

UNITED STATES BANKRUPTCY COURT
NORTHERN DISTRICT OF ILLINOIS
EASTERN DIVISION

)	
In re:)	Chapter 11
)	
EDISON MISSION ENERGY, <u>et al.</u> , ¹)	Case No. 12-49219 (JPC)
)	
Debtors.)	(Jointly Administered)
)	

DEBTORS’ MOTION FOR ORDER APPLYING CERTAIN ORDERS IN INITIAL DEBTORS’ CHAPTER 11 CASES TO HOMER CITY DEBTORS

Edison Mission Energy and certain of its affiliates, as debtors and debtors in possession (collectively, the “Initial Debtors”), together with EME Homer City Generation L.P., Edison Mission Finance Co., and Homer City Property Holdings, Inc., as debtors and debtors in possession (collectively, the “Homer City Debtors” and, together with the Initial Debtors, the “Debtors”), respectfully state the following in support of this motion (this “Motion”).²

Relief Requested

1. By this Motion, the Debtors request entry of an order, substantially in the form attached hereto as **Exhibit A**, applying certain orders previously entered in the Initial Debtors’ chapter 11 cases (collectively, and as set forth below, the “Initial Debtors’ Orders”) to the Homer

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 Finance Co. (9202); Midwest Holdings Co. (6553); EME Homer City Generation L.P. (6938); Homer City Property Holdings, Inc. (1685); Midwest Finance Corp. (9350); Midwest Generation EME, LLC (1760); Midwest Generation, LLC (8558); Midwest Generation Procurement Services, LLC (2634); Midwest Peaker Holdings, Inc. (5282); Mission Energy Westside, Inc. (0657); San Joaquin Energy Company (1346); Southern Sierra Energy Company (6754); and Western Sierra Energy Company (1447). The location of parent Debtor Edison Mission Energy’s corporate headquarters and the Debtors’ service address is: 3 MacArthur Place, Suite 100, Santa Ana, California 92707.

² The facts and circumstances supporting this Motion are set forth in the *Declaration of Maria Rigatti in Support of Chapter 11 Petitions of and First Day Relief for Homer City Debtors* (the “Rigatti Declaration”), filed contemporaneously herewith.

City Debtors in their respective chapter 11 cases, effective *nunc pro tunc* to the date of commencement of the Homer City Debtors' chapter 11 cases (the "Homer City Petition Date").

2. Specifically, the Debtors request that the Court apply the following Initial Debtors' Orders to the Homer City Debtors and their respective chapter 11 cases:

- a. *Order Granting Application to Employ GCG, Inc. as Notice, Claims, and Solicitation Agent for Debtors*, dated December 18, 2012 [Docket No. 126];
- b. *Order Approving Approve Case Management Procedures*, dated December 19, 2012 [Docket. No. 128];
- c. *Final Order Approving Payment of Certain Taxes and Fees*, dated January 17, 2013 [Docket No. 309];
- d. *Order Authorizing Employment and Retention of Kirkland & Ellis LLP as Attorneys for Debtors and Debtors in Possession Nunc Pro Tunc to the Petition Date*, dated January 17, 2013 [Docket No. 321];
- e. *Order Approving Expedited Procedures to Reject or Assume Executory Contracts and Unexpired Leases*, dated January 17, 2013 [Docket No. 323];
- f. *Order Approving an Effective Date for Notice and Sell-Down Procedures for Trading in Claims against the Debtors' Estates*, dated December 17, 2012 [Docket No. 326];
- g. *Order Authorizing the Debtors to Retain and Employ McDonald Hopkins LLC as Counsel to Debtor Camino Energy Company and as Conflicts Counsel to the Debtors*, dated January 17, 2013 [Docket No. 328];
- h. *Order Authorizing the Debtors to Employ and Retain McKinsey Recovery & Transformation Services U.S., LLC as Restructuring Advisor for the Debtors and Debtors in Possession Nunc Pro Tunc to the Petition Date*, dated January 17, 2013 [Docket No. 329];
- i. *Order Approving Procedures for Interim Compensation and Reimbursement of Expenses for Professionals and Official Committee Members*, dated January 17, 2013 [Docket No. 331];
- j. *Order Authorizing the Employment and Retention of Perella Weinberg Partners as Investment Banker and Financial Advisor for the Debtors and Debtors in Possession Nunc Pro Tunc to the Petition Date*, dated February 20, 2013 [Docket No. 524];

