

UNITED STATES BANKRUPTCY COURT  
NORTHERN DISTRICT OF ILLINOIS  
EASTERN DIVISION

	)	
In re:	)	Chapter 11
	)	
EDISON MISSION ENERGY, <i>et al.</i> , <sup>1</sup>	)	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 Interim Compensation and Reimbursement of Expenses for Professionals and Official Committee Members* (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](http://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](http://www.ilnb.uscourts.gov) in accordance with the procedures and fees set forth therein.

---

<sup>1</sup> 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.*

---

James H.M. Sprayregen, P.C.  
David R. Seligman, P.C.  
Sarah Hiltz Seewer  
**KIRKLAND & ELLIS LLP**  
300 North LaSalle  
Chicago, Illinois 60654  
Telephone: (312) 862-2000  
Facsimile: (312) 862-2200

- and -

Joshua A. Sussberg  
**KIRKLAND & ELLIS LLP**  
601 Lexington Avenue  
New York, New York 10022-4611  
Telephone: (212) 446-4800  
Facsimile: (212) 446-4900

*Proposed Counsel to the Debtors  
and Debtors in Possession  
Other than Camino Energy Company*

- and -

David A. Agay  
Joshua Gadharf  
**MCDONALD HOPKINS LLC**  
300 North LaSalle  
Suite 2100  
Chicago, Illinois 60654  
Telephone: (312) 280-0111  
Facsimile: (312) 280-8232

*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
	)	
EDISON MISSION ENERGY, <u>et al.</u> , <sup>1</sup>	)	Case No. 12-[_____] (____)
	)	
Debtors.	)	(Joint Administration Requested)
	)	

**DEBTORS’ MOTION TO APPROVE PROCEDURES  
FOR INTERIM COMPENSATION AND REIMBURSEMENT OF  
EXPENSES FOR PROFESSIONALS AND OFFICIAL COMMITTEE MEMBERS**

The above-captioned debtors and debtors in possession (collectively, the “Debtors”) state as follows in support of this motion (this “Motion”):<sup>2</sup>

**Relief Requested**

1. By this Motion, the Debtors request entry of an order, substantially in the form attached hereto as **Exhibit A**, establishing an orderly, regular process for the allowance and payment of compensation and reimbursement of expenses for attorneys and other professionals who are retained pursuant to sections 327 or 1103 of the Bankruptcy Code and are required to file applications for allowance of compensation and reimbursement of expenses pursuant to sections 330 and 331 of the Bankruptcy Code.

---

<sup>1</sup> 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.

<sup>2</sup> 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.

2. In addition, the Debtors request entry of an order approving procedures for reimbursement of reasonable out-of-pocket expenses incurred by members of any official committee appointed in these chapter 11 cases (each, a “Committee”) by the Office of the United States Trustee for the Northern District of Illinois (the “U.S. Trustee”).

### **Jurisdiction**

3. 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).

4. Venue is proper pursuant to 28 U.S.C. §§ 1408 and 1409.

5. The statutory bases for the relief requested herein are sections 105(a), 330, and 331 of title 11 of the United States Code (the “Bankruptcy Code”), rule 2016 of the Federal Rules of Bankruptcy Procedure (the “Bankruptcy Rules”), and rule 5082-1 of the Local Rules of the United States Bankruptcy Court for the Northern District of Illinois (the “Local Rules”).

### **Background**

6. 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.

7. 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.

### **The Proposed Compensation Procedures**

8. As set forth in the First Day Declaration, the Debtors are or potentially will be seeking authorization to retain and employ various professionals (the “Debtors’ Professionals”), including but not limited to: (a) Kirkland & Ellis LLP, as restructuring counsel; (b) Perella Weinberg Partners, as financial advisor; (c) McKinsey Recovery and Transformation Services U.S., LLC, as restructuring advisor; and (d) McDonald Hopkins LLC as conflicts counsel. To the extent necessary, the Debtors may seek to retain additional professionals during these chapter 11 cases. Additionally, any Committee likely will retain counsel and other professionals to represent them in connection with these chapter 11 cases (together with the Debtors’ Professionals, the “Professionals”).

9. The Debtors propose the following procedures to govern the payment of compensation and reimbursement of expenses of the Professionals and Committee members in these chapter 11 cases (the “Compensation Procedures”):

- a. On or after the 25th day of each month following the month for which compensation is sought, each Professional or Committee member seeking compensation shall serve, by hand or overnight delivery, a monthly statement for payment for services rendered and reimbursement of expenses incurred during the immediately preceding month (a “Monthly Fee Statement”) on: (a) Edison Mission Energy, 3 MacArthur Place, Suite 100, Santa Ana, California 92707, Attn: Daniel McDevitt; (b) counsel for the Debtors, Kirkland & Ellis LLP, 300 North LaSalle, Chicago, Illinois 60654, Attn: Sarah Hiltz Seewer and Brad Weiland; (c) counsel for any Committee; (d) the U.S. Trustee, 219 S. Dearborn Street, Suite 873, Chicago, Illinois 60604, Attn: [\_\_\_\_\_] [email address is: [\_\_\_\_\_]@usdoj.gov]; and (e) counsel to the ad hoc committee of certain holders of the Debtors’ senior unsecured notes (collectively, the “Notice Parties”).
- b. Because the Compensation Procedures do not alter the fee application requirements outlined in sections 330 and 331 of the Bankruptcy Code,

Professionals and Committee members are not required to file their Monthly Fee Statements with the Court or provide courtesy copies to the presiding judge's chambers.

