

UNITED STATES BANKRUPTCY COURT  
NORTHERN DISTRICT OF ILLINOIS  
Eastern Division

In Re: )  
EDISON MISSION ENERGY, et al., )  
)  
)  
)  
)  
)  
Debtor(s) )

BK No.: 12-49219  
(Jointly Administered)  
Chapter: 11  
Honorable Jacqueline Cox

Re: Docket No. 640

**ORDER (A) SETTING BAR DATES FOR FILING  
PROOFS OF CLAIM, INCLUDING 503(B)(9) PROOFS OF  
CLAIM AND (B) APPROVING THE FORM AND MANNER OF NOTICE THEREOF**

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

1. The Motion is granted as set forth herein. Capitalized terms used but not otherwise defined herein shall have the meanings ascribed to them in the Motion.
2. Except as otherwise set forth herein, all Claimants (other than governmental units) holding or wishing to assert a Claim that arose before the Petition Date against the Debtors in these chapter 11 cases are required to file a Proof of Claim by June 17, 2013, the General Bar Date.
3. Except as otherwise set forth herein, the Bar Date for all governmental units to file a Proof of Claim in these chapter 11 cases is June 17, 2013.
4. In the event that the Debtors amend their Schedules to reduce, delete, or change the status of a Claim in the Schedules, the bar date for filing a Proof of Claim with respect to such Claim shall be the later of (i) the General Bar Date and (ii) 30 days after the applicable Claimant is served with notice that the Debtors have amended their Schedules reducing, deleting, or changing the status of such Claim.
5. Except as otherwise set forth in any order authorizing the rejection of an executory contract or unexpired lease, the Bar Date by which a Proof of Claim relating to the Debtors' rejection of such

contract or lease must be filed by the latest of: (a) the General Bar Date; (b) 30 days after the date of the entry of any order authorizing the rejection of an executory contract or unexpired lease; and (c) 30 days after the effective date of the rejection of such executory contract or unexpired lease.

6. The Bar Dates apply to all Claims held or to be asserted against the Debtors, including the following:

a. any Claim that is listed in the Schedules as “contingent,” “unliquidated,” “disputed” (or any combination thereof) if the applicable Claimant desires to participate in these chapter 11 cases or share in any distribution in these chapter 11 cases on account of such Claim;

b. any Claim that is listed in the Schedules that the applicable Claimant believes should be listed or classified other than as set forth in the Schedules;

c. any Claim against the Debtors that is not listed in the applicable Schedules; and

d. any Claim under section 503(b)(9) of the Bankruptcy Code for goods received by the Debtors within 20 days before the Petition Date.

7. A Proof of Claim need not be filed by any Claimant holding or wishing to assert Claims against the Debtors of the types set forth in clauses (a) through (e) below:

a. any Claims listed in the Debtors’ Schedules or any amendments thereto, which are not listed as “contingent,” “unliquidated,” “disputed” (or any combination thereof) and are not disputed by the Claimant holding such Claim as to nature, amount, or classification;

b. any Claims for which a Proof of Claim has already been filed with the Court;

c. any Claims that are limited exclusively to the repayment of principal, interest and/or other applicable fees, and charges (“Debt Claim”) owed under any bond debenture or note issued by the Debtors (a “Debt Instrument”); provided, however: (i) an indenture trustee under a Debt Instrument (the “Indenture Trustee”) must file one Proof of Claim, on or before the General Bar Date, with respect to all of the amounts owed under such Debt Instruments and (ii) any holder of a Debt Claim wishing to assert a Claim, other than a Debt Claim, arising out of or relating to a Debt Instrument must file a Proof of Claim on or before the General Bar Date, unless another exception in this paragraph 7 applies;

d. any Claims previously allowed by, or paid pursuant to, an order of the Court; and

e. any Claims allowable under section 503(b) and 507(a)(1) of the Bankruptcy Code as administrative expenses of the Debtors’ chapter 11 cases, with the exception of Claims allowable under section 503(b)(9) of the Bankruptcy Code, which shall be filed as provided above.

