

UNITED STATES BANKRUPTCY COURT  
NORTHERN DISTRICT OF ILLINOIS  
EASTERN DIVISION

|   |   |                                  |
|---|---|----------------------------------|
|   | ) |                                  |
| In re:  | ) | Chapter 11                       |
|   | ) |                                  |
| EDISON MISSION ENERGY, <i>et al.</i> , <sup>1</sup> | ) | Case No. 12-[_____] (____)       |
|   | ) |                                  |
| Debtors.  | ) | (Joint Administration Requested) |
|   | ) |                                  |

**NOTICE OF MOTION**

**PLEASE TAKE NOTICE** that on December 17, 2012, the above-captioned debtors and debtors in possession (collectively, the “Debtors”) filed the *Debtors’ Motion for Joint Administration of Related Chapter 11 Cases* (the “Motion”).

**PLEASE TAKE FURTHER NOTICE** that the Debtors have requested a hearing on the Motion on Monday, December 17, 2012, at a time to be determined before the Honorable [\_\_\_\_\_] or any other judge who may be sitting in [**his/her**] place and stead, in Courtroom [\_\_\_] in the United States Courthouse, 219 South Dearborn Street, Chicago, Illinois, at which time you may appear if you deem fit.

**PLEASE TAKE FURTHER NOTICE** that the hearing date and time once determined as well as copies of all documents are available free of charge by visiting the case website maintained by GCG, Inc. proposed notice and claims agent for these chapter 11 cases, available at [www.edisonmissionrestructuring.com](http://www.edisonmissionrestructuring.com) or by calling (866) 241-6491. You may also obtain copies of any pleadings by visiting the Court’s website at [www.ilnb.uscourts.gov](http://www.ilnb.uscourts.gov) in accordance with the procedures and fees set forth therein.

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<sup>1</sup> The Debtors in these chapter 11 cases, along with the last four digits of each Debtor’s federal tax identification number, include: Edison Mission Energy (1807); Camino Energy Company (2601); Chestnut Ridge Energy Company (6590); Edison Mission Energy Fuel Services, LLC (4630); Edison Mission Fuel Resources, Inc. (3014); Edison Mission Fuel Transportation, Inc. (3012); Edison Mission Holdings Co. (6940); Edison Mission Midwest Holdings Co. (6553); Midwest Finance Corp. (9350); Midwest Generation EME, LLC (1760); Midwest Generation, LLC (8558); Midwest Generation Procurement Services, LLC (2634); Midwest Peaker Holdings, Inc. (5282); Mission Energy Westside, Inc. (0657); San Joaquin Energy Company (1346); Southern Sierra Energy Company (6754); and Western Sierra Energy Company (1447). The location of parent Debtor Edison Mission Energy’s corporate headquarters and the Debtors’ service address is: 3 MacArthur Place, Suite 100, Santa Ana, California 92707.

Dated: December 17, 2012

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

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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**

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In re: )  
EDISON MISSION ENERGY, ) Chapter 11  
Tax I.D. No. XX-XXX1807 ) Case No. 12-[\_\_\_\_\_] (\_\_\_\_)  
Debtor. )  
\_\_\_\_\_ )

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In re: )  
CAMINO ENERGY COMPANY, ) Chapter 11  
Tax I.D. No. XX-XXX2601 ) Case No. 12-[\_\_\_\_\_] (\_\_\_\_)  
Debtor. )  
\_\_\_\_\_ )

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In re: )  
CHESTNUT RIDGE ENERGY COMPANY, ) Chapter 11  
Tax I.D. No. XX-XXX6590 ) Case No. 12-[\_\_\_\_\_] (\_\_\_\_)  
Debtor. )  
\_\_\_\_\_ )

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In re: )  
EDISON MISSION ENERGY FUEL ) Chapter 11  
SERVICES, LLC, ) Case No. 12-[\_\_\_\_\_] (\_\_\_\_)  
Tax I.D. No. XX-XXX4630 )  
Debtor. )  
\_\_\_\_\_ )