- c. Each Monthly Fee Statement, which shall be substantially in the same form of **Exhibit B** attached hereto and incorporated herein by reference, must contain a brief description of the services rendered, accompanied by a billing summary or schedule of the reimbursable expenses incurred and the professional and paraprofessional time spent (in sufficient detail to allow the review of this time by the Notice Parties), and which shall ordinarily be for services rendered through a particular calendar month.
- d. Each Professional or Committee member must submit its first Monthly Fee Statement no earlier than January 25, 2013. This initial Monthly Fee Statement will cover the period from the Petition Date through December 31, 2012. Thereafter, the Professionals or Committee members must serve Monthly Fee Statements on the Notice Parties in the manner described above.
- e. Any Notice Party receiving a Monthly Fee Statement may object to the payment of the fees or the reimbursement of costs set forth therein by serving a written notice of objection (a "Notice of Objection to Fee Statement") (which shall not be filed with the Court) upon the other Notice Parties within 14 business days of receiving the Monthly Fee Statement (the "Objection Deadline"). The Notice of Objection to Fee Statement shall state the nature of the objection and identify the amount of the fees or costs to which the objection is made. Thereafter, the objecting party and the Professional or Committee member whose statement is objected to shall attempt to reach an agreement regarding the correct payment to be made.
- f. In the absence of any timely objection, the Debtors are authorized to pay 80 percent of the fees and 100 percent of the expenses identified in each Monthly Fee Statement. Any Professional or Committee member who fails to submit a Monthly Fee Statement shall be ineligible to receive further payments of fees and expenses as provided herein until such time as the Monthly Fee Statement is submitted.
- g. If the Debtors receive a Notice of Objection to Fee Statement, they shall withhold payment of that portion of the Monthly Fee Statement to which the objection is directed and promptly pay the remainder of the fees and disbursements in the percentages set forth in paragraph (f). Any fees incurred in connection with such fee disputes shall not be paid pursuant to a Monthly Fee Statement but may only be sought and paid upon the filing of an Interim Fee Application as set forth in paragraphs (j)-(k) below and pursuant to an order of the Court.

- h. If the parties to an objection are able to resolve their fee dispute, the Debtors are authorized to pay, in accordance with paragraph (f), that portion of the Monthly Fee Statement that is no longer subject to an objection.
- i. If the parties are unable to reach a resolution of an objection, the objecting party may file its objection with the Court and serve such objection on the affected Professional or Committee member and each of the other Notice Parties no later than 7 calendar days before the fee application hearing or by the third business day (in the case of an expedited hearing), at which time the Court shall consider and dispose of the objection. See paragraph (l), below.
- j. Approximately every 120 days or such other intervals convenient to the Court (the "Interim Fee Period"), each of the Professionals or Committee members shall file with the Court, and serve on the Notice Parties on or before the 45th day following the last compensation period for which compensation is sought, an application (an "Interim Fee Application") for interim Court approval and allowance, pursuant to section 331 of the Bankruptcy Code, of the compensation and reimbursement of expenses sought by such Professional or Committee member in its Monthly Fee Statements, including any holdbacks, filed during the Interim Fee Period. All Interim Fee Applications shall comply with the relevant provisions of the Bankruptcy Code, the Federal Rules, the Local Rules, and applicable Seventh Circuit Law.
- k. Each Professional or Committee member may file and serve its first Interim Fee Application on or before May 15, 2013. The first Interim Fee Application shall cover fees and expenses incurred by the Professionals or Committee members from the Petition Date through March 31, 2013.
- l. The Court shall schedule and conduct a hearing, upon proper notice in accordance with Bankruptcy Rule 2002(a)(6), to determine all Interim Fee Applications pending before it. If no objections to Monthly Fee Statements have been filed or all objections have been withdrawn, the Court may approve all uncontested Interim Fee Applications without a hearing.
- m. The Court may award any Professional or Committee member the remaining 20 percent of its fees that have been held back pursuant to paragraph (g) at each interim or final fee application hearing.
- n. The pendency of an Interim Fee Application or an objection to a Monthly Fee Statement shall not disqualify a Professional or Committee member from the future payment of compensation or reimbursement of expenses as set forth above. Neither the payment of, nor the failure to pay, in whole or in part, monthly interim compensation and reimbursement of expenses

under the Compensation Procedures shall bind any party-in-interest or this Court with respect to the final allowance of applications for compensation and reimbursement of Professionals or Committee members.

10. The Debtors further request that the Court limit service of interim and final fee applications (the “Applications”) to the Notice Parties. The Debtors further request that all other parties that have filed a notice of appearance with the Clerk of the Court and requested notice of pleadings in these chapter 11 cases shall be entitled to receive only notice of hearings on the Applications (the “Hearing Notices”). Serving the Applications and the Hearing Notices in this manner will permit the parties most active in these chapter 11 cases to review and object to the Professionals’ or Committee members’ fees and expenses and will save unnecessary duplication and mailing expenses.

#### **Basis for Relief**

11. Section 331 of the Bankruptcy Code provides, in relevant part, as follows:

A trustee, an examiner, a debtor’s attorney, or any professional person employed under section 327 or 1103 of this title may apply to the court not more than once every 120 days after an order for relief in a case under this title, or more often if the court permits, for such compensation for services rendered before the date of such an application or reimbursement for expenses incurred before such date as is provided under section 330 of this title. After notice and a hearing, the court may allow and disburse to such applicant such compensation or reimbursement.

