

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’ Application to Employ and Retain Kirkland & Ellis LLP as Attorneys for Debtors and Debtors in Possession Nunc Pro Tunc to the Petition Date* (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 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); 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.

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David R. Seligman, P.C.
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Other than Camino Energy Company*

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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
)	
EDISON MISSION ENERGY, et al., ¹	)	Case No. 12-[_____] (____)
)	
Debtors.	)	(Joint Administration Requested)
)	

**DEBTORS’ APPLICATION TO EMPLOY AND RETAIN
KIRKLAND & ELLIS LLP AS ATTORNEYS FOR DEBTORS AND
DEBTORS IN POSSESSION NUNC PRO TUNC TO THE PETITION DATE**

The above-captioned debtors and debtors in possession, other than debtor Camino Energy Company (collectively, the “Debtors”), state as follows in support of this Application (this “Application”):²

Relief Requested

1. By this Application, the Debtors request entry of an order, substantially in the form attached hereto as **Exhibit A**, authorizing the Debtors to employ and retain Kirkland & Ellis LLP (“K&E”), *nunc pro tunc* to the commencement of these chapter 11 cases, as their lead restructuring counsel, in accordance with the terms and conditions set forth in that certain

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 Application 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.

engagement letter between the Debtors and K&E dated as of December 7, 2011 (the “Engagement Letter”), a copy of which is attached as Exhibit 1 to **Exhibit A** attached hereto and incorporated herein by reference.³ In support of this Application, the Debtors submit the Declaration of David R. Seligman, P.C., a partner at K&E (the “Seligman Declaration”), which is attached hereto as **Exhibit B**.

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 327(a) and 330 of title 11 of the United States Code (the “Bankruptcy Code”) and Rules 2014(a) and 2016 of the Federal Rules of Bankruptcy Procedure (the “Bankruptcy Rules”).

Background

5. 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 employ approximately 950 employees and maintain headquarters in Chicago, Illinois and Santa Ana, California.

³ In addition, contemporaneously herewith, the Debtors have filed the *Application for Entry of Order Authorizing and Approving Employment of McDonald Hopkins LLC as Counsel to Debtor Camino Energy Company and as Conflicts Counsel to the Debtors* by which Camino Energy Company seeks to retain McDonald Hopkins LLC (“McDonald Hopkins”) as its restructuring counsel and the Debtors seek to retain McDonald Hopkins as conflicts counsel for these chapter 11 cases.

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 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.

K&E’s Qualifications

7. The Debtors seek to retain K&E because of K&E’s recognized expertise and extensive experience and knowledge in the field of debtors’ protections, creditors’ rights, and business reorganizations under chapter 11 of the Bankruptcy Code.

8. K&E has earned a distinguished reputation by achieving positive results for a wide range of global clients in complex corporate restructurings, workout, and bankruptcy planning, negotiations and litigation. K&E has been actively involved in major chapter 11 cases nationwide and has represented debtors in many cases, including, among others: In re Hawker Beechcraft, Inc., No. 12-11873 (SMB) (Bankr. S.D.N.Y. May 30, 2012); In re Global Aviation Holdings, Inc., No. 12-40783 (CEC) (Bankr. E.D.N.Y. Mar. 9, 2012); In re The Great Atl. & Pac. Tea Co., No. 10-24549 (RDD) (Bankr. S.D.N.Y. Jan. 12, 2011); In re Innkeepers USA Trust, No. 10-13800 (SCC) (Bankr. S.D.N.Y. Aug. 12, 2010); In re Corus Bankshares, Inc., No. 10-26881 (PSH) (Bankr. N.D. Ill. July 9, 2010); In re Lear Corp., No. 09-14326 (ALG) (Bankr. S.D.N.Y. July 31, 2009); In re Visteon Corp., No. 09-11786 (CSS) (Bankr. D. Del. June 19, 2009); In re Charter Commc’ns, Inc., No. 09-11435 (JMP) (Bankr. S.D.N.Y. Apr. 15, 2009); In re Kimball Hill, Inc., No. 08-10095 (SPS) (Bankr. N.D. Ill. Apr. 30, 2008); In re TOUSA, Inc., No. 08-10928 (JKO) (Bankr. S.D. Fla. Mar. 6, 2008); In re Movie Gallery Inc., No. 07-33849

(DOT) (Bankr. E.D. Va. Oct. 18, 2007); In re Dura Auto. Sys., Inc., No. 06-11202 (KJC) (Bankr. D. Del. Nov. 20, 2006); In re Calpine Corp., No. 05-60200 (BRL) (Bankr. S.D.N.Y. Jan. 25, 2006); In re Solutia, Inc., No. 03-17949 (PCB) (Bankr. S.D.N.Y. Mar. 11, 2005); In re FV Steel & Wire Co., No. 04-22421 (SVK) (Bankr. E.D. Wis. Mar. 15, 2004); In re NRG Energy, Inc., No. 03-13024 (PCB) (Bankr. S.D.N.Y. June 2, 2003); In re Conseco Inc., No. 02-49672 (CAD) (Bankr. N.D. Ill. Jan. 14, 2003); and In re UAL Corp., No. 02-48191 (ERW) (Bankr. N.D. Ill. Dec. 30, 2002).⁴

9. Since 2011, K&E has advised the Debtors with respect to all aspects of their restructuring efforts and preparations for these chapter 11 cases, including analysis of the Debtors' capital structure, commercial agreements, facility leases, vendor relationships, employee obligations, tax sharing arrangements, and related issues. The Debtors believe that given their relationship with K&E and the knowledge that K&E has acquired on matters relevant to these chapter 11 cases, K&E is both intimately familiar with the Debtors' financing and business operations in general and well qualified and uniquely able to represent them in these chapter 11 cases in an efficient and timely manner.

10. The Debtors have also filed an application to retain and employ McDonald Hopkins as restructuring counsel for debtor Camino Energy Company and as conflicts counsel for the Debtors in these chapter 11 cases. The Debtors intend for McDonald Hopkins, or other counsel as appropriate, to handle matters that the Debtors may encounter that cannot be handled by K&E due to conflicts of interest or, alternatively, that can be more efficiently handled by conflicts counsel. The services of conflicts counsel will complement, not duplicate, K&E's

⁴ Because of the voluminous nature of the orders cited herein, such orders have not been attached to the Application. Copies of these orders are available upon request to the Debtors' proposed counsel.

services. Indeed, the Debtors are extremely mindful of the need to avoid duplication of services and will implement appropriate procedures to ensure that there is minimal duplication.

Services to Be Provided

11. Subject to further order of the Court and consistent with the Engagement Letter, a copy of which is attached as Exhibit 1 to **Exhibit A** hereto, Debtors request authority to employ and retain K&E to provide various legal services, including, without limitation:

- a. advising the Debtors with respect to their powers and duties as debtors in possession in the continued management and operation of their business and properties;
- b. advising and consulting on the conduct of these chapter 11 cases, including all of the legal and administrative requirements of operating in chapter 11;
- c. attending meetings and negotiating with representatives of the creditors and other parties in interest;
- d. taking all necessary action to protect and preserve the Debtors' estates, including prosecuting actions on the Debtors' behalf, defending any action commenced against the Debtors and representing the Debtors' interests in negotiations concerning litigation in which the Debtors are involved, including objections to claims filed against the Debtors' estates;
- e. preparing all pleadings, including motions, applications, answers, orders, reports, and papers necessary or otherwise beneficial to the administration of the Debtors' estates;
- f. representing the Debtors in connection with obtaining postpetition financing;
- g. advising the Debtors in connection with any potential sale of their assets or business;
- h. appearing before the Court and any appellate courts to represent the interests of the Debtors' estates;
- i. consulting with the Debtors regarding tax, environmental, employment, pension, real estate, and other matters;
- j. taking any necessary action on behalf of the Debtors to negotiate, prepare on behalf of the Debtors and obtain approval of a chapter 11 plan and all documents related thereto; and

- k. performing all other necessary or otherwise beneficial legal services for the Debtors in connection with the prosecution of these chapter 11 cases, including (i) analyzing the Debtors' leases and contracts and the assumptions, rejections, or assignments thereof, (ii) analyzing the validity of liens against the Debtors, and (iii) advising the Debtors on corporate and litigation matters.

Professional Compensation

12. K&E intends to seek compensation for professional services rendered as well as reimbursement of expenses incurred in connection with the Debtors' chapter 11 cases on an hourly basis, subject to the Court's approval and in compliance with applicable provisions of the Bankruptcy Code, the Bankruptcy Rules, the guidelines established by the Office of the U.S. Trustee, and any other applicable procedures and orders of the Court. The hourly rates and corresponding rate structure K&E will use in these chapter 11 cases are equivalent to the hourly rates and corresponding rate structure that K&E predominantly uses for restructuring, workout, bankruptcy, insolvency, and comparable matters, as well as similar complex corporate, securities, and litigation matters, whether in court or otherwise, regardless of whether a fee application is required. These rates and the rate structure reflect that such restructuring and other complex matters are typically national in scope and involve great complexity, high stakes, and severe time pressures.

13. K&E operates in a national marketplace for legal services in which rates are driven by multiple factors relating to each individual lawyer, his or her area of specialization, the firm's expertise, performance, and reputation, the nature of the work involved, and other factors. Because the sub markets for legal services are fragmented and are affected by a variety of individualized and interdependent factors, K&E has no single rate for an individual biller that applies to all matters for all clients. K&E's rates for an individual biller may vary as a function

of the type of matter, geographic factors, the nature of certain long term client relationships, and various other factors, including those listed above.

14. K&E's hourly rates are set at a level designed to fairly compensate K&E for the work of its attorneys and paralegals and to cover fixed and routine overhead expenses. Hourly rates vary with the experience and seniority of the individuals assigned. These hourly rates are subject to periodic adjustments to reflect economic and other conditions and are consistent with the rates charged elsewhere. In particular, K&E's current hourly rates for matters related to these chapter 11 cases are projected to range as follows:⁵

Billing Category	Range
Partners	\$665 – \$1,335
Of Counsel	\$455 – \$1,150
Associates	\$370 – \$795
Paraprofessionals	\$150 – \$340

15. It is K&E's policy to charge its clients in all areas of practice for identifiable, non-overhead expenses incurred in connection with the client's case that would not have been incurred except for representation of that particular client. It is also K&E's policy to charge its clients only the amount actually incurred by K&E in connection with such items. Examples of such expenses include postage, overnight mail, courier delivery, transportation, overtime expenses, computer assisted legal research, photocopying, outgoing facsimile transmissions, airfare, meals, and lodging.

16. To ensure compliance with all applicable deadlines in these chapter 11 cases, from time to time K&E utilizes the services of overtime secretaries. K&E charges fees for these

⁵ For professionals and paraprofessionals residing outside of the United States, hourly rates are billed in the applicable currency. When billing a U.S. entity, such foreign rates are converted into U.S. dollars at the then applicable conversion rate. After converting these foreign rates into U.S. dollars it is possible that certain rates may exceed the billing ranges listed in the chart herein.

services pursuant to the Engagement Letter, which permits K&E to bill the Debtors for overtime secretarial charges that arise out of business necessity. In addition, K&E professionals also may charge their overtime meals and overtime transportation to the Debtors consistent with prepetition practices.

17. K&E currently charges \$0.12 per page for standard duplication in its offices in the United States. K&E does not charge its clients for facsimile transmissions. K&E has negotiated a discounted rate for Westlaw computer-assisted legal research. Computer-assisted legal research is used whenever the researcher determines that using Westlaw is more cost-effective than using traditional (non-computer-assisted legal research) techniques.

18. Consistent with the terms of the Engagement Letter, the Debtors paid to K&E \$250,000 on December 23, 2011, which constituted a “classic retainer” as defined in In re Production Associates, Ltd., 264 B.R. 180, 184–85 (Bankr. N.D. Ill. 2001) and In re McDonald Bros. Construction, Inc., 114 B.R. 989, 997–99 (Bankr. N.D. Ill. 1990). As such, K&E earned the classic retainer upon receipt, and, consequently, K&E placed such amounts into its general cash account. Subsequently, the Debtors paid to K&E additional amounts totaling \$5.15 million, which, pursuant to the terms of the Engagement Letter, also constituted a classic retainer. As of the Petition Date, there were no outstanding unpaid invoices for K&E’s legal services rendered before the Petition Date.

19. Moreover, pursuant to Bankruptcy Rule 2016(b), K&E has neither shared nor agreed to share (a) any compensation it has received or may receive with another party or person, other than with the partners, associates, and contract attorneys associated with K&E, or (b) any compensation another person or party has received or may receive.

K&E's Disinterestedness

20. To the best of the Debtors' knowledge and as disclosed herein and in the Seligman Declaration: (a) K&E is a "disinterested person" within the meaning of section 101(14) of the Bankruptcy Code, as required by section 327(a) of the Bankruptcy Code and does not hold or represent an interest adverse to the Debtors' estates, and (b) K&E has no connection to the Debtors, their creditors, or their related parties in interest except as may be disclosed in the Seligman Declaration.

21. K&E will periodically review its files during the pendency of these chapter 11 cases to ensure that no conflicts or other disqualifying circumstances exist or arise. If any new relevant facts or relationships are discovered or arise, K&E will use reasonable efforts to identify such further developments and will file promptly a supplemental declaration as required by Bankruptcy Rule 2014(a).

Basis for Relief

22. Section 327(a) of the Bankruptcy Code provides that a debtor, subject to Court approval:

[M]ay employ one or more attorneys, accountants, appraisers, auctioneers, or other professional persons, that do not hold or represent an interest adverse to the estate, and that are disinterested persons, to represent or assist the [debtor] in carrying out the [debtor's] duties under [the Bankruptcy Code].

11 U.S.C. § 327(a).

23. Bankruptcy Rule 2014(a) requires that an application for retention include:

[S]pecific facts showing the necessity for the employment, the name of the [firm] to be employed, the reasons for the selection, the professional services to be rendered, any proposed arrangement for compensation, and, to the best of the applicant's knowledge, all of the [firm's] connections with the debtor, creditors, any other party in interest, their respective attorneys and accountants, the United States trustee, or any person employed in the office of the United States trustee.

FED. R. BANKR. P. 2014.

24. Based on the foregoing, the Debtors submit that they have satisfied the requirements of the Bankruptcy Code, the Bankruptcy Rules, and the Local Rules to support entry of an order authorizing the Debtors to employ and retain K&E in these chapter 11 cases.

Notice

25. The Debtors have provided notice of this Application 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

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

WHEREFORE, for the reasons set forth herein and in the Seligman Declaration, 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

By: /s/ Maria Rigatti
Maria Rigatti
Senior Vice President and Chief Financial Officer
Edison Mission Energy
3 MacArthur Place, Suite 100
Santa Ana, California 92707

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 EMPLOYMENT AND RETENTION
OF KIRKLAND & ELLIS LLP AS ATTORNEYS FOR DEBTORS
AND DEBTORS IN POSSESSION NUNC PRO TUNC TO THE PETITION DATE**

Upon the application (the “Application”) of the above-captioned debtors and debtors in possession, other than debtor Camino Energy Company (collectively, the “Debtors”), for entry of an order (this “Order”) authorizing the Debtors to employ and retain Kirkland & Ellis LLP (“K&E”) as their restructuring counsel effective as of the date the Debtors filed their chapter 11 petitions, all as more fully set forth in the Application; and upon the First Day Declaration; and upon the Declaration of David R. Seligman, P.C. in support of the Application; 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 Application 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 Application 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 Application and the opportunity for a hearing on the Application under the circumstances; and the Court having reviewed the Application and having heard the statements in support of the relief requested therein at a hearing before the Court; and the Court having determined that the legal and factual bases set forth in the Application 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 Application is granted nunc pro tunc to the Petition Date. Capitalized terms used but not otherwise defined herein shall have the meanings ascribed to them in the Application.
2. The Debtors other than debtor Camino Energy Company are authorized to employ and retain K&E as their attorneys in accordance with the terms and conditions set forth in that certain engagement letter attached hereto as Exhibit 1 (the “Engagement Letter”).
3. K&E is authorized to render professional services to the Debtors as described in the Engagement Letter. K&E will provide various legal services, including, without limitation:
 - a. advising the Debtors with respect to their powers and duties as debtors in possession in the continued management and operation of their business and properties;
 - b. advising and consulting on the conduct of these chapter 11 cases, including all of the legal and administrative requirements of operating in chapter 11;
 - c. attending meetings and negotiating with representatives of the creditors and other parties in

interest;

d. taking all necessary action to protect and preserve the Debtors' estates, including prosecuting actions on the Debtors' behalf, defending any action commenced against the Debtors and representing the Debtors' interests in negotiations concerning litigation in which the Debtors are involved, including objections to claims filed against the Debtors' estates;

e. preparing all pleadings, including motions, applications, answers, orders, reports and papers necessary or otherwise beneficial to the administration of the Debtors' estates;

f. representing the Debtors in connection with obtaining postpetition financing;

g. advising the Debtors in connection with any potential sale of their assets or business;

h. appearing before the Court and any appellate courts to represent the interests of the Debtors' estates;

i. consulting with the Debtors regarding tax, environmental, employment, pension, real estate, and other matters;

j. taking any necessary action on behalf of the Debtors to negotiate, prepare on behalf of the Debtors and obtain approval of a chapter 11 plan and all documents related thereto; and

k. performing all other necessary or otherwise beneficial legal services for the Debtors in connection with the prosecution of these chapter 11 cases, including (i) analyzing the Debtors' leases and contracts and the assumptions, rejections or assignments thereof, (ii) analyzing the validity of liens against the Debtors and (iii) advising the Debtors on corporate and litigation matters.

4. K&E shall apply for compensation for professional services rendered and reimbursement of expenses incurred in connection with the Debtors' chapter 11 cases in compliance with the applicable Bankruptcy Code provisions, the Bankruptcy Rules, the Local Rules, guidelines established by the Office of the U.S. Trustee, and any other applicable procedures and orders of the Court.

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

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

7. 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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David R. Seligman, P.C.
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- and -

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Proposed Counsel to the Debtors
and Debtors in Possession
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

Engagement Letter

KIRKLAND & ELLIS LLP

AND AFFILIATED PARTNERSHIPS

300 North LaSalle Street
Chicago, Illinois 60654

David R. Seligman
To Call Writer Directly:
(312) 862-2463
david.seligman@kirkland.com

(312) 862-2000

www.kirkland.com

Facsimile:
(312) 862-2200

December 7, 2011

Daniel D. McDevitt
Edison Mission Energy
18101 Von Karman Avenue
Suite 1700
Irvine, CA 92612

Re: Retention to Provide Legal Services

Dear Dan:

We are very pleased that you have asked us to represent Edison Mission Energy (“EME”, “you”, “your” or the “Company”) in connection with a potential restructuring. Please note, the Firm’s representation is only of the Company; the Firm does not and will not represent any shareholder, director, officer, partner, or joint venturer of the Company, except as otherwise specifically provided herein or by subsequent agreement.

General Terms. This retention letter (the “Agreement”) sets forth the terms of your retention of Kirkland & Ellis LLP and Kirkland & Ellis International LLP (collectively “K&E LLP” or the “Firm”) to provide legal services and constitutes an agreement between us. The Agreement sets forth our entire agreement for rendering professional services for the current matter, as well as for all other existing or future matters, except where we otherwise agree in writing (e.g., by signing a different retention letter).

