

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’ APPLICATION TO SET HEARING
ON HOMER CITY FIRST DAY MOTIONS**

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 as follows in support of this application (this “Application”):

Relief Requested

1. By this Application, the Debtors seek entry of an order, substantially in the form attached hereto as **Exhibit A**, setting a hearing on the Homer City First Day Motions (as defined herein) filed contemporaneously herewith for the next scheduled omnibus hearing in these chapter 11 cases, May 15, 2013, at 10:30 a.m. (prevailing Central Time).

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.

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 section 105 of title 11 of the United States Code (the "Bankruptcy Code"), rule 9006 of the Federal Rules of Bankruptcy Procedure (the "Bankruptcy Rules"), and rules 5096-1 and 9013-1 of the Local Rules of the United States Bankruptcy Court for the Northern District of Illinois (the "Local 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 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.

6. 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]).

7. 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 Application, 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).

8. 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 First Day Motions

9. Contemporaneously herewith, the Debtors have filed the following pleadings (collectively, the "First Day Motions") seeking immediate relief:

- ***Joint Administration.*** Debtors' Motion for Order Directing Joint Administration of Initial Debtors' and Homer City Debtors' Chapter 11 Cases [Docket No. 717]
- ***Application of Certain Orders.*** Debtors' Motion for Order Applying Certain Orders in Initial Debtors' Chapter 11 Cases to Homer City Debtors [Docket No. 718]

10. The facts and circumstances supporting the First Day Motions 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 "Homer City First Day Declaration"), filed contemporaneously herewith.

Basis for Relief

11. The Debtors request that the Homer City First Day Motions be heard at the already scheduled omnibus hearing set for May 15, 2013, at 10:30 a.m. (prevailing Central Time). Section 105(a) of the Bankruptcy Code provides that "the 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). Further, Bankruptcy Rule 9006(d) permits a court to fix any period of notice by order. Finally, Local Rule 9013-1 permits the presentment of emergency motions outside the time when the judge assigned to the bankruptcy case ordinarily hears motions if the court so orders. Local Rule 5096-1 defines “emergency motion” as one that “arises from an occurrence that could not reasonably have been foreseen and requires immediate action to avoid serious and irreparable harm.” Thus, the Court has broad latitude to fix the time for presentment of motions, particularly when “necessary or appropriate to carry out the provisions of this title.” Although the proposed hearing date of May 15, 2013, would be within the time that this Court ordinarily hears motions, it is less than the time provided for in the Debtors’ case management procedures that were approved by this Court on December 19, 2013 [Docket No. 128].

12. For the reasons set forth in the Homer City First Day Motions and the Homer City First Day Declaration, the relief requested therein is necessary and appropriate on an expedited basis. If such relief is not granted, the Debtors risk disruption to their chapter 11 cases and will incur additional, unnecessary costs associated with scheduling a new hearing to consider the Homer City First Day Motions. Such costs will inure to the detriment of the Debtors, their estates, and their creditors. The need for this emergency hearing was not caused by any lack of due diligence or any act or failure to act by the Debtors’ or their counsel, but by the circumstances of the chapter 11 cases of the Homer City Debtors.

Notice

13. 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 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

14. No prior request for the relief sought in this Application 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 setting a hearing on the Homer City First Day Motions for May 15, 2013, at 10:30 a.m. (prevailing Central Time) and granting such other and further relief as the Court deems appropriate.

Dated: May 2, 2013

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

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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 GRANTING APPLICATION TO SET
HEARING ON HOMER CITY FIRST DAY MOTIONS

Upon the application (the “Application”) of the above-captioned debtors and debtors in possession (collectively, the “Debtors”) for the entry of an order (this “Order”) setting a hearing on the Homer City First Day Motions for the next scheduled omnibus hearing in these chapter 11 cases, May 15, 2013, at 10:30 a.m. (prevailing Central Time), all as more fully set forth in 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 notice of the Application was proper under the circumstances and that no other or further notice is necessary; and the Court having reviewed the Application and heard 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 thereon, it is HEREBY ORDERED THAT:

1. The Application is granted as set forth herein.
2. The hearing on the Homer City First Day Motions is hereby set for May 15, 2013, at 10:30 a.m. (prevailing Central Time).
3. The Court retains jurisdiction with respect to all matters arising from or related to the implementation of this Order.

Enter:

Dated:

United States Bankruptcy Judge

Prepared by:

James H.M. Sprayregen, P.C.
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