- k. *Order Authorizing the Committee to Employ and Retain Perkins Coie LLP as Its Co-Counsel*, dated February 20, 2013 [Docket No. 526];
- l. *Order Granting Application of the Official Committee of Unsecured Creditors of Edison Mission Energy, et al., to Retain and Employ FTI Consulting, Inc. as Financial Advisor Nunc Pro Tunc to January 7, 2013*, dated February 20, 2013 [Docket No. 527];
- m. *Order Granting Application of the Official Committee of Unsecured Creditors of Edison Mission Energy, et al., to Retain and Employ Akin Gump Strauss Hauer & Feld LLP as Counsel Nunc Pro Tunc to January 7, 2013*, dated February 20, 2013 [Docket No. 528];
- n. *Order Pursuant to 11 U.S.C. § 105(a), 1102(b)(3)(A), and 1103(c) (I) Clarifying Scope and Establishing Procedures in Connection with Creditor Access to Information under 11 U.S.C. § 1102(b)(3)(A) and (II) Authorizing the Retention of GCG, Inc. as Information Agent in Connection Therewith Nunc Pro Tunc to January 7, 2013*, dated February 20, 2013 [Docket No. 531];
- o. *Order Granting Application of the Official Committee of Unsecured Creditors of Edison Mission Energy, et al., to Retain and Employ Blackstone Advisory Partners L.P. as Investment Banker and Financial Advisor Nunc Pro Tunc to January 7, 2013*, dated February 20, 2013 [Docket No. 535];
- p. *Order Extending Time for Removal of Civil Actions*, dated March 20, 2013 [Docket No. 629];
- q. *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*, dated April 10, 2013 [Docket No. 669] (such order, the “Bar Date Order”), provided the General Bar Date (as defined therein) shall be extended through July 15, 2013, and the Governmental Bar Date (as defined therein) shall be extended through October 29, 2013;
- r. *Order Extending Time Within Which the Debtors Must Assume or Reject Unexpired Leases of Nonresidential Real Property*, dated April 10, 2013 [Docket No. 670]; and
- s. *Second Amended Interim Order for Authorization to (A) Continue Using Cash Management System; (B) Maintain Existing Bank Accounts and Business Forms; (C) Maintain Existing Investment Practices; (D) Continue Intercompany Transactions; and (E) Grant Superpriority Administrative Expense Status to Postpetition Intercompany Payments*, dated April 10, 2013 [Docket No. 671].

3. For the avoidance of doubt, the Initial Debtors' Orders will remain in full force and effect and will govern the Homer City Debtors' activities under the Initial Debtors' Orders.

Jurisdiction

4. 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).

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

6. The statutory basis for the relief requested herein are sections 105(a), 363, 1107(a), and 1108 of the Bankruptcy Code.

Background

7. 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 approximately 40 generating facilities in 12 states and the Republic of Turkey. The Debtors have approximately 925 employees and maintain headquarters in Chicago, Illinois and Santa Ana, California.

8. On December 17, 2012 (the "First Petition Date"), the Initial Debtors filed voluntary petitions with this Court under chapter 11 of the Bankruptcy Code. The Initial 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. On December 18, 2012, the Court entered an order [Docket No. 115] approving procedural consolidation and joint administration of these chapter 11 cases pursuant to Bankruptcy Rule 1015(b) (as amended by the Court's order entered on December 21, 2012 [Docket No. 154]).

9. Similarly, on the date hereof, each of the Homer City Debtors filed a voluntary petition with this Court under chapter 11 of the Bankruptcy Code. The Homer City Debtors are

managing 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 the chapter 11 cases of the Homer City Debtors and the Initial Debtors pursuant to Bankruptcy Rule 1015(b).

10. No party has requested the appointment of a trustee or examiner in these chapter 11 cases. On January 7, 2013, the U.S. Trustee for the Northern District of Illinois appointed an official committee of unsecured creditors (the "Committee") in these chapter 11 cases [Docket No. 202] (as amended on January 18, 2013 [Docket No. 308]).

The Homer City Debtors' Chapter 11 Cases

11. To eliminate the need to file duplicative applications and motions and reduce the burdens on this Court and parties in interest, the Debtors now seek to apply the Initial Debtors' Orders to the Homer City Debtors. Had the Homer City Debtors filed chapter 11 petitions at the same time as the Initial Debtors, the Homer City Debtors would have been movants with respect to the Initial Debtors' Orders. By proceeding in the manner of this Motion, the Debtors seek to streamline the process for requesting such relief, while at the same time providing the same requisite facts and justification for such relief as if the Homer City Debtors had filed such motions.

