

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 Assume Consenting Noteholders’ Counsel Payment Agreement and Pay Fees and Expenses Thereunder* (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 [her/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); Aguila Energy Company (3425); 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); Pleasant Valley Energy Company (3233); 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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*Proposed Counsel to Debtor Camino Energy Company
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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, <u>et al.</u> , ¹)	Case No. 12-[_____] (____)
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Debtors.)	(Joint Administration Requested)
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**DEBTORS’ MOTION TO PAY FEES AND
EXPENSES OF COUNSEL TO THE INFORMAL COMMITTEE
OF EDISON MISSION ENERGY UNSECURED NOTEHOLDERS**

The above-captioned debtors and debtors in possession (collectively, the “Debtors”) state as follows 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**, (a) authorizing the Debtors to assume that certain payment agreement among Debtor Edison Mission Energy (“EME”) and the legal advisors to the holders of a majority of the \$3.7 billion in outstanding principal amount of EME’s senior unsecured

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.

notes³ (such holders, collectively, the “Noteholders” or the “Noteholder Committee”) and (b) authorizing but not directing the Debtors to pay the reasonable and documented fees and expenses under such agreement, without the need for further motion, fee application, or order of the Court.

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 363(b) and 365(a) of title 11 of the United States Code (the “Bankruptcy Code”) and rules 6003, 6004, and 6006 of the Federal Rules of Bankruptcy Procedure (the “Bankruptcy Rules”).

Background

5. EME, 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 Santa Ana, California and Chicago, Illinois.

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

³ The Debtors’ senior unsecured notes include EME’s (a) 7.5-percent senior unsecured notes due 2013; (b) 7.75-percent senior unsecured notes due 2016; (c) 7.00-percent senior unsecured notes due 2017; (d) 7.20-percent senior unsecured notes due 2019; and (e) 7.625-percent senior unsecured notes due 2027 (collectively, the “Senior Unsecured Notes”). The Noteholders hold, in the aggregate, approximately \$2 billion of the \$3.7 billion aggregate principal amount of the Senior Unsecured Notes.

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.

The Noteholder Committee's Counsel

I. Formation of the Noteholder Committee and Retention of Counsel

7. The Noteholders hold, in the aggregate, a majority of the \$3.7 billion in outstanding principal amount of the Senior Unsecured Notes. In May 2012, certain of the Noteholders organized together to work with the Debtors and other key stakeholders in analyzing the Debtors' restructuring alternatives. Soon after its formation, the Noteholder Committee sought to retain legal and financial professionals to lead the engagement and interface with the Debtors and their advisors, which would require and involved significant legal and financial diligence necessary to prepare for such restructuring discussions. In June 2012, EME and entered into an agreement (the "R&G Agreement") with Ropes & Gray LLP ("R&G") in its capacity as counsel to the Noteholder Committee to pay the reasonable and documented fees and expenses of R&G and Bruder Gentile & Marcoux LLP ("BGM," and together with R&G, the "Noteholders' Counsel" or "Noteholder Committee Counsel") in its capacity as energy regulatory counsel to the Noteholder Committee. In addition, on May 7, 2012, EME entered into an agreement (the "Houlihan Agreement") with Houlihan Lokey Capital, Inc. ("Houlihan") and R&G. Pursuant to the Houlihan Agreement, the Debtors agreed to pay Houlihan monthly fees

and a transaction fee.⁴

8. Specifically, the R&G Agreement provides that, effective May 7, 2012, EME agrees to pay the Noteholders' Counsel their reasonable and documented fees at their respective standard hourly rates, as well as out-of-pocket expenses.⁵