Fees. The Firm will bill the Company for fees incurred at its regular hourly rates and in quarterly increments of an hour (or in smaller time increments otherwise required by a court). We reserve the right to adjust the Firm’s billing rates from time to time in the ordinary course of the Firm’s representation of the Company.

Although we will attempt to estimate fees to assist you in your planning if requested, such estimates are subject to change and are not binding unless otherwise expressly and unequivocally stated in writing.

Expenses. Expenses related to providing services shall be included in our statements as disbursements advanced by us on your behalf. Such expenses include photocopying, printing, scanning, witness fees, travel expenses, filing and recording fees, certain secretarial overtime, and other overtime expenses, postage, express mail, and messenger charges, deposition costs, computerized legal research charges, and other computer services, and miscellaneous other charges. Our clients pay directly (and are solely responsible for) certain larger costs, such as

Daniel D. McDevitt
December 7, 2011
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consultant or expert witness fees and expenses, and outside suppliers or contractors' charges. By executing this Agreement below, you agree to pay for all charges in accordance with the K&E LLP's schedule of charges, a copy of which is attached hereto at Schedule 1, as revised from time to time.

Billing Procedures. Our statements for fees and expenses are typically rendered monthly and, unless other arrangements are made, payment in full is due upon receipt. We may adjust our billing cycle upon agreement with you. You may have the billing statement in any reasonable format you choose, but we will select an initial format for the statement unless you otherwise request in writing. Depending on the circumstances, however, estimated or summary bills may be provided during certain billing cycles, with supporting time descriptions and expense summaries to follow thereafter.

Retainer. The Company will provide to the Firm, a "classic retainer" in the amount of US \$250,000 as defined in *In re Production Associates, Ltd.*, 264 B.R. 180, 184 85 (Bankr. N.D. Ill. 2001), and *In re McDonald Bros. Construction, Inc.*, 114 B.R. 989, 997 99 (Bankr. N.D. Ill. 1990). As such, the classic retainer was earned by the Firm upon receipt. The initial amount of the classic retainer was set to approximate our estimate of fees and expenses expected to be accrued and unpaid by the Company between payment cycles. The Firm's estimate of expected fees and expenses may change based upon actual or expected fees and expenses incurred or expected to be incurred, as applicable. Further, the Company agrees to replenish the classic retainer upon receiving invoices from the Firm so that the classic retainer amount remains at or above the Firm's estimated fees and expenses expected to be accrued and unpaid by the Company between payment cycles.

The classic retainer will be placed into K&E LLP's general cash account, will not be held in a separate account on your behalf, and you will not receive any interest on these monies. You have no interest in the classic retainer. This amount does not constitute a security deposit.

Termination. Our retention may be terminated by either of us at any time by written notice by or to you. Our representation will end at the earliest of (a) your termination of our representation, (b) our withdrawal, and (c) the substantial completion of our substantive work. We normally do not withdraw from a representation unless the client misrepresents or fails to disclose material facts, fails to pay fees or expenses, or makes it unethical or unreasonably difficult for us to continue to represent the client, or unless other just cause exists. If permission for withdrawal is required by a court, we shall apply promptly for such permission, and termination shall coincide with the court order for withdrawal. If this Agreement or our services are terminated for any reason, such termination shall be effective only to terminate our services prospectively and all the other terms of this Agreement shall survive any such termination.

Upon cessation of our active involvement in a particular matter (even if we continue active involvement in other matters on your behalf), we will have no further duty to inform you of future developments or changes in law as may be relevant to such matter. Further, unless you and we mutually agree in writing to the contrary, we will have no obligation to monitor renewal

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or notice dates or similar deadlines that may arise from the matters for which we had been retained.

Cell Phone and E-Mail Communication. K&E LLP hereby informs you and you hereby acknowledge that K&E LLP's attorneys sometimes communicate with their clients and their clients' professionals and agents by cell telephone, that such communications are capable of being intercepted by others and therefore may be deemed no longer protected by the attorney-client privilege, and that you must inform K&E LLP if you do not wish K&E LLP to discuss privileged matters on cell telephones with you or your professionals or agents.

K&E LLP hereby informs you and you hereby acknowledge that K&E LLP's attorneys sometimes communicate with their clients and their clients' professionals and agents by unencrypted e-mail, that such communications are capable of being intercepted by others and therefore may be deemed no longer protected by the attorney-client privilege, and that you must inform K&E LLP if you wish to institute a system to encode all e-mail between K&E LLP and you or your professionals or agents.

File Retention. All records and files will be retained and disposed of in compliance with our policy in effect from time to time. Subject to future changes, it is our current policy generally not to retain records relating to a matter for more than five years. Upon your prior written request, we will return client records to you prior to their destruction. It is not administratively feasible for us to advise you of the closing of a matter or the disposal of records. We recommend, therefore, that you maintain your own files for reference or submit a written request for your client files promptly upon conclusion of a matter.

Conflicts of Interest. As is customary for a law firm of our size, there are numerous business entities, with which you currently have relationships, that K&E LLP has represented, currently represents, or may in the future represent, in matters unrelated to you (collectively, the "Interested Parties"). Because you are engaged in activities (and may in the future engage in additional activities) in which your interests may diverge from those of the Interested Parties or our other clients, the possibility exists that the Interested Parties or one of our clients may take positions adverse to you.

Further, in undertaking our representation of the Company, we want to be fair not only to its interests but also to those of our other clients. Because the Company is engaged in activities (and may in the future engage in additional activities) in which its interests may diverge from those of our other clients, the possibility exists that one of our current or future clients may take positions adverse to the Company (including litigation or other dispute resolution mechanisms) in a matter in which K&E LLP may be retained. In the event a present conflict of interest exists between the Company and our other clients or in the event one arises in the future, the Company agrees to waive any such conflict of interest or other objection that would preclude our representation of another client in other current or future matters (including in litigation, arbitration or other dispute resolution mechanism) substantially unrelated to this representation of the Company. The Company also agrees that our representation is solely of the Company and

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that no member or other entity or person related to it (such as directors, officers or employees) has the status of a client for conflict of interest purposes.

In addition, we currently have clients and expect in the future will have additional clients who, from time to time, have asked or will ask us to represent them in matters involving or relating to AMR Corporation, its affiliates, subsidiaries or related parties (collectively, "American"), including American and/or clients who may have claims (including litigation and arbitration matters) against American or wish to participate as bidders, buyers or investors with respect to certain assets, securities or businesses of or related to American. In such case, we may in our judgment establish appropriate screening procedures or other types of protocols to ensure that there is no disclosure of confidential information concerning American between attorneys. Notwithstanding anything in this letter to the contrary, you agree to waive prospectively any actual or perceived conflict of interest or other objection that would preclude our current or future representation of another client(s) (including American) with respect or related to American. Such waiver will, for the avoidance of doubt, include engagements where another client has asked us to represent it in current matters related to those described in this engagement letter.

Restructuring Cases. If it becomes necessary for you to commence a restructuring case under chapter 11 of the U.S. Bankruptcy Code ("Restructuring Case"), our ongoing employment by you will be subject to the approval of the court with jurisdiction over the petition. If necessary, K&E LLP will take steps necessary to prepare the disclosure materials required in connection with K&E LLP's retention as lead restructuring counsel. In the near term, K&E LLP will begin conflicts checks on potentially interested parties as provided by you.

If necessary, we will prepare a preliminary draft of a schedule describing K&E LLP's relationships with certain interested parties (the "Disclosure Schedule"). We will give you a draft of the Disclosure Schedule once it is available. Although K&E LLP believes that these relationships do not constitute actual conflicts of interest, these relationships must be described and disclosed in your application to the court to retain K&E LLP.

If actual conflicts of interest arise in the Company's restructuring cases, the Company will be required to use separate conflicts counsel in those matters, and the Firm will not participate in those matters.

No Guarantee of Success. It is impossible to provide any promise or guarantee about the outcome of your matters. Nothing in this Agreement or any statement by our staff or attorneys constitutes a promise or guarantee. Any comments about the outcome of your matter are simply expressions of judgment and are not binding on us.

Consent to Use of Information. In connection with future materials that, for marketing purposes, describe facets of our law practice and recite examples of matters we handle on behalf of clients, you agree that, if those materials avoid disclosing your confidences and secrets as defined by applicable ethical rules, they may identify you as a client, may contain factual synopses of your matters, and may indicate generally the results achieved.

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Reimbursement of Expenses. You agree promptly to reimburse us for all fees and expenses, including the amount of K&E LLP's attorney and paralegal time at normal billing rates, as incurred by us in connection with participating in, preparing for, or responding to any action, claim, suit or proceeding brought by or against any third-party that relates to the legal services provided by us under the Agreement. Without limiting the scope of the foregoing, and by way of example only, this paragraph extends to all such fees and expenses incurred by us in responding to document subpoenas, and preparing for and testifying at depositions and trials.

LLP. Kirkland & Ellis LLP is a limited liability partnership organized under the laws of Illinois, and Kirkland & Ellis International LLP is a limited liability partnership organized under the laws of Delaware. Pursuant to those statutory provisions, an obligation incurred by a limited liability partnership, whether arising in tort, contract or otherwise, is solely the obligation of the limited liability partnership, and partners are not personally liable, directly or indirectly, by way of indemnification, contribution, assessment or otherwise, for such obligation solely by reason of being or so acting as a partner.

Miscellaneous. This Agreement sets forth our entire agreement for rendering professional services. It can be amended or modified only in writing and not orally or by course of conduct. Each party signing below is jointly and severally responsible for all obligations due us and represents that each has full authority to execute this Agreement so that it is binding. This Agreement may be signed in one or more counterparts and binds each party countersigning below, whether or not any other proposed signatory ever executes it. If any provision of this Agreement or the application thereof is held invalid or unenforceable, the invalidity or unenforceability shall not affect other provisions or applications of this Agreement which can be given effect without such provisions or application, and to this end the provisions of this Agreement are declared to be severable.

We are not advising you with respect to this Agreement because we would have a conflict of interest in doing so. If you wish advice, you should consult independent counsel of your choice.

* * *

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Please confirm your agreement with the arrangements described in this letter by signing below and returning it to me via facsimile or electronic mail.

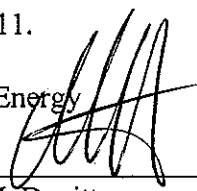
Very truly yours,

KIRKLAND & ELLIS LLP

By: David R. Seligman, P.C.
Name: David R. Seligman, P.C.

Agreed and accepted this 7th day of December, 2011.

Edison Mission Energy

By: 
Name: Daniel McDevitt
Title: VP - General Counsel

Schedule I

KIRKLAND & ELLIS LLP

CLIENT-REIMBURSABLE EXPENSES AND OTHER CHARGES

Effective 1/1/11

The following outlines Kirkland & Ellis's ("K&E LLP") policies and standard charges for various services performed by K&E LLP and/or by other third parties on behalf of the client which are often ancillary to our legal services. Services provided by in-house K&E LLP personnel are for the convenience of our clients. Given that these services are often ancillary to our legal services, in certain instances, it may be appropriate and/or more cost efficient for these services to be outsourced to a third-party vendor. If services are provided beyond those outlined below, pricing will be based on the K&E LLP's approximate cost and/or comparable market pricing.

- **Duplicating, Reprographics and Printing:** The following list details the K&E LLP's charges for duplicating, reprographics and printing services:
 - Black and White Copy or Print (all sizes of paper):
 - \$0.15 per impression for all U.S. offices
 - €0.10 per impression in Munich
 - £0.15 per impression in London
 - HK\$1.00 per impression in Hong Kong
 - RMB1.00 per impression in Shanghai
 - Color Copy or Print (all sizes of paper):
 - \$0.50 per impression
 - Scanned Images:
 - \$0.15 per page for black and white or color scans
 - Other Services:
 - CD/DVD Duplicating or Mastering - \$7/\$10 per CD/DVD
 - Binding - \$0.70 per binding
 - Large or specialized binders - \$14.50/\$23
 - Labels and Tabs - \$0.03 - \$0.10 per item based on service
 - OCR/File Conversion - \$0.03 per page
 - Production Blowbacks - \$0.10 per page for electronic batch printing over 500 pages
- **Secretarial and Word Processing:** Clients are not charged for secretarial and word processing activities incurred on their matters during standard business hours.
- **Overtime Charges:** Clients will be charged for overtime costs for secretarial and word processing work if either (i) the client has specifically requested the after-hours work or (ii) the nature of the work being done for the client necessitates

out-of-hours overtime and such work could not have been done during normal working hours. If these conditions are satisfied, costs for related overtime meals and transportation will also be charged.

- **Travel Expenses:** We charge clients our out-of-pocket costs for travel expenses including associated travel agency fees. We charge coach fares (business class for international flights) unless the client has approved first-class or an upgrade. K&E LLP personnel are instructed to incur only reasonable airfare, hotel and meal expenses. K&E LLP negotiates, uses, and passes along volume discount hotel and air rates whenever practicable. However, certain retrospective rebates may not be passed along.
- **Communication Expenses:** We do not charge clients for telephone calls or faxes made from K&E LLP's offices with the exception of third-party conference calls and videoconferences.

Charges incurred for conference calls, videoconferences, cellular telephones, and calls made from other third-party locations will be charged to the client at the actual cost incurred. Further, other telecommunication expenses incurred at third-party locations (e.g., phone lines at trial sites, Internet access, etc.) will be charged to the client at the actual cost incurred.

- **Overnight Delivery/Postage:** We charge clients for the actual cost of overnight and special delivery (e.g., Express Mail, FedEx, and DHL), and U.S. postage for materials mailed on the client's behalf. K&E LLP negotiates, uses, and passes along volume discount rates whenever practicable.
- **Messengers:** We charge clients for the actual cost of a third party vendor messenger. Where a K&E LLP in-house messenger is used, we charge clients a standard transaction charge plus applicable cab fare.
- **Computerized Research Services:** Client charges are limited to K&E LLP's actual third-party costs and do not include any surcharges for related overhead. K&E LLP negotiates, uses, and passes along volume discount rates whenever practicable. As discounts are customarily based on overall volume, the amount of the discount may vary from month to month.
- **Off-Site Legal Files Storage:** Clients are not charged for off-site storage of files unless the storage charge is approved in advance.
- **Electronic Data Storage:** K&E LLP will not charge clients for costs to store electronic data and files related to cases on K&E LLP's systems if the data stored does not exceed 250 gigabytes (GB). If the data stored for a specific client exceeds 250GB, K&E LLP will charge clients \$1.25 per month/per GB until the data is either returned to the client or properly disposed of.

- **Document Procurement:** Our standard client charge for document retrieval when a K&E LLP library employee obtains a document from an outside source is \$25 per document. There is no client charge for retrieving documents from K&E LLP libraries in other cities or from other collections when the document is part of the K&E LLP collection but unavailable.
- **Calendar Court Services:** Our standard charge is \$25 for a court filing and other court services or transactions.
- **Library and Business/Industry Research Services:** Research specialists perform computerized research services at the request of attorneys, and clients are charged per hour for these services.
- **Supplies:** There is no client charge for standard office supplies. Clients are charged for special items (e.g., a minute book, exhibit tabs/indexes/dividers, binding, etc.) and then at K&E LLP's actual cost.
- **Contract Attorneys and Contract Non-Attorney Billers:** If there is a need to utilize a contract attorney or contract non-attorney on a client engagement, clients will be charged a standard hourly rate for these billers unless other specific billing arrangements are agreed between K&E LLP and client.
- **Expert Witnesses, Experts of Other Types, and Other Third Party Consultants:** If there is a need to utilize an expert witness, expert of other type, or other third party consultant such as accountants, investment bankers, academicians, other attorneys, etc. on a client engagement, clients will be requested to retain or pay these individuals directly unless specific billing arrangements are agreed between K&E LLP and client.
- **Third Party Expenditures:** Third party expenditures (e.g., corporate document and lien searches, lease of office space at Trial location, IT equipment rental, SEC and regulatory filings, etc.) incurred on behalf of a client, will be passed through to the client at actual cost. If the invoice exceeds \$50,000, it is K&E LLP's policy that wherever possible such charges will be directly billed to the client. In those circumstances where this is not possible, K&E LLP will seek reimbursement from our client prior to paying the vendor.

Unless otherwise noted, charges billed in foreign currencies are determined annually based on current U.S. charges at an appropriate exchange rate.

EXHIBIT B

Seligman Declaration

**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)
)	

**DECLARATION OF DAVID R. SELIGMAN, P.C. IN
SUPPORT OF THE DEBTORS' APPLICATION TO EMPLOY AND
RETAIN KIRKLAND & ELLIS LLP AS ATTORNEYS FOR DEBTORS AND
DEBTORS IN POSSESSION *NUNC PRO TUNC* TO THE PETITION DATE**

I, David R. Seligman, P.C., being duly sworn, state the following under penalty of perjury.

1. I am a partner in the law firm of Kirkland & Ellis LLP ("K&E"), with an office at 300 North LaSalle, Chicago, Illinois 60654. I am a member in good standing of the Bar of the State of Illinois. There are no disciplinary proceedings pending against me in any jurisdiction.

2. I submit this declaration in support of the application (the "Application")² of the above-captioned debtors, other than debtor Camino Energy Company (collectively, the "Debtors"), for an order pursuant to sections 327(a) and 330 of title 11 of the United States Code

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 Capitalized terms used but not otherwise defined herein shall have the meanings set forth in the Application.

(the “Bankruptcy Code”) and Rules 2014(a) and 2016 of the Federal Rules of Bankruptcy Procedure (the “Bankruptcy Rules”) authorizing the Debtors to employ and retain K&E as attorneys to the Debtors in connection with their chapter 11 cases.³ Except as otherwise noted, I have personal knowledge of the matters set forth herein.

K&E’s Qualifications

3. The Debtors seek to retain K&E because of K&E’s recognized expertise and extensive experience and knowledge in the field of debtors’ protections, creditors’ rights, and business reorganizations under chapter 11 of the Bankruptcy Code.

4. K&E has earned a distinguished reputation by achieving positive results for a wide range of global clients in complex corporate restructurings, workout and bankruptcy planning, negotiations, and litigation. K&E has been actively involved in major chapter 11 cases nationwide and has represented debtors in many cases, including, among others: In re Hawker Beechcraft, Inc., No. 12-11873 (SMB) (Bankr. S.D.N.Y. May 30, 2012); In re Global Aviation Holdings, Inc., No. 12-40783 (CEC) (Bankr. E.D.N.Y. Mar. 9, 2012); In re The Great Atl. & Pac. Tea Co., No. 10-24549 (RDD) (Bankr. S.D.N.Y. Jan. 12, 2011); In re Innkeepers USA Trust, No. 10-13800 (SCC) (Bankr. S.D.N.Y. Aug. 12, 2010); In re Corus Bankshares, Inc., No. 10-26881 (PSH) (Bankr. N.D. Ill. July 9, 2010); In re Lear Corp., No. 09-14326 (ALG) (Bankr. S.D.N.Y. July 31, 2009); In re Visteon Corp., No. 09-11786 (CSS) (Bankr. D. Del. June 19, 2009); In re Charter Commc’ns, Inc., No. 09-11435 (JMP) (Bankr. S.D.N.Y. Apr. 15, 2009); In re Kimball Hill, Inc., No. 08-10095 (SPS) (Bankr. N.D. Ill. Apr. 30, 2008); In re TOUSA, Inc.,

³ In addition, contemporaneously herewith, the Debtors have filed the *Application for Entry of Order Authorizing and Approving Employment of McDonald Hopkins LLC as Counsel to Debtor Camino Energy Company and as Conflicts Counsel to the Debtors* by which Camino Energy Company seeks to retain McDonald Hopkins LLC (“McDonald Hopkins”) as its restructuring counsel and the Debtors seek to retain McDonald Hopkins as conflicts counsel for these chapter 11 cases.