11 U.S.C. § 331. Absent an order of the Court, section 331 limits Professionals and Committee members rendering services in these chapter 11 cases to payment of fees and expenses only three times per year.

12. Congress’ intent in enacting section 331 is expressed unequivocally in the House and Senate Reports accompanying this section of the Bankruptcy Code:

The court may permit more frequent applications if the circumstances warrant, such as in very large cases where the legal work is extensive and merits more frequent payments. The court is



authorized to allow and order disbursement to the applicant of compensation and reimbursement that is otherwise allowable under section 330.

H.R. REP. NO. 95-595 at 330 (1977); S. REP. NO. 95-989 at 41-42 (1978).<sup>3</sup>

13. Factors generally considered by the courts in determining whether more frequent payment of fees and expenses is warranted include “the size of [the] reorganization cases, the complexity of the issues involved, and the time required on the part of the attorneys for the debtors in providing services necessary to achieve a successful reorganization of the debtors.” In re Int’l Horizons, Inc., 10 B.R. 895, 897-98 (Bankr. N.D. Ga. 1981). In considering these factors, courts have determined that interim compensation procedures are appropriate to avoid having the professionals fund the debtor’s reorganization proceedings. Id.

14. Similar procedures for compensating and reimbursing court-approved professionals have been established in other chapter 11 cases in this District. See, e.g., In re Shorebank Corp., No. 12-00581 (ABG) (Bankr. N.D. Ill. Feb. 1, 2012); In re Clare Oaks, No. 11-48903 (PSH) (Bankr. N.D. Ill. Mar. 1, 2012); In re The Clare at Water Tower, No. 11-46151 (SBS) (Bankr. N.D. Ill. Jan. 11, 2012); In re ALT Hotel, LLC, No. 11-19401 (ABG) (Bankr. N.D. Ill. July 7, 2011); In re GEI-RP (f/k/a Giordano’s Enters., Inc.), No. 11-06098 (ERW) (Bankr. N.D. Ill. Mar. 9, 2011); In re Corus Bankshares, Inc., No. 10-26881 (PSH) (Bankr. N.D. Ill. July 9, 2010); In re Gas City, Ltd., No. 10-47879 (ERW) (Bankr. N.D. Ill. Nov. 19, 2010); In re XMH Corp. 1 (f/k/a Hartmarx Corp.), No. 09-02046 (BWB) (Bankr. N.D. Ill. Feb. 12, 2009); In re Bridgeview Aerosol, LLC, No. 09-41021 (Bankr. N.D. Ill. Dec. 10, 2009); In re Kimball

---

<sup>3</sup> Section 105(a) of the Bankruptcy Code also provides, in pertinent part, that “[t]he court may issue any order, process, or judgment that is necessary or appropriate to carry out the provisions of this title.” 11 U.S.C. § 105(a). For the reasons described in paragraphs 12 through 14, courts have regularly entered orders, in accordance with section 105(a) of the Bankruptcy Code, establishing procedures providing for the interim compensation and expense reimbursement of professionals on a monthly basis.

Hill, Inc., No. 08-10095 (SPS) (Bankr. N.D. Ill. May 13, 2008); and In re UAL Corp., No. 02-48191 (ERW) (Bankr. N.D. Ill. Dec. 11, 2002).<sup>4</sup>

15. The Debtors believe that the Compensation Procedures will enable the Debtors to closely monitor costs of administration, maintain a level of cash flow availability, and implement efficient management procedures. Moreover, these procedures will allow the Court and key parties in interest to insure the reasonableness and necessity of the compensation and reimbursement sought pursuant to such procedures.

16. The Debtors submit that the efficient administration of these chapter 11 cases will be significantly aided by implementing the Compensation Procedures. Accordingly, the relief requested herein is in the best interests of the Debtors, their estates, creditors, and all parties in interest. Accordingly, the Debtors believe the proposed Compensation Procedures are essential for the efficient administration of these chapter 11 cases and therefore should be approved.

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

17. 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**

18. 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'

---

<sup>4</sup> 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.

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**

19. 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  
**KIRKLAND & ELLIS LLP**  
300 North LaSalle  
Chicago, Illinois 60654  
Telephone: (312) 862-2000  
Facsimile: (312) 862-2200

- and -

Joshua A. Sussberg  
**KIRKLAND & ELLIS LLP**  
601 Lexington Avenue  
New York, New York 10022-4611  
Telephone: (212) 446-4800  
Facsimile: (212) 446-4900

*Proposed Counsel to the Debtors  
and Debtors in Possession  
Other than Camino Energy Company*

- and -

David A. Agay  
Joshua Gadharf  
**MCDONALD HOPKINS LLC**  
300 North LaSalle  
Suite 2100  
Chicago, Illinois 60654  
Telephone: (312) 280-0111  
Facsimile: (312) 280-8232

*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 INTERIM COMPENSATION AND REIMBURSEMENT  
OF EXPENSES FOR PROFESSIONALS AND OFFICIAL COMMITTEE MEMBERS**

