

UNITED STATES BANKRUPTCY COURT
NORTHERN DISTRICT OF ILLINOIS
EASTERN DIVISION

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| |) | |
| In re: |) | Chapter 11 |
| |) | |
| EDISON MISSION ENERGY, <i>et al.</i> , ¹ |) | 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 to Authorize Debtors 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* (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 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 in accordance with the procedures and fees set forth therein.

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 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

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UNITED STATES BANKRUPTCY COURT
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| EDISON MISSION ENERGY, <u>et al.</u> , ¹ |) | Case No. 12-[_____] (____) |
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| Debtors. |) | (Joint Administration Requested) |
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**DEBTORS’ MOTION TO AUTHORIZE DEBTORS 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**

The above-captioned debtors and debtors in possession (collectively, the “Debtors”) respectfully state the following in support of this motion (this “Motion”).²

Relief Requested

1. By this Motion, the Debtors seek the entry of interim (the “Interim Order”) and final orders (the “Final Order”), substantially in the forms attached hereto as **Exhibit A** and **Exhibit B**, respectively:

- a. authorizing but not directing continued use of the: (i) Bank Accounts (as well as authorizing the Debtors to open and close new bank accounts as

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 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.

² 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.

appropriate); (ii) Business Forms; and (iii) Books and Records (as each term is defined herein);

- b. authorizing and directing the Banks (as defined herein) to continue to maintain, service, and administer the Bank Accounts and to debit the Bank Accounts in the ordinary course of business;
- c. authorizing but not directing the Debtors' continued adherence to their Investment Practices (as defined herein);
- d. waiving the requirements of the U.S. Trustee Guidelines (as defined herein) and section 345(b) of the Bankruptcy Code (as defined herein) with respect to the Foreign Funding Account and the Investment Practices (as both terms are defined herein) and excusing the Debtors from compliance therewith; and
- e. authorizing but not directing continued intercompany funding through the Cash Management System (as defined herein), approving the Postpetition Intercompany Transactions (as defined herein), and granting superpriority administrative expense status to all Postpetition Intercompany Transactions among the Debtors and their non-Debtor affiliates.

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 sections 105, 345, 363, 364, 503, 553, 1107, and 1108 of title 11 of the United States Code (the "Bankruptcy Code"), rule 6003 of the Federal Rules of Bankruptcy Procedure (the "Bankruptcy Rules"), and rule 2015-2 of the Local Bankruptcy Rules 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 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.

6. 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. Concurrently with the filing of this Motion, the Debtors requested 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.

The Debtors' Cash Management System

7. To facilitate the efficient operation of their businesses, the Debtors and their non-Debtor affiliates use an integrated, centralized cash management system (the "Cash Management System") to collect, transfer, and disburse funds generated by their operations. The Cash Management System facilitates cash monitoring, forecasting, and reporting and enables the Debtors to maintain control over the administration of approximately 455 bank accounts (collectively, the "Bank Accounts") held by the Debtors and their non-Debtor affiliates that are maintained with banks and other financial institutions (collectively, the "Banks") including, but not limited to, those listed on **Exhibit 1** and **Exhibit 2** to **Exhibit A** and **Exhibit 1** and **Exhibit 2** to **Exhibit B** attached hereto and reflected on the diagram of the Cash Management System attached hereto as **Exhibit C**.

8. The Cash Management System is similar to those commonly employed by businesses comparable to that of the Debtors. Indeed, large businesses use integrated systems to help control funds, ensure cash availability for each of the Debtors, and reduce administrative expenses by facilitating the movement of funds among multiple entities. Any disruption of the

Cash Management System would be extremely detrimental to the Debtors' operations, as their businesses require prompt access to cash and accurate cash tracking.

I. Description of Bank Accounts and Flow of Funds

9. The Cash Management System includes the Bank Accounts as well as on-site cash and funds processing activities at the Debtors' facilities. The Cash Management System is specifically tailored to meet the Debtors' operating needs—enabling the Debtors to effectively and centrally control and monitor corporate funds, ensure cash availability and liquidity, invest excess cash, comply with the requirements of their financing agreements, reduce administrative expenses by facilitating the movement of funds, and enhance the development of accurate account balances and presentment information. These controls are critical given the significant volume of cash transactions managed through the Cash Management System each day.

A. Description of the Bank Accounts

10. The Debtors utilize the Bank Accounts to centrally manage deposited cash. The Bank Accounts serve dedicated functions and include the following Debtor-owned and -controlled accounts:

- the master disbursement account (the "EME Master Disbursement Account") maintained by Debtor Edison Mission Energy ("EME");
- the master disbursement account (the "MWG EME Master Disbursement Account") maintained by Debtor Midwest Generation EME, LLC ("MWG EME");
- the master disbursement account (the "MWG Master Disbursement Account") maintained by Debtor Midwest Generation, LLC ("MWG");
- other standalone disbursement accounts maintained by certain Debtors (collectively, the "Standalone Disbursement Accounts");
- the investment accounts maintained by EME and MWG (collectively, the "Investment Accounts");
- the funding account (the "Foreign Funding Account") maintained by EME for certain non-Debtor foreign affiliates (the "Foreign Affiliates");

- the onsite facility cash accounts maintained by MWG (collectively, the “Onsite Facility Cash Accounts”); and
- the letter of credit and collateral accounts maintained by certain Debtors in accordance with their prepetition financing agreements (collectively, the “Collateral Accounts”).

11. The Cash Management System also includes trustee accounts (collectively, the “Leveraged Lease Trustee Accounts”) created pursuant to the leveraged lease arrangements (the “Leveraged Leases”) for MWG’s Powerton Generating Station and Units 7 and 8 of the Joliet Generating Station. Specifically, MWG, as required by the Leveraged Leases, deposits rent into the Leveraged Lease Trustee Accounts, which are maintained by The Bank of New York in its capacity as lease indenture trustee for the Leveraged Leases (the “Leveraged Lease Indenture Trustee”) on behalf of the owner lessors that own the Powerton Generating Station and Units 7 and 8 of the Joliet Generating Station (such trusts, the “Leveraged Lease Owner Lessors”). The Leveraged Lease Indenture Trustee thereafter disburses the rent paid by MWG as interest and principal payments to the holders of certain lessor notes that were issued by the Leveraged Lease Owner Lessors to finance the Leveraged Leases. The functions of the Leveraged Lease Trustee Accounts, which are neither owned nor controlled by the Debtors, are described in further detail below and are reflected on the diagram attached hereto as **Exhibit C**.

12. Further, certain non-Debtor subsidiaries, including joint-venture subsidiaries, utilize Bank Accounts for various functions (collectively, the “Subsidiary Accounts”) in the ordinary course of their operations.

B. The Bank Accounts' Compliance with Section 345(b) of the Bankruptcy Code and U.S. Trustee Guidelines³

1. Compliance with Section 345(b) of the Bankruptcy Code

13. All of the investment Bank Accounts and substantially all of the depository accounts comply with (or are excepted from the application of) section 345(b) of the Bankruptcy Code because such Bank Accounts are either: (a) maintained at Banks insured by federal agencies or are otherwise backed by the full faith and credit of the United States; or (b) invested in obligations issued or guaranteed by the United States.⁴

14. Specifically, as of the Petition Date, 17 of the Debtors' 18 depository accounts are maintained at banks that are insured by the Federal Deposit Insurance Corporation and, therefore, comply with section 345(b) of the Bankruptcy Code.⁵ Furthermore, as of the Petition Date, all of the cash in the Investment Accounts is invested in securities or instruments (or repurchase agreements with respect to securities or instruments) issued or guaranteed by the United States. Thus, such investments comply with section 345(b) of the Bankruptcy Code. Under the Investment Practices (as defined herein), the Debtors or the applicable Investment Account fund manager may from time to time reallocate certain funds the in the Investment Accounts, provided that such investments comply with the Investment Practices. During the thirty days before the Petition Date, the Investment Accounts invested in funds managed by Federated Investors, Inc., Fidelity Investments, Goldman Sachs & Co., Invesco Management

³ A chart summarizing compliance with section 345(b) of the Bankruptcy Code and the U.S. Trustee Guidelines (as defined herein) is attached hereto as **Exhibit D**.

