

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

Upon the motion (the "Motion") of the above-captioned debtors and debtors in possession (collectively, the "Debtors") for entry of an order (this "Order") approving an effective date for notification and sell-down procedures for trading in claims against the Debtors' estates and for related relief, all as more fully set forth in the Motion; and upon the First Day Declaration; and the Court having found that the Court has jurisdiction over this matter pursuant to 28 U.S.C. §§ 157 and 1334; and the Court having found that this is a core proceeding pursuant to 28 U.S.C. § 157(b)(2); and the Court having found that venue of this proceeding and the Motion in this district is proper pursuant to 28 U.S.C. §§ 1408 and 1409; and the Court having found that the relief requested in the Motion is in the best interests of the Debtors' estates, their creditors, and other parties in interest; and the Court having found that the Debtors provided appropriate notice of the Motion and the opportunity for a hearing on the Motion under the circumstances; and the Court having reviewed the Motion and having heard the statements in support of the relief requested therein at a hearing before the Court (the "Hearing"); and the Court having determined that the legal and factual bases set forth in the Motion and at the Hearing establish just cause for the relief granted herein; and upon all of the proceedings had before the Court; and after due deliberation and sufficient cause appearing therefor, it is HEREBY ORDERED THAT:

1. The Motion is granted as set forth herein. Capitalized terms used but not otherwise defined herein shall have the meanings ascribed to them in the Motion.
2. Within five (5) business days after the entry of this Order, the Debtors shall provide notice, substantially in the form attached hereto as Exhibit 1, to each of the Debtors' creditors of the restrictions imposed by entry of this Order.
3. The Record Date Order Notice is deemed adequate and sufficient so that, if the Court ultimately approves a Sell-Down Order, claimholders that acquire claims after the date of this Order, namely the Record Date, in an amount that would entitle them to receive more than 4.5 percent of the stock of the reorganized Debtors may be subject to a required sell-down of any claims purchased after the Record Date.
4. Entry of this Order shall in no way be deemed a determination of any kind that entry of a Sell-Down Order is necessary or warranted in these cases and this Court's review of any request for entry of a Sell-Down Order shall be without regard to entry of this Order.
5. The entry of this Order shall in no way prejudice the rights of any party to oppose the entry of a Sell-Down Order, on any grounds, and all parties' rights are expressly preserved hereby.

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

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

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

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

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

Enter:

Jacqueline P. Cox
J. Cox

United States Bankruptcy Judge

17 JAN 2013

Dated:

Prepared by:

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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

Proposed Record Date Order Notice

PLEASE TAKE FURTHER NOTICE THAT on _____, 2013, the United States Bankruptcy Court for the Northern District of Illinois (the "Bankruptcy Court") entered the *Order Approving an Effective Date for Notice and Sell-Down Procedures for Trading in Claims Against the Debtors' Estates* [Docket No. ___] (the "Record Date Order") establishing an effective date for notice and the Sell-Down Procedures² for trading in claims against the Debtors' estates. The "Record Date" is the date the Record Date Order was entered, namely _____, 2013.

PLEASE TAKE FURTHER NOTICE THAT, pursuant to the Record Date Order, claimholders and potential purchasers of claims against the Debtors are hereby notified that, if the Court ultimately approves a Sell-Down Order, claimholders that acquire claims after the Record Date in an amount that would entitle them to receive more than 4.5 percent of the stock of the reorganized Debtors under the Debtors' plan of reorganization may be subject to a required sell-down of any claims purchased after the Record Date.

PLEASE TAKE FURTHER NOTICE THAT all persons or entities that acquired unsecured claims against the Debtors after the Record Date and currently hold such claims in such an amount that the persons or entities holding such claims would be entitled to receive more than 4.5 percent of the equity of the reorganized Debtors under the Debtors' plan of reorganization shall be required to identify themselves to the Debtors and the official committee of unsecured creditors after the Bankruptcy Court's approval of the disclosure statement which identifies potential recoveries for creditors.

PLEASE TAKE FURTHER NOTICE THAT complete copies of the Motion and Record Date Order, with additional information about the Record Date and possible Sell-Down

² Capitalized terms used but not otherwise defined herein shall have the meanings ascribed to them in the Motion.

Order, are available via PACER on the Court's website at <https://ecf.ilnb.uscourts.gov> for a fee, or through the Debtors' Notice, Claims, and Solicitation Agent, GCG, Inc. ("GCG"), by accessing their website at <http://www.edisonmissionrestructuring.com>, or by calling GCG at (866) 241-6491.

PLEASE TAKE FURTHER NOTICE THAT, the entry of the Record Date Order shall in no way prejudice the rights of any party to oppose the entry of a Sell-Down Order, on any grounds, and that all parties' rights are expressly preserved hereby.

PLEASE TAKE FURTHER NOTICE THAT, except as otherwise provided herein, should the Court deem it necessary to enter the Sell-Down Order, the Debtors will *not* provide further notice beyond the entry of the Sell-Down Order by the Court, which will be available via PACER on the Court's website at <https://ecf.ilnb.uscourts.gov> for a fee, or through GCG by accessing their website at <http://www.edisonmissionrestructuring.com>, or by calling GCG at (866) 241-6491.

PLEASE TAKE FURTHER NOTICE THAT the requirements set forth in this notice are in addition to the requirements of applicable law and do not excuse compliance therewith.

[Remainder of page intentionally left blank.]

Dated: _____, 2013

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

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