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 establish procedures for interim compensation and reimbursement of expenses for professionals and members of any official committee appointed in these chapter 11 cases, 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. Except as otherwise provided in Court orders authorizing but not directing the retention of specific Professionals, all Professionals and Committee members in these chapter 11 cases may seek monthly compensation in accordance with the following Compensation Procedures:
  - a. On or after the 25th day of each month following the month for which compensation is sought, each Professional or Committee member seeking compensation shall serve, by hand or overnight delivery, a monthly statement for payment for services rendered and reimbursement of expenses incurred during the immediately preceding month (a “Monthly Fee Statement”) on: (a) Edison Mission Energy, 3 MacArthur Place, Suite 100, Santa Ana, California 92707, Attn: Daniel McDevitt; (b) counsel for the Debtors, Kirkland & Ellis LLP, 300 North LaSalle, Chicago, Illinois 60654, Attn: Sarah Hiltz Seewer and Brad Weiland; (c) counsel for any Committee; (d) the U.S. Trustee, 219 S. Dearborn Street, Suite 873, Chicago, Illinois 60604, Attn: [\_\_\_\_\_] [email address is: [\_\_\_\_\_]@usdoj.gov]; and (e) counsel to the ad hoc committee of certain holders of the Debtors’ senior unsecured notes (collectively, the “Notice Parties”).

b. Because the Compensation Procedures do not alter the fee application requirements outlined in sections 330 and 331 of the Bankruptcy Code, Professionals and Committee members are not required to file their Monthly Fee Statements with the Court or provide courtesy copies to the presiding judge's chambers.

c. Each Monthly Fee Statement, which shall be substantially in the same form of Exhibit B attached to the Motion and incorporated herein by reference, must contain a brief description of the services rendered, accompanied by a billing summary or schedule of the reimbursable expenses incurred and the professional and paraprofessional time spent (in sufficient detail to allow the review of this time by the Notice Parties), which shall ordinarily be for services rendered through a particular calendar month.

d. Each Professional or Committee member must submit its first Monthly Fee Statement no earlier than January 25, 2013. This initial Monthly Fee Statement will cover the period from the Petition Date through December 31, 2012. Thereafter, the Professionals or Committee members must serve Monthly Fee Statements on the Notice Parties in the manner described above.

e. Any Notice Party receiving a Monthly Fee Statement may object to the payment of the fees or the reimbursement of costs set forth therein by serving a written notice of objection (a "Notice of Objection to Fee Statement") (which shall not be filed with the Court) upon the other Notice Parties within 14 business days of receiving the Monthly Fee Statement (the "Objection Deadline"). The Notice of Objection to Fee Statement shall state the nature of the objection and identify the amount of the fees or costs to which the objection is made. Thereafter, the objecting party and the Professional or Committee member whose statement is objected to shall attempt to reach an agreement regarding the correct payment to be made.

f. In the absence of any timely objection, the Debtors are authorized to pay 80 percent of the fees and 100 percent of the expenses identified in each Monthly Fee Statement. Any Professional or Committee member who fails to submit a Monthly Fee Statement shall be ineligible to receive further payments of fees and expenses as provided herein until such time as the Monthly Fee Statement is submitted.

g. If the Debtors receive a Notice of Objection to Fee Statement, they shall withhold payment of that portion of the Monthly Fee Statement to which the objection is directed and promptly pay the remainder of the fees and disbursements in the percentages set forth in paragraph (f). Any fees incurred in connection with such fee disputes shall not be paid pursuant to a Monthly Fee Statement but may only be sought and paid upon the filing of an Interim Fee Application as set forth in paragraphs (j)-(k) below and pursuant to an order of the Court.

h. If the parties to an objection are able to resolve their fee dispute, the Debtors are authorized to pay, in accordance with paragraph (f), that portion of the Monthly Fee Statement that is no longer subject to an objection.

i. If the parties are unable to reach a resolution of an objection, the objecting party may file its objection with the Court and serve such objection on the affected Professional or Committee member and each of the other Notice Parties no later than 7 calendar days before the fee application hearing or by the third business day (in the case of an expedited hearing), at which time the Court shall consider and dispose of the objection. See paragraph (l), below.

j. Approximately every 120 days or such other intervals convenient to the Court (the "Interim Fee Period"), each of the Professionals or Committee members shall file with the Court, and serve on the

Notice Parties on or before the 45th day following the last compensation period for which compensation is sought, an application (an “Interim Fee Application”) for interim Court approval and allowance, pursuant to section 331 of the Bankruptcy Code, of the compensation and reimbursement of expenses sought by such Professional or Committee member in its Monthly Fee Statements, including any holdbacks, filed during the Interim Fee Period. All Interim Fee Applications shall comply with the relevant provisions of the Bankruptcy Code, the Federal Rules, the Local Rules, and applicable Seventh Circuit Law.

k. Each Professional or Committee member may file and serve its first Interim Fee Application on or before May 15, 2013. The first Interim Fee Application shall cover fees and expenses incurred by the Professionals or Committee members from the Petition Date through March 31, 2013.

l. The Court shall schedule and conduct a hearing, upon proper notice in accordance with Bankruptcy Rule 2002(a)(6), to determine all Interim Fee Applications pending before it. If no objections to Monthly Fee Statements have been filed or all objections have been withdrawn, the Court may approve all uncontested Interim Fee Applications without a hearing.

m. The Court may award any Professional or Committee member the remaining 20 percent of its fees that have been held back pursuant to paragraph (g) at each interim or final fee application hearing.

n. The pendency of an Interim Fee Application or an objection to a Monthly Fee Statement shall not disqualify a Professional or Committee member from the future payment of compensation or reimbursement of expenses as set forth above. Neither the payment of, nor the failure to pay, in whole or in part, monthly interim compensation and reimbursement of expenses under the Compensation Procedures shall bind any party-in-interest or this Court with respect to the final allowance of applications for compensation and reimbursement of Professionals or Committee members.