⁴ The Debtors submit that the cash held in the Collateral Accounts and the Leveraged Lease Trustee Accounts is not subject to section 345 of the Bankruptcy Code because it is restricted cash that the Debtors have pledged to third parties pursuant to contractual arrangements.

⁵ The Debtors maintain a single depository account, the Foreign Funding Account, at Citibank International PLC, a non-FDIC-insured foreign affiliate of Citibank, N.A. The Debtors submit that cause exists to waive section 345(b) of the Bankruptcy Code on an interim and final basis with respect to the Foreign Funding Account.

Group Inc., Morgan Stanley & Co., State Street Bank, UBS AG, and Western Asset Management.⁶

2. Compliance with U.S. Trustee Guidelines

15. Sixteen of the Debtors' 18 depository accounts are maintained with Banks designated as authorized depositories by the Office of the United States Trustee for the Northern District of Illinois, Eastern Division (the "U.S. Trustee"), pursuant to the U.S. Trustee's Operating Guidelines and Financial Reporting Requirements for Debtors-in-Possession and Trustees (the "U.S. Trustee Guidelines"). The U.S. Trustee has designated the following Banks that hold depository Bank Accounts as authorized depositories: Citibank, N.A.; Union Bank N.A.; and Bank of America, N.A. The Debtors maintain the Leveraged Lease Trustee Accounts at The Bank of New York Mellon, and maintain certain Collateral Accounts at JPMorgan Chase Bank, N.A. and Citibank, N.A., which the U.S. Trustee has designated as authorized depository institutions.

16. Certain Bank Accounts are held at Banks that are not authorized depository institutions under the U.S. Trustee Guidelines. Specifically, the Debtors hold the Foreign Funding Account at Citibank International PLC and a Standalone Disbursement Account that is used to pay safety deposit fees in California at City National Bank.⁷ The Debtors also maintain certain Collateral Accounts at the Wilmington Trust Company, Morgan Stanley Smith Barney, and DNB Bank ASA. These Banks are not authorized depository institutions under the U.S. Trustee Guidelines. Nevertheless, these Banks are well-capitalized and the Debtors cannot move

⁶ EME and MWG manage the Investment Accounts' investment activities through an investment portal managed by Institutional Cash Distributors, LLC, which is a member of the Financial Industry Regulatory Authority and the Securities Investor Protection Corporation and, therefore, is authorized to invest and manage the Debtors' investments.

⁷ As of the Petition Date, approximately \$163,000 is on deposit in the Foreign Funding Account and approximately \$6,000 is on deposit in the Standalone Disbursement Account maintained at City National Bank.

the funds in the Collateral Accounts, since those amounts are pledged collateral pursuant to various contractual arrangements, including the Debtors' prepetition secured letter of credit facility.

C. Structure and Functions of the Bank Accounts

17. To minimize expenses to the Debtors' estates and avoid the unnecessary—and potentially detrimental—establishment of a new cash management system comprised of new bank accounts, the Debtors respectfully request that the Court allow them to continue to use all of the Bank Accounts as the Bank Accounts were in use immediately before the Petition Date.

1. Functions of the Bank Accounts

18. The functions of the Bank Accounts are as follows.

- ***EME Master Disbursement Account.*** EME maintains the EME Master Disbursement Account as the Cash Management System's central collection and disbursement account. The EME Master Disbursement Account funds all of EME's operating expenses. Receipts are directly deposited into the EME Master Disbursement Account and cash is transferred directly from the EME Master Disbursement Account to the appropriate payment recipient or Bank Account, as applicable, on an as-needed basis. As discussed in greater detail below, EME funds its payroll obligations in advance of each pay day, and the Debtors' ultimate non-Debtor parent, Edison International ("EIX") and certain of its non-Debtor subsidiaries (collectively with EIX, the "EIX Entities") provide payroll processing and remittance services.
- ***MWG EME Master Disbursement Account.*** Debtor MWG EME maintains the MWG EME Master Disbursement Account as its central collection and disbursement account. Receipts are directly deposited into the MWG EME Master Disbursement Account and cash is transferred directly from the MWG Master Disbursement Account to the appropriate payment recipient or Bank Account (including the EME Master Disbursement Account), as applicable, on an as-needed basis. MWG EME funds its payroll obligations in advance of each pay day, and the EIX Entities provide payroll processing and remittance services.
- ***MWG Master Disbursement Account.*** MWG maintains the MWG Master Disbursement Account as its central collection and disbursement account. Revenues are directly deposited into the MWG Master Disbursement Account and cash is transferred directly from the MWG Master Disbursement Account to the appropriate payment recipient or Bank or Bank Account (including the EME Master Disbursement Account), on an as-needed basis. The MWG Master Disbursement Account funds all of MWG's operating expenses, including rent payments pursuant to the Leveraged Leases. MWG funds its

payroll obligations in advance of each pay day, and the EIX Entities provide payroll processing and remittance services.

- ***Standalone Disbursement Accounts.*** The Standalone Disbursement Accounts serve as additional disbursement accounts for certain Debtors. Cash from the EME Master Disbursement Account, the MWG EME Master Disbursement Account, and the MWG Master Disbursement Account is periodically transferred to the Standalone Disbursement Accounts, which fund payments for, among other things, certain bank and safe deposit rental fees and certain other miscellaneous expenses that the Debtors incur in the ordinary course of business.
- ***Investment Accounts.*** The Investment Accounts are external money market investment accounts into which EME and MWG may transfer excess cash at their discretion based on rates of return and other business considerations. The Investment Accounts hold investments that satisfy certain prudent investment guidelines with regard to the Cash Management System (including the Debtors' practices thereunder, the "Investment Practices") and include investments in U.S. Treasury Bills, U.S. Treasury Funds, highly rated commercial paper and money market accounts, and overnight bank deposits, which are diversified across several highly rated banking institutions that include, but are not restricted to, Federated Investors, Inc., Fidelity Investments, Goldman Sachs & Co., Invesco Management Group Inc., Morgan Stanley & Co., State Street Bank, UBS AG, and Western Asset Management.
- ***Foreign Funding Account.*** EME maintains the Foreign Funding Account at Citibank International PLC in the United Kingdom for the purpose of funding the operations of certain Foreign Affiliates.⁸
- ***Onsite Facility Cash Accounts.*** MWG maintains the Onsite Facility Cash Accounts to provide petty cash to employees for certain limited purposes in the ordinary course of business. The Onsite Facility Cash Accounts are generally funded by the EME Master Disbursement Account and the MWG Master Disbursement Account.
- ***Collateral Accounts.*** Pursuant to the terms of their prepetition financing and surety bond agreements, the Debtors are required to maintain accounts for credit and collateral reserves, including an account that provides overdraft protection related to an automated clearing house ("ACH") account, collateral for purchase cards, and cash collateral for the Debtors' letters of credit and those of certain non-Debtor subsidiaries. The cash maintained in the Collateral Accounts is restricted to certain purposes set forth in the Debtors' various financing agreements and, therefore, is generally not at the disposal of the Debtors.
- ***Leveraged Lease Trustee Accounts.*** MWG pays rent for the Powerton Generating Station and Units 7 and 8 of the Joliet Generating Station each year on January 2 and

⁸ The Debtors seek a waiver of section 345(b) on an interim and final basis with respect to the Foreign Funding Account.

