this notice may object to the proposed abandonment within fifteen (15) calendar days of service of this notice. Objections: (i) **must be in writing**; (ii) **must be received within fifteen (15) calendar days of service of this notice**; and (iii) must be submitted by mail or facsimile to Kirkland & Ellis LLP, 300 North LaSalle, Chicago, Illinois 60654, Attn.: Brad Weiland and Adam Schupack, (312) 862-2200 (facsimile). **If you object, the Debtors may not abandon the Abandoned Assets set forth on Exhibit A unless you and the Debtors consensually resolve the**

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.

objection or upon further Bankruptcy Court order approving the abandonment of such Abandoned Assets.

**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.

KIRKLAND & ELLIS LLP

300 North LaSalle

Chicago, Illinois 60654

Telephone: (312) 862-2000

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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.

PARTIES SERVED VIA OVERNIGHT DELIVERY

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WICKLIFFE OH 44092

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ATTN TIM KIRCHNER
1 CAPITAL DRIVE
EAST PEORIA IL 61611

ARCH COAL SALES COMPANY, INC.
ATTN ROWDY SMITH
PO BOX 96828
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ARKANSAS DEPT ENVIRONMENTAL QUALITY
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WILMINGTON DE 19890

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C/O U.S. BANK NATIONAL ASSOCIATION, AS OWNER TRUST
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MAIL CODE: EX-DE-WDAW
WILMINGTON DE 19801

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NESBITT ASSET RECOVERY SERIES P-1
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