

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 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; provided, that sales and transfers of ash and other production by products shall be conducted in the ordinary course of business without regard to 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 \$350,000:

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, except as provided in paragraph 2(c) below;

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; and

iii. any broker, auctioneer, appraiser, or agent that will receive compensation for disposing of the De Minimis Assets (the "Sale Professional") shall file a verified statement, substantially in the form attached hereto as Exhibit 1, that identifies the Sale Professional, the amount of the Sale Professional's compensation, and whether and to what extent the Sale Professional is bonded, and that contains the disclosures required for a verified statement pursuant to Bankruptcy Rule 2014 (the "Sale Professional Declaration").

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 \$350,000 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, including paragraph 2(c) where applicable;

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, give written notice of such sale or transfer, substantially in the form attached hereto as Exhibit 2 (each notice, 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; (e) the significant terms of the sale or transfer; and (f) a Sale Professional Declaration;

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;

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; and

viii. in the event the sales or transfer of such De Minimis Assets include the sales or transfer of equipment, which sale or transfer triggers solid or hazardous waste facility closure or decontamination requirements under applicable environmental laws, then the Debtors shall, at least fifteen (15) calendar days prior to closing such sale or effectuating such transfer, provide the Sale Notice to the following entities: (a) Illinois Attorney General's Office, c/o Kathryn A. Pamerter, Environmental Bureau, 69 West Washington Street, 18th Floor, Chicago, Illinois 60602; (b) Illinois Environmental Protection Agency, c/o James Kropid, 1021 North Grand Avenue East, Springfield, Illinois 62794; (c) Department of Justice, Environmental Enforcement Section, DJ# 90-5-2-1-10784, Overnight Mail: 601 D Street NW, Washington, D.C. 20005, Regular Mail: Ben Franklin Station, P.O. Box 7611, Washington, D.C. 20044; and (d) EPA Region 5, c/o Susan Tennenbaum, 77 West Jackson Blvd. (C-14J), Chicago,

Illinois 60604 (collectively, the "Environmental Notice Parties"), and the Sale Notice shall also describe the applicable closure requirements. If no written objections are filed by the Environmental Notice Parties within fifteen (15) calendar days of service of such Sale Notice, the Debtors are authorized to consummate such transaction immediately; if a written objection is received from an Environmental Notice Party within such fifteen-day period that cannot be resolved, the relevant De Minimis Asset shall only be sold upon withdrawal of such written objection or further order of the Court.

c. 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 that involves the sales or transfer of real property, the Debtors shall, at least fifteen (15) calendar days prior to closing such sale or effectuating such transfer, provide notice to the Environmental Notice Parties (the "Environmental Notice"). The Environmental Notice shall describe any material known conditions of contamination at or emanating from said real property which, as of the date of the Environmental Notice, are undergoing or are reasonably expected to require response or corrective action pursuant to applicable environmental laws or governmental licenses or permits. If no written objections are filed by the Environmental Notice Parties within fifteen (15) calendar days of service of such Environmental Notice, the Debtors are authorized to consummate such transaction immediately; if a written objection is received from an Environmental Notice Party within such fifteen-day period that cannot be resolved, the relevant De Minimis Asset shall only be sold upon withdrawal of such written objection or further order of the Court.

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

4. All removal of personal property, made pursuant to the sale or transfer of De Minimis Assets, shall comply with applicable federal, state, and local laws.

5. 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.

6. 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.

7. 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.

8. Nothing in this Order or in any asset sale agreement entered into pursuant to this Order: (a) releases, nullifies, precludes or enjoins the enforcement of any liability of any entity to a governmental unit under environmental statutes or regulations that any such entity would be subject to as the owner or operator of property that is sold or transferred pursuant to this Order or (b) authorizes the transfer to the purchaser of any governmental licenses or permits without compliance with all applicable legal requirements under environmental statutes or regulations governing such transfers. Nothing in this Order shall limit any defenses or protections from liability for response costs at any of the De Minimis Assets that the purchasers or transferees may have under applicable non-bankruptcy law, including as an "innocent landowner" or "bona fide prospective purchaser" under Sections 101(35) or 107(r) of the Comprehensive Environmental Response, Compensation and Liability Act (CERCLA), 42 U.S.C. § 9601 et seq.

9. 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 fair 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, at least fifteen (15) calendar days prior to the abandonment, give written notice of such abandonment, substantially in the form attached hereto as Exhibit 3 (each notice, 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; (iii) identify the entity to whom the De Minimis Assets are being abandoned (if any); and (iv) contain a description of any material known conditions of contamination at or emanating from the De Minimis Assets, which as of the date of Abandonment Notice, are undergoing or are reasonably expected to require response or corrective action pursuant to applicable environmental laws or governmental licenses or permits;

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.

10. The Debtors shall provide a written report to the Court, the U.S. Trustee, counsel to the Committee, 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.

11. The Sale Notice with regard to the sale or transfer of De Minimis Assets substantially in the form attached hereto as Exhibit 2 is hereby authorized and approved.

12. The Abandonment Notice with regard to the abandonment of De Minimis Assets substantially in the form attached hereto as Exhibit 3 is hereby authorized and approved.

13. 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; provided, however, that, as used in this Order, the term "Sale Notice Parties" shall include the Environmental Notice Parties, as applicable, and the term "Abandonment Notice Parties" shall include the Environmental Notice Parties.

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

15. With respect to all sale transactions consummated pursuant to this Order, this Order shall be sufficient evidence of the transfer of title to any particular buyer.