October 2 to the Leveraged Lease Trustee Accounts. The Leveraged Lease Trustee Accounts are neither owned nor controlled by the Debtors. The Debtors describe the Leveraged Lease Trustee Accounts out of an abundance of caution and do not believe that Court authorization is necessary to continue to maintain the Leveraged Lease Trustee Accounts.

2. The Subsidiary Accounts

19. The Debtors' interests in their non-Debtor subsidiaries, including the Foreign Affiliates and joint ventures, together with their contracts to manage the joint ventures, represent some of the most valuable assets of the Debtors' estates. Such subsidiaries utilize the Subsidiary Accounts, which are listed in Exhibit 2 to Exhibit A and Exhibit 2 to Exhibit B attached hereto, in the ordinary course of their operations. The Subsidiary Accounts include, among others, the Bank Accounts maintained by non-Debtor EME Service Co. ("ServCo"), a direct, wholly-owned subsidiary of EME, which provides cash management services to certain of the Debtors and their non-Debtor affiliates that do not have their own bank accounts. ServCo's cash management services include, among other things, bank account maintenance, making and receiving payments on behalf of certain of the Debtors' subsidiaries, and recording cash management activities. A payment to or by ServCo on behalf of other entities creates an intercompany claim that is settled, as the case may require, among the Debtors, ServCo, and other non-Debtor subsidiaries pursuant to the other Intercompany Arrangements described below.⁹

⁹ The Subsidiary Accounts are not owned by the Debtors and, therefore, are not property of the Debtors' estates. Accordingly, the Debtors respectfully submit that Court authorization is not necessary for the continued maintenance of the Subsidiary Accounts. Nonetheless, this Motion provides information about the Subsidiary Accounts in the interests of full disclosure and, out of an abundance of caution, seeks authority for the Debtors to continue to use the Subsidiary Accounts postpetition.

D. Description of Funds Processing

20. A diagram setting forth the flow of funds among the Bank Accounts is attached hereto as **Exhibit C**. The following list describes the manner in which cash generally moves through the Cash Management System.

- ***Receipts and Revenues.*** Receipts and revenues from the Debtors' operations are deposited into the EME Master Disbursement Account, the MWG EME Master Disbursement Account, the MWG Master Disbursement Account, and certain of the Standalone Disbursement Accounts, as applicable. Receipts and revenues from the operations of the Debtors' non-Debtor subsidiaries are deposited into the applicable Subsidiary Accounts. In accordance with the applicable governing documents, the Debtors receive expense reimbursements or management fees for services from certain non-Debtors, which receipts are transferred directly from the subsidiary into the EME Master Disbursement Account.
- ***Disbursements.*** The Debtors approve, process, and pay vendor invoices, employee payroll, and other obligations in the ordinary course of business. The Debtors also fund their own payrolls and the EIX Entities process the payrolls for the Debtors and certain non-Debtor affiliates. The Debtors' accounts payable department enters approved invoices and other ordinary course obligations for payment by check, wire, or ACH payment. Funds for such payments are transferred directly from the EME Master Disbursement Account, the MWG EME Master Disbursement Account, the MWG Master Disbursement Account, the Standalone Disbursement Accounts, and the Subsidiary Accounts, as applicable, to the appropriate payment recipient or Bank Account, as applicable, on an as-needed basis.
- ***Excess Cash from Operations.*** The Debtors and certain non-Debtors periodically generate profits. At the Debtors' discretion, excess cash and dividends are transferred to the Investment Accounts or other Bank Accounts.
- ***Collateral Reserves.*** In accordance with the Debtors' credit documents, the Debtors maintain the Collateral Accounts, which are funded with cash from the EME Master Disbursement Account and include cash reserves for, among other things, overdraft protection related to an ACH account and cash collateral for the Debtors' letters of credit and those of certain non-Debtors.

II. The Debtors' Existing Business Forms

21. The Debtors use a variety of preprinted business forms (including checks, letterhead and correspondence forms, purchase orders, credit and purchase cards, and invoices) in the ordinary course of business (collectively, the "**Business Forms**"). The Debtors also

maintain books and records to document their financial results and a wide array of necessary operating information (collectively, the “Books and Records”). To minimize expenses to the Debtors’ estates and avoid unnecessarily confusing their employees, customers, vendors, and other commercial counterparties, the Debtors respectfully request that the Court allow them to continue to use all of their Business Forms and Books and Records in use immediately before the Petition Date—without reference to the Debtors’ status as chapter 11 debtors in possession—rather than requiring the Debtors to incur the expense and delay of ordering new Business Forms and creating new Books and Records.

III. The Debtors’ Investment Practices

22. The Debtors have determined in their business judgment that it is prudent and desirable to maintain their excess cash in conservative investments that meet the Investment Practices, which have a primary goal of protecting principal and a secondary goal of maximizing yield and liquidity. In general, the Investment Practices permit the Debtors to invest in investments that are short term in nature (i.e., from overnight to up to three months, depending on forecasted cash needs), diversified across multiple established, stable, and highly rated banking institutions, and permit the Debtors to preserve their liquidity, as there is daily access to obtain funds.

23. In accordance with the Investment Practices, the Debtors periodically transfer certain excess cash in the Bank Accounts to the Investment Accounts, which invest such cash in pre-approved, highly rated investment vehicles, which may include U.S. Treasury Bills, U.S. Treasury Funds, highly rated commercial paper and money market accounts, and overnight bank deposits and diversified across several highly rated banking institutions. Due to the uncertain state of the financial markets, since 2008, the Debtors have invested excess cash in investment-grade money market funds or other short-term vehicles with ratings of AAA/Aaa or

equivalent, which invest primarily in or are backed by U.S. Treasury obligations and other obligations that are issued or guaranteed by the United States of America. These practices are consistent with the Investment Practices and are customary among large energy companies.

24. As noted above, as of the Petition Date, all of the Investment Accounts' cash is held in securities or instruments (or repurchase agreements with respect to securities or instruments) that comply with section 345(b) of the Bankruptcy Code. Furthermore, before the Petition Date, the Debtors and the U.S. Trustee agreed that the Debtors would continue to observe the Investment Practices in compliance with section 345(b) on an interim basis. Accordingly, the Debtors respectfully request that the Court authorize but not direct the Debtors to continue to manage their investments pursuant to the Investment Practices to the extent that such investments comply with section 345(b) of the Bankruptcy Code. The Debtors seek a waiver of section 345(b) of the Bankruptcy Code on a final basis, to the extent necessary to continue the Investment Practices. The Debtors submit that cause exists to waive section 345(b).

The Debtors' Intercompany Transfers and Netting

25. Funds generated by the business operations of each Debtor generally flow into various centrally-maintained Bank Accounts. In addition, prior to the Petition Date, the Debtors engaged in intercompany financial transactions with other Debtors and their non-Debtor affiliates in the ordinary course of their respective businesses (including the Postpetition Intercompany Claims, the Postpetition Intercompany Loans, and the Intercompany Investments (as each term is defined herein), the "Intercompany Transactions"). The Intercompany Transactions encompass:

- payments or transfers from a Debtor to another Debtor or a non-Debtor affiliate that give rise to claims (collectively, the "Intercompany Claims");
- loans among Debtors and other Debtors or non-Debtors (collectively, the "Intercompany Loans"); and

- capital contributions and other investments made by the Debtors to other Debtors or non-Debtors (collectively, the “Intercompany Investments”).