3. The Debtors shall include all payments to Professionals and Committee members on their monthly operating reports, detailed so as to state the amount paid to each Professional and Committee member.

4. 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.

5. 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 are satisfied by such notice.

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

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

8. This Order and the relief granted herein shall apply to any and all Professionals retained in these



chapter 11 cases pursuant to sections 327 or 1103 of the Bankruptcy Code, regardless of whether such Professionals have been retained as of the entry of this Order.

9. The Debtors are authorized but not directed 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:

Dated:

United States Bankruptcy Judge

**Prepared by:**

James H.M. Sprayregen, P.C.  
David R. Seligman, P.C.  
Sarah Hiltz Seewer  
KIRKLAND & ELLIS LLP  
300 North LaSalle  
Chicago, Illinois 60654  
Telephone: (312) 862-2000  
Facsimile: (312) 862-2200

- and -

Joshua A. Sussberg  
KIRKLAND & ELLIS LLP  
601 Lexington Avenue  
New York, New York 10022-4611  
Telephone: (212) 446-4800  
Facsimile: (212) 446-4900

Proposed Counsel to the Debtors  
and Debtors in Possession  
Other than Camino Energy Company

- and -

David A. Agay  
Joshua Gadharf  
MCDONALD HOPKINS LLC  
300 North LaSalle  
Suite 2100  
Chicago, Illinois 60654  
Telephone: (312) 280-0111  
Facsimile: (312) 280-8232

Proposed Counsel to Debtor Camino Energy Company

and Conflicts Counsel to the other Debtors  
and Debtors in Possession

**EXHIBIT B**

**Form Monthly Fee Statement**

[DATE]

[Notice Party Name]

[Professional/Committee Member]

[Notice Party Address]

[Professional/Committee Member Address]

Attn: [ ]

Attn: [ ]

**Summary of Legal Fees and Expenses  
for the Period [ ] through [ ]**

Matter Number	Matter Description	Total Billed Hours	Total Fees Requested	Total Expenses Requested	Total Compensation
<b>Totals</b>					

**Summary of Hours Billed by Professionals and Paraprofessionals  
for the Period [ ] through [ ]**

Professional	Position/Title	Department	Hourly Billing Rate	Total Billed Hours	Total Compensation
<b>Totals</b>					

Paraprofessional	Position/Title	Department	Hourly Billing Rate	Total Billed Hours	Total Compensation
<b>Totals</b>					

TOTAL HOURS AND FEES FOR PROFESSIONALS AND PARAPROFESSIONALS [ ] [ ]

**Summary of Reimbursable Expenses  
for the Period [ ] through [ ]**

Reimbursable Expenses	Amount
<b>Total</b>	

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

---

In re: )  
 ) Chapter 11  
 )  
EDISON MISSION ENERGY, et al.,<sup>1</sup> ) 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

Facsimile: (312) 862-2200

---

<sup>1</sup> 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

ABB, INC.  
ATTN JOHN JOHNSON  
29801 EUCLID AVENUE  
WICKLIFFE OH 44092

ALTORFER INC.  
ATTN TIM KIRCHNER  
1 CAPITAL DRIVE  
EAST PEORIA IL 61611

ARCH COAL SALES COMPANY, INC.  
ATTN ROWDY SMITH  
PO BOX 96828  
CHICAGO IL 60603

ARKANSAS DEPT ENVIRONMENTAL QUALITY  
ATTN DIRECTOR OF CHIEF OF LEGAL DIVISION  
5301 NORTHSORE DR  
NORTH LITTLE ROCK AR 72118

BEEEMSTERBOER, INC.  
ATTN SIMON BEEEMSTERBOER  
22013 S. SCHOOLHOUSE RD  
NEW LENOX IL 60451

BP CANADA ENERGY  
ATTN SANDRA ONSTOTT  
3464 SOLUTIONS CENTER  
CHICAGO IL 60677

CADWALADER, WICKERSHAM & TAFT LLP  
ATTN GEORGE A. DAVIS  
ONE WORLD FINANCIAL CENTER  
NEW YORK NY 10281

CALIFORNIA ENERGY COMMISSION  
ATTN ROBERT OGLESBY, EXECUTIVE DIRECTOR  
1516 NINTH ST  
MS-29  
SACRAMENTO CA 95814-5512

CALIFORNIA ENVIRONMENTAL PROTECTION AGENCY  
ATTN SECRETARYFOR ENVIRONMENTAL PROTECTION  
OR GENERAL COUNSEL  
1416 9TH ST  
SACRAMENTO CA 95814

CALIFORNIA PUBLIC UTILITY COMMISSION  
ATTN MICHAEL PEEVEY, COMMISSIONER-PRESIDENT  
505 VAN NESS AVE  
SAN FRANCISCO CA 94102

CITICORP  
ATTN KEVIN DAVENPORT  
390 GREENWICH ST  
1SH FLOOR  
NEW YORK NY 10013

CLENNON ELECTRIC  
ATTN LARRY CLENNON OWNER  
210 NORTH MAIN ST., PO BOX 368  
WILMINGTON IL 60481

COMMONWEALTH EDISON COMPANY  
ATTN ALISON HAVENS  
THREE LINCOLN CENTER  
OAKBROOK TERRACE IL 60181-4260

COMMONWEALTH OF KENTUCKY  
OFFICE OF THE ATTORNEY GENERAL  
ATTN JACK CONWAY  
700 CAPITOL AVENUE  
CAPITOL SUITE 118  
FRANKFORT KY 40601