II. The Transaction Support Agreement

9. For more than six months leading up to the Petition Date, the Debtors have worked closely with the Noteholder Committee and its professionals to analyze alternatives and engage in negotiations with EME's parent company, Edison International Inc. ("EIX") regarding a restructuring of EME. These efforts were successful. Arm's length negotiations recently culminated in the execution of an agreement dated December 16, 2012 (the "Transaction Support Agreement") among the Debtors, EIX, and the Noteholders that contemplates a settlement transaction among the parties and will pave the way for the substantial deleveraging of EME's balance sheet. More specifically, and as described in the First Day Declaration, the Transaction Support Agreement provides the framework for a transaction with EIX that would result in, among other things, the consensual turnover of EIX's 100-percent equity interest in EME (as part of a chapter 11 plan of reorganization) and the extension of certain tax sharing agreements through 2014 that may result in substantial payments to EME. The Transaction Support Agreement requires that the Debtors pay the reasonable and documented fees and expenses of

⁴ Before the Petition Date, the Debtors agreed to establish and fund an escrow account (maintained by JPMorgan Chase Bank, N.A., as escrow agent) for the postpetition payment of Houlihan's fees. The Debtors anticipate that such fees will be paid in accordance with the terms of the Houlihan Agreement and the escrow agreement and, accordingly, do not request any relief related to the Houlihan Agreement or the payment of Houlihan's fees by this Motion.

⁵ Pursuant to the R&G Agreement, the Debtors established a retainer in the amount of \$900,000. As of the Petition Date, the Debtors believe that there are no amounts due and owing with respect to the Debtors' obligations under the R&G Agreement.

the Noteholder Committee Counsel.⁶

10. Thus, pursuant to this Motion, the Debtors seek authority to pay the reasonable and documented fees and expenses of Noteholder Committee Counsel (without the need for further motion, fee application, or order of the Court), and ensure satisfaction of the Debtors' obligations under the Transaction Support Agreement, which will inure to the benefit of all parties in interest in these chapter 11 cases.

Basis for Relief

I. Section 365(a) of the Bankruptcy Code Allows the Debtors to Assume the R&G Agreement.

11. Section 365(a) of the Bankruptcy Code provides that a debtor in possession, "subject to the court's approval, may assume or reject any executory contract or unexpired lease of the debtor." 11 U.S.C. § 365(a). The decision to assume or reject an executory contract or unexpired lease is a matter within the "business judgment" of the debtor. See Nat'l Labor Relations Bd. v. Bildisco & Bildisco (In re Bildisco), 682 F.2d 72, 79 (3d Cir. 1982) ("The usual test for rejection of an executory contract is simply whether rejection would benefit the estate, the 'business judgment' test." (citation omitted)); see also In re Kmart Corp., No. 02-02474, 2007 WL 4556991, at *7 (Bankr. N.D. Ill. Nov. 20, 2007); Johnson v. Fairco Corp., 61 B.R. 317,

⁶ Specifically, the Transaction Support Agreement

shall terminate, and all obligations of the Consenting Noteholders shall immediately terminate [if] . . . (1) the Debtors shall have failed to: (A) file a motion within thirty (30) days of the Petition Date seeking Bankruptcy Court authority to pay, without the filing of fee applications, the reasonable and documented fees and expenses of the financial and legal advisors to the Consenting Noteholders and assume the Parties' respective payment letters, or to obtain a final Bankruptcy Court hearing on such motion within sixty (60) calendar days of the Petition Date; (B) use reasonable best efforts to seek Bankruptcy Court approval of such motion; or (C) timely pay such fees and expenses once such motion is approved[.]

Transaction Support Agreement, § 8.

319-20 (N.D. Ill. 1986) (“The debtor in possession’s decision to assume or reject an unexpired lease is subject to court approval after notice and hearing”). The business judgment standard mandates that a court approve a debtor’s business decision unless the decision is the product of bad faith, whim, or caprice. See Lubrizol Enters., Inc. v. Richmond Metal Finishes, 756 F.2d 1043, 1047 (4th Cir. 1985), cert. denied, 475 U.S. 1057 (1986); see also In re Bullet Jet Charter, Inc., 177 B.R. 593, 601 (Bankr. N.D. Ill. 1995) (noting that a debtor in possession may assume or reject an executory contract or unexpired lease if the assumption or rejection represents a reasonable exercise of business judgment); In re Del Grosso, 115 B.R. 136, 138 (Bankr. N.D. Ill. 1990) (same).