26. Each payment from a Debtor on account of a postpetition Intercompany Transaction (each, a “Postpetition Intercompany Transaction”) is an essential component of the Cash Management System. The Debtors maintain records of these transfers of cash and can ascertain, trace, and account for these intercompany transactions. The Debtors, moreover, will continue to maintain such records after the Petition Date. To ensure each individual Debtor will not, at the expense of its creditors, fund the operations of another entity, the Debtors respectfully request, pursuant to sections 503(b)(1) and 364(b) of the Bankruptcy Code, that all postpetition payments between or among a Debtor and another Debtor or a non-Debtor affiliate on account of a Postpetition Intercompany Transaction be accorded superpriority administrative expense status. This relief would ensure that each entity receiving payments from a Debtor would continue to bear ultimate repayment responsibility for such ordinary course transactions, thereby reducing the risk that these transactions would jeopardize the recoveries available to each Debtor’s respective creditors.

I. Intercompany Claims

27. In the ordinary course of business, the Debtors maintain business relationships with their non-Debtor affiliates, pursuant to which transfers of cash to and from the applicable Bank Accounts are routinely made. Such transfers give rise to Intercompany Claims, including in connection with the following types of transactions.

- ***Payroll.*** Although the Debtors fund their own payrolls, the EIX Entities process the payroll for the Debtors and certain non-Debtor affiliates. Specifically, in the ordinary course of business, every other Thursday (in accordance with the Debtors’ bi-weekly payroll periods), the Debtors pre-fund payroll and other employee benefit amounts to the EIX Entities and provide applicable schedules and payment data. The EIX Entities then issue payroll checks and direct deposit payments and remits deductions, payroll taxes, and withholdings to applicable taxing authorities and other third-party benefits providers. In addition, the Debtors remit or receive any “true-up” payments on account of unfunded

amounts of payroll or other employee obligations on the twenty-third day of each month. Any out-of-pocket costs the EIX Entities incur while providing these payroll processing and remittance services to the Debtors.

- ***Intercompany Transfers of Goods and Services.*** In the ordinary course of business, the Debtors provide and receive goods and services from various Debtor and non-Debtor affiliates, including certain Foreign Affiliates. The Debtors' records of Postpetition Intercompany Transactions reflect the net position of any transfers made between their affiliates.
- ***Centrally-Billed Expenses.*** In the ordinary course of business, the Debtors incur centrally-billed expenses, including certain internal administrative functions, such as corporate communications, corporate environmental compliance, ethics compliance, internal audits, operations support, and tax, that are provided by the EIX Entities to the Debtors from time to time, as well as insurance premiums, workers' compensation obligations, advertising, shipping, and transportation, as well as all other direct costs incurred for the benefit of the Debtors. The EIX Entities often pay these expenses and then allocates such expenses to the appropriate Debtor.¹⁰

II. Postpetition Intercompany Loans

28. In addition to the Intercompany Claims, the Debtors maintain a complex, well-documented system of Intercompany Loans to facilitate the flow of cash among the Debtors, as well as Debtors and non-Debtors (including EIX and the Debtors' other non-Debtor affiliates), and to fully maximize the benefits of the tax laws of the applicable jurisdictions.

29. Certain postpetition Intercompany Loans (each, a "Postpetition Intercompany Loan") are facilitated by non-Debtor ServCo, which provides cash management services on behalf of the Debtors' subsidiaries and joint ventures that do not have their own bank accounts. Specifically, EME periodically transfers cash to ServCo, which makes certain payments on behalf of the Debtors' subsidiaries and joint ventures. ServCo also accepts payments on behalf of the Debtors' subsidiaries and joint ventures. Any payment received or made by ServCo on behalf of the Debtors' subsidiaries and joint ventures creates an Intercompany Claim that is

¹⁰ As discussed in the First Day Declaration, pursuant to the Transaction Support Agreement (as defined in the First Day Declaration), the EIX Entities will continue to provide certain shared services to the Debtors during the pendency of the Debtors' chapter 11 cases.

settled, as the case may require, among the Debtors, ServCo, and other non-Debtors pursuant to the Intercompany Arrangements.

30. Finally, the Debtors make Postpetition Intercompany Loans to certain Debtors and non-Debtors from time to time. For example, in connection with the Leveraged Leases, MWG loaned the proceeds of the sale of the Powerton Generating Station and Units 7 and 8 of the Joliet Generating Station to EME pursuant to certain intercompany promissory notes. In addition, some of the Debtors loan cash to other Debtors and their non-Debtor affiliates to assist these entities in conducting business operations in the ordinary course. Typically, the subsidiaries will reimburse the applicable Debtor in the ordinary course of business from cash generated from their operations. It is imperative that these Postpetition Intercompany Loans continue to ensure the on-going operations of the Debtors and their subsidiaries and to preserve the value of the Debtors' business enterprise during the pendency of these chapter 11 cases.

III. Intercompany Investments

31. Finally, certain Debtors periodically make investments in other Debtors and their non-Debtor affiliates in the form of direct capital contributions.

32. *First*, certain Debtors—including EME—periodically make capital contributions to provide the other Debtors and their non-Debtor affiliates with the cash necessary to make capital improvements, including capital improvements mandated by law. For example, as discussed in greater detail in the First Day Declaration, EME plans to make capital contributions to MWG to bring its coal-fired power plants into compliance with all Combined Pollutant Standard (“CPS”) requirements. Absent the ability to make Intercompany Investments on a postpetition basis, certain Debtors and non-Debtor affiliates would be unable to comply with legal and regulatory requirements and would potentially be forced to needlessly shutter their facilities, thereby negatively affecting the Debtors' creditors and other stakeholders.

33. *Second*, certain Debtors make capital contributions to other Debtors and non-Debtor affiliates to fund working capital or post cash collateral to assist their subsidiaries in conducting business operations in the ordinary course. The Debtors make capital contributions to enable their Debtor and non-Debtor affiliates to comply with collateral requirements that these entities otherwise could not satisfy.

34. *Finally*, certain Debtors periodically make such capital contributions to provide other Debtors and their non-Debtor affiliates with the financial resources necessary to grow their businesses for the benefit of the Debtors' stakeholders where alternative sources of equity financing are unavailable. It is imperative that these Intercompany Investments continue following the Petition Date to ensure the continuing growth of the Debtors and their subsidiaries, and to preserve the value of the Debtors' business enterprise during these chapter 11 cases.

Basis for Relief

I. The Continued Use of the Cash Management System, Including the Bank Accounts, Is Essential to the Debtors' Operations and Restructuring Efforts.

35. The U.S. Trustee Guidelines generally require a debtor in possession to close all prepetition bank accounts and open new debtor in possession bank accounts. In addition, the U.S. Trustee may seek to require a debtor in possession to maintain separate accounts for general expenses, payroll, and tax escrows.¹¹ These requirements are designed to provide a clear line of demarcation between prepetition and postpetition claims and payments and to protect against a debtor's inadvertent payment of prepetition claims.