16. Subject to the filing of a Sale Professional Declaration, and no objections being filed with respect thereto within five (5) business days of the filing of a Sale Professional Declaration, 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.

17. 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.

18. Nothing contained herein shall resolve, release, preclude, or enjoin any liability of a Debtor to a governmental unit under environmental laws.

19. 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.

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

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

22. 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.

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

24. The Court retains jurisdiction with respect to all matters arising from or related to the implementation of this Order.

Enter:

Dated:

17 JAN 2013


United States Bankruptcy Judge

Prepared by:

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Proposed Counsel to the Debtors
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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 1

Form of Sale Professional Declaration

UNITED STATES BANKRUPTCY COURT
NORTHERN DISTRICT OF ILLINOIS
EASTERN DIVISION

)	
In re:)	Chapter 11
)	
EDISON MISSION ENERGY, <u>et al.</u> , ¹)	Case No. 12-12-49219 (JPC)
)	
Debtors.)	
)	

VERIFIED STATEMENT PURSUANT TO BANKRUPTCY RULE 2014

I, _____, declare under penalty of perjury:

1. I am a [Position] of [Company] (the "Company"), located at [Street, City, State zip code].
2. The above-captioned debtors and debtors in possession (collectively, the "Debtors"), have requested that the Company provide [description of services] to the Debtors in connection with the sale of [description of assets] (the "Assets"), and the Company has consented to provide such services.
3. Following a successful sale of the Assets, the Company shall receive the following compensation (the "Compensation") in exchange for its services: [description of compensation].
4. The Company may have performed services, or may currently or in the future perform services, for persons that are parties-in-interest in these chapter 11 cases in matters unrelated

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.

to these chapter 11 cases. The Company does not hold any interest adverse to the Debtors or to the estate with respect to the matter on which the Company is to be employed in connection with these chapter 11 cases.

5. As part of its customary practice, the Company is employed in transactions involving many different parties, some of whom may represent or be employed by the Debtors, claimants, and parties in interest in these chapter 11 cases.

6. Neither I nor any principal, partner, director, officer, etc. of, or professional employed by, the Company has agreed to share or will share any portion of the Compensation with any other person other than the principal and regular employees of the Company.

7. Neither I nor any principal, partner, director, officer, etc. of, or professional employed by, the Company, insofar as I have been able to ascertain, holds or represents any interest adverse to the Debtors or their estates with respect to the matter upon which the Company is to be employed.

8. The Debtors owe the Company \$[●] for prepetition services, the payment of which is subject to limitations contained in the United States Bankruptcy Code, 11 U.S.C. §§101-1532. The Company waives and disclaims any right to payment for prepetition services.

9. As of December 17, 2012, which was the date on which the Debtors commenced these chapter 11 cases, the Company [was/was not] party to an agreement for indemnification with certain of the Debtors. [A copy of such agreement is attached as Exhibit 1 to this Declaration.]

10. The Company [does/does not] have a bond [in the amount of \$ ____].

11. If the Company should discover any additional facts bearing on the matters described herein, the Company will supplement the information contained in this Declaration.

Pursuant to 28 U.S.C. § 1746, I declare under penalty of perjury that the foregoing is true and correct.

Date: _____, 2013

[DECLARANT]

EXHIBIT 2

Form of Sale Notice

UNITED STATES BANKRUPTCY COURT
NORTHERN DISTRICT OF ILLINOIS
EASTERN DIVISION

In re:)
EDISON MISSION ENERGY, et al.,¹) Chapter 11
Debtors.) Case No. 12-49219 (JPC)
) (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 (a) counsel to the Debtors, Kirkland & Ellis LLP, 300 North LaSalle, Chicago, Illinois 60654, Attn.: Brad Weiland and Adam Schupack, (312) 862-2200 (facsimile), (b) counsel to the official committee of unsecured creditors, Akin Gump Strauss Hauer & Feld LLP, One Bryant Park, New York, New York 10036, Attn: Arik Preis, (212) 872-1002 (facsimile), and (c) counsel to the ad hoc committee of certain holders of the

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Debtors' senior unsecured notes, (1) Ropes & Gray LLP, 1211 Avenue of the Americas, New York, New York 10036, Attn: Keith Wofford, (646) 728-1664 (facsimile), and (2) Ropes & Gray LLP, Prudential Tower, 800 Boylston Street, Boston, Massachusetts 02199, Attn: Stephen Moeller-Sally, (617) 235-0665 (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.**

* * * * *

EXHIBIT 3

Form of Abandonment Notice

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.)		(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 (a) counsel to the Debtors, Kirkland & Ellis LLP, 300 North LaSalle, Chicago, Illinois 60654, Attn.: Brad Weiland and Adam Schupack, (312) 862-2200 (facsimile), (b) counsel to the official committee of unsecured creditors, Akin Gump Strauss Hauer & Feld LLP, One Bryant Park, New York, New York 10036, Attn: Arik Preis, (212) 872-1002 (facsimile), and (c) counsel to the ad hoc

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committee of certain holders of the Debtors' senior unsecured notes, (1) Ropes & Gray LLP, 1211 Avenue of the Americas, New York, New York 10036, Attn: Keith Wofford, (646) 728-1664 (facsimile), and (2) Ropes & Gray LLP, Prudential Tower, 800 Boylston Street, Boston, Massachusetts 02199, Attn: Stephen Moeller-Sally, (617) 235-0665 (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 objection or upon further Bankruptcy Court order approving the abandonment of such Abandoned Assets.**

* * * * *