12. As described above, the Transaction Support Agreement requires that the Debtors assume, and continue to pay the fees and expenses under, the R&G Agreement. Therefore, the Debtors believe the relief requested herein is critical to maintaining the support of the Noteholder Committee, which includes holders of a majority of the outstanding principal amount of the Senior Unsecured Notes, and working together towards the successful restructuring of the Debtors’ businesses—an objective shared by all major stakeholders. Furthermore, ensuring the continued support of the Noteholder Committee will help facilitate and foster consensus to the benefit of all parties in interest.

13. Accordingly, the Debtors submit that the relief requested herein is in the best interests of the estate and constitutes a sound exercise of their business judgment.

II. Section 363(b) of the Bankruptcy Code Justifies the Debtors’ Payment of the Noteholder Committee Counsel’s Reasonable and Documented Fees and Expenses.

14. Section 363(b) of the Bankruptcy Code provides that, after notice and a hearing, the trustee “may use, sell, or lease, other than in the ordinary course of business, property of the estate.” 11 U.S.C. § 363(b)(1); see also 11 U.S.C. § 1107(a) (providing that “a debtor in

possession shall have all the rights . . . and powers . . . of a trustee serving in a case under this chapter”). Moreover, section 363 governs the use of funds by the debtor in possession while it operates its business. See U.S. Trustee v. Bethlehem Steel Corp., No. 02 Civ. 2854 (MBM), 2003 WL 21738964, at *10 (S.D.N.Y. July 28, 2003).

15. A request for relief pursuant to section 363 may be approved when the transaction makes good business sense and benefits creditors as a whole. In re UAL Corp., 443 F.3d 565, 571—72 (7th Cir. 2006) (internal citations omitted); see In re Lionel Corp., 722 F.2d 1063, 1071 (2d Cir. 1983) (holding that “a judge determining a § 363(b) application expressly find from the evidence presented before him at the hearing a good business reason to grant such an application”); see also Fulton State Bank v. Schipper (In re Shipper), 933 F.2d 513, 515 (7th Cir. 1991) (noting that the criteria for approval of a transaction under section 363(b) of Bankruptcy Code is whether the debtor has “an articulated business justification”); In re Efoora, Inc., 472 B.R. 481, 488 (Bankr. N.D. Ill. 2012) (noting that a section 363(b) transaction is permissible so long as it makes good business sense, and the creditors as a whole should benefit).

16. In determining whether a good business reason exists, courts in this circuit apply the business judgment test. See Efoora, Inc., 472 B.R. at 488. The bankruptcy court reviews the debtor in possession’s business judgment “to determine independently whether the judgment is a reasonable one.” Id. (internal citations omitted). The debtor in possession’s “considerable discretion” is entitled to “great judicial deference” as long as a sound business reason is given. Id.

17. As discussed above, and in light of the requirements in the Transaction Support Agreement, the Debtors seek authority to continue paying the reasonable and documented fees and expenses of the Noteholder Committee Counsel to ensure support for their restructuring

initiatives.

18. The Noteholders hold a majority of the outstanding principal amount of the Senior Unsecured Notes, which will likely represent the controlling class of claims in these chapter 11 cases. The Noteholder Committee Counsel have greatly contributed to the restructuring framework set forth in the Transition Services Agreement, and will continue to make a substantial contribution to the Debtors' chapter 11 restructuring efforts. Thus, the ongoing involvement and engagement of the consenting Noteholders and their legal advisors is key to the Debtors' successful restructuring.