36. The continuation of the Cash Management System is nevertheless permitted pursuant to section 363(c)(1) of the Bankruptcy Code, which authorizes the debtor in possession

¹¹ The U.S. Trustee Guidelines also require debtors in possession to notify the U.S. Trustee regarding any bank accounts containing amounts in excess of \$100,000. Contemporaneously herewith, the Debtors will provide the U.S. Trustee with a list of the Bank Accounts that have held balances in excess of \$100,000 during the 30 days prior to the date hereof.

to “use property of the estate in the ordinary course of business without notice or a hearing.” 11 U.S.C. § 363(c)(1). Bankruptcy courts routinely treat requests for authority to continue utilizing existing cash management systems as a relatively “simple matter.” In re Baldwin-United Corp., 79 B.R. 321, 327 (Bankr. S.D. Ohio 1987). In addition, in granting such relief, courts recognize that an integrated cash management system “allows efficient utilization of cash resources and recognizes the impracticalities of maintaining separate cash accounts for the many different purposes that require cash.” In re Columbia Gas Sys., Inc., 136 B.R. 930, 934 (Bankr. D. Del. 1992), aff’d in relevant part, 997 F.2d 1039, 1061 (3d Cir. 1993). The requirement to maintain all accounts separately “would be a huge administrative burden and economically inefficient.” Columbia Gas, 997 F.2d at 1061; see also In re Southmark Corp., 49 F.3d 1111, 1114 (5th Cir. 1995) (stating that cash management system allows debtor “to administer more efficiently and effectively its financial operations and assets”).

37. Requiring the Debtors to adopt a new, segmented cash management system at this critical stage of these chapter 11 cases would be expensive, create unnecessary administrative burdens, and be extraordinarily disruptive to the operation of the Debtors’ businesses. Importantly, the Cash Management System provides the Debtors with the ability to quickly create status reports on the location and amount of funds, which, in turn allows management to: track and control such funds; ensure cash availability; and reduce administrative costs through a centralized method of coordinating the collection and movement of funds. As a result, any disruption (outside of the limited modifications proposed herein) could have a severe and adverse effect on the Debtors’ ability to reorganize. Indeed, absent the relief requested herein, the Debtors’ operations could grind to a halt, needlessly destroying the value of their business enterprise. By contrast, maintaining the current Cash Management System would greatly

facilitate the Debtors' transition into chapter 11 by, among other things, minimizing delays in paying postpetition debts and eliminating administrative inefficiencies. Finally, maintaining the current Cash Management System would allow the Debtors' treasury and accounting employees to focus on their daily responsibilities.

38. The Debtors also respectfully submit that parties in interest will not be harmed by their maintenance of the Cash Management System, including their Bank Accounts, because the Debtors have implemented appropriate mechanisms to ensure that payments will not be made on account of obligations incurred before the Petition Date, other than those authorized by the Court. Specifically, with the assistance of their professional advisors, the Debtors have implemented internal protocols that prohibit payments on account of prepetition debts, including prepetition intercompany debts, without the prior approval of the Debtors' finance department. The Debtors will continue to work closely with the Banks to ensure that appropriate procedures are in place to prevent checks that were issued prepetition from being honored without the Court's approval. In light of such protective measures, the Debtors submit that maintaining the Cash Management System is in the best interests of their estates and creditors.

39. Accordingly, the Debtors respectfully request the Court authorize the continued use of the existing Cash Management System to facilitate the Debtors' transition into chapter 11. Specifically, the Debtors respectfully request that the Court authorize the Banks to continue to maintain, service, and administer the Bank Accounts as accounts of the Debtors as debtors in possession, without interruption and in the ordinary course of business, irrespective of whether such Bank Accounts are held at Banks identified by the U.S. Trustee as authorized depository institutions. The Debtors further respectfully request that the Court authorize and direct the Banks to receive, process, honor, and pay any and all checks, wire transfer, credit card, ACH

payments and other instructions, and drafts payable through, drawn, or directed on such Bank Accounts after the Petition Date by holders, makers, or other parties entitled to issue instructions with respect thereto, irrespective of whether such checks, drafts, wires, credit card, or ACH payments are dated prior to or subsequent to the Petition Date.¹² The Debtors also respectfully request that, to the extent a Bank honors a prepetition check or other item drawn on any account that is the subject of the motion, either at the direction of the Debtors or in a good-faith belief that the Court has authorized such prepetition check or item to be honored, such Bank will not be deemed to be liable to the Debtors or to their estates on account of such prepetition check or other item honored postpetition. Such relief is reasonable and appropriate because the Banks are not in a position to independently verify or audit whether the Debtors may pay a particular item in accordance with a Court order or otherwise.

40. Finally, the Debtors respectfully request that the Court authorize the Debtors to continue to pay the Banks the appropriate account, certain service charges and other fees, costs, and expenses that the Banks charge in the ordinary course of business (collectively, the “Bank Fees”) and further authorize the Banks to chargeback returned items to the Bank Accounts, whether such items are dated prior to, on, or subsequent to the Petition Date, in the ordinary course of business. The Debtors further respectfully request that the Court order that liens on any of the Bank Accounts granted to creditors will not have priority over the Bank Fees of the respective Bank at which the Bank Account is located.

41. In complex chapter 11 cases such as these, courts in this and other districts often waive the U.S. Trustee Guidelines’ requirement that debtors establish new postpetition cash

¹² The Debtors also request authority for the Banks to honor any check, draft, or other notification that the Debtors advised the Banks to have been drawn, issued, or otherwise presented prior to the Petition Date only to the extent authorized by order of the Court.

management systems, recognizing that they may harm a debtor's postpetition business operations and restructuring efforts to an extent that is out of proportion to the benefit, if any, the requirements afford the debtor's estate or parties in interest. See, e.g., In re XMH Corp. 1 (f/k/a Hartmarx Corp.), No. 09-02046 (BWB) (Bankr. N.D. Ill. Jan. 26, 2009) (authorizing debtors to maintain existing cash management system, irrespective of whether banks were designated as authorized depositories by U.S. Trustee); In re McLeodUSA Inc., No. 05-63229 (JHS) (Bankr. N.D. Ill Oct. 31, 2005) (same); In re UAL Corp., No. 02-48191 (ERW) (Bankr. N.D. Ill. Dec. 9, 2002) (same); In re Nat'l Steel Corp., No. 02-08699 (JHS) (Bankr. N.D. Ill. Mar. 6, 2002) (same); In re Kmart Corp., No. 02-02474 (SPS) (Bankr. N.D. Ill. Jan. 25, 2002) (same); In re Comdisco, Inc., No. 01-24795 (RB) (Bankr. N.D. Ill. July 17, 2001) (same); In re Outboard Marine Corp., No. 00-37405 (JHS) (Bankr. N.D. Ill. Jan. 4, 2001) (same).¹³

II. The Court Should Authorize the Debtors to Continue Using Debit, Wire, Credit Card, Purchase Card, and ACH Payments.

42. The Debtors respectfully request that the Court grant further relief from the U.S. Trustee Guidelines to the extent they require the Debtors to make all disbursements by check. Specifically, the U.S. Trustee Guidelines require chapter 11 debtors to annotate all receipts and to make all disbursements of estate funds by check annotated with the reason for the disbursement. In the ordinary course of business, the Debtors conduct transactions by debit, wire, credit card, purchase card, ACH payments, and other similar methods. In addition, a certain percentage of the Debtors' customer receipts are received through wire transfer, credit card payments, and ACH payments. If the Debtors are unable to conduct transactions by debit, wire, credit card, purchase card, ACH payment, or other similar methods, the Debtors may be

¹³ 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.

unable to perform under certain contracts, their business operations would be unnecessarily disrupted, and their estates will incur additional costs. Indeed, certain federal and state taxing authorities require debtors to submit tax payments electronically through wire or ACH payments, and failure to do so would result in the imposition of penalties.