COMMONWEALTH OF PENNSYLVANIA  
OFFICE OF THE ATTORNEY GENERAL  
ATTN WILLIAM H. RYAN, JR.  
1600 STRAWBERRY SQUARE  
HARRISBURG PA 17120

DNB BANK A.S.A.  
ATTN MARYBELLE ORTIZ  
200 PARK AVE  
31ST FLR  
NEW YORK NY 10166-0396

ENVIRONMENTAL PROTECTION AGENCY  
ATTN RICHARD L. NAGLE  
BANKRUPTCY CONTACT  
USEPA REGION 5  
MAIL CODE: C-14J  
CHICAGO IL 60604

ENVIRONMENTAL PROTECTION AGENCY  
OFFICE OF GENERAL COUNSEL  
1300 PENNSYLVANIA AVE, NW  
U.S. EPA MAILCODE 2377R  
WASHINGTON DC 20004

ENVIRONMENTAL PROTECTION AGENCY  
ATTN DIANA SAENZ  
1200 PENNSYLVANIA AVE, NW  
STE 4209  
WASHINGTON DC 20004

ENVIRONMENTAL PROTECTION AGENCY  
REGION 5  
OFFICE OF THE REGIONAL ADMINISTRATOR  
77 W JACKSON BLVD  
CHICAGO IL 60604

FEDERAL ENERGY REGULATORY COMMISSION  
ATTN KIMBERLY D. BOSE, SECRETARY  
888 1ST ST NORTHEAST  
WASHINGTON DC 20426

ILLINOIS COMMERCE COMMISSION  
ATTN DOUG SCOTT, CHAIRMAN  
527 E CAPITOL AVE  
SPRINGFIELD IL 62701

ILLINOIS DEPARTMENT OF REVENUE  
ATTN BANKRUPTCY UNIT  
100 W RANDOLPH ST  
#7-400  
CHICAGO IL 60601

ILLINOIS DEPARTMENT OF REVENUE  
ATTN BANKRUPTCY SECTION  
PO BOX 64338  
CHICAGO IL 64338

ILLINOIS ENVIRONMENTAL PROTECTION AGENCY  
ATTN DIRECTOR OR CHIEF LEGAL COUNSEL  
1021 N GRAND AVE E  
SPRINGFIELD IL 62794

ILLINOIS POLLUTION CONTROL BOARD  
ATTN CHAIRMAN OR SENIOR ATTORNEY  
1021 N GRAND AVE E  
PO BOX 19274  
SPRINGFIELD IL 62794

INDIANA DEPT OF ENVIRONMENTAL MGMT  
ATTN COMMISSIONER OR LEGAL COUNSEL  
100 N SENATE AVE  
MAIL CODE 50-01  
INDIANAPOLIS IN 46204

INTER-CON SECURITY SYSTEMS  
ATTN GERARD NEVILLE  
210 SOUTH DE LACEY AVE  
PASADENA CA 91105-2048

INTERNAL REVENUE SERVICE  
TERRITORY MANAGER, INSOLVENCY TERRITORY 7  
230 S DEARBORN ST  
MAIL STOP 5000 CHI  
ROOM 3022  
CHICAGO IL 60604

INTERNAL REVENUE SERVICE  
CENTRALIZED INSOLVENCY OPERATION  
11601 ROOSEVELT ROAD  
MAIL DROP N781  
PHILADELPHIA PA 10154

INTERNAL REVENUE SERVICE  
CENTRALIZED INSOLVENCY OPERATION  
PO BOX 7346  
PHILADELPHIA PA 19101-7346

JOLIET TRUST II  
C/O WILMINGTON TRUST COMPANY  
ATTN ROBERT HINES, JR., CORPORATE TRUST ADMIN  
RODNEY SQUARE NORTH  
1100 NORTH MARKET STREET  
WILMINGTON DE 19890

JOLIET TRUST II  
C/O RICHARDS, LAYTON & FINGER, P.A.  
ATTN: MICHAEL F. COLLINS  
ONE RODNEY SQUARE  
920 NORTH KING STREET  
WILMINGTON DE 19801

KENTUCKY DEPT FOR ENVIRONMENTAL PROTECTION  
ATTN COMMISSIONER OR LEGAL COUNSEL  
300 FAIR OAKS LN  
FRANKFORT KY 40601

KENTUCKY DEPT FOR NATURAL RESOURCES  
ATTN COMMISSIONER OR LEGAL COUNSEL  
#2 HUDSON HOLLOW  
FRANKFORT KY 40601

KENTUCKY ENVIRONMENTAL QUALITY COMMISSION  
ATTN EXECUTIVE DIRECTOR OR LEGAL COUNSEL  
58 WILKINSON BLVD  
FRANKFORT KY 40601

KERN RIVER GAS TRANSMISSION COMPANY  
ATTN KRISTIN GILLETTE  
2755 EAST COTTONWOOD PARKWAY  
SALT LAKE CITY UT 84121

LAFARGE NORTH AMERICA  
ATTN: DAVE DIEDRICK  
30600 TELEGRAPH ROAD  
BINGHAM FARMS MI 48025-4530

MISSOURI DEPT OF CONSERVATION  
ATTN COMMISSIONER OR GENERAL COUNSEL  
2901 W TRUMAN BLVD  
JEFFERSON CITY MO 65109

MISSOURI DEPT OF NATURAL RESOURCES  
ATTN DIRECTOR OR GENERALCOUNSEL  
DIVISION OF ENVIRONMENTAL QUALITY  
PO BOX 176  
JEFFERSON CITY MO 65102

mitsubishi power systems, inc  
ATTN RICHARD D. SIDKOFF, ESQ.  
NEW YORK BRANCH (USA)  
100 BAYVIEW CIRCLE  
NEWPORT BEACH CA 92660

mitsubishi power systems, inc  
ATTN RICHARD D. SIDKOFF, ESQ.  
NEW YORK BRANCH (USA)  
100 BAYVIEW CIRCLE  
NEWPORT BEACH CA 92660