No. 08-10928 (JKO) (Bankr. S.D. Fla. Mar. 6, 2008); In re Movie Gallery Inc., No. 07-33849 (DOT) (Bankr. E.D. Va. Oct. 18, 2007); In re Dura Auto. Sys., Inc., No. 06-11202 (KJC) (Bankr. D. Del. Nov. 20, 2006); In re Calpine Corp., No. 05-60200 (BRL) (Bankr. S.D.N.Y. Jan. 25, 2006); In re Solutia, Inc., No. 03-17949 (PCB) (Bankr. S.D.N.Y. Mar. 11, 2005); In re FV Steel & Wire Co., No. 04-22421 (SVK) (Bankr. E.D. Wis. Mar. 15, 2004); In re NRG Energy, Inc., No. 03-13024 (PCB) (Bankr. S.D.N.Y. June 2, 2003); In re Conseco Inc., No. 02-49672 (CAD) (Bankr. N.D. Ill. Jan. 14, 2003); and In re UAL Corp., No. 02-48191 (ERW) (Bankr. N.D. Ill. Dec. 30, 2002).⁴

5. Since 2011, K&E has advised the Debtors with respect to all aspects of preparation for these chapter 11 cases, including analysis of the Debtors' capital structure, commercial agreements, facility leases, vendor relationships, employee obligations, tax sharing arrangements, and related issues. The Debtors believe that given their relationship with K&E and the knowledge that K&E has acquired on matters relevant to these chapter 11 cases, K&E is both intimately familiar with the Debtors' financing and business operations in general and well qualified and uniquely able to represent them in these chapter 11 cases in an efficient and timely manner.

6. The Debtors have also filed an application to retain and employ McDonald Hopkins as restructuring counsel for Camino Energy Company and as conflicts counsel for the Debtors in these chapter 11 cases. The Debtors intend for McDonald Hopkins, or other counsel as appropriate, to handle matters that the Debtors may encounter which cannot be handled by K&E due to conflicts of interest or, alternatively, which can be more efficiently handled by

⁴ Because of the voluminous nature of the orders cited herein, such orders have not been attached to the Application. Copies of these orders are available upon request to the Debtors' proposed counsel.

conflicts counsel. The services of conflicts counsel will complement, not duplicate, K&E's services. Indeed, the Debtors and K&E are extremely mindful of the need to avoid duplication of services and will implement appropriate procedures to ensure that there is minimal duplication.

Services to Be Provided

7. The Debtors retained K&E pursuant to the terms of an engagement letter dated December 7, 2011 (the "Engagement Letter"), a copy of which is attached to the Application as Exhibit 1 to **Exhibit A**. Pursuant to the Engagement Letter, the Debtors retained K&E to provide various legal services, including, without limitation:

- a. advising the Debtors with respect to their powers and duties as debtors in possession in the continued management and operation of their business and properties;
- b. advising and consulting on the conduct of these chapter 11 cases, including all of the legal and administrative requirements of operating in chapter 11;
- c. attending meetings and negotiating with representatives of the creditors and other parties in interest;
- d. taking all necessary action to protect and preserve the Debtors' estates, including prosecuting actions on the Debtors' behalf, defending any action commenced against the Debtors and representing the Debtors' interests in negotiations concerning litigation in which the Debtors are involved, including objections to claims filed against the Debtors' estates;
- e. preparing all pleadings, including motions, applications, answers, orders, reports and papers necessary or otherwise beneficial to the administration of the Debtors' estates;
- f. representing the Debtors in connection with obtaining postpetition financing;
- g. advising the Debtors in connection with any potential sale of their assets or business;
- h. appearing before the Court and any appellate courts to represent the interests of the Debtors' estates;

- i. consulting with the Debtors regarding tax, environmental, employment, pension, real estate, and other matters;
- j. taking any necessary action on behalf of the Debtors to negotiate, prepare on behalf of the Debtors and obtain approval of a chapter 11 plan and all documents related thereto; and
- k. performing all other necessary or otherwise beneficial legal services for the Debtors in connection with the prosecution of these chapter 11 cases, including (i) analyzing the Debtors' leases and contracts and the assumptions, rejections or assignments thereof, (ii) analyzing the validity of liens against the Debtors and (iii) advising the Debtors on corporate and litigation matters.

Compensation K&E Has Received From the Debtors

8. Consistent with the terms of the Engagement Letter, the Debtors paid to K&E \$250,000 on December 23, 2011, which constituted a "classic retainer" as defined in In re Production Associates, Ltd., 264 B.R. 180, 184–85 (Bankr. N.D. Ill. 2001) and In re McDonald Bros. Construction, Inc., 114 B.R. 989, 997–99 (Bankr. N.D. Ill. 1990). As such, K&E earned the classic retainer upon receipt, and, consequently, K&E placed such amounts into its general cash account. Subsequently, the Debtors paid to K&E additional amounts totaling \$5.15 million, which, pursuant to the terms of the Engagement Letter, also constituted a classic retainer. As of the Petition Date, there were no outstanding unpaid invoices for K&E's legal services rendered before the Petition Date.

9. Moreover, pursuant to Bankruptcy Rule 2016(b), K&E has neither shared nor agreed to share (a) any compensation it has received or may receive with another party or person, other than with the partners, associates, and contract attorneys associated with K&E, or (b) any compensation another person or party has received or may receive.

Professional Compensation During These Chapter 11 Cases

10. K&E intends to apply for compensation for professional services rendered and reimbursement of expenses incurred in connection with the Debtors' chapter 11 cases on an

hourly basis, subject to the Court's approval and in compliance with applicable Bankruptcy Code provisions, the Bankruptcy Rules, the Local Rules, guidelines established by the Office of the U.S. Trustee, and any other applicable procedures or orders of the Court. The hourly rates and corresponding rate structure to be utilized by K&E in these chapter 11 cases are equivalent to the hourly rates and corresponding rate structure predominantly used by K&E for restructuring, workout, bankruptcy, insolvency, and comparable matters, as well as similar complex corporate, securities, and litigation matters whether in court or otherwise, regardless of whether a fee application is required. These rates and the rate structure reflect that such restructuring and other complex matters are typically national in scope and involve great intricacy, high stakes, and severe time pressures.

11. K&E operates in a national marketplace for legal services in which rates are driven by multiple factors relating to each individual lawyer, his or her area of specialization, the firm's expertise, performance, and reputation, the nature of the work involved, and other factors. Because the sub markets for legal services are fragmented and are affected by a variety of individualized and interdependent factors, K&E has no one rate for an individual biller that applies to all matters for all clients. K&E rates for an individual biller may vary as a function of the type of matter, geographic factors, the nature of certain long term client relationships, and various other factors, including those listed above.

12. K&E's hourly rates are set at a level designed to fairly compensate K&E for the work of its attorneys and paralegals and to cover fixed and routine overhead expenses. Hourly rates vary with the experience and seniority of the individuals assigned. These hourly rates are subject to periodic adjustments to reflect economic and other conditions and are consistent with

the rates charged elsewhere. In particular, K&E hourly rates for matters related to these chapter 11 cases are projected to range as follows:⁵

<u>Billing Category</u>	<u>Range</u>
Partners	\$665 – \$1,335
Of Counsel	\$455 – \$1,150
Associates	\$370 – \$795
Paraprofessionals	\$150 – \$340

13. It is K&E’s policy to charge its clients in all areas of practice for identifiable, non-overhead expenses incurred in connection with the client’s case that would not have been incurred except for representation of that particular client. It is also K&E’s policy to charge its clients only the amount actually incurred by K&E in connection with such items. Examples of such expenses include postage, overnight mail, courier delivery, transportation, overtime expenses, computer assisted legal research, photocopying, outgoing facsimile transmissions, airfare, meals, and lodging.

14. To ensure the compliance with all applicable deadlines in these chapter 11 cases, K&E utilizes the services of overtime secretaries. K&E charges fees for these services pursuant to the Engagement Letter between K&E and the Debtors, which permits K&E to bill the Debtors for overtime secretarial charges that arise out of business necessity. In addition, K&E professionals also may charge their overtime meals and overtime transportation to the Debtors consistent with prepetition practices.

15. K&E currently charges \$0.12 per page for standard duplication in its offices in the United States. K&E does not charge its clients for facsimile transmissions. K&E has negotiated

⁵ For professionals and paraprofessionals residing outside of the United States, hourly rates are billed in the applicable currency. When billing a U.S. entity, such foreign rates are converted into U.S. dollars at the then applicable conversion rate. After converting these foreign rates into U.S. dollars it is possible that certain rates may exceed the billing ranges listed in the chart herein.

a discounted rate for Westlaw computer-assisted legal research. Computer-assisted legal research is used whenever the researcher determines that using Westlaw is more cost-effective than using traditional (non-computer-assisted legal research) techniques.

16. K&E further states that pursuant to Bankruptcy Rule 2016(b) it has not shared, nor agreed to share, (a) any compensation it has received or may receive with another party or person, other than with the partners, associates, and contract attorneys associated with K&E, or (b) any compensation another person or party has received or may receive.

K&E's Disinterestedness

17. In connection with its proposed retention by the Debtors in these chapter 11 cases, K&E undertook to determine whether it had any conflicts or other relationships that might cause it not to be disinterested or to hold or represent an interest adverse to the Debtors. Specifically, K&E obtained from the Debtors and their representatives the names of individuals and entities that may be parties in interest in these chapter 11 cases (the "Potential Parties in Interest") and such parties are listed on **Exhibit 1** hereto. K&E has searched on its electronic database for its connections to the entities listed on **Exhibit 1** hereto. To the extent that I have been able to ascertain that K&E has been retained within the last three years to represent any of the Potential Parties in Interest (or their affiliates, as the case may be) in matters unrelated to these cases, such facts are disclosed on **Exhibit 2** attached hereto.

18. K&E and certain of its partners and associates may have in the past represented, may currently represent, and likely in the future will represent, parties in interest in these chapter 11 cases in connection with matters unrelated (except as otherwise disclosed herein) to the Debtors and these chapter 11 cases. K&E has searched its electronic database to determine whether it has any connection to the entities listed on **Exhibit 1** attached hereto. The information listed on **Exhibit 1** may have changed without K&E's knowledge and may change

during the pendency of these chapter 11 cases. Accordingly, K&E will update this Declaration as necessary and when K&E becomes aware of material information. The following is a list of the categories that K&E has searched:⁶

<u>Exhibit</u>	<u>Category</u>
1(a)	Current and Recent Former Entities Affiliated with the Debtors
1(b)	Current and Recent Former Directors and Officers
1(c)	Banks
1(d)	Certificate Holders
1(e)	Contractual Counterparties
1(f)	Equity Investors
1(g)	Indemnified Parties
1(h)	Indenture/Owner Trustees
1(i)	Joint Venture Parties
1(j)	Landlords
1(k)	Lenders
1(l)	Lienholders
1(m)	Litigation Parties
1(n)	Members of Noteholders Committee
1(o)	Ordinary Course Professionals
1(p)	Potentially Responsible Parties
1(q)	Professionals
1(r)	Taxing Authorities
1(s)	Significant Creditors
1(t)	Turbine Suppliers
1(u)	Utilities
1(v)	Vendors
1(w)	U.S. Trustee, Judges, and Court Contacts for the Northern District of Illinois (and Key Staff Members)

19. To the best of my knowledge, (a) K&E is a “disinterested person” within the meaning of section 101(14) of the Bankruptcy Code, as required by section 327(a) of the Bankruptcy Code and does not hold or represent an interest adverse to the Debtors’ estates, and

⁶ K&E’s inclusion of parties in the following schedules is solely to illustrate K&E’s conflict search process and is not an admission that any party has a valid claim against the Debtors or that any party properly belongs in the schedules or has a claim or legal relationship to the Debtors of the nature described in the schedules.

(b) K&E has no connection to the Debtors, their creditors or their related parties in interest except as may be disclosed in this Declaration.

20. Although not relevant in concluding that K&E is “disinterested,” listed on **Exhibit 2** to this Declaration are current and former clients that appear in the results of K&E’s conflicts searches of the above listed entities.⁷ For the avoidance of doubt, K&E will not commence a cause of action in these chapter 11 cases against the parties listed on **Exhibit 2** that are current or ongoing clients of K&E (including parties listed in the specific disclosures section of this Declaration) unless K&E has an applicable waiver on file or first receives a waiver from such party allowing K&E to commence such an action. To the extent that a waiver does not exist or is not obtained from such client, and it is necessary for the Debtors to commence an action against that client, the Debtors will retain conflicts counsel to represent them in that particular matter.

21. K&E’s conflicts search of the parties in interest listed on **Exhibits 1(a)** to **1(x)** attached hereto (that K&E was able to locate using reasonable efforts) reveals, to the best of K&E’s knowledge, that certain of K&E’s attorneys and paraprofessionals who previously worked at other law firms that represented certain potential parties in interest in these chapter 11 cases have not worked on matters relating to the Debtors’ restructuring efforts while at K&E, except as disclosed or otherwise described herein.

⁷ As used in **Exhibit 2**: (a) the term “current client” means a client to whom time was posted in the 12 months preceding the Petition Date; (b) the term “former client” means a client to whom time was posted between 36 and 12 months preceding the Petition Date; and (c) the term “closed client” means a client to whom time was posted in the 36 months preceding the Petition Date but for which the client representation has been closed. As a general matter, K&E discloses connections with former clients or closed clients for whom time was posted in the last 36 months but does not disclose connections if time was posted more than 36 months before the Petition Date.

22. Based on the conflicts search conducted to date and described herein, to the best of my knowledge and insofar as I have been able to ascertain, neither K&E nor any of its partners or associates has any connection with the Debtors, their creditors, or any other parties in interest, their respective attorneys and accountants, the U.S. Trustee, or any key person employed in the office of the U.S. Trustee, any Bankruptcy Judge currently serving on the United States Bankruptcy Court for the Northern District of Illinois, except as disclosed or otherwise described herein.

23. K&E will periodically review its files during the pendency of these chapter 11 cases to ensure that no conflicts or other disqualifying circumstances exist or arise. If any new relevant facts or relationships are discovered or arise, K&E will use reasonable efforts to identify such further developments and will file promptly a supplemental declaration as required by Bankruptcy Rule 2014(a).

24. Generally, it is K&E's policy to disclose clients in the capacity that they first appear in a conflicts search. For example, if a client has already been disclosed in this Declaration in one capacity (e.g., a bank), and the client appears in a subsequent conflicts search in a different capacity (e.g., a bondholder), K&E does not disclose the same client again in supplemental declarations, unless the circumstances are such in the latter capacity that additional disclosure is required.

25. From time to time, K&E has referred work to other professionals to be retained in these chapter 11 cases. Likewise, certain such professionals have referred work to K&E.

26. Insurance companies pay the legal bills of certain K&E clients. Some of these insurance companies may be involved in these chapter 11 cases. None of these insurance companies, however, is a K&E client as a result of this situation.

Specific Disclosures

27. As specifically set forth below and in the attached exhibits, K&E represents certain of the Debtors' creditors or other parties in interest in ongoing matters unrelated to the Debtors and these chapter 11 cases. None of the representations described herein are materially adverse to the interests of the Debtors' estates. Moreover, pursuant to section 327(c) of the Bankruptcy Code, K&E is not disqualified from acting as the Debtors' counsel merely because it represents the Debtors' creditors or other parties in interest in matters unrelated to these chapter 11 cases.

I. One Percent Clients

28. As disclosed on **Exhibit 2**, K&E currently represents, and formerly has represented, certain affiliates, subsidiaries, and entities associated with BP p.l.c. (collectively, the "**BP Clients**"). The BP Clients represented more than one percent of K&E's fee receipts for the twelve-month period ending on November 30, 2012. Carson Cogeneration Company and Products Generation Company, both affiliates of the BP Clients, are parties to a joint venture agreement with Camino Energy Company, a subsidiary of Debtor Edison Mission Energy.⁸ BP Canada Energy, one of the Debtors' vendors, is also an affiliate of the BP Clients.

29. K&E currently does not represent (and has not represented in the past) Carson Cogeneration Company, Products Cogeneration Company, or BP Canada Energy. All prior and current K&E representations of the BP Clients have been in matters unrelated to the Debtors or these chapter 11 cases, and K&E will not represent the BP Clients, Carson Cogeneration Company, Products Cogeneration Company, or BP Canada Energy in connection with these

⁸ Specifically, Watson Cogeneration Company is a joint venture partnership between Carson Cogeneration Company and Products Cogeneration Company and Camino Energy Company. Camino Energy Company holds 49 percent of the ownership interests in Watson Cogeneration Company.

chapter 11 cases. Further, the Debtors have filed an application contemporaneously herewith to retain and employ McDonald Hopkins as chapter 11 counsel for Camino Energy Company. The fact that K&E represents, and has represented, the BP Clients in connection with matters unrelated to these chapter 11 cases does not affect K&E's disinterestedness in these chapter 11 cases.

30. K&E also currently represents, and formerly has represented, certain affiliates, subsidiaries, and entities associated with Cisco Systems, Inc. ("Cisco"). Cisco represented more than one percent of K&E's fee receipts for the twelve-month period ending on November 30, 2012. Cisco is a vendor to Debtor Edison Mission Energy.

31. All prior and current K&E representations of Cisco have been in matters unrelated to the Debtors or these chapter 11 cases, and K&E will not represent Cisco in connection with these chapter 11 cases. The fact that K&E represents, and has represented, Cisco in connection with matters unrelated to these chapter 11 cases does not affect K&E's disinterestedness in these chapter 11 cases.

II. Representations of Affiliates of the Debtors

32. In connection with the prepetition and ongoing restructuring efforts of the Debtors and their non-Debtor subsidiaries, K&E has represented and continues to represent the Debtors' subsidiaries, most of which are not Debtors in these chapter 11 cases. In fact, in many cases, K&E's prepetition representation contributed to such subsidiaries' not needing to seek bankruptcy protection.

33. For example, K&E has represented EME Homer City Generation LP ("Homer City"), an affiliate of the Debtors. This prior representation, however, constitutes work performed with respect to a holistic and comprehensive restructuring of the Debtors' enterprise.

As such, K&E does not believe that its prior representation of Homer City presents a conflict, but has disclosed it out of an abundance of caution.

34. Additionally, K&E has represented Edison Capital, an affiliate of the Debtors, as a potential creditor with respect to certain aircraft leases in the chapter 11 cases of AMR Corporation, which are currently pending in the United States Bankruptcy Court for the Southern District of New York. K&E does not believe that these representations present a conflict.

III. Relationships with the Debtors' Current and Recent Former Directors and Officers

35. As disclosed below and in Exhibit 2 attached hereto, K&E currently represents, and has formerly represented, certain affiliates, subsidiaries, and entities associated with the Debtors' current and recent former officers and directors. K&E does not believe that its current and prior representation of the affiliates, subsidiaries, and entities associated with certain officers and directors precludes it from being a disinterested party under the Bankruptcy Code.