III. The Court Should Authorize the Debtors to Continue Using the Business Forms.

43. The Debtors submit that the continued use of the Business Forms substantially in the forms existing immediately before the Petition Date will not prejudice parties in interest and submit that such relief will avoid unnecessary expenses and administrative delays at this critical time. Furthermore, the Debtors' requested relief will not be prejudice parties in interest because parties doing business with the Debtors undoubtedly will know of the Debtors' status as debtors in possession and, thus, changing business forms is unnecessary and unduly burdensome. In other large cases, courts in this and other districts have allowed debtors to use their prepetition business forms without the "debtor in possession" label. See, e.g., In re Bridgeview Aerosol, LLC, No. 09-41021 (PSH) (Bankr. N.D. Ill. Nov. 2, 2009); In re XMH Corp. 1 (f/k/a Hartmarx Corp.), No. 09-02046 (BWB) (Bankr. N.D. Ill. Jan. 26, 2009); In re Neumann Homes, Inc., No. 07-20412 (ERW) (Bankr. N.D. Ill. Nov. 6, 2007); In re Nat'l Steel Corp., No. 02-08699 (JHS) (Bankr. N.D. Ill. Mar. 6, 2002); In re McLeodUSA Inc., No. 05-63230 (JHS) (Bankr. N.D. Ill Oct. 31, 2005); In re UAL Corp., No. 02-48191 (ERW) (Bankr. N.D. Ill. Dec. 9, 2002); In re Kmart Corp., No. 02-02474 (SPS) (Bankr. N.D. Ill. Jan. 25, 2002); In re Comdisco Inc., No. 01-24795 (RB) (Bankr. N.D. Ill. July 17, 2001); In re Outboard Marine Corp., No. 00-37405 (JHS) (Bankr. N.D. Ill. Jan. 4, 2001); see also In re Levitt & Sons, LLC, No. 07-19845 (Bankr. S.D. Fla. Nov. 14, 2007); In re Dura Auto. Sys., Inc., No. 06-11202 (Bankr. D. Del. Nov. 21, 2006); In re Calpine Corp., No. 05-60200 (Bankr. S.D.N.Y. Jan. 25, 2006).

IV. Cause Exists to Waive Section 345 of the Bankruptcy Code on an Interim and a Final Basis with Respect to the Foreign Funding Account, and on a Final Basis with Respect to the Investment Practices.

44. Section 345(a) of the Bankruptcy Code authorizes a debtor in possession to deposit or invest money of the estates, such as cash, as “will yield the maximum reasonable net return on such money, taking into account the safety of such deposit or investment.” 11 U.S.C. § 345(a). While section 345(b) of the Bankruptcy Code generally requires that, with respect to investments other than investments “insured or guaranteed by the United States or by a department, agency, or instrumentality of the United States or backed by the full faith and credit of the United States,” the estate must require a bond in favor of the United States secured by the undertaking of a U.S. Trustee approved corporate surety, section 345(b) of the Bankruptcy Code also allows the court to dispense with this limitation “for cause.” 11 U.S.C. § 345(b); see In re Service Merch. Co., 240 B.R. 894, 897 (Bankr. M.D. Tenn. 1999) (concluding that “cause” existed to waive the requirements of section 345 because the debtors were “large, sophisticated [companies] with a complex cash management system,” and the benefit of waiving the requirements of section 345(b) far outweighed any potential harm to the estate, and “would ‘needlessly handcuff’ [the] debtors’ reorganization efforts”).

45. As discussed above, each depositary account, with the exception of the Foreign Funding Account that EME maintains at Citibank International PLC in London, is maintained at a Bank insured by the Federal Deposit Insurance Corporation and, therefore, are in compliance with section 345(b) of the Bankruptcy Code. The Debtors submit that cause exists to waive section 345(b) of the Bankruptcy Code with respect to the Foreign Funding Account because Citibank International PLC is a well-capitalized, global financial institution and the Debtors would be unable to fund certain foreign operations absent the ability to continue to maintain the Foreign Funding Account.

46. Furthermore, subject only to entry of the Final Order, the Debtors respectfully submit that “cause” exists to allow the Debtors to continue their Investment Practices on a final basis without having to meet the bond requirements of section 345(b) of the Bankruptcy Code.¹⁴ **First**, all of the excess funds transferred to the Investment Accounts are currently invested in instruments issued or guaranteed by the United States that satisfy section 345(b). **Second**, to the extent that excess funds transferred to the Investment accounts are not invested in instruments that satisfy section 345(b)’s bonding requirements, the Investment Accounts invest in high-quality fund instruments that, as required by section 345(a) of the Bankruptcy Code, are structured to “yield the maximum reasonable net return on such money, taking into account the safety of such deposit or investment,” and that are diversified across multiple established, stable, and highly rated banking institutions. See 11 U.S.C. § 345(a). **Finally**, it is likely impossible for the Debtors to bond their Investment Practices without incurring considerable costs to the detriment of the Debtors’ estates and creditors. Accordingly, pursuant to section 345 of the Bankruptcy Code and Local Rule 2015-2(b), the Debtors respectfully request a waiver of compliance with the requirements of section 345 of the Bankruptcy Code with respect to the Investment Practices.

47. Various courts in this district have granted relief similar to that requested herein. See, e.g., In re Corus Bankshares, Inc., No. 10-26881 (PSH) (Bankr. N.D. Ill. July 9, 2010); In re Kimball Hill, Inc., No. 08-10095 (SPS) (Bankr. N.D. Ill. May 13, 2008); In re Enesco Group, Inc., No. 07-00565 (ABG) (Bankr. N.D. Ill. Jan. 22, 2007); In re UAL Corp., No. 02-48191 (ERW) (Bankr. N.D. Ill. Dec. 9, 2002); In re Dade Behring Holdings, Inc., No. 02-29020 (BWB)

¹⁴ As of the date hereof, all of the Debtors’ cash in the Investment Accounts is held in securities or instruments (or repurchase agreements with respect to securities or instruments) that comply with section 345(b) of the Bankruptcy Code and the Debtors, therefore, do not seek a waiver of section 345(b) with respect to the Investment Practices on an interim basis.

(Bankr. N.D. Ill. Aug. 1, 2002); In re Kmart Corp., No. 02-02474 (SPS) (Bankr. N.D. Ill. Jan. 25, 2002). The Debtors respectfully submit that such relief is warranted in these chapter 11 cases.

V. **The Court Should Authorize the Debtors to Continue Engaging in the Postpetition Intercompany Transactions and Should Afford Superpriority Administrative Expense Status to Postpetition Intercompany Transactions Among the Debtors.**

48. Allowing the Debtors to engage in Postpetition Intercompany Transactions is in the best interests of the Debtors' estates and their creditors, and the Debtors seek authority to enter into such Postpetition Intercompany Transactions in the ordinary course of business.¹⁵ If authority is granted, the Debtors will continue to maintain records of Postpetition Intercompany Transactions, including records of all current intercompany accounts receivables and payables.

49. To ensure that each individual Debtor will not, at the expense of its creditors, fund the operations of an affiliated entity, the Debtors respectfully request that the Court, pursuant to sections 503(b)(1) and 364(b) of the Bankruptcy Code and subject to the provisions of any order authorizing postpetition financing in these chapter 11 cases, grant superpriority administrative expense status to all Postpetition Intercompany Transactions among Debtors, which would result in a superpriority administrative expense claim in favor of the applicable Debtor-payor that has priority over any administrative expense claim that arises under section 503(b) of the Bankruptcy Code. If the Court grants superpriority administrative expense status to Postpetition Intercompany Transactions among the Debtors, then each entity utilizing funds flowing through the Cash Management System would bear ultimate repayment responsibility for such ordinary course transactions.

¹⁵ Because the Debtors engage in Postpetition Intercompany Transactions on a regular basis and such transactions are common among enterprises like that of the Debtors and their non-debtor affiliates, the Debtors believe the Postpetition Intercompany Transactions are ordinary course transactions within the meaning of section 363(c)(1) of the Bankruptcy Code and, thus, do not require the Court's approval.