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In re: ) Chapter 11  
)  
EDISON MISSION FUEL RESOURCES, ) Case No. 12-[\_\_\_\_\_] (\_\_\_\_)  
INC., )  
)  
Tax I.D. No. XX-XXX3014 )  
Debtor. )  
)  

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In re: ) Chapter 11  
)  
EDISON MISSION FUEL ) Case No. 12-[\_\_\_\_\_] (\_\_\_\_)  
TRANSPORTATION, INC., )  
)  
Tax I.D. No. XX-XXX3012 )  
Debtor. )  
)  

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In re: ) Chapter 11  
)  
EDISON MISSION HOLDINGS CO., ) Case No. 12-[\_\_\_\_\_] (\_\_\_\_)  
)  
)  
Tax I.D. No. XX-XXX6940 )  
Debtor. )  
)  

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In re: ) Chapter 11  
)  
EDISON MISSION MIDWEST HOLDINGS ) Case No. 12-[\_\_\_\_\_] (\_\_\_\_)  
CO., )  
)  
Tax I.D. No. XX-XXX6553 )  
Debtor. )  
)  

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In re: ) Chapter 11  
)  
MIDWEST FINANCE CORP., ) Case No. 12-[\_\_\_\_\_] (\_\_\_\_)  
)  
Tax I.D. No. XX-XXX9350 )  
Debtor. )  
)  

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In re: ) Chapter 11  
)  
MIDWEST GENERATION EME, LLC, ) Case No. 12-[\_\_\_\_\_] (\_\_\_\_)  
)  
Tax I.D. No. XX-XXX1760 )  
Debtor. )

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In re: ) Chapter 11  
)  
MIDWEST GENERATION, LLC, ) Case No. 12-[\_\_\_\_\_] (\_\_\_\_)  
)  
Tax I.D. No. XX-XXX8558 )  
Debtor. )

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In re: ) Chapter 11  
)  
MIDWEST GENERATION ) Case No. 12-[\_\_\_\_\_] (\_\_\_\_)  
PROCUREMENT SERVICES, LLC, )  
)  
Tax I.D. No. XX-XXX2634 )  
Debtor. )

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In re: ) Chapter 11  
)  
MIDWEST PEAKER HOLDINGS, INC., ) Case No. 12-[\_\_\_\_\_] (\_\_\_\_)  
)  
Tax I.D. No. XX-XXX5282 )  
Debtor. )

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In re: ) Chapter 11  
)  
MISSION ENERGY WESTSIDE, INC., ) Case No. 12-[\_\_\_\_\_] (\_\_\_\_)  
)  
Tax I.D. No. XX-XXX0657 )  
Debtor. )

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|                                 |  |                              |
|---------------------------------|--|------------------------------|
| <hr/>                           |  | )                            |
| In re:                          |  | )                            |
|                                 |  | )                            |
| SAN JOAQUIN ENERGY COMPANY,     |  | ) Chapter 11                 |
|                                 |  | )                            |
| Tax I.D. No. XX-XXX1346         |  | ) Case No. 12-[_____] (____) |
| Debtor.                         |  | )                            |
| <hr/>                           |  | )                            |
| In re:                          |  | ) Chapter 11                 |
|                                 |  | )                            |
| SOUTHERN SIERRA ENERGY COMPANY, |  | ) Case No. 12-[_____] (____) |
|                                 |  | )                            |
| Tax I.D. No. XX-XXX6754         |  | )                            |
| Debtor.                         |  | )                            |
| <hr/>                           |  | )                            |
| In re:                          |  | ) Chapter 11                 |
|                                 |  | )                            |
| WESTERN SIERRA ENERGY COMPANY,  |  | ) Case No. 12-[_____] (____) |
|                                 |  | )                            |
| Tax I.D. No. XX-XXX1447         |  | )                            |
| Debtor.                         |  | )                            |
| <hr/>                           |  | )                            |

**DEBTORS' MOTION FOR JOINT ADMINISTRATION OF RELATED CHAPTER 11 CASES**

The above-captioned debtors and debtors in possession (collectively, the “Debtors”) state the following in support of this motion (this “Motion”):<sup>1</sup>

**Relief Requested**

1. By this Motion, the Debtors request entry of an order, substantially in the form attached hereto as **Exhibit A**, directing joint administration of these chapter 11 cases. Specifically, the Debtors request entry of a notice, substantially similar to the following, on the

<sup>1</sup> The facts and circumstances supporting this Motion are set forth in the *Declaration of Maria Rigatti, Senior Vice President and Chief Financial Officer of Edison Mission Energy, in Support of Chapter 11 Petitions and First Day Pleadings* (the “First Day Declaration”), filed contemporaneously herewith.

docket of each of the Debtors other than Edison Mission Energy to reflect the joint administration of these chapter 11 cases:

An order has been entered in accordance with rule 1015(b) of the Federal Rules of Bankruptcy Procedure directing the procedural consolidation and joint administration of these chapter 11 cases of Edison Mission Energy and its affiliated debtors. All further pleadings and other papers shall be filed in, and all further docket entries shall be made in, Case No. 12-[\_\_\_\_\_] (\_\_\_\_).

2. The Debtors also request that the Court maintain one file and one docket for all of the jointly-administered cases under the case of Edison Mission Energy and that the cases be administered under a consolidated caption, as follows:

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

|   |   |                            |  |
|---|---|----------------------------|--|
|   | ) |                            |  |
| In re:  | ) | Chapter 11                 |  |
|   | ) |                            |  |
| EDISON MISSION ENERGY, <u>et al.</u> , <sup>1</sup> | ) | Case No. 12-[_____] (____) |  |
|   | ) |                            |  |
| Debtors.  | ) | (Jointly Administered)     |  |
|   | ) |                            |  |

**Jurisdiction**

3. The United States Bankruptcy Court for the Northern District of Illinois (the “Court”) has jurisdiction over this matter pursuant to 28 U.S.C. §§ 157 and 1334. This matter is a core proceeding within the meaning of 28 U.S.C. § 157(b)(2).

<sup>1</sup> The Debtors in these chapter 11 cases, along with the last four digits of each Debtor’s federal tax identification number, include: Edison Mission Energy (1807); Camino Energy Company (2601); Chestnut Ridge Energy Company (6590); Edison Mission Energy Fuel Services, LLC (4630); Edison Mission Fuel Resources, Inc. (3014); Edison Mission Fuel Transportation, Inc. (3012); Edison Mission Holdings Co. (6940); Edison Mission Midwest Holdings Co. (6553); Midwest Finance Corp. (9350); Midwest Generation EME, LLC (1760); Midwest Generation, LLC (8558); Midwest Generation Procurement Services, LLC (2634); Midwest Peaker Holdings, Inc. (5282); Mission Energy Westside, Inc. (0657); San Joaquin Energy Company (1346); Southern Sierra Energy Company (6754); and Western Sierra Energy Company (1447). The location of parent Debtor Edison Mission Energy’s corporate headquarters and the Debtors’ service address is: 3 MacArthur Place, Suite 100, Santa Ana, California 92707.

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

5. The statutory bases for the relief requested bases herein are section 101(2) of title 11 of the United States Code (the “Bankruptcy Code”), rule 1015(b) of the Federal Rules of Bankruptcy Procedure (the “Bankruptcy Rules”), and rule 1015-1 of the Local Rules for the United States Bankruptcy Court for the Northern District of Illinois (the “Local Rules”).

### **Background**

6. Edison Mission Energy, together with its Debtor and non-Debtor affiliates, is a leading independent power producing enterprise specializing in developing, operating, and selling energy and capacity from over 40 generating facilities in 12 states and the Republic of Turkey. The Debtors have approximately 950 employees and maintain headquarters in Chicago, Illinois and Santa Ana, California.

7. On the date hereof (the “Petition Date”), each of the Debtors filed a petition with this Court under chapter 11 of the Bankruptcy Code. The Debtors continue to operate their businesses and manage their properties as debtors in possession pursuant to sections 1107(a) and 1108 of the Bankruptcy Code. By this Motion, the Debtors request 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.