19. Furthermore, requests for relief under circumstances identical to the instant case have been thoughtfully analyzed and approved by other courts in other jurisdictions. See, e.g., In re ASARCO, L.L.C., 650 F.3d 593 (5th Cir. 2011) (affirming the ruling of the district court and bankruptcy court to approve payment of bidders' due diligence and work fees requested pursuant to section 363); Bethlehem Steel, 2003 WL 21738964 (affirming bankruptcy court's approval of reimbursement of creditors' counsel's costs and expenses pursuant to sections 363(b) and 105(a)); In re AMR Corp., No. 11-15463 (SHL) (Bankr. S.D.N.Y. Sept. 21, 2012) (granting debtor's motion for approval of fee letters to pay work fees and expenses of professionals employed by ad hoc group of creditors). In Bethlehem Steel, for instance, the debtor sought approval, pursuant to sections 363(b) and 105(a), to reimburse professionals employed by "the entity representing the largest constituency of unsecured creditors." Bethlehem Steel, 2003 WL 21738964, at *7. Those professionals were employed to "undertake the due diligence and analysis that [was] required in order for [the creditor representative] to participate in discussion regarding the restructuring of the Company[.]" Id. at *1. The district court affirmed the bankruptcy court's ruling that there was a good business reason to allow the transaction and that

“the reimbursement arrangement was in the best interests of the Debtors and all parties in interest.” Id. at *12.

20. Accordingly, the Debtors submit that the requested relief is appropriate and in the best interest of all economic stakeholders.

III. Section 363(b) of the Bankruptcy Code Governs the Request for Authority to Pay the Noteholders’ Counsel Pursuant to the R&G Agreement.

21. Section 363(b) is the applicable Bankruptcy Code provision to authorize the Debtors to pay the fees and expenses of the Noteholders’ Counsel. In other cases, objecting parties have cited section 327(e) (employment of professional persons) and section 503(b)(3) (allowance of administrative expenses) as the applicable Bankruptcy Code provisions to determine whether reimbursement of non-debtor professional fees and expenses should be permitted, but courts have consistently rejected these arguments. See In re ASARCO, L.L.C., 650 F.3d at 602 (concluding that section 363 and the business judgment standard, and not section 503, was “the better fit for assessing [the debtor’s] reimbursement motion” because section 363 “addresses the debtor’s use of the estate property, and in its motion [the debtor] sought authorization to make discretionary use of the estate’s funds”); Bethlehem Steel, 2003 WL 21738964, at *11 (“[S]ubsections 503(b)(3)(D) and (b)(4) do not bar a bankruptcy court from allowing a debtor in possession to reimburse a creditor for professional fees—provided, of course, that the standard for allowing transactions under § 363(b) has been met.”); Enron, 335 B.R. at 29 (“[A] transaction outside the ordinary course of business may be approved under § 363(b) if the transaction meets the requirements of that section, even if another provision of the code touches upon the subject matter of the transaction.”).

22. Accordingly, the Debtors seek authority, pursuant to section 363(b) of the Bankruptcy Code, to pay the reasonable and documented fees and expenses of the Noteholder

Committee Counsel.

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

23. 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

24. 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

25. No prior request for the relief sought in this Motion has been made to this or any other court.

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.

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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 AUTHORIZING DEBTORS
TO PAY FEES AND EXPENSES OF COUNSEL TO THE INFORMAL
COMMITTEE OF EDISON MISSION ENERGY UNSECURED NOTEHOLDERS**

Upon the motion (the “Motion”) of the above captioned debtors and debtors in possession (collectively, the “Debtors”) for entry of an order (this “Order”) authorizing but not directing the Debtors to pay the reasonable and documented fees and expenses of the Noteholders’ Counsel, and granting 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. The Debtors are authorized to assume the R&G Agreement pursuant to section 365 of the Bankruptcy Code and to pay cure amounts (if any) related thereto.
3. The Debtors are authorized but not directed to pay the Noteholder Committee Counsel for their reasonable and documented fees and expenses subject to the terms and conditions of the R&G Agreement, without the need for further motion, fee application, or order of the Court.
4. 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.
5. Notwithstanding Bankruptcy Rule 6004(h), the terms and conditions of this Order shall be immediately effective and enforceable upon its entry.
6. All time periods set forth in this Order shall be calculated in accordance with Bankruptcy Rule 9006(a).

7. 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) other than the R&G Agreement, 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.

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

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

**UNITED STATES BANKRUPTCY COURT
NORTHERN DISTRICT OF ILLINOIS
EASTERN DIVISION**

In re:)
) Chapter 11
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EDISON MISSION ENERGY, et al.,¹) Case No. 12-[_____] (____)
)
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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.

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