50. Courts in this and other jurisdictions have routinely granted superpriority administrative expense status to postpetition intercompany transfers in other large chapter 11 cases for similar reasons. See In re Kimball Hill, Inc., No. 08-10095 (Bankr. N.D. Ill. May 13, 2008); In re UAL Corp., No. 02-48191 (ERW) (Bankr. N.D. Ill. Dec. 9, 2002); In re Dade Behring Holdings, Inc., No. 02-2902 (BWB) (Bankr. N.D. Ill. Aug. 1, 2002); see also In re MF Global Holdings, Ltd., No. 11-15059 (MG) (Bankr. S.D.N.Y. Apr. 4, 2012); In re Insight Health Servs. Holdings Corp., No. 10-16564 (AJG) (Bankr. S.D.N.Y. Jan. 4, 2011); In re CIT Group, Inc., No. 09-16565 (ALG) (Bankr. S.D.N.Y. Nov. 23, 2009); In re Lear Corp., No. 09-14326 (ALG) (Bankr. S.D.N.Y. July 31, 2009); In re Mark IV Indus., Inc., No. 09-12795 (Bankr. S.D.N.Y. May 28, 2009); In re Tronox Inc., No. 09-10156 (ALG) (Bankr. S.D.N.Y. Feb. 6, 2009).

51. In addition, the Court should authorize the Debtors to preserve and exercise intercompany setoff rights, including in connection with the Postpetition Intercompany Transactions. Section 553(a) of the Bankruptcy Code provides that “[e]xcept as otherwise provided in this section and in sections 362 and 363 of the title, this title does not affect any right of a creditor to offset a mutual debt owing by such creditor to the debtor that arose before the commencement of the case under this title against a claim of such creditor against the debtor that arose before the commencement of the case.” 11 U.S.C. § 553(a).

52. A creditor need only establish two elements before a setoff may be asserted—mutuality and timing. See Official Comm. of Unsecured Creditors v. Mfrs. & Traders Trust Co. (In re Bennett Funding Group, Inc.), 212 B.R. 206, 212 (B.A.P. 2d Cir. 1997); aff’d 146 F.3d 136 (2d Cir. 1998); see also Verco Indus. v. Spartan Plastics (In re Verco Indus.), 704 F.2d 1134, 1139 (9th Cir. 1983); In re Lundell Farms, 86 B.R. 582, 584 (Bankr. W.D. Wis. 1988). Although

courts have not uniformly defined the elements of mutuality, most courts require the following elements: that the debts are owed between the same parties and in the same right or capacity. See 5 COLLIER ON BANKR. ¶ 553.03[3][a] & n.86 (16th ed. rev. 2012) (citing, *inter alia*, Davidovich v. Welton (In re Davidovich), 901 F.2d 1533, 1537 (10th Cir. 1990); Lubman v. Sovran Bank, N.A. (In re A & B Homes, Ltd.), 98 B.R. 243, 248 (Bankr. E.D. Va. 1989)). Timing requires that both claims arise prepetition. See Packaging Indus. Grp., Inc. Dennison Mfg. Co. (In re Sentinel Prods. Corp.), 192 B.R. 41, 45 (S.D.N.Y. 1996); Scherling V. Hellman Elec. Corp. (In re Westchester Structures Inc.), 181 B.R. 730, 739 (Bankr. S.D.N.Y. 1995). In addition, courts have allowed the parties to offset claims postpetition in the same manner as a prepetition setoff, as long as the mutuality requirements are met. See, e.g., United States v. Gordon Sel-Way, Inc. (In re Gordon Sel-Way, Inc.), 239 B.R. 741, 751-755 E.D. Mich. 1999), *aff'd*, 270 F.3d 280 (6th Cir. 2001); Mohawk Indus., Inc. v. United States (In re Mohawk Indus., Inc.), 82 B.R. 174, 179 (Bankr. D. Mass. 1987).

53. The Cash Management System allows the Debtors to track all obligations owing between related entities and thereby ensures that all setoffs of Postpetition Intercompany Transactions will meet both the mutuality and timing requirements of section 553 of the Bankruptcy Code. Therefore, the Debtors respectfully request that the Debtors and their non-Debtor affiliates be expressly authorized to set off prepetition obligations arising on account of Postpetition Intercompany Transactions between a Debtor and another Debtor or between a Debtor and a non-Debtor affiliate.

The Requirements of Bankruptcy Rule 6003 Are Satisfied

54. Under Bankruptcy Rule 6003, the Court may grant the relief requested in this Motion because such relief is necessary to avoid immediate and irreparable harm. FED. R. BANKR. P. 6003.

55. Specifically, authorizing the Debtors to maintain the Cash Management System and granting the other relief requested herein is integral to the Debtors' ability to stabilize operations after the commencement of these chapter 11 cases. Failure to receive such authorization and other relief during the first 21 days of these chapter 11 cases would severely disrupt the Debtors' operations at this critical juncture. The relief requested is necessary in order for the Debtors to operate their business in the ordinary course and preserve the ongoing value of the Debtors' operations and maximize the value of their estates for the benefit of all stakeholders. Accordingly, the Debtors submit that they have satisfied the "immediate and irreparable harm" standard of Bankruptcy Rule 6003 to support granting the relief requested herein.

Satisfaction of Bankruptcy Rule 6004(a) and Waiver of Bankruptcy Rule 6004(h)

56. To implement the foregoing successfully, the Debtors respectfully request that the Court enter an order providing that notice of the relief requested herein satisfies Bankruptcy Rule 6004(a) and that the Debtors have established cause to exclude such relief from the 14-day stay period under Bankruptcy Rule 6004(h).

Notice

57. 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

58. 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 interim and final orders, substantially in the form attached hereto as **Exhibit A** and **Exhibit B**, granting the 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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EXHIBIT A

Proposed Interim Order

UNITED STATES BANKRUPTCY COURT
NORTHERN DISTRICT OF ILLINOIS
Eastern Division

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

**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**

Upon the motion (the “Motion”) of the above-captioned debtors and debtors in possession (collectively, the “Debtors”) for the entry of an interim order (this “Order”) (a) authorizing but not directing the Debtors to continue using their existing cash management system, bank accounts, and business forms, (b) granting super administrative expense priority status to postpetition intercompany claims, and (c) waiving investment and deposit requirements, 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 on an interim basis as set forth herein. Capitalized terms used but not otherwise defined herein shall have the meanings ascribed to them in the Motion.
2. The final hearing (the “Final Hearing”) on the Motion shall be held on _____, 2013, at __: __.m. (Central Time). Any objections or responses to entry of a final order shall be filed and served on or before _____, 2013, at 4:00 p.m. (Central Time).
3. The Debtors are authorized but not directed to: (a) continue using the Cash Management System; (b) designate, maintain, and continue to use on an interim basis any or all of their existing Bank Accounts, including, but not limited to, the Bank Accounts identified on Exhibit 1 and Exhibit 2 hereto, in the names and with the account numbers existing immediately before the Petition Date; (c) deposit funds in and withdraw funds from the Bank Accounts by all usual means, including checks, wire transfers, ACH transfers, and other debits; and (d) treat their prepetition Bank Accounts for all purposes as debtor in possession accounts.

4. The Debtors are authorized but not directed to continue using, in their present form, the Business Forms (including purchase cards), as well as checks and other documents related to the Bank Accounts existing immediately before the Petition Date, without reference to their status as debtors in possession.

5. The Debtors are authorized but not directed to continue using the Investment Practices pending the Final Hearing, provided that investments made in accordance therewith comply with section 345(b) of the Bankruptcy Code.

6. The requirements of section 345(b) of the Bankruptcy Code are waived pending the Final Hearing, solely with respect to the Foreign Funding Account.