### **Basis for Relief**

8. Bankruptcy Rule 1015(b) provides for procedural consolidation of cases involving two or more related debtors. Specifically, Bankruptcy Rule 1015(b) provides, in pertinent part, that “[i]f . . . two or more petitions are pending in the same court by or against . . . a debtor and an affiliate, the court may order a joint administration of the estates.” In addition, Local Rule 1015-1 provides that “[t]wo or more cases are related if . . . the cases



involve persons or entities that are affiliates as defined in § 101(2) of the Bankruptcy Code.” The Debtors are affiliates within the meaning of the Bankruptcy Code. Accordingly, the Debtors’ cases are related and this Court is authorized to grant the relief requested herein.

9. Joint administration generally is non-controversial, and courts in this district routinely order joint administration in related cases. See, e.g., In re Play Soccer Chicago LLC, No. 12-30760 (ERW) (Bankr. N.D. Ill. Aug. 29, 2012); In re Shorebank Corp., No. 12-00581 (ABG) (Bankr. N.D. Ill. Jan. 11, 2012); In re GEI-RP (f/k/a Giordano’s Enters., Inc.), No. 11-06098 (ERW) (Bankr. N.D. Ill. Feb. 17, 2011); In re Gas City, Ltd., No. 10-47879 (ERW) (Bankr. N.D. Ill. Oct. 27, 2010); In re XMH Corp. 1 (f/k/a Hartmarx Corp.), No. 09-02046 (BWB) (Bankr. N.D. Ill. Jan. 26, 2009); In re Bridgeview Aerosol, LLC, No. 09-41021 (PSH) (Bankr. N.D. Ill. Nov. 2, 2009); In re Kimball Hill, Inc., No. 08-10095 (SPS) (Bankr. N.D. Ill. Apr. 25, 2008).<sup>3</sup>

10. As set forth in the First Day Declaration, given the integrated nature of the Debtors’ operations, joint administration of these chapter 11 cases will provide significant administrative convenience. Many of the motions, hearings, and orders that will arise in these chapter 11 cases will affect each and every Debtor entity. The entry of an order directing joint administration of these chapter 11 cases will reduce fees and costs by avoiding duplicative filings and objections. Joint administration will also allow the Office of the United States Trustee for the Northern District of Illinois, the Court, and all parties in interest to monitor these chapter 11 cases with greater ease and efficiency.

11. Moreover, joint administration will not adversely affect the Debtors’ respective constituencies because this Motion requests only administrative, not substantive, consolidation of

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<sup>3</sup> Because of the voluminous nature of the orders cited herein, such orders have not been attached to the Motion. Copies of these orders are available upon request to the Debtors’ proposed counsel.

the estates. Thus, parties in interest will not be harmed by the relief requested, but instead, will benefit from the cost reductions associated with the joint administration of these chapter 11 cases. Accordingly, the Debtors submit that the joint administration of these chapter 11 cases is in the best interests of their estates, their creditors, and all other parties in interest.

**Notice**

12. The Debtors have provided notice of this Motion to: (a) the Office of the U.S. Trustee for the Northern District of Illinois; (b) the entities listed on the Consolidated List of Creditors Holding the 30 Largest Unsecured Claims; (c) the indenture trustee for the Debtors' senior unsecured notes; (d) counsel to the ad hoc committee of certain holders of the Debtors' senior unsecured notes; (e) the indenture trustee for the lessor notes related to the Debtors' Powerton generating station in Pekin, Illinois, and units 7 and 8 of the Debtors' Joliet, Illinois, generating station and the pass-through trustee for the related pass-through certificates; (f) counsel to the ad hoc committee of certain holders of pass-through certificates related to the Debtors' Powerton and Joliet generating stations; (g) the owner trusts and the equity investors for the Debtors' Powerton and Joliet generating stations (and their respective counsel, if known); (h) the lender under Debtor Edison Mission Energy's letter-of-credit facility; (i) the state attorneys general for states in which the Debtors conduct business; (j) United States Attorney for the Northern District of Illinois; (k) the Internal Revenue Service; (l) the Securities and Exchange Commission; and (m) the Environmental Protection Agency and similar state environmental agencies for states in which the Debtors conduct business. In light of the nature of the relief requested herein, the Debtors respectfully submit that no further notice is necessary.