36. Theodore F. Craver, Jr., chairman, president, and chief executive officer of Edison International, the ultimate parent company of the Debtors, is a member of the National Petroleum Council (the "Council"). K&E represents the Council, and not its individual members, in matters unrelated to the Debtors and these chapter 11 cases. K&E does not believe this connection presents a conflict, but has disclosed it out of an abundance of caution.

37. Frederic F. Brace and Hugh E. Sawyer III, who have served as independent directors of Debtor Edison Mission Energy since July 10, 2012, have also served in various management and director capacities of certain K&E restructuring clients. Additionally, Mr. Brace and Mr. Sawyer also may serve as an officer or on the boards of directors of other K&E clients or affiliates thereof from time to time. K&E does not believe that any conflict exists with respect to K&E's current and prior representation of clients for which Mr. Brace and/or Mr. Sawyer serve in management and director capacities.

IV. Relationships with Joint Venture Parties

38. As disclosed below and on Exhibit 2 attached hereto, K&E currently represents, and has formerly represented, certain affiliates, subsidiaries, and entities associated with joint ventures and joint venture partners of the Debtors and their non-Debtor affiliates. All such representations have been in matters unrelated to the Debtors and these chapter 11 cases.

39. As noted above, Carson Cogeneration Company and Products Cogeneration Company, both affiliates of the BP Clients, are parties to a joint venture with Camino Energy Company, a debtor in these chapter 11 cases.

40. In addition, Chevron Corporation ("Chevron") is party to a joint venture with certain of the Debtors. K&E represents Chevron in certain litigation matters not related to the Debtors or these chapter 11 cases. K&E does not believe that any conflict exists in K&E's representation of the Debtors and Chevron.

41. Tenaska, Inc. ("Tenaska") currently holds one-third of the ownership interests in Elkhorn Ridge Wind, LLC ("Elkhorn Ridge"), a project-level affiliate of the Debtors. In 2008, K&E represented Tenaska in connection with its original investment in Elkhorn Ridge. K&E attorneys billed fewer than 10 hours to this matter and none of the K&E attorneys that worked on the matter are currently employed with K&E. Accordingly, K&E does not believe that its prior representation of Tenaska affects K&E's disinterestedness in these chapter 11 cases.

V. Relationships with Certain Financial Institutions

42. As disclosed below and on Exhibit 2 attached hereto, K&E currently represents, and has formerly represented, certain affiliates, subsidiaries, and entities that are lenders, noteholders, or otherwise creditors of certain of the Debtors or their non-Debtor affiliates. All such representations have been in matters unrelated to the Debtors and these chapter 11 cases, but K&E has disclosed these connections out of an abundance of caution.

43. Wells Fargo Bank, N.A. (together with its affiliates, "Wells Fargo") is the indenture trustee for Debtor EME's senior unsecured notes. K&E represents and has represented Wells Fargo in certain matters unrelated to the Debtors or these chapter 11 cases. K&E does not believe that these representations present a conflict for K&E, but is disclosing them out of an abundance of caution.

44. Associates Capital Investment LLC, an equity investor for the Debtors' Powerton generating station in Pekin, Illinois, and units 7 and 8 of the Debtors' Joliet, Illinois, generating station, is a subsidiary of Citibank, Inc. ("Citibank"). K&E represents and has represented affiliates of Citibank in certain matters unrelated to the Debtors or these chapter 11 cases. K&E does not believe that these representations present a conflict for K&E, but is disclosing them out of an abundance of caution.

45. GoldenTree Asset Management LP ("GoldenTree") and Halcyon Offshore Asset Management LLC ("Halcyon") are certificate holders with respect to pass-through certificates related to Debtors' Powerton and Joliet leases. K&E represents affiliates of GoldenTree and Halcyon in certain matters unrelated to the Debtors or these chapter 11 cases. K&E does not believe that these representations present a conflict for K&E, but is disclosing them out of an abundance of caution.

46. Wilmington Trust Company ("Wilmington Trust") serves as owner trustee under the former Homer City Generating Station leveraged lease transactions involving certain of the Debtors' non-Debtor affiliates. K&E represents Wilmington Trust-London Limited, an affiliate of Wilmington Trust, in connection with certain restructuring matters unrelated to the Debtors and these chapter 11 cases. K&E does not believe that this representation presents a conflict for K&E and is disclosing it out of an abundance of caution.

47. K&E currently represents, and formerly has represented, certain affiliates of Banco Santander SA (together with its affiliates, "Banco Santander"), Bank of America Corporation (together with its affiliates, "Bank of America"), Macquarie Group Limited (together with its affiliates, "Macquarie"), Monarch Alternative Capital LP (together with its affiliates, "Monarch"), UnionBanCal Equities, Inc. (together with its affiliates, "UnionBanCal"), Wells Fargo, and WestLB AG (together with its affiliates, "WestLB"). These representations, in the aggregate, accounted for less than one percent of K&E's fee receipts for the twelve-month period ending on November 30, 2012. Banco Santander, Bank of America, Macquarie, Monarch, UnionBanCal, Wells Fargo, and WestLB, (collectively, the "Project-Level Lenders") are lenders to certain non-Debtor affiliates. K&E has represented the Project-Level Lenders in certain corporate, finance, and restructuring matters unrelated to the Debtors and these chapter 11 cases. K&E will not represent the Project-Level Lenders in connection with these chapter 11 cases. Moreover, K&E's client relationships with the Project-Level Lenders do not prohibit K&E from representing other clients in negotiating against them in commercial transactions, nor would they prohibit K&E from representing the Debtors in connection with claims resolution matters and other matters in connection with any role of the Project-Level Lenders as participant in a financing facility. K&E does not believe its representation of the Project-Level Lenders presents a conflict but has disclosed these representations out of an abundance of caution. To the extent that, in the future, the Debtors were to discover occasion to commence formal litigation against any of the Project-Level Lenders, K&E may request that conflicts counsel pursue such litigation as a result of K&E's client relationships with the Project-Level Lenders.

48. Royal Bank of Scotland (“RBS”) was a lender to Debtor Edison Mission Energy. In 2003, K&E represented RBS in connection with the restructuring of a large loan portfolio that included loans to Edison Mission Energy. This representation was unrelated to these chapter 11 cases, but K&E has disclosed it out of an abundance of caution.

49. Siemens Power Ventures, Inc. (“Siemens Power Ventures”) was a lender to Mission Energy New York, Inc. (“Mission Energy New York”). K&E represented Siemens Power Ventures in connection with the recovery of a loan made to Mission Energy New York, a former affiliate of the Debtors, in connection with a cogeneration project. This representation was unrelated to the Debtors and these chapter 11 cases, but K&E has disclosed it out of an abundance of caution.

50. Additionally, the spouse of K&E partner Helen E. Witt, P.C. is a managing director of JPMorgan Chase & Co. JPMorgan Asset Management is a member of the Debtors’ ad hoc noteholder group. Out of an abundance of caution, K&E has instituted formal screening measures to screen Ms. Witt from all aspects of K&E’s representation of the Debtors.

VI. Relationships with Certain Vendors

51. The Debtors have a large global vendor base. As disclosed on **Exhibit 2** attached hereto, K&E represents or has represented certain vendors of the Debtors in matters unrelated to the Debtors or these chapter 11 cases. K&E will not represent these vendors in connection with these chapter 11 cases. K&E does not believe that these relationships or representations present a conflict for K&E and is disclosing the existence of these relationships and representations out of an abundance of caution.

VII. Relationships with Certain Litigation Counterparties

52. As disclosed below and on Exhibit 2 attached hereto, K&E represented certain litigation counterparties of the Debtors in matters unrelated to these chapter 11 cases as hereinafter disclosed.

53. K&E represented Morgan, Stanley & Co. ("Morgan Stanley") and its portfolio company, Tyche Power Partners, LLC ("Tyche Power Partners") in connection with the acquisition of the partnership interests of Brooklyn Navy Yard Cogeneration Partners, LP ("BNY Cogen").⁹ In 2004, Edison Mission Energy entered into a stock purchase agreement with Tyche Power Partners through which 100 percent of the stock of Mission Energy New York, Inc. ("Mission Energy New York") was sold to Tyche Power Partners. Mission Energy New York owns BNY Cogen. On January 11, 2012, Edison Mission Energy filed a complaint in New York state court against Tyche Power Partners for breach of contract and other relief in connection with a dispute regarding the transaction. K&E will not represent Morgan Stanley or Tyche Power Partners in connection with these chapter 11 cases. K&E does not believe that this prior representation presents a conflict for K&E. Nevertheless, in the event that a conflict arises on account of K&E's representations of Morgan Stanley or Tyche Power Partners, conflicts counsel may represent the Debtors.

VIII. Relationships with Certain Contractual Counterparties

54. As disclosed below and on Exhibit 2 attached hereto, K&E represented certain contractual counterparties of the Debtors in matters unrelated to these chapter 11 cases as hereinafter disclosed.

⁹ In addition to its current representation of Tyche Power Partners, K&E currently represents Metalmark Capital LLC ("Metalmark"), a former affiliate of Morgan Stanley that is the current indirect owner of interests in BNY Cogen. This current representation is unrelated to the Debtors, and K&E does not believe that it presents a conflict.

55. Commonwealth Edison Company (“ComEd”) is a contractual counterparty with certain of the Debtors. In particular, Debtor Edison Mission Energy is party to that certain asset sale agreement, dated as of March 22, 1999 with ComEd for the acquisition of certain electric generation and related assets located in the state of Illinois.

56. Additionally, Constellation Energy Commodities Group, Inc. (together with its affiliates, “Constellation”) is a contractual counterparty with non-Debtor affiliate Edison Mission Marketing and Trading with respect to sales of power produced by the Debtors’ Midwest Generation coal-fired generating stations under forward contracts.¹⁰

57. ComEd and Constellation are subsidiaries of Exelon Corporation (together with its affiliates, “Exelon”). K&E represents Exelon in certain matters not related to the Debtors or these chapter 11 cases. K&E’s client relationship with Exelon does not prohibit K&E from representing the Debtors in these chapter 11 cases. K&E does not believe that any conflict exists in K&E’s representation of the Debtors and Exelon.

IX. Relationships with Other Professionals

58. As disclosed on Exhibit 2 attached hereto, K&E currently represents, and formerly has represented, certain affiliates, subsidiaries, and entities associated with various professionals that the Debtors have engaged or seek to retain in connection with these chapter 11 cases. All prior and current K&E representations of these professionals have been in matters unrelated to the Debtors and these chapter 11 cases. Furthermore, K&E has not represented and will not represent these professionals in connection with any matter in these chapter 11 cases.

¹⁰ The Debtors currently, however, have no direct sales of power produced by the Debtors’ Midwest Generation coal-fired generating stations to Constellation or to any other customers.

59. The Debtors have sought authority to retain The Garden City Group, Inc. (“GCG”) as their notice, claims, and balloting agent. Adam Gorman, a former K&E legal assistant, is currently Senior Project Manager at Garden City. Mr. Gorman’s work at K&E was not related to the Debtors or these chapter 11 cases.

60. Additionally, the Debtors have sought authority to retain McDonald Hopkins as attorneys for Camino Energy Company in these chapter 11 cases. A former K&E partner, David A. Agay, is currently a member of McDonald Hopkins. Mr. Agay’s work at K&E was not related to the Debtors or these chapter 11 cases.

X. K&E Attorney and Employee Investments

61. From time to time, K&E partners, of counsel, associates, and employees personally invest in mutual funds, retirement funds, private equity funds, venture capital funds, hedge funds, and other types of investment funds (the “Investment Funds”), through which such individuals indirectly acquire a debt or equity security of many companies, one of which may be one of the Debtors, often without K&E’s knowledge. Each K&E person generally owns substantially less than one percent of such Investment Fund, does not manage or otherwise control such Investment Fund, and has no influence over the Investment Fund’s decision to buy, sell, or vote any particular security. The Investment Fund is generally operated as a blind pool, meaning that when the K&E persons make an investment in the Investment Fund, he, she, or they do not know what securities the blind pool Investment Fund will purchase or sell, and have no control over such purchases or sales.

62. From time to time one or more K&E partners and of counsel voluntarily choose to form an entity (a “Passive-Intermediary Entity”) to invest in one or more Investment Funds. Such Passive-Intermediary Entity is composed only of persons who were K&E partners and of counsel at the time of the Passive-Intermediary Entity’s formation (although some are now

former K&E partners and of counsel). Participation in such a Passive-Intermediary Entity is wholly voluntary and only a portion of K&E's partners and of counsel choose to participate. The Passive Intermediary Entity generally owns substantially less than one percent of any such Investment Fund, does not manage or otherwise control such Investment Fund, and has no influence over the Investment Fund's decision to buy, sell, or vote any particular security. Each Investment Fund in which a Passive-Intermediary Entity invests is operated as a blind pool, so that the Passive-Intermediary Entity does not know what securities the blind pool Investment Funds will purchase or sell, and has no control over such purchases or sales. And, indeed, the Passive Intermediary Entity often arranges for statements and communications from certain Investment Funds to be sent solely to a blind administrator who edits out all information regarding the identity of the Investment Fund's underlying investments, so that the Passive Intermediary Entity does not learn (even after the fact) identity of the securities purchased, sold, or held by the Investment Fund.

63. From time to time, K&E partners, of counsel, associates, and employees personally directly acquire a debt or equity security of a company which may be one of the Debtors. K&E has a long-standing policy prohibiting attorneys and employees from using confidential information that may come to their attention in the course of their work. In this regard, all K&E attorneys and employees are barred from trading in securities with respect to which they possess confidential information.

XI. Other Disclosures

64. Finally, certain interrelationships exist among the Debtors. Nevertheless, the Debtors have advised K&E that the Debtors' relationships to each other do not pose any conflict of interest because of the general unity of interest among the Debtors. Insofar as I have been

able to ascertain, I know of no conflict of interest that would preclude K&E's joint representation of the Debtors in these chapter 11 cases.

65. Janet S. Baer, a Bankruptcy Judge for the United States Bankruptcy Court for the Northern District of Illinois, worked as an attorney at K&E from February 2001 to August 2009. On March 5, 2012, Judge Baer was appointed to serve as a bankruptcy judge for this Court. K&E does not believe that Judge Baer's prior employment at K&E presents a conflict, but has disclosed it out of an abundance of caution.

66. Furthermore, prior to joining K&E, certain K&E attorneys represented clients adverse to K&E's current and former restructuring clients. Certain of these attorneys (the "Screened K&E Attorneys") will not perform work in connection with K&E's representation of the Debtors and will not have access to confidential information related to the representation. K&E's formal ethical screen provides sufficient safeguards and procedures to prevent imputation of conflicts by isolating the Screened K&E Attorneys and protecting confidential information.

67. Under K&E's screening procedures, K&E's conflicts department distributes a memorandum to all K&E attorneys and legal assistants directing them as follows: (a) not to discuss any aspects of K&E's representation of the Debtors with the Screened K&E Attorneys; (b) to conduct meetings, phone conferences and other communications regarding K&E's representation of the Debtors in a manner that avoids contact with the Screened K&E Attorneys; (c) to take all measures necessary or appropriate to prevent access by the Screened K&E Attorneys to the files or other information related to K&E's representation of the Debtors and (d) to avoid contact between the Screened K&E Attorneys and all K&E personnel working on the representation of the Debtors unless there is a clear understanding that there will be no discussion of any aspects of K&E's representation of the Debtors. Furthermore, K&E has

already implemented procedures to block the Screened K&E Attorneys from accessing files and documents related to the Debtors that are stored in K&E's electronic document managing system. Specific instances of the implementation of these screening procedures are disclosed hereinafter.

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

Executed on December 17, 2012

By: /s/ David R. Seligman, P.C.
David R. Seligman, P.C.
Partner, Kirkland & Ellis LLP

DECLARATION EXHIBIT 1

As set forth more fully in the Seligman Declaration, the following lists contain the names of all entities K&E reviewed in connection with its representation of the Debtors. Where the names of the entities reviewed are incomplete or ambiguous, the scope of the search was intentionally broad and inclusive, and K&E reviewed each entity in its records, as more fully described in the Seligman Declaration, that matched the incomplete or ambiguous name.

List of Exhibits

<u>Exhibit</u>	<u>Category</u>
1(a)	Current and Recent Former Entities Affiliated with the Debtors
1(b)	Current and Recent Former Directors and Officers
1(c)	Banks
1(d)	Certificate Holders
1(e)	Contractual Counterparties
1(f)	Equity Investors
1(g)	Indemnified Parties
1(h)	Indenture/Owner Trustees
1(i)	Joint Venture Parties
1(j)	Landlords
1(k)	Lenders
1(l)	Lienholders
1(m)	Litigation Parties
1(n)	Members of Noteholders Committee
1(o)	Ordinary Course Professionals
1(p)	Potentially Responsible Parties
1(q)	Professionals
1(r)	Taxing Authorities
1(s)	Significant Creditors
1(t)	Turbine Suppliers
1(u)	Utilities
1(v)	Vendors
1(w)	U.S. Trustee, Judges, and Court Contacts for the Northern District of Illinois (and Key Staff Members)

EXHIBIT 1(a)

CURRENT AND RECENT FORMER ENTITIES AFFILIATED WITH THE DEBTORS

Aguila Energy Company	Community Wind North 1 LLC
Alamosa Solar Array LLC	Community Wind North 10 LLC
ALP Wind, LLC	Community Wind North 11 LLC
American Bituminous Power Partners, L.P.	Community Wind North 12 LLC
Anacapa Energy Company	Community Wind North 13 LLC
Aquila Energy Company	Community Wind North 14 LLC
Archbald Power LLC	Community Wind North 15 LLC
Arrowhead Energy Co.	Community Wind North 2 LLC
Aurora Starlight Wind, LLC	Community Wind North 3 LLC
Bandana Point Wind LLC	Community Wind North 4 LLC
Beheer-en Beleggingsmaatschappij Plogema B.V.	Community Wind North 5 LLC
Bendwind, LLC *MBR	Community Wind North 6 LLC
Big Sky Wind, LLC *MBR	Community Wind North 7 LLC
Bisson Windfarm, LLC*QF	Community Wind North 8 LLC
Black Rock Wind Force, LLC	Community Wind North 9 LLC
Blue Ridge Wind, LLC	Community Wind North, LLC
Boeve Windfarm, LLC	Conestoga Wind, LLC
Boquillas Wind, LLC	Corum Solar Array LLC
Broken Bow Wind II, LLC	Covanta Huntington Limited Partnership
Broken Bow Wind, LLC	CP Power Sales Nineteen, L.L.C.
Buffalo Bear, LLC	CP Power Sales Seventeen, L.L.C.
Burr Ridge Wind, LLC	CP Power Sales Twenty, L.L.C.
Cady Solar Array LLC	Crofton Bluffs Wind, LLC
Camino Energy Company	Crosswind Transmission, LLC
Capistrano Wind Holdings, Inc.	Crown Energy LP
Capistrano Wind II, LLC	Cuyama Solar LLC
Capistrano Wind Partners, LLC	Cy-Hawk Wind Energy, LLC
Capistrano Wind, Inc.	DanMar Transmission, LLC
Capistrano Wind, LLC	Dan's Mountain Wind Force, LLC
Caresale Services Limited	DeGreeff DP, LLC
Carson Hydrogen Power LLC	DeGreeffpa, LLC
Carstensen Wind, LLC	Del Mar Energy Company
Cedro Hill Wind LLC	Desert Sunrise Energy Co.
CG Windfarm, LLC	Doga Enerji Uretim Sanayi ve Ticaret L.S.
Chester Energy Company	Doga Isi Satis Hizmetleri ve Ticaret L.S.
Chestnut Ridge Energy Company	Doga Isletme ve Bakim Ticaret L.S.
Cibola Wind LLC	Eagle View Acres Wind Farm, LLC;
Citizens Power Holdings One, LLC	East Guymon Wind LLC
CL Power Sales Eight, L.L.C.	East Ridge Transmission, LLC
CL Power Sales Ten, L.L.C.	Edison First Power Holdings I
Clear Creek Wind LLC	Edison First Power Holdings II
Clear View Acres Wind Farm, LLC	Edison First Power Limited
Coalinga Cogeneration Company	Edison International