7. Except as otherwise provided in this Order and only to the extent funds are available in each applicable Bank Account, all Banks at which the Bank Accounts are maintained are directed to continue to service and administer the Bank Accounts as accounts of the Debtors as debtors in possession, without interruption and in the ordinary course, and to receive, process, honor, and pay any and all checks, drafts, wire transfers, and ACH transfers issued, whether before or after the Petition Date, and drawn on the Bank Accounts after the Petition Date by the holders or makers thereof, as the case may be.

8. As soon as practicable after entry of this Order, the Debtors shall serve a copy of this Order on the Banks.

9. The requirement to establish separate accounts for cash collateral and/or tax payments is hereby waived.

10. The Debtors are authorized but not directed to: (a) pay prepetition amounts outstanding as of the Petition Date, if any, owed to the Banks as service charges for the maintenance of the Cash Management System and (b) reimburse the Banks for any claims arising before or after the Petition Date in connection with customer checks deposited with the Banks that have been dishonored or returned as a result of insufficient funds in their Bank Accounts.

11. The Debtors are authorized but not directed to enter into and engage in the Postpetition Intercompany Transactions and to take any actions and to pay prepetition obligations related thereto. All postpetition payments from a Debtor to another Debtor under any Postpetition Intercompany Transaction are hereby accorded superpriority administrative expense status and shall have priority over any administrative claims that arise under section 503(b) of the Bankruptcy Code. In connection therewith, the Debtors shall continue to maintain current records with respect to all transfers of cash so that all transactions, including the Postpetition Intercompany Transactions, may be readily ascertained, traced, and recorded properly on applicable intercompany accounts.

12. The Debtors and their non-Debtor affiliates (including their joint ventures) are authorized but not directed to set off mutual prepetition and postpetition obligations relating to intercompany receivables and payables through the Cash Management System. In connection therewith, the Debtors shall continue to maintain current records with respect to all transfers of cash so that all transactions, including Postpetition Intercompany Transactions, may be readily ascertained, traced, and recorded properly on applicable intercompany accounts.

13. Subject to applicable bankruptcy or other law, those certain existing deposit agreements between

the Debtors and the Banks shall continue to govern the postpetition cash management relationship between the Debtors and the Banks and, subject to applicable bankruptcy or other law, all of the provisions of such agreements, including the termination and fee provisions, shall remain in full force and effect absent further order of the Court or unless with respect to any such agreement with any Bank, the Debtors and such Bank agree otherwise.

14. The Debtors and the Banks may, without further order of the Court, agree to and implement changes to the Cash Management System and procedures in the ordinary course of business, including the opening and closing of Bank Accounts as set forth in paragraph 3 hereof.

15. The Banks are authorized to debit the Debtors' accounts in the ordinary course of business and without further court order on account of all checks drawn on the Debtors' accounts which are cashed at the Banks' counters or exchanged for cashier's or official checks by the payees thereof prior to the Petition Date.

16. Notwithstanding any other provision of this Order, should a Bank honor a prepetition check or other item drawn on any account that is the subject of this Order (a) at the direction of the Debtor to honor such prepetition check or item, (b) in a good faith belief that the Court has authorized such prepetition check or item to be honored, or (c) as the result of an innocent mistake made despite implementation of customary item handling procedures, the Bank shall not be deemed to be nor shall be liable to the Debtors or their estates or otherwise in violation in this Order.

17. The Banks are authorized to charge, and the Debtors are authorized to pay, honor, or allow prepetition and postpetition fees, costs, charges, and expenses, including the Bank Fees, and charge back returned items to the Bank Accounts in the ordinary course.

18. No liens on any of the Bank Accounts granted to any creditors (including any postpetition secured lenders, if any) shall take priority over the Bank Fees of the respective Cash Management Bank at which such Bank Account is located.

19. If no objections to the relief granted herein on a permanent basis are timely served and filed in accordance with this Order, the Court may enter a final order granting the relief herein without further notice or hearing.

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

21. 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.

22. 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.

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

24. Notwithstanding the relief granted in this Order and any actions taken pursuant to such relief, and subject to the superpriority administrative status afforded pursuant to paragraph 11 of this Order,

nothing in this Order shall be deemed: (a) an admission as to the validity of any claim against a Debtor entity; (b) a waiver of the Debtors' right to dispute any claim on any grounds; (c) a promise or requirement to pay any claim; (d) an implication or admission that any particular claim is of a type specified or defined in this Order or the Motion; (e) a request or authorization to assume any agreement, contract, or lease pursuant to section 365 of the Bankruptcy Code; or (f) a waiver of the Debtors' rights under the Bankruptcy Code or any other applicable law.

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

26. 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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- and -

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Proposed Counsel to Debtor Camino Energy Company
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and Debtors in Possession

EXHIBIT 1

Debtor-Owned Bank Accounts

| Debtor | Bank Name | Account Type | Last 4 Digits of Account Number | Bank Address |
|-----------------------|---|---------------------------------|---------------------------------|---|
| Edison Mission Energy | Citibank, N.A. | EME Master Disbursement Account | 9783 | One Penn's Way New Castle, Delaware 19720 |
| Edison Mission Energy | Citibank, N.A. | Standalone Disbursement Account | 8633 | One Penn's Way New Castle, Delaware 19720 |
| Edison Mission Energy | Citibank, N.A. | Standalone Disbursement Account | 0981 | One Penn's Way New Castle, Delaware 19720 |
| Edison Mission Energy | Citibank United Kingdom (Citibank International PLC) | Foreign Funding Account | 8088 | Citi Dublin Service Centre, 2nd Floor 1 North Wall Quay Dublin 1, Ireland |
| Edison Mission Energy | City National Bank | Standalone Disbursement Account | 7910 | 18111 Von Karman Avenue Irvine, CA 92612 |
| Edison Mission Energy | Union Bank N.A. | Standalone Disbursement Account | 5060 | 445 South Figueroa Street, 8th Floor Los Angeles, California 90071 |
| Edison Mission Energy | DNB BANK ASA | Collateral Account | 6001 | 200 Park Avenue, 31st Floor New York, New York 10166 |
| Edison Mission Energy | DNB BANK ASA | Collateral Account | 0126 | 200 Park Avenue, 31st Floor New York, New York 10166 |
| Edison Mission Energy | DNB BANK ASA | Collateral Account | 0067 | 200 Park Avenue, 31st Floor New York, New York 10166 |
| Edison Mission Energy | DNB BANK ASA | Collateral Account | 0157 | 200 Park Avenue, 31st Floor New York, New York 10166 |
| Edison Mission Energy | DNB BANK ASA | Collateral Account | 0310 | 200 Park Avenue, 31st Floor New York, New York 10166 |
| Edison Mission Energy | DNB BANK ASA | Collateral Account | 0128 | 200 Park Avenue, 31st Floor New York, New York 10166 |
| Edison Mission Energy | DNB BANK ASA | Collateral Account | 0345 | 200 Park Avenue, 31st Floor New York, New York 10166 |
| Edison Mission Energy | DNB BANK ASA | Collateral Account | 0137 | 200 Park Avenue, 31st Floor New York, New York 10166 |
| Edison Mission Energy | DNB BANK ASA | Collateral Account | 0176 | 200 Park Avenue, 31st Floor New York, New York 10166 |
| Edison Mission Energy | DNB BANK ASA | Collateral Account | 0172 | 200 Park Avenue, 31st Floor New York, New York 10166 |
| Edison Mission Energy | DNB BANK ASA | Collateral Account | 0203 | 200 Park Avenue, 31st Floor New York, New York 10166 |
| Edison Mission Energy | DNB BANK ASA | