

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)
)	

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

Upon the motion (the "Motion")² 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

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 Finance Co. (9202); Edison Mission Fuel Resources, Inc. (3014); Edison Mission Fuel Transportation, Inc. (3012); Edison Mission Holdings Co. (6940); Edison Mission 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 All capitalized terms used but otherwise not defined herein shall have the meanings set forth in the Motion.

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.

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. 525];
- p. *Order Extending Time for Removal of Civil Actions*, dated March 20, 2013 [Docket No. 629];
- q. *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

r. *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 motion seeking application of such orders to the Homer City Debtors effective *nunc pro tunc* to the date provided in the motion.

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.

Dated: May 15, 2013
Chicago, Illinois



Jacqueline P. Cox
United States Bankruptcy Judge