Edison Mission Arroyo Nogales, Inc.	Foresight Flying M, LLC
Edison Mission Carson Corp.	Forward WindPower LLC
Edison Mission Development, Inc.	Global Power Investors, Inc.
Edison Mission Energy	Goat Wind, LP
Edison Mission Energy Fuel	Gordonsville Energy LP
Edison Mission Energy Fuel Services, LLC	Grande Prairie Wind, LLC
Edison Mission Energy Petroleum	Gray Butte Solar LLC
Edison Mission Energy Services, Inc.	Green Prairie Energy, LLC
Edison Mission Finance Co.	Greenback Energy, LLC
Edison Mission Fuel Resources, Inc.	Greene Wind Energy, LLC
Edison Mission Fuel Transportation, Inc.	Groen Wind, LLC
Edison Mission Group Inc.	Guadalupe Mountains Wind, LLC
Edison Mission Holdings Co.	Hampshire Highlands Wind LLC
Edison Mission Huntington Beach, LLC	Happy Whiteface Wind LLC
Edison Mission Marketing & Trading, Inc.	Hardin Hilltop Wind, LLC
Edison Mission Mid-Atlantic, Inc.	Hardin Wind Energy, LLC
Edison Mission Midwest Holdings Co.	High Lonesome Mesa Investments, LLC
Edison Mission Midwest II, Inc.	High Lonesome Mesa, LLC
Edison Mission Midwest, Inc.	Highland Township Wind Farm, LLC
Edison Mission Operation & Maintenance, Inc.	Hillcrest Wind, LLC
Edison Mission Project Co.	Homer City Funding, LLC
Edison Mission Renewable Energy CDE, LLC	Homer City OL1, LLC
Edison Mission Solar, Inc.	Homer City OL2, LLC
Edison Mission Solutions, LLC	Homer City OL3, LLC
Edison Mission Walnut Creek II, LLC	Homer City OL4, LLC
Edison Mission Walnut Creek, LLC	Homer City OL5, LLC
Edison Mission Wind, Inc.	Homer City OL6, LLC
Edison Source	Homer City OL7, LLC
EHI Development Fund	Homer City OL8, LLC
Elk Lake Wind Farm, LLC	Homer City Property Holdings, Inc.
Elkhorn Ridge Wind II, LLC	Hurricane Cliffs Wind LLC
Elkhorn Ridge Wind, LLC	HyperGen, LLC
EME CP Holdings Co.	Jeffers Wind 20, LLC
EME Eastern Holdings Co.	JMC Wind, LLC
EME Finance UK Limited;	Joliet Generation I, LLC
EME Homer City Generation L.P.	K-Brink Windfarm, LLC
EME Investments II, LLC	Kenyon Wind LP
EME Investments, LLC	Kern River Cogeneration Company
EME Service Co.	Lakeland Power Ltd.
EME Southwest Power Corporation	Lakota Ridge LLC
EME UK International LLC	Laredo Ridge Wind, LLC
EME Wind Service Co.	Larswind, LLC
EMP Inc.	Liberty Gap Wind Force, LLC
Fey Windfarm, LLC	LimiEnergy, LLC
First Hydro Renewables Limited	Lookout WindPower LLC
First Hydro Renewables Number 2 Ltd.	Lucky Wind, LLC

Madison Energy Co.
Maiden Winds, LLC
Maine Mountain Power, LLC
Maplekey Holdings Limited
Maplekey UK Finance Limited
Maplekey UK Limited
March Point Cogeneration Co.
MD & E Wind, LLC
Meadow Mountain Wind Force LLC
MEC Esenyurt B.V.
MEC San Pascual B.V.
Mid-Set Cogeneration Company
Midway-Sunset Cogeneration Company
Midwest Finance Corp.
Midwest Generation EME, LLC
Midwest Generation Procurement Services, LLC
Midwest Generation, LLC; *MBR
Midwest Peaker Holdings, Inc.
Mission Bingham Lake Wind, LLC
Mission Capital LP
Mission Community Wind North, Inc.
Mission CWN Holdings, Inc.
Mission de las Estrellas LLC
Mission Del Cielo Inc.
Mission del Sol, LLC
Mission Energy Construction Services, Inc.
Mission Energy Generation Inc.
Mission Energy Holding Company
Mission Energy Holdings Inc.
Mission Energy Holdings International, Inc.
Mission Energy Singapore Pte. Ltd.
Mission Energy Wales Company
Mission Energy Westside, Inc.
Mission Funding Zeta
Mission Iowa Wind Company
Mission Kenyon LLC
Mission Minnesota Wind II, Inc.
Mission Minnesota Wind III, Inc.
Mission Minnesota Wind, LLC
Mission Mountain Wind, LLC
Mission Procurement, LLC
Mission Taylorville Energy Center LLC
Mission Wind Aurora Starlight, Inc.
Mission Wind Boquillas, Inc.
Mission Wind Broken Bow, LLC
Mission Wind Cedro, LLC
Mission Wind Crofton Bluffs, LLC
Mission Wind Goat Mountain, Inc.
Mission Wind Laredo, Inc.
Mission Wind Maine, Inc.
Mission Wind New Mexico II, Inc.
Mission Wind New Mexico, Inc.
Mission Wind New York Inc.
Mission Wind Oklahoma, Inc.
Mission Wind Owaissa, Inc.
Mission Wind PA One, Inc.
Mission Wind PA Three, Inc.
Mission Wind PA Two, Inc.
Mission Wind Pennsylvania, Inc.
Mission Wind Pinnacle, Inc.
Mission Wind Southwest, Inc.
Mission Wind Taloga Inc.
Mission Wind Terra Investments, LLC
Mission Wind Texas II, Inc.
Mission Wind Texas III, Inc.
Mission Wind Texas, Inc.
Mission Wind Utah, LLC
Mission Wind Wildorado II Inc.
Mission Wind Wildorado, Inc.
Mission Wind Wyoming, LLC
Mission/Eagle Energy Co.
Monte Vista Solar LLC
Morningstar Holdings BV
Mountain Wind Power II LLC
Mountain Wind Power, LLC
Mt. Storm Wind Force, LLC
Mustang Wind LLC
Niobrara Wind, LLC
North Community Turbines, LLC
North Shore Energy LP
North Wind Cooperative
North Wind Turbines, LLC
Northern Lights Wind, LLC
Northville Energy Corp.
Odin Wind Farm LLC
Owaissa Wind, LLC
OWF Eight, LLC
OWF Five, LLC
OWF Four, LLC
OWF One, LLC
OWF Seven, LLC
OWF Six, LLC

OWF Three, LLC	Stonycreek WindPower LLC
OWF Two, LLC	Storm Lake Power Partners I LLC
Palo Alto County Wind Farm, LLC	Strawberry Peak Solar LLC
Paradise Energy Co.	Sunrise Power Company, LLC
Pine Hill Wind LLC	Sunrise View Wind Farm, LLC
Pine Nut Wind LLC	Sunset View Wind Farm, LLC
Pinnacle Wind, LLC	Sunshine Arizona Wind Energy, LLC
Pioneer Ridge, LLC	Sutton Wind Energy, LLC
Pioneer Trail Wind, LLC	Sycamore Cogeneration Company
Pleasant Valley Energy Company	TAIR Windfarm, LLC
Poverty Ridge Wind, LLC	Taloga Wind II, LLC
Power Beyond, LLC	Taloga Wind, L.L.C.
Power Blades Windfarm, LLC	Tapestry Wind, LLC
Powerton Generation I, LLC	TG Windfarm, LLC
Rabbit Springs Solar LLC	Thorofare Energy Co.
Rapidan Energy Co.	Tofteland Windfarm LLC
Redbill Contracts Ltd.	Tower of Power, LLC
Reeves Bay Energy Co.	Valle Del Sol Energy, LLC
Rich Mtn. Wind Force, LLC	Vernon Switch Wind LLC
Rosamond Solar LLC	Viejo Energy Company
Salinas River Cogeneration Company	Viento Funding II, Inc.
San Gabriel Energy Company	Viento Funding, Inc.
San Joaquin Energy Company	Virgin Lake Wind Farm, LLC
San Juan Energy Company	Vista Energy Company
San Juan Mesa Investments, LLC	Vista Energy LP
San Juan Mesa Wind Project, LLC	Wallula Energy Resource Co. LLC
San Pascual Cogeneration Company (Philippines) Limited	Walnut Creek Energy, LLC
San Pascual Cogeneration Company International B.V.	Walnut Ridge Wind, LLC
Santa Clara Energy Co.	Watson Cogeneration Company
Sargent Canyon Cogeneration Company	WCEP Holdings, LLC
Savage Mtn. Wind Force LLC	West Pipestone Transmission, LLC
Shaokatan Hills LLC	West Transmission One, LLC
Sierra Wind, LLC	Western Sierra Energy Company
Silver Lake Acres Wind Farm, LLC	Westridge Windfarm, LLC
Silverado Energy Company	Whispering Wind Acres, LLC
Sleeping Bear, LLC	White Caps Windfarm, LLC
South Avenue Wind Force, LLC	Wildcat Ridge Wind LLC
South Texas Wind, LLC	Wildorado Interconnect, LLC
Southern Sierra Energy Company	Wildorado Wind, LLC
Southwest Solar Land Co. LLC	Willow Springs Solar LLC
Spanish Fork Wind Park 2, LLC	Wilson Creek Power Partners, LLC
Stahl Wind Energy, LLC	Wind Family Turbine, LLC
Stony Brook Wind, LLC	Windcurrent Farms, LLC
Stony Hills Wind Farm, LLC; *QF	Windom Transmission, LLC
	Woodstock Hills LLC
	Zontos Wind, LLC

EXHIBIT 1(b)

CURRENT AND RECENT FORMER DIRECTORS AND OFFICERS

Abedine, Benjamin B.	Fioravanti, Albert J.	Litos, Maria
Adler, Robert L.	Franz, Jay	Litzinger, Ronald L.
Arcuri, John P.	Gerraughty, Carol	Loughman, Gerard P.
Bendel, Jeffrey	Geurts, Norman D.	Lucas, Kelly
Bernard, Christopher J.	Giangrande, Christopher	Lucas, Kelly S.
Bisson, Petter	Gillies, Lewis A.	Luesebrink, Eric
Blair, Lindell	Griffin, Gary	Mann, Randolph
Blasik, Michael	Griffin, Gary C.	Mann, Randolph P.
Blasik, Mike	Groen, Mitch	Mann, Randy
Bodington, Jeff	Halloran, Richard	Mann-Governor, Randolph P.
Boeve, Gary	Harder, Dean A.	Mathews, Barbara
Boone, J.T.	Harder, James S.	Mathews, Barbara E.
Brace, Frederic F.	Harder, Trent J.	Matthews, G. Thomas
Burgess, Neil	Havasi, Evelyn	Matthews, Karl
Byrne, Warren	Henry, Michael A.	McAnally, David F.
Carstensen, Ricky P.	Herneky, Andrew J.	McCluskey, Fred
Clarke, Mark	Herrington, Philip R.	McCluskey, Fred W.
Claybaugh, Donald	Hertneky, Andrew	McDevitt, Daniel
Cline, Gary	Hockel, Mark H.	McDevitt, Daniel D.
Coleman, Keith	House, Karen	McFarlan, Douglas R.
Collins, Joanne M.	Huat, Jim Lim Kheung	McGrath, Peter
Constantelos, Bill	Inlander, Todd	Melone, Thomas
Cookman, James M.	Irwin, Mark	Messerli, Brad J.
Craver, Theodore F., Jr.	Irwin, Mark E.	Meyers, Michael C.
Davis, Letitia	Johnson, Michelle J.	Mikulka, Mark
DeGreeff, Dean P.	Juhl, Corey	Moss, Aaron
Degreeff, Peter	Juhl, Dan	Multari, Paul
Dolan, Michael J.	Juhl, Tyler	Muse, Ron
Dolan, Michael J., II	Kaiser, Harold F.	Muse, Ronald
Donahue, Michael J.	Kennedy, John C.	Muth, Douglas R.
Duey, Bob	Koomar, Krisshna	Needham, Crystal
Edwards, Gaylord	Kostrzewa, Larry	Needham, Crystal S.
Edwards, Gaylord L.	Kostrzewa, Lawrence	Nguyenduc, Monica
Eisenberg, Steven D.	Kruisselbrink, Aleanor	Noe, Stefan A.
Espenson, Jason P.	Langelaar, Roelof	Oktay, Y.
Espenson, Justin	Langelaar, Roeloff	Orihuela, Cynthia
Espenson, Marty R.	Larson, Dale	Christian
Espenson, Michael	Lebens, Michael F.	Parnell, Charles
Espenson, Robert L.	Lee, Harley	Petmecky,
Fahey, Reem J.	Lee, Jenifer	William (Tres) M., III
Fey, Douglas	Lemmon, Kevin	Piazza, Bernard
Finneran, John P., Jr.	Lin, Wendy Lee Su	

Piazza, Bernard M.	Walters, Rebecca
Pizarro, Pedro J.	Wavle, Jim
Pospicil, Craig	Weiss, Paul
Pospisil, Craig	White, Paige W.R.
Rahn, Noel P.	Wilson, Jenene J.
Revock, George	Wirix, Hendrix Justus
Revock, George P.	Wood, Andrea
Rhone, Oded	Wood, Andrea L.
Rhone, Oded J.	Young, Elizabeth Jackson
Rigatti, Maria	Young, Elizabeth Jacobson
Rigatti, Maria C.	Ziegler, Kenneth J.
Rijbroek, Edwin M.P.	
Roberts, Rebecca	
Robinson, Vince	
Roll, Clay	
Roll, Clay A.	
Roll, John M.	
Rootham, Krys	
Sawyer, Hugh E., III	
Schardin, Conrad	
Scilacci, W. James	
Scott, Megan E.	
Smith, Bonita J.	
Sogomonian, Aram	
Sogomonian, Aram G.	
Stahl, Jacob M.	
Stanek, Joseph	
Stepanian, Steven A., II	
Stephanian, Steven A., II	
Stoks, Gary Richard	
Talsma, Roger	
Tapley, Steve A.	
Tenney, Russ	
Thompson, Herb	
Thompson, Herbert	
Thorner, Todd	
Tiedeman, Steve	
Tofteland, Dean	
Tokuhiro, Lumi	
Trainer, Joseph E., Sr.	
Trainor, Joseph E.	
Trainor, Joseph E., Sr.	
Valdman, Bertrand A.	
VanDran, Cindy	
Verbrugge, Kenneth E.	
Voss, Robert W.	

EXHIBIT 1(c)

BANKS

Bank of America
Bank of Bermuda
Bank of New York, The
Bank of Nova Scotia (US Virgin Islands)
Barclays/London
Citibank London Client Service
Citibank NA
City National Bank
DNB Bank
Eastern Bank
Institutional Cash Distributors LLC
JPMorgan Chase
KeyBanc Capital Markets
Morgan Stanley Smith Barney
Rabobank Netherlands
Union Bank of CA
US Bank
Wells Fargo Bank
Wilmington Trust Co.

EXHIBIT 1(d)

CERTIFICATE HOLDERS

GoldenTree Asset Management LP
Halcyon Offshore Asset Management LLC
Liberty Harbor Asset Management LLC
Pacific Investment Management Co. LLC
SEIX Investment Advisors LLC
VR Capital Group
Western Asset Management Co.

EXHIBIT 1(e)

CONTRACT COUNTERPARTIES

Arizona Public Service Co.
California Department of Water Resources
Commonwealth Edison
Constellation Energy Commodities Group Inc.
Corn Belt Power Cooperative
Electric Reliability Council of Texas
Exelon Corp.
Interstate Power & Light Co.
Long Island Power Authority
Maryland Department of General Services
Maryland, University System of
Mid-American Energy Co.
Missouri River Energy Services
Monongahela Power Co.
Nebraska Public Power District
Northern States Power Co.
Oklahoma Gas & Electric Co.
Pacific Gas & Electric Co.
PacifiCorp
PJM Interconnection LLC
Public Service Co. of Oklahoma
San Antonio, City of (TX)
Southern California Edison Co.
Southwestern Public Service Co.
Turkiye Elektrik Dagitim Anonim Sirketi
Western Farmers Electric Cooperative

EXHIBIT 1(f)

EQUITY INVESTORS

Associates Capital Investment LLC
PSEG Resources Inc.

EXHIBIT 1(g)

INDEMNIFIED PARTIES

Commonwealth Edison Co.
General Electric Capital Corp.
MetLife Insurance Co.

EXHIBIT 1(h)

INDENTURE/OWNER TRUSTEES

United States Trust Co. of New York
Wells Fargo Bank NA
Wilmington Trust Co.

EXHIBIT 1(i)

JOINT VENTURE PARTIES

Aera Energy LLC	Hopkins, Michael D.
American Hydro Power Co.	Juhl Energy Services, Inc
American Power Investors Inc.	Kischer, Kim R.
Archer, Christopher M.	Midwest Wind Energy Development Group LLC
Ausberger, David L.	Odin Holding Co. LLC
Batangas Energy Corp.	Ostrander, Jay W.
Bjork, Chad A.	PG Investments Six, L.L.C.
BP plc	Products Cogeneration Co.
Carson Cogeneration Co.	RCS Management B.V.
Champlin Southwest Wind Holdings LLC	Sundblad, Gary K.
Chateaugay Holdings LLC	Sundblad, Phillip J.
Chevron	Sundblad, Robert M.
Cielo Capital LP	Sutton, William K.
Citi Renewable Investments I LLC	Tenaska Elkhorn Ridge I LLC
Covanta Huntington Resource Recovery One Corp.	Tenaska Elkhorn Ridge II LLC
Covanta Huntington Resource Recovery Seven Corp.	Tenaska Elkhorn Ridge III LLC
DeYoung, Kenneth H.	Texaco Coalinga Energy Co.
Doga Enerji Ya Tirim Isletme ve Ticaret LS	Texaco Cogeneration Co.
East Power Co. LLC	Texaco Midway-Sunset Cogeneration Co.
FC Energy Finance I, Inc.	Texaco Nederland BV
Foresight Grapevine LLC	Texaco Power & Gasification Holdings Inc.
Foresight Wind Energy LLC	Texaco San Ardo Energy Co.
GATX Capital Corp.	Texaco Yoakum Energy Co.
Grossnickle, Jeff M.	US Wind Force LLC
Hinchliff, James	Wind, Thomas A.
	Woolsey, Edward L.