12. By this Motion, the Debtors do *not* request that all orders entered in the Initial Debtors' chapter 11 cases apply to the Homer City Debtors and their chapter 11 cases. Rather, the Debtors seek only that relief necessary for the Homer City Debtors' administration of their chapter 11 cases. Upon entry of the Order, each of the Initial Debtors' Orders would apply to the Homer City Debtors as if the Homer City Debtors had commenced their chapter 11 cases on the First Petition Date, with the exception that such orders will be effective as of the Homer City Petition Date or as explicitly set forth in this Motion.

13. To the extent that the Homer City Debtors identify any additional prior orders that should apply to their chapter 11 cases, the Homer City Debtors propose that they will file a notice with the Court and that absent an objection within fourteen (14) calendar days to any such notice, any newly identified orders will be deemed applicable to the Homer City Debtors effective *nunc pro tunc* to the date provided in the notice.

14. In sum, the relief requested herein is necessary for the Homer City Debtors to smoothly transition into chapter 11 with a minimum of delay, cost, and expense for the benefit of all parties in interest.

Basis for Relief

I. The Initial Debtors' Orders Should Be Made Applicable to the Homer City Debtors' Chapter 11 Cases to Facilitate the Homer City Debtors' Smooth Transition Into Chapter 11.

15. Section 105(a) of the Bankruptcy Code provides, in relevant part that “[t]he court may issue any order, process, or judgment that is necessary or appropriate to carry out the provisions of this title.” 11 U.S.C. § 105(a). Pursuant to section 105(a) of the Bankruptcy Code, the Court has equitable powers to fashion any order or decree that is necessary to implement the Bankruptcy Code’s policies and principles if the decree is in the interest of preserving or protecting the value of a debtor’s assets. See In re Kmart Corp., 359 F.3d 866, 871 (7th Cir. 2004); see also In re Chinichian, 784 F.2d 1440, 1443 (9th Cir. 1986) (“Section 105 sets out the power of the bankruptcy court to fashion orders as necessary pursuant to the purposes of the Bankruptcy Code.”); Bird v. Crown Convenience (In re NWFEX, Inc.), 864 F.2d 588, 590 (8th Cir. 1988) (“The overriding consideration in bankruptcy . . . is that equitable principles govern.”); In re Cooper Props. Liquidating Trust, Inc., 61 B.R. 531, 537 (Bankr. W.D. Tenn. 1986) (“The Bankruptcy Court is one of equity and as such it has a duty to protect

whatever equities a debtor may have in property for the benefit of its creditors as long as that protection is implemented in a manner consistent with the bankruptcy laws.”).

16. The relief requested by this Motion seeks to implement the Bankruptcy Code’s policies and principles by directing that the Initial Debtors’ Orders, each of which were authorized by an applicable provision of the Bankruptcy Code and for which the Court has already made the requisite factual findings, be made applicable to the Homer City Debtors’ chapter 11 cases. See Kmart, 359 F.3d at 871. While each of the Initial Debtors’ Orders has an independent basis for entry, the Initial Debtors’ Orders are equally applicable to the Homer City Debtors’ chapter 11 cases and the Debtors are *not* seeking relief that has not been previously approved by the Court or that is otherwise inconsistent with the Bankruptcy Code.

17. The relief requested in this Motion is necessary for Homer City Debtors to smoothly transition into chapter 11 and to maximize the value of Homer City Debtors’ estates for the benefit of all parties in interest. The Homer City Debtors require the protections and authorizations in the Initial Debtors’ Orders to enter chapter 11 in an orderly manner and to protect the Debtors’ assets. If this Motion is not granted, the Homer City Debtors would seek substantially the same substantive relief granted in the Initial Debtors’ Orders because the Initial Debtors’ Orders address many of the matters that most debtors must deal with in their chapter 11 cases, including, among other things, the retention and compensation of professionals, the payment of taxes, and the continuation of the Debtors’ cash management system. Entry of an order directing that the Initial Debtors’ Orders be made applicable to the Homer City Debtors will obviate the need for duplicative notices, motions, applications, and orders to be filed in the chapter 11 cases of Homer City Debtors.