8. The Committee and the ad hoc group of certain holders of Edison Mission Energy’s senior unsecured notes (the “Noteholder Group”) may request of the Debtors reasonable information (including, without limitation, supporting documentation sufficient for a validly and properly filed Proof of Claim) regarding any Claim against any Debtor held by any Debtor or non-Debtor direct or indirect subsidiary of Debtor Edison Mission Energy (each an “Intercompany Claim”), and the Debtors shall make commercially reasonable efforts to provide such information within a reasonable time period after receipt of such request. Without limiting any other rights they may have, the Committee and the

Noteholder Group shall have and maintain the rights to object to any Intercompany Claim in accordance with applicable Bankruptcy Code provisions and Bankruptcy Rules.

9. For the avoidance of doubt, any affiliate of the Debtors that holds a Claim and is not a Debtor or not a non-Debtor direct or indirect subsidiary of Debtor Edison Mission Energy, including, without limitation, Edison International and Southern California Edison, shall be required to file a Proof of Claim in accordance with this Order.

10. The Debtors retain the right to: (a) dispute and assert offsets or defenses against any filed Claim or any Claim whether or not listed or reflected in the Schedules as to the nature, amount, liability, classification, or otherwise of such Claim; and (b) subsequently designate any Claim as contingent, unliquidated, or disputed.

11. Unless otherwise ordered by the Court, pursuant to Bankruptcy Rule 3003(c)(2), any Claimant, including any Claimant holding a Claim arising under section 503(b)(9) of the Bankruptcy Code, who is required, but fails, to file a Proof of Claim in accordance with this Order on or before the applicable Bar Date or by other order of the Court, shall be barred, stopped, and enjoined from asserting such Claim against the Debtors (or filing a Proof of Claim with respect thereto), and the Debtors' property shall be forever discharged from any and all indebtedness or liability with respect to such Claim, and such holder shall not (a) be treated as a creditor with respect to such Claim; (b) be permitted to vote to accept or reject any plan of reorganization filed in these chapter 11 cases; (c) participate in any distribution in these chapter 11 cases on account of such Claim; or (d) be permitted to receive further notices regarding such Claim.

12. For any Proof of Claim to be validly and properly filed, a signed original of the completed Proof of Claim, together with accompanying documentation, must be delivered to the Claims Agent at the address set forth on the Bar Date Notice attached hereto as Exhibit 1 so as to be received no later than 4:00 p.m. (prevailing Central Time) on the respective Bar Date.

13. Each Proof of Claim must: (a) be written in English; (b) include a Claim amount denominated in United States dollars; (c) conform substantially with the applicable Proof of Claim form included with the Bar Date Notice or Official Form 10; and (d) be signed by the Claimant or if the Claimant is not an individual, by an authorized agent of the Claimant.

14. Each Proof of Claim must include supporting documentation (or, if such documentation is voluminous, include a summary of such documentation) or an explanation as to why such documentation is not available; provided, that a Proof of Claim may be submitted without supporting documentation upon the prior written consent of the Debtors and any other party in interest; provided further that any Claimant that received such written consent shall be required to transmit such written consent to the Debtors or other party in interest upon request no later than 10 days from the date of such request.

15. Claimants are permitted to submit Proofs of Claim in person, by courier service, overnight delivery, or first class U.S. mail only; facsimile and electronic mail submissions are not acceptable. Proofs of Claim are deemed filed when actually received by the Claims Agent (not the date of the postmark). If a Claimant wishes to receive acknowledgment of receipt of such Claimant's Proof of Claim, such Claimant must submit a copy of the Proof of Claim and a self-addressed, stamped envelope to the Claims Agent along with the original Proof of Claim.

16. The form of the Bar Date Notice annexed hereto as Exhibit I is approved and shall be deemed adequate and sufficient. The Bar Date Notice shall be mailed by the Claims Agent by first class U.S. mail, postage prepaid, to the address of the Claimant as it appears on the Debtors' books and records no later than five days after the entry of the Proposed Order, but in no event later than 30 days before the earliest Bar Date, to all known Claimants holding potential Claims.