EXHIBIT 1(j)

LANDLORDS

Fort Hill Square 1 Owner LLC
HB-2 MacArthur LLC
Remquad Office Co. LLC
UST-GEPT Joint Venture LP

EXHIBIT 1(k)

LENDERS

Associated Bank	DZ Bank
Banco de Sabadell	First Farmers & Merchants National Bank
Banco Santander	Heller Financial Inc.
Banco Santander SA	Intesa Sanpaolo
Bank of New York	KeyBank
Bank of Nova Scotia	Macquarie Bank Ltd.
Bankia	Merrill Lynch
BBVA	Midwest Bank Luverne
BBVA Securities	Monarch Master Funding Ltd.
BNP Paribas	New Mexico Renewable Energy
Caja Madrid	Transmission Authority
Calyon	Portigon
CIBC	Siemens Financial Services
CIT Bank	Societe Generale
CIT Capital USA	Sovereign Bank
Citibank	Sumitomo
Credit Industriel et Commercial	Suzlon Wind Energy Corp.
Credit Lyonnais	Union Bank
DeutscheBank	Wells Fargo Bank
Dexia Credit Local	WestLB
DNB Bank	

EXHIBIT 1(I)

LIENHOLDERS

Bank of the West
Caterpillar Financial Services
Caterpillar Financial Services Corp.
Citicorp North America Inc.
Dell Financial Services
DNB Bank ASA
FCC Equipment Financing Inc.
Financial Federal Credit Inc.
Howell Tractor & Equipment LLC
Ikon Financial Services
Illinois Department of Revenue
National Railway Equipment Co.
Ricoh Americas Corp.
TimePayment Corp.
Union Bank NA
United Rentals Northwest Inc.
United States Trust Co. of New York
WestLB AG
Wilmington Trust Co.

EXHIBIT 1(m)

LITIGATION PARTIES

Advantage Industrial Systems
Advantage International
Advantage Iron Working
AEP Generating Co.
AEP Public Service Co. of Oklahoma
AEP Texas Central Co.
AEP Texas North Co.
AES Corp., The
Akeena Solar Inc.
Alabama Power Co.
Albrecht Farms Inc.
Alpha Natural Resources Inc.
Alstom Power Inc.
Ameren Energy Fuels & Services Co.
Ameren Energy Generating Co.
Ameren Energy Marketing Co.
Ameren Energy Resources Co.
Ameren Illinois Co.
American Bank of St. Paul
American Chemical Council
American Coatings Association
American Electric Power Co. Inc.
American Electric Power Services Corp.
American Tort Reform Association
AMS Mechanical Systems
Anadarko Petroleum Corp.
Andrich Trucking Co.
Annesley, Tobias Tatte
Annesley, Victoria
Antarctic Mechanical Services
Apache Corp.
APComPower
Appalachian Power Co.
Arch Coal Inc.
Ashby, Donald, Jr.
Association of International Automobile
Manufacturers
Atlantic Richfield Co.
Bastida, Eulalio
Berten, Eric
BHP Minerals International Inc.
BNY Power Partners LLC
Borrego, Frank
BP America Inc.
BP America Production Co.
BP Amoco Chemical Co.
BP Energy Co.
BP plc
BP Products North America Inc.
Braithwaite, Gary
Braithwaite, Richard
Braithwaite, Richard L.
Brooklyn Navy Yard Cogeneration Partners
LP
Burlington Resources Offshore Inc.
California Department of Water Resources
CARE
Carolina Power & Light Co.
Center for Constitutional Jurisprudence
Central Illinois Light Co.
Central Illinois Public Service Co.
Cesario, Alan
Cesario, Mary
Chamber of Commerce of the United States
of America
Chevron Corp.
Chevron USA Inc.
Chicago, City of (IL)
Cinergy Corp.
Citizens Against Ruining the Environment
Columbus Southern Power Co.
ComEd
Comer, Brenda
Comer, Ned
Commonwealth Edison
ConocoPhillips Co.
Consol Energy Inc.
Construction Safety Services
Consulting Engineering Group Inc.
Cordele Development Corp.
Cottonwood J 20 Holdings
Dominion Energy Inc.
Dow Chemical Co. Inc.
DTE Energy Co.
Duke Energy Corp.
Dynergy Holdings Inc.

Ebert, Pat	Jeffers Wind 20 LLC
Edison Capital	Kentucky Power Co.
Edison International	Kentucky Utilities Co.
Edison Mission Energy Fuel	Kern River Gas Transmission Co.
Edison Mission Energy Petroleum	Kerr-McGee Oil & Gas Corp.
Edison Mission Energy Services Inc.	Kisielewski, Johanna
EI DuPont de Nemours & Co.	Kisielewski, Mitchell
Electro Metalurgica del Ebro SL	Kivalina, City of (AK)
Energy Future Holdings Corp.	Kivalina, Native Village of (AK)
Entergy Corp.	Klossing, Ronald
Environmental Law & Policy Center	Lain, David
Exelon Generation Co. LLC	Lee, Charles N.
ExxonMobil Corp.	LG&E Energy Inc.
Finn, Patrick	LG&E Power Inc.
FirstEnergy Corp.	Lighthouse Management Corp.
Flores, Sofia	Lindblad Construction
Florida Power & Light Co.	Lindblad Construction Co. of Joliet
Florida Power Corp.	Linde LLC
Foundation Coal Holdings Inc.	Linde North America Inc.
Friesland Farms	Linde North America LLC
Friesland Farms LLC	Lost Creek Storage
Fuerzas de Electricas Cataluna SA	Loughman, Gerry
GE Capital	Lovegreen Turbine Service
Generation Resources Holding Co. LLC	Lumeta Inc.
GenOn Energy Inc.	Mann, Randolph
Georgia Power Co.	Massey Energy Co.
Gerdes Family	MEC International BV
Grundy County (IL)	Mendez, Leila
Gulf Power Co.	Mendez, Patricia
Hawkins, Richard	MidAmerican Energy Holdings Co.
Hayes Mechanical	Midwest Wind Energy Development Group
Haygood, Brenda	LLC
Haygood, Eric	Mirant Corp.
Herrera, Elizandro	Mission Funding Zeta
Hess Corp.	Mission Minnesota Wind III Inc.
Hilst, Joyce	Mission Minnesota Wind LLC
Honeywell International Inc.	Murphy Oil USA Inc.
Hunter, Larry	National Association of Manufacturers
Hunter, Sandra L.	National Federation of Independent Small
Iberian HY-Power Amsterdam BV	Business Legal Center
Illinois Environmental Protection Agency	Natso Inc.
Illinois Power Co.	New Jersey, State of
Illinois, State of	New York, State of
Indiana Michigan Power Co.	NextEra Energy Inc.
International Coal Group Inc.	North American Coal Corp., The
International Contractors	Northern Alternative Energy Inc.

Northern States Power Co.	Rio Tinto Energy America Inc.
NRG Energy	Romain, Rosemary
Nursing Corps Inc.	Royal Dutch Shell plc
Occidental Crude Sales Inc.	Schiereck, Don
Occidental Energy Marketing Inc.	Sell, Raymond
Ohio Power Co.	Sensenbrenner, F. James, Jr. - Congressman
Ohio Valley Coal Co.	Shell Oil Co.
Olson, Judy	Shwander, Laura
Pacific Legal Foundation	Sierra Club
Paraday, Greg	Slaughter, John
Peabody Energy Corp.	Smith, Lamar - Congressman
Pearson, Cari	Southern California Edison Co.
Pearson, Ron	Southern Co., The
Pennsylvania Department of Environmental Protection	Southern Power Co.
People's Gas Light & Coke Co., The	Southwestern Electric Power Co.
Per Se Group	Southwestern Public Service Co.
Perez, Cheryl	Spanish Revenue Service
Perrelle, Paul	Spencer, Tom
PerSe Group	Stonycreek WindPower LLC
Petersen-Dean Inc.	Suzlon Energy
Pierson, Cari J.	Suzlon Turbine Corp.
Pierson, Ronald A.	Suzlon Wind Energy Corp.
Pinnacle West Capital Corp.	Tennessee Valley Authority
Pioneer Natural Resources USA Inc.	Totals Gas & Power North America Inc.
Placid Oil Co.	Total Petrochemicals USA Inc.
Podrazik, Walter	Tyche Power Partners
Pomykala, Ronald	Union Electric Co.
Power Mitsui & Co. Ltd.	United States Department of Justice, Environment & Natural Resources Division
Prairie Rivers Network	United States Environmental Protection Agency
Prewitt, Michael	Uribe, Alejandra
Property Casualty Insurers Association of America	Virginia Electric Power Co.
Public Nuisance Fairness Coalition	Walnut Ridge Wind LLC
Public Service Co. of Colorado	Washington Legal Foundation
Public Service Co. of Oklahoma	Western Kentucky Energy Corp.
Rajala, Eric	Westmoreland Coal Co.
Regenco LLC	Wind Energy America Inc.
Reliant Energy Inc.	Xcel Energy Inc.

EXHIBIT 1(n)

MEMBERS OF THE NOTEHOLDERS COMMITTEE

Aegon USA Investment Management LLC
AllianceBernstein LP
Arrowgrass Capital Partners LLP
Avenue Capital Group LLC
Brigade Capital Management LLC
Canyon Capital Advisors LLC
Capital Research & Management Co.
JP Morgan Asset Management
Litespeed Partners LP
Loomis Sayles & Co. LP
Neuberger Berman LLC
Nomura Corporate Research & Asset Management
Oaktree Capital Management LP
P. Schoenfeld Asset Management LP
Principal Global Investors
Strategic Value Partners LLC
TCW Asset Management Co. Inc.
Western Asset Management Co.
York Capital Management LP

EXHIBIT 1(o)

ORDINARY COURSE PROFESSIONALS

Blank Rome LLP	Klafter & Burke
Cassiday Schade LLP	KPMG LLP
Chandler, Gail	Latham & Watkins LLP
Connor Fletcher & Williams	Loyens & Loeff
Cozen O'Connor	Mielke, Dennis
Deloitte & Touche LLP	Milbank Tweed Hadley & McCloy
Downey Brand LLP	Morgan Lewis & Bockius
Emerson, Sondra	Moss Adams LLP
Fandl Tax Service LLC	Munger Tolles & Olson
Figliulo & Silverman PC	Nijman Franzetti LLP
Fish & Richardson PC	O'Melveny & Myers
Franczek Radelet	Orrick Herrington & Sutcliffe
Gibson Dunn	PricewaterhouseCoopers LLP
Gibson Dunn & Crutcher LLP	Reed Smith
Grant McCarthy Group LLC	Ryan Law LLP
Greenberg Traurig	Sandler Inc.
Hogan Lovells	Schiff Hardin LLP
Holland & Knight	Seitz, William
Hunton & Williams	Shook Hardy & Bacon
Inman & Fitzgibbons	Skadden Arps Slate Meagher & Flom LLP
Jones Day	Steptoe & Johnson LLP
Karnick, Caryl	Sullivan & Worcester LLP
King & Spalding	Van Ness Feldman

EXHIBIT 1(p)

POTENTIALLY RESPONSIBLE PARTIES

Advantage Industrial Systems LLC
Advantage Ironworking Systems LLC
Alstom Power Inc.
Antarctic Mechanical Services Inc.
APComPower Inc.
Commonwealth Edison
Construction Safety Services
Ebert, Pat
Hayes Mechanical
Lee, Charles N.
Lindblad Construction Co. of Joliet Inc.
Lovegreen Turbine Service
Marshall, Steven
Nursing Corps Inc.
Per Se Group
Regenco LLC
Slaughter, John
Wanzek Construction Inc.

EXHIBIT 1(q)

PROFESSIONALS

Garden City Group Inc., The
Joele Frank Wilkinson Brimmer Katcher
McKinsey Recovery & Transformation
Services US
Perella Weinberg Partners

EXHIBIT 1(r)

TAXING AUTHORITIES

Arkansas Public Service Commission
Bolingbrook, Village of, Business License (IL)
California Franchise Tax Board
California Secretary of State
Chicago Department of Business Affairs & Consumer Protection,
Public Vehicle Operations Division, City of
Chicago Department of Revenue, City of
Cook County Treasurer (IL)
DC Treasurer, Corporate Divisions
Delaware Secretary of State, Division of Corporations
DuPage County Collector (IL)
Grundy County Collector (IL)
Illinois Department of Revenue
Illinois Environmental Protection Agency
Illinois Office of The State Fire Marshall, Division of Boiler & Pressure Vessel Safety
Illinois Secretary of State, Department of Business Services
Indiana Department of Local Government Finance
Kentucky Department of Revenue, Commonwealth of
Kentucky State Treasurer
Lake County Chamber of Commerce (IL)
Lake County Collector (IL)
Lee County Treasurer (IL)
Missouri State Tax Commission
Montana Department of Revenue
Nebraska, Department of Revenue/Property Assessment, State of
New York Department of State, Division of Corporations
Orange County Tax Collector (CA)
Santa Ana, City of (CA)
Tazewell County Collector (IL)
United States Treasury
Utah Division of Corporations
Waukegan Building Department, City of (IL)
West Virginia State Tax Department, Internal Auditing Division
Will County Treasurer (IL)
Winnebago County Treasurer (IL)
Wyoming Department of Revenue, Property Tax Division

EXHIBIT 1(s)

SIGNIFICANT CREDITORS

ABB Inc.	GE Railcar Services Corp.
Aegis Insurance Services Inc.	General Electric Co
Albermarle Corp.	General Electric International
Alpha Coal Sales Co. LLC	GP Strategies Corp.
Alstom Power	Graycor Industrial Constructors
Altair Global Relocation	Greenbrier Rail Services LLC
Altorfer Inc.	GSL
American Mechanical Services Inc.	Hartney Fuel Oil
Aon Hewitt	Hartney Oil Co.
APComPower Inc.	Hayes Mechanical Inc.
Arch Coal Sales Co. Inc.	Illinois & Midland Railroad Inc.
Artco Fleeting Services	Illinois Department of Revenue
Atlantic Plant Services	Illinois EPA
Babcock & Wilcox Co. Inc.	Independent Mechanical Industries Inc.
Bank of New York, The	Ingersoll Rand Co.
Beemsterboer Inc.	Inter-Con Security Systems
BMW Constructors Inc.	Joliet Trust I
Boston Safe Deposit & Trust	Kern River Gas Transmission Co.
BP Canada Energy	KM Plant Services Inc.
Brand Scaffold Pittsburgh	Lafarge North America
Brieser Construction Co.	Latisys-Irvine LLC
Calgon Carbon Corp.	Marsh Risk & Insurance Services
Canadian National	Mitsubishi Power Systems Inc.
Capitol Sales LLC	Mostardi Platt
Chicago Department of Water, City of	National Railway Equipment Co.
Chicago Title & Trust Co.	Newark Inone
CIT Group, The	Norit Americas Inc.
Clennon Electric	NTT Data Inc.
Clipper Windpower Inc.	O'Melveny & Myers LLP
Cloud Peak Energy Resources LLC	Omaha Public Power District
Commonwealth Edison Co.	Patrick Engineering Inc.
Cook County Treasurer (IL)	Patten Industries Inc.
DeGroat Petroleum Services Inc.	Peabody Coal Sales
Deloitte Consulting LLP	People's Gas
Diamond Power International	Per Se Group Inc.
Dynamic Electric Inc.	Petroleum Traders Corp.
EMC Corp.	Pioneer Mechanical Inc.
Freightcar Rail Services LLC	Plymouth Tube - East Troy
Fuel Tech Inc.	Powerton Trust I
G&K Services Inc.	Progress Pump & Machine Services
GE Energy Services	Progress Rail Services
GE International Inc.	Public Service Co. of New Mexico

Rachke Piping & Mechanical Inc.
Roland Machinery Co.
Rowell Chemical Corp.
Safway Services LLC
Schiff Hardin LLP
SCI Corp.
Siemens Energy Inc.
Southern Environmental
Southwest Town Mechanical
Stock Equipment
Union Pacific
Union Pacific Railroad Co.
Wells Fargo Bank NA
Wells Fargo Bank NA, as Indenture Trustee
Yara
Yara North America Inc.
Zones Inc.

EXHIBIT 1(t)

TURBINE SUPPLIERS

Clipper Windpower Inc.
General Electric Co.
General Electric International Inc.
Mitsubishi Power Systems Americas Inc.
Siemens Power Generation Inc.
Suzlon Wind Energy Corp.
Vestas-American Wind Technology Inc.

