

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 AUTHORIZING DEBTORS' CONTINUED PERFORMANCE OF OBLIGATIONS UNDER TAX CREDIT AGREEMENTS AND PAYMENT OF PREPETITION OBLIGATIONS RELATED THERETO

Upon the motion (the "Motion") of the above-captioned debtors and debtors in possession (collectively, the "Debtors") for entry of an order (this "Order") (a) authorizing, but not directing, the Debtors to continue performance of obligations under the Viento II PTC Allocation Agreement in the ordinary course of business, including payment of prepetition amounts due thereunder; (b) authorizing, but not directing, EME to continue performance of obligations under the High Lonesome Tax Credit Agreement in the ordinary course of business, including payment of prepetition amounts due thereunder; and (c) granting such other relief as is just and proper, 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. The Debtors are authorized but not directed to continue performance of any and all obligations under the Viento II PTC Allocation Agreement in the ordinary course of business until the termination of the forbearance period set forth in the Viento II Forbearance Agreement (for avoidance of doubt, such forbearance period may include any automatic forbearance extension set forth in the Viento II Forbearance Agreement); provided, however, that after the termination of such forbearance period, the Debtors shall not, without the prior written consent of the official committee of unsecured creditors (the "Committee") and the ad hoc committee of certain noteholders of EME (the "Noteholder Group"), make any payments under the Viento II PTC Allocation Agreement.
3. The Debtors are authorized but not directed to continue performance of any and all obligations under the High Lonesome Tax Credit Agreement in the ordinary course of business until the termination of the forbearance period set forth in the High Lonesome Forbearance Agreement;

provided, however, that after the termination of such forbearance period, the Debtors shall not, without the prior written consent of the Committee and the Noteholder Group, make any payments under the High Lonesome Tax Credit Agreement.

4. Subject to the limitations set forth in paragraphs 2 and 3, the Debtors are authorized to use estate property and expend estate funds in the ordinary course of business to perform under the Agreements, including the payment of amounts that accrued prepetition.

5. In accordance with this Order and any other order of this Court, each of the financial institutions at which the Debtors maintain their accounts relating to the payment of the obligations described in the Motion is directed to receive, process, honor, and pay any and all checks, drafts, wire transfers, and automated clearing house transfers issued, whether before or after the Petition Date, for payment of obligations described in the Motion to the extent that sufficient funds are on deposit in such amounts.

6. All postpetition payments from a Debtor to another Debtor are hereby accorded superpriority administrative expense status and shall have priority over any administrative claims that arise under section 503(b) of the Bankruptcy Code in accordance with the Court's order approving continued use of the Debtors' cash management system.

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

8. Notwithstanding the relief granted in this Order and any actions taken pursuant to such relief, nothing in this Order shall be deemed: (a) an admission as to the validity of any claim against a Debtor entity; (b) a waiver of the Debtors' right to dispute any claim on any grounds; (c) a promise or requirement to pay any claim; (d) an implication or admission that any particular claim is of a type specified or defined in this Order or the Motion; (e) a request or authorization to assume any agreement, contract, or lease pursuant to section 365 of the Bankruptcy Code; or (f) a waiver of the Debtors' rights under the Bankruptcy Code or any other applicable law.

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

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

Enter: *Jacqueline P. Cox*

J. Cox

United States Bankruptcy Judge

Dated: **17 JAN 2013**

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