17. The Debtors are directed to give notice of the Bar Dates by publishing the Bar Date Notice once each in the Chicago Tribune and the national edition of The New York Times. Additionally, the Debtors are hereby authorized, but not required, to publish the Bar Date Notice at such times and in such trade or other publications as the Debtors shall determine. Such notices, if published, shall be published on or before 30 days before the earliest Bar Date.

18. The Debtors are authorized to enter into such transactions to cause such publication to be made and to make reasonable payments required for such publications.

19. Provision of notice of the Bar Dates as set forth in this Order, in the manner set forth herein, constitutes adequate and sufficient notice of each of the Bar Dates and is deemed to satisfy all applicable notice requirements.

20. All Claimants that rely on the Schedules with respect to filing a Proof of Claim in these chapter 11 cases are responsible for determining that their Claims are accurately listed therein.

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

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

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

24. Notwithstanding the possible applicability of Bankruptcy Rules 6004(h), 7062, 9014 or otherwise, the terms and conditions of this Order shall be immediately effective and enforceable upon its entry.

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

Enter:

*Jacqueline P. Cox*

*J. Cox*

United States Bankruptcy Judge

Dated:

*April 10, 2013*

Prepared by:

James H.M. Sprayregen, P.C.

David R. Seligman, P.C.

Sarah Hiltz Seewer

KIRKLAND & ELLIS LLP

300 North LaSalle

Chicago, Illinois 60654  
Telephone: (312) 862-2000  
Facsimile: (312) 862-2200

- and -

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

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

- and -

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

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

**EXHIBIT 1**

**Bar Date Notice**



liabilities (the “Schedules”) as “contingent,” “unliquidated,” “disputed” (or any combination thereof) if the holder of such Claim desires to participate in any of these chapter 11 cases or share in any distribution in these chapter 11 cases account of such Claim; (b) any Claim that is listed in the Schedules that the holder of such Claim believes should be listed or classified other than as set forth in the Schedules; (c) any Claim against the Debtors that is not listed in the applicable Schedules; and (d) any Claim under section 503(b)(9) of the Bankruptcy Code for goods received by the Debtors within 20 days before the Petition Date.

Any Claimant whose Claim has been reduced, deleted, or the status of which has been changed in connection with the Debtors amending the Schedules must file a Proof of Claim with respect to such Claim on or before the later of: (i) the applicable Bar Dates; and (ii) 30 days after such Claimant is served with notice that the Debtors have amended their Schedules (the “Amended Schedule Bar Date”).

## 2. WHO NEED *NOT* FILE A PROOF OF CLAIM

A Proof of Claim need *not* be filed on or before the applicable Bar Dates for Claims asserted against the Debtors of the types set forth below:

- (a) any Claims listed in the Debtors’ Schedules or any amendments thereto, which are *not* listed as “contingent,” “unliquidated,” “disputed” (or any combination thereof) and are *not* disputed by the Claimant holding such Claim as to nature, amount, or classification;
- (b) any Claims for which a Proof of Claim has already been filed with the Court;
- (c) any Claims that are limited exclusively to the repayment of principal, interest and/or other applicable fees, and charges (“Debt Claim”) owed under any bond debenture or note issued by the Debtors (a “Debt Instrument”); provided, however: (i) an indenture trustee under a Debt Instrument (the “Indenture Trustee”) must file one Proof of Claim, on or before the General Bar Date, with respect to all of the amounts owed under such Debt Instruments and (ii) any holder of a Debt Claim wishing to assert a Claim, other than a Debt Claim, arising out of or relating to a Debt Instrument must file a Proof of Claim on or before the General Bar Date, unless another exception in this paragraph 10 applies;
- (d) any Claims previously allowed by, or paid pursuant to, an order of the Court; and
- (e) any Claims allowable under section 503(b) and 507(a)(1) of the Bankruptcy Code as administrative expenses of the Debtors’ chapter 11 cases, with the exception of Claims allowable under section 503(b)(9) of the Bankruptcy Code, which shall be filed as provided above.

## 3. CLAIMS BASED ON REJECTION OF EXECUTORY CONTRACTS AND UNEXPIRED LEASES

For a Claim that arises out of the rejection of an executory contract or an unexpired lease, the Claimant holding such Claim must file a Proof of Claim on or before the latest of: (a) the



applicable Bar Dates; (b) 30 days after the date of entry of any order authorizing the rejection of an executory contract or unexpired lease; and (c) 30 days after the effective date of the rejection of such executory contract or unexpired lease (the "Rejection Bar Date").

**4. WHEN AND WHERE TO FILE PROOFS OF CLAIM**

Except as provided herein, the Bar Date Order requires that any Claims against the Debtors be filed with the claims agent appointed by the Bankruptcy Court, the Garden City Group, Inc. (the "Claims Agent"), by submitting a Proof of Claim, so that such Proof of Claim is *actually received* on or before 4:00 p.m. (prevailing Central Time) on the applicable Bar Date at the following address:

*If by regular mail*  
**Edison Mission Energy. et al.**  
c/o GCG, Inc.  
P.O. Box 9942  
Dublin, OH 43017-5942

or

*If by messenger or overnight delivery*  
**Edison Mission Energy Claims Processing**  
c/o GCG, Inc.  
5151 Blazer Parkway, Suite A  
Dublin, OH 43017

Proofs of Claim are deemed filed only when they are actually received by the Claims Agent (not the date of the postmark). Submission by facsimile and electronic mail will *not* be accepted.

**5. CONSEQUENCES OF FAILURE TO FILE A PROOF OF CLAIM BY THE BAR DATES**

**PLEASE TAKE NOTICE THAT, UNLESS OTHERWISE ORDERED BY THE COURT, ANY CLAIMANT THAT IS REQUIRED TO FILE A PROOF OF CLAIM IN THESE CHAPTER 11 CASES BUT FAILS TO DO SO BY ON OR BEFORE 4:00 P.M. (PREVAILING CENTRAL TIME) ON THE APPLICABLE BAR DATE MAY BE FOREVER BARRED, ESTOPPED, AND ENJOINED FROM: (i) ASSERTING ANY CLAIM AGAINST THE DEBTORS (OR FILING A PROOF OF CLAIM WITH RESPECT THERETO) THAT (A) IS NOT LISTED IN THE SCHEDULES, (B) IS IN AN AMOUNT THAT EXCEEDS THE AMOUNT, IF ANY, THAT IS SET FORTH IN THE SCHEDULES OR (C) IS OF A DIFFERENT NATURE OR IN A DIFFERENT CLASSIFICATION (ANY SUCH CLAIM IS REFERRED TO AS AN "UNSCHEDULED CLAIM"); AND (ii) VOTING UPON, OR RECEIVING DISTRIBUTIONS UNDER, ANY PLAN OF REORGANIZATION IN RESPECT OF AN UNSCHEDULED CLAIM; AND THE DEBTORS AND ITS PROPERTY WILL BE FOREVER DISCHARGED FROM**

**ANY AND ALL INDEBTEDNESS OR LIABILITY WITH RESPECT TO SUCH UNSCHEDULED CLAIM.**

**6. ACCESS TO PROOFS OF CLAIM**

A Proof of Claim form and a copy of the Bar Date Order may be obtained by contacting the Claims Agent at GCG, Inc., P.O. Box 9942, Dublin, Ohio, 43017-5942, Telephone: 1-866-241-6491 or by accessing the Claims Agent's case website at [www.edisonmissionrestructuring.com](http://www.edisonmissionrestructuring.com). The Claims Agent cannot advise you whether you should file a Proof of Claim. Notwithstanding anything set forth in this Notice of Bar Dates, the Debtors retain the right to: (i) dispute and assert offsets or defenses against any filed Claim or any Claim listed or reflected in the Schedules as to the nature, amount, liability, classification or otherwise of such Claim; and (ii) subsequently designate any Claim as contingent, unliquidated, disputed, or any combination thereof.

**The fact that you received this Notice does not mean that you have a Claim against the Debtors. You should consult your own attorney or other professional advisor to determine whether you hold a Claim against the Debtors. Neither the Debtors' counsel nor the Bankruptcy Court Clerk's Office can give you legal advice.**

Chicago, Illinois

Dated: \_\_\_\_\_, 2013

EDISON MISSION ENERGY, et al.  
Debtors