**No Prior Request**

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

WHEREFORE, the Debtors respectfully request that the Court enter an order, substantially in the form attached hereto as **Exhibit A**, granting the related relief requested herein and such other and further relief as the Court deems appropriate.

Dated: December 17, 2012

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

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Other than Camino Energy Company*

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*Proposed Counsel to Debtor Camino Energy Company  
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and Debtors in Possession*

**EXHIBIT A**

**Proposed Order**

UNITED STATES BANKRUPTCY COURT  
 NORTHERN DISTRICT OF ILLINOIS  
 Eastern Division

|                        |   |                  |
|------------------------|---|------------------|
| In Re:                 | ) | BK No.: 12-49219 |
| EDISON MISSION ENERGY, | ) |                  |
|                        | ) | Chapter: 11      |
|                        | ) |                  |
|                        | ) |                  |
| Debtor(s)              | ) |                  |

**ORDER DIRECTING JOINT ADMINISTRATION OF RELATED CHAPTER 11 CASES**

Upon the motion (the “Motion”) of the above-captioned debtors and debtors in possession (collectively, the “Debtors”) for entry of an order (this “Order”) directing the joint administration of their related chapter 11 cases, all as more fully set forth in the Motion; and upon the First Day Declaration; and the Court having found that the Court has jurisdiction over this matter pursuant to 28 U.S.C. §§ 157 and 1334; and the Court having found that this is a core proceeding pursuant to 28 U.S.C. § 157(b)(2); and the Court having found that venue of this proceeding and the Motion in this district is proper pursuant to 28 U.S.C. §§ 1408 and 1409; and the Court having found that the relief requested in the Motion is in the best interests of the Debtors’ estates, their creditors, and other parties in interest; and the Court having found that the Debtors provided appropriate notice of the Motion and the opportunity for a hearing on the Motion under the circumstances; and the Court having reviewed the Motion and having heard the statements in support of the relief requested therein at a hearing before the Court (the “Hearing”); and the Court having determined that the legal and factual bases set forth in the Motion and at the Hearing establish just cause for the relief granted herein; and upon all of the proceedings had before the Court; and after due deliberation and sufficient cause appearing therefor, it is HEREBY ORDERED THAT:

1. The Motion is granted as set forth herein. Capitalized terms used but not otherwise defined herein shall have the meanings ascribed to them in the Motion.
2. The above-captioned chapter 11 cases are consolidated for procedural purposes only and shall be jointly administered by this Court under Case No. 12-49219 (\_\_\_).
3. The caption of the jointly administered cases shall read as follows:

UNITED STATES BANKRUPTCY COURT  
 NORTHERN DISTRICT OF ILLINOIS  
 EASTERN DIVISION

|                                |   |                         |
|--------------------------------|---|-------------------------|
|                                | ) |                         |
| In re:                         | ) | Chapter 11              |
|                                | ) |                         |
| EDISON MISSION ENERGY, et al., | ) | Case No. 12-49219 (___) |
|                                | ) |                         |
| Debtors.                       | ) | (Jointly Administered)  |
|                                | ) |                         |

4. A docket entry shall be made in each of the above-captioned cases substantially as follows:

An order has been entered in accordance with rule 1015(b) of the Federal Rules of Bankruptcy Procedure directing the procedural consolidation and joint administration of these chapter 11 cases of Edison Mission Energy and its affiliated debtors. All further pleadings and other papers shall be filed in, and all further docket entries shall be made in, Case No. 12-49219 (\_\_\_).

5. The Clerk of the United States Bankruptcy Court for the Northern District of Illinois (the "Clerk's Office") shall maintain one consolidated docket and one file for these chapter 11 cases. The Debtors' notice, claims, and solicitation agent shall maintain one consolidated service list on behalf of the Clerk's Office.

6. Nothing contained in the Motion or this order shall be deemed or construed as directing or otherwise effecting a substantive consolidation of the Debtors' chapter 11 cases.

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

8. 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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