MONTANA DEPT OF ENVIRONMENTAL QUALITY  
ATTN DIRECTOR OR CHIEF LEGAL COUNSEL  
1625 ELEVENTH AVE  
HELENA MT 59620

NESBITT ASSET RECOVERY SERIES J-1  
C/O WILMINGTON TRUST COMPANY  
ATTN ROBERT HINES, JR., CORPORATE TRUST ADMIN  
RODNEY SQUARE NORTH  
1100 NORTH MARKET STREET  
WILMINGTON DE 19890

NESBITT ASSET RECOVERY SERIES J-1  
C/O U.S. BANK NATIONAL ASSOCIATION, AS OWNER TRUST  
ATTN: MILDRED SMITH, U.S. BANK CORPORATE TRUST  
300 DELAWARE AVENUE, 9TH FLOOR  
MAIL CODE: EX-DE-WDAW  
WILMINGTON DE 19801

NESBITT ASSET RECOVERY SERIES J-1  
JENNER & BLOCK LLP  
ATTN: DANIEL R. MURRAY & MELISSA M. HINDS  
353 N. CLARK STREET  
CHICAGO IL 60654

NESBITT ASSET RECOVERY SERIES P-1  
C/O WILMINGTON TRUST COMPANY  
ATTN ROBERT HINES, JR., CORPORATE TRUST ADMIN  
RODNEY SQUARE NORTH  
1100 NORTH MARKET STREET  
WILMINGTON DE 19890

NESBITT ASSET RECOVERY SERIES P-1  
C/O U.S. BANK NATIONAL ASSOCIATION, AS OWNER TRUST  
ATTN: MILDRED SMITH, U.S. BANK CORPORATE TRUST  
300 DELAWARE AVENUE, 9TH FLOOR  
MAIL CODE: EX-DE-WDAW  
WILMINGTON DE 19801

NESBITT ASSET RECOVERY SERIES P-1  
C/O JENNER & BLOCK LLP  
ATTN: DANIEL R. MURRAY & MELISSA M. HINDS  
353 N. CLARK STREET  
CHICAGO IL 60654

NORIT AMERICAS INC  
ATTN ROB NEBERGALL, BUSINESS MANAGER  
3200 UNIVERSITY AVENUE  
MARSHALL TX 75670

NORTH AMERICAN ELECTRIC RELIABILITY CORPORATION  
ATTN GENERAL COUNSEL  
1325 G ST NW #600  
WASHINGTON DC 20005

OFFICE OF THE UNITED STATES TRUSTEE  
FOR THE NORTHERN DISTRICT OF ILLINOIS  
ATTN  
219 S DEARBORN ST  
RM 873  
CHICAGO IL 60604

PATTEN INDUSTRIES, INC.  
ATTN CLYDE KESSEL  
635 WEST LAKE STREET  
ELMHURST IL 60126

PEABODY COAL SALES  
ATTN MIKE SIEBERS  
701 MARKET STREET  
ST. LOUIS MO 63101-1826

PENNSYLVANIA DEPT OF CONSERVATION  
AND NATURAL RESOURCES  
ATTN SECRETARY OF CONSERVATION & NATURAL RESOURCES  
400 MARKET ST  
PO BOX 8767  
HARRISBURG PA 17105

PENNSYLVANIA DEPT OF ENVIRONMENTAL PROTECTION  
ATTN SECRETARY OF ENVIRONMENTAL PROTECTION  
OR CHIEF COUNSEL  
RACHEL CARSON STATE OFFICE BUILDING  
400 MARKET ST  
HARRISBURG PA 17101

PEOPLES GAS  
ATTN JOSIE LEWIS  
CHICAGO IL 60687-0001

POWERTON TRUST II  
C/O WILMINGTON TRUST COMPANY, AS OWNER TRUSTEE  
ATTN: ROBERT HINES, CORPORATE TRUST ADMIN  
RODNEY SQUARE NORTH  
1100 NORTH MARKET STREET  
WILMINGTON NY 10013

POWERTON TRUST II  
C/O RICHARDS, LAYTON & FINGER, P.A.  
ATTN: MICHAEL F. COLLINS  
ONE RODNEY SQUARE  
920 NORTH KING STREET  
WILMINGTON DE 19801

PSEG RESOURCE  
ATTN JOAN MACDONALD  
80 PARK PLZ  
STE T-22  
NEWARK NJ 07101

ROPES & GRAY LLP  
ATTN KEITH H. WOFFORD  
1211 AVENUE OF THE AMERICAS  
NEW YORK NY 10036

ROWELL CHEMICAL CORP  
ATTN KIP COCO, ACCT MGR  
15 SALT CREEK LANE SUITE 205  
HINSDALE IL 60521

SAFWAY SERVICES, LLC  
ATTN SCOTT METZ, ACCT MGR  
OS 490 ROUTE 83  
OAKBROOK TERRACE IL 60181

SOUTHERN ENVIRONMENTAL  
ATTN MICK CHAMBERS, DIRECTOR OF CONTRACTS  
6690 WEST NINE MILE ROAD  
PENSACOLA FL 32526

STATE OF ARKANSAS  
OFFICE OF THE ATTORNEY GENERAL  
ATTN: DUSTIN MCDANIEL  
323 CENTER STREET, SUITE 200  
LITTLE ROCK AR 72201