EXHIBIT 1(u)

UTILITIES

Ameren Illinois
AT&T
AT&T Mobility
AT&T Wireless
Charter Communications
Chicago Department of Water, City of
ComEd
Cox Communications
DIRECTV
Esker
Latisys
MCI
Nicor Gas
North Shore Sanitary District (IL)
Satworx
T-Mobile
Verizon Business
Verizon Conferencing
Verizon Wireless
Waukegan, City of (IL)
XO Communications

EXHIBIT 1(v)

VENDORS

7-B Cattle Co. Ltd.
A.L.L. Construction Inc.
ABB Inc.
Able Technology & Field Services
ABM Janitorial Services
Accenture LLP
Access Industrial Maintenance Inc.
Action Automation
Advanced Waste Services
Advertising Solutions
Aecom Technical Services Inc.
Aegis Insurance Services Inc.
Air Monitor Corp.
Akin Gump Strauss Hauer & Feld LLP
Albemarle Corp.
Alcantar & Kahl LLP
Alison Control Inc. (ACI)
Allegheny Power
Allied Landscaping Corp.
Allied Valve Inc.
Allied Waste
Alloy Sling Chain Industries Ltd.
AllTranstek LLC
Alpha Coal Sales Co. LLC
Alstom Power
Alstom Power Inc.
Altair Global Relocation
Alter Barge Line Inc.
Alternative Repair Systems Inc.
Altorfer Inc
Ambitech Engineering
American Efficiency Services
American Electric Power
American Express
American Group of Constructors, The
American Group, The
American Industrial Motor
American Mechanical Services Inc.
American Superconductor
American Wind Energy Association
Amerisafe Consulting & Safety Services
Amerisafe Safety & Insulation
Ameritemp Ltd.
Anadarko Land Corp.
Anderson & Shah Roofing Inc.
APComPower Inc.
App Engineering
Aramark Uniform Services
Arcadis G&M Inc.
Arch Coal Sales Co. Inc.
Area Sheet Metal Inc.
Artco Fleeting Services
Associated Underwater Services
Astronave LLC
Atlantic Plant Services
Atlantic Plant Services LLC
Atlas Copco Compressors Inc.
Atlas Copco Rental
Atlas Cos.
B&W Service Co.
Babbitting Service Inc.
Babcock & Wilcox Co. Inc.
Baca, Jan
Baca, Mike
Baird Holm LLP
Bane-Nelson Inc.
Bank of New York, The
Barnhart Crane & Rigging Co. Inc.
Beemsterboer Inc.
Beitzel Corp.
Benetech Inc.
Bently Nevada Inc.
Berthold Electric Power Services LLC
Blank Rome LLP
Blass, Jeffrey
BMW Constructors Inc.
BNSF Railway Co.
Boone, Pat
Boston Safe Deposit & Trust
BP Canada Energy
Brand Scaffold Rental & Erection
Brand Services
Brandenburg Industrial Service
Braniff Communication

Brieser Construction Co.
Broadwind Services LLC
Brook Electric
Buckman Laboratories Inc.
Buena Vista County Treasurer (IA)
Bureau County Collector (IL)
Bureau Veritas North America Inc.
Business Office Systems
Calgon Carbon Corp.
Calpi Inc.
Cambridge Energy Solutions LLC
Camosy Inc.
Canadian National
Capitol Sales LLC
Carber
Cardinal Pumps & Exchangers
Cargo Carriers
Carstensen Contracting Inc.
Caterpillar Financial Services
Cetek Ltd.
CFM/VR-Tesco Inc.
CH2M Hill
Chevron Natural Gas
Chicago Bears Football Club
Chicago City Department of Water (IL)
Chicago Power Generation LLC
Chicago Signal & Engineering Co.
Chicago Title Co.
Chicago Tube & Iron Co.
Cisco Systems Inc.
CIT Group, The
CIT Rail Resources
Citibank
CI Coatings LLC
Clennon Electric
Clipper Windpower Inc.
Cloud Peak Energy Resources LLC
CME Management LLC
Coke County Tax Office (TX)
Columbia Pipe & Supply
Commonwealth Edison Co.
Complete Safety Inc.
Computer Generated Solutions Inc.
Comtech Industries Inc.
Contractors Power & Light Co.
Control Components Inc.
Cook County Treasurer (IL)
Corrosion Fluid Products
Cottonwood County Auditor/Treasurer
(MN)
CTI America Inc.
Curry & Kerlinger LLC
Custer Public Power District
D Construction
DeGroat Petroleum Service Inc.
Dell
Diamond Power International
Diamond Technical Services
DI Power Technology Corp.
DMS Electrical Apparatus
Dominion Hope
Door Systems Inc.
Draxton-Karlen Group LLC
Duke Energy CAM Inc. Lee Gen Station
Du-Mont Co.
Duncan Co.
Dupage County Collector (IL)
Dupont Safety Resources
Dynamic Electric Inc.
Dyntek Services Inc.
E2 Managetech Inc.
EA Engineering Science & Technology Inc.
Edison International
Edison Mission Energy
Edison Mission Marketing & Trading
Effox Inc.
Electric Power Generation Association
Electrical Builders Inc.
Elida Municipal School District (NM)
Elite Heavy Equipment Services
Elsys Inc.
EM Smith & Co.
Emerson Process Management
Energysystems Inc.
Engineered Pump Services
Englewood Electrical Supply Co.
Enpro Inc.
Entec Services Inc.
Enterprise Fleet Management
Environmental Systems Corp.
Envirotech
Enviroplan Consulting

Envirox Services
Epri
Ernst & Young LLP
E-Squared Technical Solutions
Examintetics Inc.
Excitation System Services Inc.
Exelon Generation
Expro Specialized Services
Farmington Resources Inc.
FCC Equipment Financing Inc.
FCX Performance Inc.
Fessco
Field Systems Machining Inc.
First American Trust
Flowserve Pump Corp.
Flowserve US Inc.
Foley & Lardner LLP
Force Vector Inc.
Foremost Industrial Technologies
Forrest Sherer Inc.
Fort Hill Square 1 Owner LLC
Franczek Radelet
Franey, Phil, as Kern County Treasurer-Tax
Collector
Fraser Stryker
Freightcar Rail Services LLC
Fuel Tech Inc.
G&K Services Inc.
Garrad Hassan America
GD Barri & Associates Inc.
GE Capital
GE Energy Management Services Inc.
GE Energy Services
GE International Inc.
GE Mobile Water Inc.
GE Packaged Power, Inc
GE Prolec Transformers Inc.
GE Railcar Services Corp.
Gene Watson Construction
General Electric Co.
General Electric International
General Machine & Tool Inc.
Genscape Inc.
George Young & Sons Inc.
Gexpro
Gibson Dunn & Crutcher LLP
Gibson's Reclamation
Global View Software Inc.
Goemmer Land & Livestock Co.
Gordon Flesch Co.
GP Strategies Corp.
Grainger
Graycor Blasting Co.
Graycor Industrial Constructors
Great Plains Communications
Greenberg Traurig LLP
Greenbrier Rail Services LLC
Greer Industries Inc.
Grindex
Grundy County Collector (IL)
GSL
Guzz
H2O Innovation USA Inc.
Hall Estill Hardwick
Harco Trucking Inc
Harold Beck & Sons
Hartney Oil Co.
Hayes Mechanical Inc.
HDR Engineering Inc.
Henry Pratt Co.
Heritage Environmental Services, LI
Hicksgas Morton
Hogan Lovells US LLP
Horizon Ventures of WV Inc.
Houlihan Lokey Capital Inc.
Howard, Betty Boone
Howard, Dan
Howden North America Inc.
Howell Tractor & Equipment LLC
Hydroaire Service Inc.
ICF International
ICF Resources LLC
I-Deal LLC
IHS
IHS Global Inc
Illinois & Midland Railroad Inc.
Illinois Central Railroad
Illinois Department of Revenue
Illinois EPA
Impact Group LLC
Independent Mechanical Industries Inc.
Industrial Tool Products Inc.

Ingersoll-Rand Co.
Instrument Associates Inc.
Inter-Con Security Systems
Intercontinental Exchange LLC
International Chimney Corp.
International Power GDF Suez
Interstate Equipment Corp.
Intralinks Inc.
IPM
Iris Power LP
Iron Hustler Excavating Inc.
Itt Goulds Pumps Inc.
Jackson Kelly Pllc
Jasculca Terman & Associates
JC Dillon Inc.
JMI Instrument Co.
JMI Instrument Company
Johnson, Melody
Joliet Equipment Corp.
Jones Day
JV Crane & Engineering Inc.
K&L Gates LLP
Kennametal Conforma Clad
Kiewit Power Constructors Co.
KM Holly Construction Co.
KM Plant Services Inc.
Kone Inc.
Konecrane Inc.
Koso America
KPMG LLP
KPRG & Associates Inc.
Kruse Control Engineering Ltd.
Kvaerner North American
L&S Electric Inc.
Lafarge North America
Lake County Collector (IL)
Lakeland
Larsen Elevator Corp.
Latham & Watkins LLP
Latisys-Irvine LLC
Lauer, Rebecca J.
Lee County Treasurer (IL)
Lindahl Marine Contractors Inc.
Lindblad Construction of Joliet
Linde Inc.
Logistics Planning Services
Logistics Terminals Inc.
Los Angeles County Sanitation
Lozier Oil Co.
LP Mineral LLC
Lube Oils Inc.
M&O Insulation Co.
M&W Automation Inc.
M+W Automation Inc.
Mabco Inc.
MAP 2006 LP
MAP 2009 LP
Marathon Capital Markets LLC
Marchio Fence Inc.
Marion County Sheriff (WV)
Marsh Risk & Insurance
Martin Petersen Co. Inc.
McJunkin Corp.
MDI Traffic Control Products
Meade Industries Inc.
Mechanical Plumbing & Heating
Metalock Corp.
Metso Automation
Metso Minerals Industries Inc.
Mid-America Dynamics
MidCo Inc.
Mid-Town Petroleum
Midwesco Filter Resources Inc.
Midwest Service Center LLC
Midwest Valve & Fitting Inc.
Mielke, Dennis
Mikon Corp.
Milbank Tweed Hadley & McCloy LLP
Mine & Process Services Inc.
Mission Minnesota Wind
Mission Minnesota Wind II Inc.
Mistras Group Inc.
Mitsubishi Power Systems Inc.
MJ Electric LLC
Morgan Distributing Inc.
Morgan Lewis & Bockius LLP
Morgan Samuels Co. LLC
Morningstar Commodity Data
Mostardi Platt
Mostardi Platt Environmental
Motion Industries Inc.
MPW Water Management Group

MR Tudor California Inc.
Munters Corp. - Cargocaire Div.
National Economic Research
National Pump & Compressor
National Railway Equipment Co.
Natronx
Navigant Consulting Inc.
Nebraska Department of Revenue
Nerak Inc.
New Mexico Commissioner of Public Lands
New Mexico Taxation & Revenue
Department
NewPage Corp.
Newport News Industrial Corp.
Nichols Construction Group Inc.
Nicor Gas
Nijman Franzetti LLP
Niles Industrial Services LLC
Norgaard Community Turbines LLC
Norit Americas Inc.
North American Corp. of Il
Northern Ill Steel Supply Co.
Northern Illinois Steel Supply Co.
Northern States Power Co.
Northwest Contractors Inc.
Nova Machine Products Corp.
Novaspect Inc.
NTT DATA Enterprise Application
NTT Data Inc.
Oberlander Electric Co.
Oklahoma Gas & Electric Service
Olson Oil Co. Inc.
Olsson Associates Inc.
Omaha Public Power District
O'Melveny & Myers LLP
One Financial Place Property
One Source Equipment Rentals
Onsite Communications USA Inc.
OpenLink Financial Inc.
Oracle America Inc.
Orange County Tax Collector (CA)
OSisoft LLC
Otto Baum Co.
Paragon Air Heater
Patrick Engineering Inc.
Patten Industries Inc.
Patten Tractor & Equipment Co.
Peabody Coal Sales
Peco Inc.
Peerless Enterprises Inc.
Pennsylvania Crusher Corp.
Pennsylvania Department of Revenue
Pennsylvania, Commonwealth of
Peoples Gas
Peoples Gas Light & Coke Co.
Per Se Group Inc.
Perella Weinberg Partners LP
Performance Power Service PC
Petroleum Traders Corp.
Petroliance LLC
Philip Service's Corp.
Pinnacle Sales
Pioneer Industrial Corp.
Pioneer Mechanical Inc.
Planet Forward LLC
Plastocor Inc.
Platts
Pleasant Valley Energy Co.
Pomp's Tire
Powell Electrical Systems Inc.
Power Advocate Inc.
Power Constructors Inc.
Power Engineers Inc
Power Plant Services Inc.
Power Technical Services
Powerton Fire Protection District
PPM Project Management Services LLC
Precision Lubricants
Precision Petroleum
Previs Inc.
PricewaterhouseCoopers LLP
Process Sales Inc.
Process Seal & Packing Inc.
Professional Locomotive
Progress Pump & Machine Services
Progress Rail Services
Proskauer LLP
Protective Coatings Inc.
Providea Inc.
PSI - Professional Service Industries
Public Service Co. of New Mexico
Pumping Solutions Inc.

Pyro Industrial Services Inc.
Quintel Inc.
RA Cullinan & Son Inc.
Rachke Piping & Mechanical Inc.
Railworks Track Services Inc.
RCS Management BV (Wire)
Realty Associates Fund IX LP, The
Regulatory & Cogeneration Services
RELCO Locomotives
Remquad Office Co. LLC
Resources Global Professionals
Richmond Engineering Works LLC
Ricoh Americas Corp.
Ricoh USA Program
River City Construction
RMG Environmental Consulting LLC
RMT Inc.
Robert Lee Independent School District
Roberts & Schaefer
Roland Machinery Co.
Roland Equipment
Roosevelt County Electric
Ropes & Gray LLP
Rotating Equipment Services Inc.
Rowell Chemical Corp.
Rowland Water District (CA)
RR Donnelley
Safway Services LLC
SAIC Energy Environment & Infrastructure
Sallerson-Troob LLC
San Adona LC
Sandler Inc.
SAP America Inc.
Sargent & Lundy LLC
Savage Service Corp.
SCC Cleaning Co. Inc.
Schiff Hardin LLP
SCI Corp.
Scientech LLC
Scofield Co., The
Senior Flexonics Pathway Inc.
Set Environmental Inc.
SGS North America
Shearman & Sterling LLP
Shuck Construction Co. LLC
Sick Maihak Inc.
Siemens Energy Inc.
Siemens Industry Inc.
Sierra Research Inc.
Sigma Inc.
Sioux Falls Tower Specialists Inc.
Six Flags Great America
Skadden Arps Slate
SmartBurn LLC
Smit Transformer Sales Inc.
Smith, W. Steve, as Trustee
Snook Equipment Rental Inc.
Southern California Edison
Southern California Gas Co.
Southern Environmental
Southwest Town Mechanical
Staffing Solutions of Hawaii Inc.
Staggs Land Co. Ltd.
Standard & Poor's
Standard Laboratories Inc.
Standby Power System
Stark, Cathy
Steel Building Systems Co.
Steiner Electric Co.
Sterling County Tax Office (TX)
Stevenson Crane Service Inc.
Stock Equipment Co.
Structural Integrity Associates
Sullivan & Worcester LLP
Sunbelt Rentals
Superior Petroleum Products Inc.
Suzlon Wind Energy Corp.
Swanson Contracting Co. Inc.
Taylor Uhe LLC
Tazewell County Asphalt
Tazewell County Collector (IL)
Teklink International Inc.
TEKsystems
Teledyne Monitor Labs
Tencon Inc.
Terry, Jim
Terry, Sarena
Test America Inc.
Testa Steel Constructors
Testex Inc.
Thatcher Foundations Inc.
Thermal Engineering International

Thermo Environmental
Thermo Fisher Scientific
Thermo/Cense Inc.
Track Services Inc.
Transformer Associates Ltd.
TRB & Associates
Tri-City Electric Service Inc.
Triple 5 Industries LLC
Truck Crane Services Co.
TTX Co.
Turbo Parts LLC
TurboCare
Twisted Pair Technology
Type K Damper Drives
UCC-DSI
UHY Advisors FLVS Inc.
Uinta County Treasurer (WY)
Unicco Service Co.
Union Colony Protective Services
Union Pacific Railroad
United Conveyor Corp.
United Conveyor Supply Co.
United Servo Hydraulics Inc.
United States Corrosion Engineer
United States Corrosion Engineering
UPS
Ural, Yigit
Urban Elevator
URS Corp.
US Wind Force
USA Connect
UST-GEPT Joint Venture LP
Utah County Treasurer (UT)
Vactor Manufacturing Inc.
Vadakin Inc.
Valdes Engineering Co.
Valley Industrial X-Ray & Inspections
Value Engineered Works Ltd.
Vaquillas Ranch Co. Ltd.
Vega Independent School District (TX)
Ventyx Energy LLC
Veolia ES Industrial Services Inc.
Versify Solutions Inc.
Vestas American Wind Technology Inc.
Wabtec Global Services
Wanzek Constuction Inc.
Waste Management Illinois
Weldstar Co.
WESCO Distribution Corp.
West Virginia Department of Environmental
Protection
West Virginia State Tax Department
Western Ecosystems Technology Inc.
White Construction Inc.
Wildorado Independent School District (TX)
Will County Treasurer (IL)
Wolcott Water Systems Inc.
Wood Mackenzie
Worldwide Turbines LLC
Wright Express FSC
WSA Engineered Systems Inc.
Wunderlich Door Co.
WW Grainger
Yara North America Inc.
Zones Inc.

EXHIBIT 1(w)

**UNITED STATES TRUSTEE AND COURT PERSONNEL FOR THE NORTHERN
DISTRICT OF ILLINOIS (AND KEY STAFF MEMBERS)**

Askew, Althea	Krawczyk, Kim
Baer, Janet S.	Kuczynski, Mimi
Barbosa, Manuel	Layng, Patrick S.
Barnes, Timothy A.	Manikowski, Keith E.
Barry, Mary	McClendon, Annette
Beckerman, Steven	Mockler, Brendan
Black, Bruce W.	Montano, Linda
Burton, Shenitha	Pistorius, Susan M.
Cassling, Donald R.	Rahimzadeh, Nicole
Castaneda, Peter	Schmetterer, Jack B.
Castellano, Nancy	Schwartz, Steven
Clay, Dorothy	Silverstein, Debbie
Conrad, Kimberly	Smith, Deborah
Cox, Jacqueline P.	Snell, Angela
Dein, Naomi Kogan	Sojka, Amy
Devine, Tina	Sonderby, Susan Pierson
Doyle, Carol A.	Squires, John H.
Freeland, Patti	Stallings, Mary
Gibbs, Patrick	Stallworth, Sylvia
Goldgar, A. Benjamin	Stockl, Matthew
Green, Linda	Wachtel, Kathleen
Hardison, John	Watson, Anthony
Hargrove, Lauren	Wedoff, Eugene R.
Hillman, Pamela	Winston, Shurray
Hollis, Pamela S.	

EXHIBIT 2

Name of Entity Searched	Name of Entity and/or Affiliate of Entity, that is a K&E Client	Status
ABB Inc. Ventyx Energy LLC	ABB (U.S.A.) Treasury Center, Inc. ABB Inc. ABB Ltd ABB Ltd.-Steering Committee Combustion Engineering, Inc. Mincom eBusiness Pty Mincom Inc. Ventyx, Inc.	Current Current Current Current Current Current Current Current
Accenture LLP	Accenture LLP Accenture plc Accenture, Inc.	Current Current Current
Aegon USA Investment Management LLC	AEGON USA Investment Management, LLC	Former
Aera Energy LLC ExxonMobil Corp.	Exxon Mobil Corporation ExxonMobil Coal USA, Inc. ExxonMobil Global Services Company ExxonMobil Oil Corporation ExxonMobil Pipeline Company	Current Former Former Current Current
AES Corp., The	Eletropaulo Metropolitana Eletricidade de Sao Paulo SA The AES Corporation	Current Current
AllianceBernstein LP	AXA Investment Managers Private Equity Europe S.A.	Current
American Express	American Express Company American Express Travel Related Services American Express Travel Related Services Company, Inc.	Current Closed Closed
American Tort Reform Association	American Tort Reform Association	Closed
Aon Hewitt	Aon Brokers Services, Inc. Aon Corporation Aon Group Inc. Aon Hewitt, LLC Aon Re Inc.	Current Current Current Current Closed

Name of Entity Searched	Name of Entity and/or Affiliate of Entity, that is a K&E Client	Status
	Aon Risk Services Central, Inc. Aon Risk Services Companies, Inc. Aon Risk Services Inc. of NY US 10048-7376 New York Aon Risk Services Northeast, Inc. Aon Services Group, Inc. Keith R. Moore Ruth McGrath	Current Current Current Current Current Current Current
Arrowgrass Capital Partners LLP	Arrowgrass Distressed Opportunities Fund Limited Arrowgrass Master Fund Ltd.	Current Current
Artco Fleeting Services	Archer-Daniels-Midland Company	Current
AT&T AT&T Mobility AT&T Wireless	Ameritech AT&T Corp. AT&T Inc. AT&T Mobility LLC AT&T Services, Inc. David Krantz SBC Internet Services, Inc.	Closed Current Current Current Current Current Current
Atlantic Richfield Co. BP America Inc. BP America Production Co. BP Amoco Chemical Co. BP Canada Energy BP Energy Co. BP plc BP Products North America Inc.	Amoco Pipeline Holding Company ARCO Products Company Atlantic Richfield Company Atlantic Richfield Hanford Company BP America - Deepwater BP America - Engineering Group BP America - Internal Audit Group BP America - Strategy and Policy Group BP America - Tank Fund BP America Inc. BP America Production Company BP American Production Company BP Amoco Corporation BP Chemical Company BP Chemicals Limited BP Company North America Inc. BP Corporation North America Inc.	Closed Current Current Current Current Current Current Former Current Current Current Current Current Current Current Current Current Current Current

Name of Entity Searched	Name of Entity and/or Affiliate of Entity, that is a K&E Client	Status
	BP Energy Company BP Exploration Alaska Inc. BP Exploration and Production Inc. BP Global BP Holdings North America Limited BP Integrated Supply and Trading BP International Limited BP International Services Company BP LLC BP Lubricants USA, Inc. BP Marine Ltd. BP North America Inc. BP North America Petroleum, Inc. BP Oil Shipping Company BP Oil, Inc. BP Pipelines (North America) BP plc BP plc, Investment Committee BP plc, Savings Plan Investment Oversight Committee BP Products North America Inc. BP Products North American Inc. BP Safety and Operations Group BP Trinidad and Tobago LLC BP West Coast Products BP West Coast Products, LLC British Petroleum Butamax Advanced Biofuels LLC Ineos Polymers, Inc.	Current Former Current Current Current Former Closed Closed Former Current Current Current Closed Closed Current Current Former Former Current Current Current Current Current Current Current Current Current Current Current
Avenue Capital Group LLC	Avenue Capital Avenue Capital Group Avenue Real Estate Fund LP	Current Current Closed
Babcock & Wilcox Co. Inc. Diamond Power International	The Babcock & Wilcox Company	Closed
Banco Santander SA Sovereign Bank Bank of America	Banco Santander SA Banc of America Securities LLC	Current Closed

Name of Entity Searched	Name of Entity and/or Affiliate of Entity, that is a K&E Client	Status
Merrill Lynch United States Trust Co. of New York	BancAmerica Capital Investors II, L.P. Bank of America Bank of America Capital Investors Bank of America Corporation Bank of America Merrill Lynch Bank of America NT & SA Bank of America, N.A. Benjamin Klein Faruqe Alam Merrill Lynch Merrill Lynch Pierce Fenner & Smith Inc.	Closed Former Current Current Current Closed Former Current Current Current
Bank of New York Boston Safe Deposit & Trust	Alcentra Limited	Closed
Bank of the West BNP Paribas	Bank of the West BNP Paribas BNP Paribas S.A.	Current Current Former
Barclays/London	Barclays Bank plc Barclays Capital Barclays Capital, LLC	Closed Current Current
Batangas Energy Corp. Chevron Chevron Corp. Chevron Natural Gas Chevron USA Inc. Texaco Coalinga Energy Co. Texaco Cogeneration Co. Texaco Midway-Sunset Cogeneration Co. Texaco Nederland BV Texaco Power & Gasification Holdings Inc. Texaco San Ardo Energy Co. Texaco Yoakum Energy Co.	Chevron Corporation	Current
Benetech Inc.	Benetech, Inc. Chicago Growth Partners	Closed Current

Name of Entity Searched	Name of Entity and/or Affiliate of Entity, that is a K&E Client	Status
	David G. Chandler	Current
Bently Nevada Inc. GE Energy Management Services Inc. GE Energy Services GE International Inc. GE Mobile Water Inc. GE Packaged Power, Inc GE Prolec Transformers Inc. GE Railcar Services Corp. General Electric Capital Corp. General Electric Co. General Electric International General Electric International Inc. Heller Financial	Andrew Sorrentino Birchwood Power Partners, L.P. General Electric Company	Former Closed Current
BHP Minerals International Inc.	BHP Billiton Limited	Current
BNSF Railway Co. Kern River Gas Transmission Co. Mid-American Energy Co. MidAmerican Energy Holdings Co. PacifiCorp	BNSF Railway The Pampered Chef, Ltd.	Current Former
Canyon Capital Advisors LLC;	Revel Joint Venture	Closed
Capital Research & Management Co.	The Capital Group Companies, Inc.	Current
Cargo Carriers	CarVal Investors	Current
Chamber of Commerce of the United States of America	Chamber of Commerce of the United States	Current
Champlin Southwest Wind Holdings LLC	Bregal Capital LLP	Current
Charter Communications	Charter Communications Holding Company, LLC Charter Communications, Inc.	Current Current
Chicago City Department of Water (IL) Chicago Department of Business Affairs & Consumer Protection, Public Vehicle Operations Division, City of	City of Chicago	Current

Name of Entity Searched	Name of Entity and/or Affiliate of Entity, that is a K&E Client	Status
Chicago Department of Revenue, City of		
Cisco Systems Inc.	Cisco Consumer Products LLC Cisco Systems, Inc. Cisco-Linksys LLC	Current Current Current
Citi Renewable Investments I LLC Citibank Citibank London Client Service Citibank NA Citicorp North America Inc.	Citi Alternative Investments Citibank, N.A. Citicorp Mezzanine III, L.P. Citigroup Global Markets Asia Limited Citigroup Global Markets Inc. Citigroup Global Markets Ltd. Citigroup Global Markets Realty Corp. Craig Barrack Old Lane Hedge Fund GP, LLC	Former Current Current Current Current Current Current Closed Closed
Clipper Windpower Inc.	Jason Leach Platinum Equity, LLC	Closed Current
Commonwealth Edison Commonwealth Edison Co. Constellation Energy Commodities Group Inc. Exelon Corp. Exelon Generation	Constellation Energy Group various directors of Constellation Energy Group	Current Current
ConocoPhillips Co.	ConocoPhillips (00-21) Pty. Ltd. ConocoPhillips (03-12) Pty. Ltd. ConocoPhillips (03-13) Pty. Ltd. ConocoPhillips (03-19) Pty. Ltd. ConocoPhillips (03-20) Pty. Ltd. ConocoPhillips (03-21) Pty. Ltd. ConocoPhillips (91-12) Pty. Ltd. ConocoPhillips (91-13) Pty. Ltd. ConocoPhillips (95-19) Pty. Ltd. ConocoPhillips (96-16) Pty. Ltd. ConocoPhillips (96-20) Pty. Ltd. ConocoPhillips Australia Pty. Ltd. ConocoPhillips Company	Closed Closed Closed Closed Closed Closed Closed Closed Closed Closed Closed Closed Closed Current

Name of Entity Searched	Name of Entity and/or Affiliate of Entity, that is a K&E Client	Status
	ConocoPhillips JPDA Pty. Ltd. ConocoPhillips Norway ConocoPhillips Pipeline Australia Pty. Ltd. ConocoPhillips STL Pty. Ltd. ConocoPhillips WA-248 Pty. Ltd. Darwin LNG Pty. Ltd. Phillips Indonesia, Inc. Phillips International Investment, Inc. Phillips Petroleum (96-20), Inc. Phillips Petroleum Company Indonesia Phillips Petroleum Company ZOC Pty. Ltd. Phillips Petroleum Production Indonesia, Inc. Phillips Petroleum Timor Sea Pty. Ltd. Phillips Petroleum Timor Sea, Inc.	Closed Current Closed Closed Closed Closed Closed Closed Closed Closed Closed Closed Closed Closed Closed
Cook County Treasurer (IL)	Circuit Court of Cook County Circuit Court of Cook County's Domestic Violence Division	Current Current
Cox Communications	Manheim Automobile Financial Services, Inc.	Current
Dell Dell Financial Services	David Johnson Perot Systems Corporation Perot Systems Revenue Cycle Solutions, Inc.	Closed Closed
Deloitte & Touche LLP Deloitte Consulting LLP	Deloitte LLP	Closed
DeutscheBank	Deutsche Bank AG Deutsche Bank AG, Hong Kong Branch Deutsche Bank Securities Inc. Deutsche Bank Trust Companies, America	Current Current Current Closed
DIRECTV	DIRECTV Customer Services, Inc. DIRECTV Enterprises, LLC	Current Current

Name of Entity Searched	Name of Entity and/or Affiliate of Entity, that is a K&E Client	Status
	DIRECTV Holdings LLC DIRECTV Merchandising, Inc. DIRECTV Operations LLC DIRECTV, Inc. The DIRECTV Group, Inc.	Current Current Current Current Current
DNB Bank	DnB NOR Bank ASA	Closed
Doga Enerji Ya Tirim Isletme ve Ticaret LS Edison Capital Southern California Edison	Southern California Edison Company	Current
Dow Chemical Co. Inc.	Dow AgroSciences Dow Agrosiences LLC Dow Chemical Canada Inc. Dow Chemical Company Dow Corning Corporation Dow Corning Litigation Facility, Inc. Dow Europe GmbH Dow Hydrocarbons & Resources, Inc. Rohm and Haas Rohm and Haas Chemicals LLC Union Carbide Corporation	Current Closed Current Current Current Current Current Closed Current Closed Current Closed Current
DTE Energy Co.	EES Coke Battery, LLC	Closed
Dupont Safety Resources EI DuPont de Nemours & Co.	Butamax Advanced Biofuels LLC E.I. Dupont De Nemours & Company, Inc.	Current Current
Ernst & Young LLP	Ernst & Young LLP	Closed
Florida Power & Light Co. NextEra Energy Inc.	Florida Power & Light Florida Power & Light Company NextEra Energy Resources NextEra Energy Resources, LLC NextEra Energy, Inc.	Current Current Current Current Current
Fuel Tech Inc.	Fuel Tech, Inc.	Closed
GATX Capital Corp.	GATX Chemical Logistics, Inc. GATX Corporation GATX Financial Corporation GATX Rail Austria GmbH	Current Current Current Former

Name of Entity Searched	Name of Entity and/or Affiliate of Entity, that is a K&E Client	Status
	GATX Rail Germany GmbH GATX Rail Locomotive Group GATX Rail Poland GATX Third Aircraft Corp. Jungenthal-Waggon GmbH	Former Current Former Current Former
GenOn Energy Inc. Mirant Corp.	Mirant Corporation	Current
GoldenTree Asset Management LP	GoldenTree Asset Management UK LLP GoldenTree Asset Management, LP	Current Current
Grainger WW Grainger	W.W. Grainger, Inc.	Current
Greenberg Traurig	Greenberg Traurig LLP	Closed
Halcyon Offshore Asset Management LLC	Halcyon Asset Management LLC	Current
Hartney Fuel Oil Hartney Oil	Canyon State Oil Company, Inc. General Petroleum Corporation Hartney Fuel Oil Co. Maxum Petroleum Operating Company Maxum Petroleum, Inc. Paulson Oil Company Pecos, Inc. Petroleum Products, Inc. Rainier Petroleum Corporation Simons Petroleum, Inc. SPI Petroleum LLC Ventura Oil Company, Inc.	Closed Closed Closed Closed Current Closed Closed Closed Closed Closed Closed Closed
Hess Corp.	Board of Directors of Hess Industries, Inc.	Current
Honeywell International Inc.	Honeywell Belgium N.V. Honeywell Europe N.V. Honeywell Fluorine Products Europe B.V. Honeywell International Inc. Honeywell Retirement Earnings Plan	Closed Closed Closed Current Closed

Name of Entity Searched	Name of Entity and/or Affiliate of Entity, that is a K&E Client	Status
	Honeywell Savings and Ownership Plan Honeywell Scanning and Mobility Honeywell Secured Benefit Plan Metrologic Instruments, Inc. Omniplanar Inc. Plan Administrator of Honeywell Retirement Earnings Plan Plan Administrator of Honeywell Savings and Ownership Plan Plan Administrator of Honeywell Secured Benefit Plan UOP, LLC	Closed Current Closed Current Current Closed Closed Closed Current
Houlihan Lokey Capital Inc.	Houlihan Lokey Howard & Zukin	Closed
I-Deal LLC	KKR Asset Management LLC Kohlberg Kravis Roberts & Company Reinhard Gorenflos	Current Current Current
Illinois Department of Revenue Illinois Environmental Protection Agency Illinois EPA Illinois Office of The State Fire Marshall, Division of Boiler & Pressure Vessel Safety Illinois Secretary of State, Department of Business Services	Admissions Review Commission	Closed
Intercon Security	Tyco International Management Company	Current
Intesa Sanpaolo	Banca Intesa Sanpaolo	Closed
JP Morgan Asset Management JPMorgan Chase	Banc One Capital Markets, Inc. Bear Growth Capital Partners, LP Bear, Stearns & Co. Inc. J.P. Morgan Securities (Asia Pacific) Limited J.P. Morgan Securities Asia Pacific Limited	Current Closed Former Current Current

Name of Entity Searched	Name of Entity and/or Affiliate of Entity, that is a K&E Client	Status
	J.P. Morgan Ventures Energy Corporation J.P. Morgan, LLC JP Morgan Asset Management JP Morgan Partners, LLC JP Morgan Securities, Inc. JPMorgan Chase & Co. JPMorgan Chase Bank JPMorgan Chase Bank, N.A. William Wulkan	Closed Former Current Former Current Closed Closed Current Closed
Kiewit Power Constructors Co.	Kiewit Corporation	Closed
KPMG LLP	KPMG LLP KPMG LLP (Canada) KPMG Services (Proprietary) Limited Michael C. Hughes	Current Current Closed Current
Lafarge North America	Lafarge (UK) Services Limited Lafarge S.A.	Current Current
M&T Bank Corp.	Wilmington Trust-London Limited	Current
Macquarie Bank Ltd.	Alex W. Wei Macquarie Agricultural Funds Management Limited Macquarie Bank Limited Macquarie Capital Funds Inc. Macquarie Capital Hong Kong Limited Macquarie Capital USA Inc. Macquarie Communications Infrastructure Group Macquarie Corporate & Asset Finance Macquarie Global Opportunities Partners Macquarie Infrastructure and Real Assets, Inc. Macquarie Infrastructure Company Macquarie Infrastructure Partners II	Current Current Closed Current Current Current Closed Current Current Current Former Former

Name of Entity Searched	Name of Entity and/or Affiliate of Entity, that is a K&E Client	Status
	Morgan Stanley Global Secondary Opportunities Fund Morgan Stanley Investment Management Limited Morgan Stanley Japan Limited Morgan Stanley Mezzanine Partners Morgan, Stanley & Co.	Closed Current Closed Current Current
Morningstar Commodity Data	Morningstar, Inc.	Current
National Association of Manufacturers	National Association of Manufacturers	Closed
Navigant Consulting Inc.	Navigant Consulting	Current
Neuberger Berman LLC	Neuberger Berman Fixed Income LLC	Current
Newark Inone	Premier Farnell plc	Current
NewPage Corp.	Cerberus Capital Management, L.P.	Closed
Nomura Corporate Research & Asset Management	Nomura European Investments Limited Nomura International plc Nomura Securities International, Inc.	Current Current Current
NRG Energy Reliant Energy Inc.	NRG Dunkirk NRG Energy, Inc. Nuclear Innovation North America, LLC	Closed Current Closed
Oaktree Capital Management LP	B. James Ford David Quick GFI Energy Group of Oaktree Capital Management Jordon Kruse Matthew Wilson Oaktree Capital Management UK Oaktree Capital Management, L.P. Oaktree Opportunities Fund OCM Marine Holdings TP, L.P. OCM Principal Opportunities Fund IV, L.P. Ron N. Beck Stephen Kaplan	Current Former Current Former Current Closed Current Former Current Closed Current Current

Name of Entity Searched	Name of Entity and/or Affiliate of Entity, that is a K&E Client	Status
Ohio Valley Coal Co.	Murray Energy Corporation	Current
Oracle America Inc.	BEA Systems, Inc. Oracle America, Inc Oracle Corporation Oracle Systems Corporation	Current Current Current Current
Orange County Tax Collector (CA)	County of Orange, California Orange County (CA) Board of Supervisors	Closed Closed
P. Schoenfeld Asset Management LP	P. Schoenfeld Asset Management	Current
Pacific Investment Management Co. LLC	Allianz Risk Transfer, Inc. Deeside Investments, Inc. Fireman's Fund Insurance Company	Closed Current Current
Peabody Coal Sales	Coalsales, LLC Peabody Energy Corporation	Closed Current
Perella Weinberg Partners	David Schiff Perella Weinberg Partners LP	Current Closed
Portigon WestLB	WestLB AG	Current
PricewaterhouseCoopers LLP	PricewaterhouseCoopers LLP PricewaterhouseCoopers LLP Ontario	Current Current
Principal Global Investors	Principal Enhanced Property Fund Principal Enhanced Property Fund, L.P. Principal Enterprise Capital, LLC, Management Team Principal Global Investors, LLC Principal Life Insurance Company Principal Real Estate Investors LLC	Current Current Closed Closed Closed Current
PSI - Professional Service Industries	Olympus Partners Professional Service Industries, Inc.	Current Current
Rabobank Netherlands	Rabobank Nederland	Current
Ricoh Ricoh Americas Corp. Ricoh USA Program	Ricoh Americas Corporation Ricoh Company, Ltd.	Current Current
Roberts & Schaefer	ENI Holdings, Inc.	Current

Name of Entity Searched	Name of Entity and/or Affiliate of Entity, that is a K&E Client	Status
	VA Tech American Corporation VA Tech Elin EBG VA Tech Elin USA Corporation VA Tech Hydro AG VA Technologie Valeo Sylvania, LLC Voest-Alpine Services & Technology Corp.	Closed Closed Closed Closed Closed Closed Closed
Six Flags Great America	Six Flags Six Flags-Board of Directors	Current Current
Societe Generale TCW Asset Management Co. Inc.	Robert A. Day TCW Crescent Mezzanine Management V, LLC Trust Company of the West	Closed Current Closed
Southwest Town Mechanical	Reedy Industries, Inc. South Town Refrigeration Corp.	Current Closed
Strategic Value Partners LLC	Strategic Value Partners Strategic Value Partners (UK) LLP	Current Current
Sumitomo	Sumitomo Mitsui Banking Corporation Sumitomo Trust and Banking Co. Ltd.	Current Current
Teledyne Monitor Labs	Teledyne Technologies Incorporated	Current
Test America Inc.	Alastair Mills H.I.G. Capital Management, Inc. H.I.G. European Capital Partners LLP H.I.G. Realty Partners Paul Canning	Closed Current Current Current Closed
Thermo Environmental Thermo Fisher Scientific	Thermo Fisher Scientific Inc.	Current
T-Mobile	T-Mobile USA, Inc.	Current
Total Gas & Power North America Inc. Total Petrochemicals USA Inc.	Total E&P USA, Inc.	Current
Union Bank Union Bank NA Union Bank of CA	UnionBanCal Equities, Inc.	Current

Name of Entity Searched	Name of Entity and/or Affiliate of Entity, that is a K&E Client	Status
United Rentals Northwest Inc.	United Rentals, Inc.	Former
UPS	United Parcel Service, Inc.	Current
US Bank	U.S. Bank National Association	Current
Wabtec Global Services	Vestar Capital Partners, Inc. Vestar Capital Partners III, L.P. Vestar Capital Partners Inc. Vestar Capital Partners IV, L.P. Vestar Capital Partners V Vestar Capital Partners VI	Current Current Current Current Current Current
Wells Fargo Bank Wells Fargo Bank NA	Norwest Equity Partners Norwest Venture Partners Wachovia Capital Partners 2006 LLC Wells Fargo Bank, N.A.	Closed Closed Current Current
Western Asset Management Co.	Western Asset Management Ltd.	Closed
York Capital Management LP	Revel Joint Venture York Capital Management	Closed Current

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

In re:)
) Chapter 11
)
EDISON MISSION ENERGY, et al.,¹) 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.

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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.

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