18. Had the Homer City Debtors filed chapter 11 petitions at the same time as the Initial Debtors, they would have been movants with respect to the Initial Debtors' Orders, and each of those orders likely would apply to the Homer City Debtors already. By proceeding in the manner of this Motion, the Debtors seek to streamline the process for requesting such relief, while at the same time providing the same requisite facts and justification for such relief as if the Homer City Debtors had filed such motions, thereby maximizing the value of the estates. Further, the relief requested herein, if granted, would not provide the Homer City Debtors with any rights or benefits beyond those of the Initial Debtors (and that they would not enjoy had they commenced their chapter 11 cases on the First Petition Date).

19. Further, to the extent that section 363 of the Bankruptcy Code is applicable to the relief provided in the Initial Debtors' Orders, the Homer City Debtors are entitled to the relief provided under such orders. Specifically, section 363(c)(1) of the Bankruptcy Code provides that a debtor in possession "may enter into transactions, including the sale or lease of property of the estate, in the ordinary course of business, without notice or a hearing, and may use property of the estate in the ordinary course of business without notice or a hearing." 11 U.S.C. § 363(c)(1). Pursuant to sections 1107 and 1108 of the Bankruptcy Code, the Homer City Debtors are managing their businesses and properties as a debtor in possession.

20. In addition, section 363(b) of the Bankruptcy Code authorizes a bankruptcy court, after notice and a hearing, to authorize a debtor to "use, sell, or lease, other than in the ordinary course of business, property of the estate." 11 U.S.C. § 363(b)(1). Courts generally hold that a debtor's decision to enter into a transaction outside of the ordinary course of business is governed by the business judgment standard. See Fulton State Bank v. Schipper (In re Schipper), 933 F.2d 513, 515 (7th Cir. 1991) (noting that the criteria for approval of a transaction under

section 363(b) of the Bankruptcy Code is whether the debtor has “an articulated business justification”).

21. Here, the Homer City Debtors only seek authority to administer their chapter 11 cases and continue their limited business functions in the ordinary course of business. Nonetheless, to the extent that the relief requested in this Motion would permit the Homer City Debtors to use estate property outside of the ordinary course of business, cause exists for the Court to grant such permission. See, e.g., Armstrong v. LaSalle Bank Nat'l Ass'n, 446 F.3d 728, 733 (7th Cir. 2006) (noting that “business-judgment rule . . . decrees a light hand for a court asked to invalidate a business decision”). Consistent with a debtor’s fiduciary duties, where there is a sound business purpose for the payment of prepetition obligations, such as prepetition obligations subject to the Initial Debtors’ Orders, and where the debtor is able to “articulate some business justification, other than the mere appeasement of major creditors,” courts have authorized debtors to make such payments under section 363(b) of the Bankruptcy Code. See, e.g., Kmart, 359 F.3d at 872 (recognizing that payment of prepetition claims may be permitted under section 363, but holding that debtor’s evidentiary record did not support paying prepetition claims of vendors); In re Tropical Sportswear Int’l Corp., 320 B.R. 15, 20 (Bankr. M.D. Fla. 2005) (recognizing that section 363 is a source of authority to pay certain prepetition payments, and section 105 may be used to fill in gaps); In re Ionosphere Clubs, Inc., 98 B.R. 174, 175 (Bankr. S.D.N.Y. 1989) (finding that sound business justification existed to pay prepetition wages); Armstrong World Indus., Inc. v. James A. Phillips, Inc. (In re James A. Phillips, Inc.), 29 B.R. 391, 397 (Bankr. S.D.N.Y. 1983) (relying upon section 363 as a basis to allow a contractor to pay the prepetition claims of suppliers who were potential lien claimants).

22. In the Homer City Debtors' business judgment, they must continue to operate in the ordinary course of business under the Initial Debtors' Orders to maximize value for the benefit of their stakeholders. Accordingly, the Court should enter an order applying the Initial Debtors' Orders to the Homer City Debtors' chapter 11 cases.

23. Similar relief has been granted to subsequently-filed debtors in other complex chapter 11 cases. See, e.g., In re Dynegy Inc., No. 12-36728 (CGM) (Bankr. S.D.N.Y. July 10, 2012) [Docket Nos. 20–25]; In re Extended Stay, Inc., No. 09-13764 (JMP) (Bankr. S.D.N.Y. Mar. 16, 2010) [Docket No. 850]; In re Centaur, LLC, No. 10-10799 (KJC) (Bankr. D. Del. March 10, 2010) [Docket No. 25]; In re Advanta Corp., No. 09-13931 (KJC) (Bankr. D. Del. Nov. 24, 2009) [Docket No. 87]; In re Motors Liquidation Co., No. 09-50026 (REG) (Bankr. S.D.N.Y. Oct. 13, 2009) [Docket No. 4255]; In re WCI Cmtys., Inc., No. 08-11643 (KJC) (Bankr. D. Del. July 14, 2009) [Docket No. 2058]; In re Gen. Growth Props., Inc., No. 09-11977 (ALG) (Bankr. S.D.N.Y. Apr. 23, 2009) [Docket No. 117]; In re SemCrude, L.P., No. 08-11525 (BLS) (Bankr. D. Del. Nov. 6, 2008) [Docket No. 2017]; In re Calpine Corp., No. 05-60200 (BRL) (Bankr. S.D.N.Y. June 29, 2006). Accordingly, the Debtors submit that the relief requested herein is in the best interests of their estates, their creditors, and all other parties in interest and, therefore, respectfully request that the Court enter the Order.

Notice

24. The Debtors have provided notice of this Motion to: (a) the Office of the U.S. Trustee for the Northern District of Illinois; (b) the entities listed on the List of Creditors Holding Unsecured Claims filed with the chapter 11 petitions of each of the Homer City Debtors, filed contemporaneously herewith; (c) the indenture trustee for the Debtors' senior unsecured notes; (d) counsel to the ad hoc committee of certain holders of the Debtors' senior unsecured notes; (e) the indenture trustee for the lessor notes related to the Debtors' Powerton generating station

in Pekin, Illinois, and units 7 and 8 of the Debtors' Joliet, Illinois, generating station and the pass-through trustee for the related pass-through certificates; (f) counsel to the ad hoc committee of certain holders of pass-through certificates related to the Debtors' Powerton and Joliet generating stations; (g) the owner trusts and the equity investors for the Debtors' Powerton and Joliet generating stations (and their respective counsel, if known); (h) the lender under Debtor Edison Mission Energy's letter-of-credit facility; (i) the state attorneys general for states in which the Debtors conduct business; (j) United States Attorney for the Northern District of Illinois; (k) the Internal Revenue Service; (l) the Securities and Exchange Commission; and (m) the Environmental Protection Agency and similar state environmental agencies for states in which the Debtors conduct business. In light of the nature of the relief requested herein, the Debtors respectfully submit that no further notice is necessary.

No Prior Request

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

[Remainder of page intentionally left blank.]

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

Dated: May 2, 2013

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

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and Conflicts Counsel to the other Debtors
and Debtors in Possession*

EXHIBIT A

Proposed Order

UNITED STATES BANKRUPTCY COURT
NORTHERN DISTRICT OF ILLINOIS
Eastern Division

In Re:) BK No.: 12-49219
EDISON MISSION ENERGY, et al.,) (Jointly Administered)
) Chapter: 11
) Honorable Jacqueline Cox
)
)
Debtor(s))

Re: Docket No. _____

**ORDER APPLYING CERTAIN ORDERS IN
INITIAL DEBTORS’ CHAPTER 11 CASES TO HOMER CITY DEBTORS**

Upon the motion (the “Motion”) of the above-captioned debtors and debtors in possession (collectively, the “Debtors”) for entry of an order applying certain orders entered in the chapter 11 cases of the Initial Debtors to the Homer City Debtors, 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 the Rigatti Declaration 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 following orders heretofore entered in the Initial Debtors’ chapter 11 cases are hereby applicable to and binding on the Homer City Debtors as if entered individually, effective nunc pro tunc to the Homer City Petition Date:

a. Order Granting Application to Employ GCG, Inc. as Notice, Claims, and Solicitation Agent for Debtors, dated December 18, 2012 [Docket No. 126];

b. Order Approving Approve Case Management Procedures, dated December 19, 2012 [Docket. No. 128];

c. Final Order Approving Payment of Certain Taxes and Fees, dated January 17, 2013 [Docket No. 309];

d. Order Authorizing Employment and Retention of Kirkland & Ellis LLP as Attorneys for Debtors and Debtors in Possession Nunc Pro Tunc to the Petition Date, dated January 17, 2013 [Docket No.

321];

e. Order Approving Expedited Procedures to Reject or Assume Executory Contracts and Unexpired Leases, dated January 17, 2013 [Docket No. 323];

f. Order Approving an Effective Date for Notice and Sell-Down Procedures for Trading in Claims against the Debtors' Estates, dated December 17, 2012 [Docket No. 326];

g. Order Authorizing the Debtors to Retain and Employ McDonald Hopkins LLC as Counsel to Debtor Camino Energy Company and as Conflicts Counsel to the Debtors, dated January 17, 2013 [Docket No. 328];

h. Order Authorizing the Debtors to Employ and Retain McKinsey Recovery & Transformation Services U.S., LLC as Restructuring Advisor for the Debtors and Debtors in Possession Nunc Pro Tunc to the Petition Date, dated January 17, 2013 [Docket No. 329];

i. Order Approving Procedures for Interim Compensation and Reimbursement of Expenses for Professionals and Official Committee Members, dated January 17, 2013 [Docket No. 331];

j. Order Authorizing the Employment and Retention of Perella Weinberg Partners as Investment Banker and Financial Advisor for the Debtors and Debtors in Possession Nunc Pro Tunc to the Petition Date, dated February 20, 2013 [Docket No. 524];

k. Order Authorizing the Committee to Employ and Retain Perkins Coie LLP as Its Co-Counsel, dated February 20, 2013 [Docket No. 526];

l. Order Granting Application of the Official Committee of Unsecured Creditors of Edison Mission Energy, et al., to Retain and Employ FTI Consulting, Inc. as Financial Advisor Nunc Pro Tunc to January 7, 2013, dated February 20, 2013 [Docket No. 527];

m. Order Granting Application of the Official Committee of Unsecured Creditors of Edison Mission Energy, et al., to Retain and Employ Akin Gump Strauss Hauer & Feld LLP as Counsel Nunc Pro Tunc to January 7, 2013, dated February 20, 2013 [Docket No. 528];

n. Order Pursuant to 11 U.S.C. § 105(a), 1102(b)(3)(A), and 1103(c) (I) Clarifying Scope and Establishing Procedures in Connection with Creditor Access to Information under 11 U.S.C. § 1102(b) (3)(A) and (II) Authorizing the Retention of GCG, Inc. as Information Agent in Connection Therewith Nunc Pro Tunc to January 7, 2013, dated February 20, 2013 [Docket No. 531];

o. Order Granting Application of the Official Committee of Unsecured Creditors of Edison Mission Energy, et al., to Retain and Employ Blackstone Advisory Partners L.P. as Investment Banker and Financial Advisor Nunc Pro Tunc to January 7, 2013, dated February 20, 2013 [Docket No. 535];

p. Order Extending Time for Removal of Civil Actions, dated March 20, 2013 [Docket No. 629];

q. 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, dated April 10, 2013 [Docket No. 669] (such order, the "Bar Date Order"), provided the General Bar Date (as defined therein) shall be extended through July 15, 2013, and the Governmental Bar Date (as defined therein) shall be extended through

October 29, 2013;

r. Order Extending Time Within Which the Debtors Must Assume or Reject Unexpired Leases of Nonresidential Real Property, dated April 10, 2013 [Docket No. 670]; and

s. Second Amended Interim Order for Authorization to (A) Continue Using Cash Management System; (B) Maintain Existing Bank Accounts and Business Forms; (C) Maintain Existing Investment Practices; (D) Continue Intercompany Transactions; and (E) Grant Superpriority Administrative Expense Status to Postpetition Intercompany Payments, dated April 10, 2013 [Docket No. 671] (as may be amended from time to time, the “Cash Management Order”); provided, notwithstanding anything contained in the Motion or in this Order, the provisions in the Cash Management Order that limit intercompany transactions with EME Homer City Generation L.P. shall continue to have the same force and effect after entry of this Order; provided, further, that section 19(e)(x) of the Cash Management Order shall apply to Edison Mission Finance Co. and Homer City Property Holdings, Inc. to the same extent as such provision applies to EME Homer City Generation L.P.

3. To the extent that the Homer City Debtors identify any additional prior orders that should be made applicable to their chapter 11 cases, the Homer City Debtors may file a notice with the Court of such additional prior orders and, absent an objection within fourteen (14) calendar days to any such notice, such newly identified orders shall be deemed applicable to the Homer City Debtors effective nunc pro tunc to the date provided in the notice.

4. Nothing contained in the Motion or this Order shall be deemed or construed as directing or otherwise effecting a substantive consolidation of the Homer City Debtors’ estates and the Initial Debtors’ estates.

5. The requirements set forth in Bankruptcy Rule 6003(b) are satisfied by the contents of the Motion.

6. Notice of the Motion as provided therein shall be deemed good and sufficient notice of such Motion and the requirements of Bankruptcy Rule 6004(a) and the Local Rules are satisfied by such notice.

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

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

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

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

Enter:

Dated:

United States Bankruptcy Judge

Prepared by:

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