STATE OF CALIFORNIA  
OFFICE OF THE ATTORNEY GENERAL  
ATTN KAMALA HARRIS  
1300 I ST  
STE 1740  
SACRAMENTO CA 95814

STATE OF ILLINOIS  
OFFICE OF THE ATTORNEY GENERAL  
ATTN LISA MADISON  
500 S 2ND ST  
SPRINGFIELD IL 62706

STATE OF INDIANA  
OFFICE OF THE ATTORNEY GENERAL  
ATTN GREG ZOELLER  
INDIANA GOVERNMENT CENTER SOUTH  
302 W. WASHINGTON ST.  
INDIANAPOLIS IN 46204

STATE OF MISSOURI  
OFFICE OF THE ATTORNEY GENERAL  
ATTN CHRIS KOSTER  
SUPREME COURT BUILDING  
207 W HIGH ST  
JEFFERSON CITY MO 65102

STATE OF MONTANA  
OFFICE OF THE ATTORNEY GENERAL  
ATTN STEVE BULLOCK  
215 N SANDERS  
JUSTICE BUILDING  
HELENA MT 59620

STATE OF WYOMING  
OFFICE OF THE ATTORNEY GENERAL  
ATTN GREGORY PHILLIPS  
123 CAPITOL  
200 W 24TH ST  
CHEYENNE WY 82002

STOCK EQUIPMENT  
ATTN TONY LEGAN  
SOLVERA PARTICULATE CONTROLS INC  
16490 CHILLICOTHE ROAD  
CHAGRIN FALLS OH 44023-4398

THE BANK OF NEW YORK  
ATTN CHRIS GRELL  
385 RIFLE CAMP RD  
WEST PATERSON NJ 07424

THE CALIFORNIA FRANCHISE TAX BOARD  
BANKRUPTCY SECTION MS A340  
PO BOX 2952  
SACRAMENTO CA 95812-2952

U.S. BANK, N.A.  
ATTN ANNETTE MORGAN  
300 DELAWARE AV  
9TH FLR  
MAIL CODE: EX-DE-WDAW  
WILMINGTON DE 19801

U.S. SECURITIES AND EXCHANGE COMMISSION  
CHICAGO REGIONAL OFFICE  
ATTN REGIONAL DIRECTOR  
175 W JACKSON BLVD  
STE 900  
CHICAGO IL 60604

U.S. SECURITIES AND EXCHANGE COMMISSION  
SEC HEADQUARTERS  
ATTN CHAIRMAN OR GENERAL COUNSEL  
100 F ST, NE  
WASHINGTON DC 20549

UNION PACIFIC RAILROAD  
ATTN BILL STAHLHEBER  
PO BOX 502453  
ST. LOUIS MO 63150-2453

UNITED STATES ATTORNEY  
FOR THE NORTHERN DISTRICT OF ILLINOIS  
ATTN JOEL R. NATHAN, ESQ.  
219 S DEARBORN ST  
5TH FLR  
CHICAGO IL 60604

WELLS FARGO BANK NATIONAL ASSOCIATION  
707 WILSHIRE BIVD  
17TH FLR  
LOS ANGELES CA 90017

WELLS FARGO BANK, NA., AS INDENTURE TRUSTEE  
ATTN: MADDY HALL  
CORPORATE TRUST ADMINISTRATION  
707 WILSHIRE BLVD, 17TH FLOOR  
LOS ANGELES CA 90017

WELLS FARGO BANK, NA., AS INDENTURE TRUSTEE  
ATTN: MADDY HALL  
CORPORATE TRUST ADMINISTRATION  
707 WILSHIRE BLVD, 17TH FLOOR  
LOS ANGELES CA 90017

WELLS FARGO BANK, NA., AS INDENTURE TRUSTEE  
ATTN: MADDY HALL  
CORPORATE TRUST ADMINISTRATION  
707 WILSHIRE BLVD, 17TH FLOOR  
LOS ANGELES CA 90017

WELLS FARGO BANK, NA., AS INDENTURE TRUSTEE  
ATTN: MADDY HALL  
CORPORATE TRUST ADMINISTRATION  
707 WILSHIRE BLVD, 17TH FLOOR  
LOS ANGELES CA 90017

WELLS FARGO BANK, NA., AS INDENTURE TRUSTEE  
ATTN: MADDY HALL  
CORPORATE TRUST ADMINISTRATION  
707 WILSHIRE BLVD, 17TH FLOOR  
LOS ANGELES CA 90017

WILMINGTON TRUST COMPANY  
ATTN ROBERT HINES  
RODNEY SQUARE N  
1100 N MARKET STREET  
WILMINGTON DE 19890

WYOMING DEPT OF ENVIRONMENTAL QUALITY  
ATTN DIRECTOR OR LEGAL COUNSEL  
HERSCHLER BUILDING, 4TH FLR W  
122 W 25TH ST  
CHEYENNE WY 82002

YARA NORTH AMERICA, INC  
ATTN DAN HEFFERNAN  
100 NORTH TAMPA ST. SUITE 3200  
TAMPA FL 33602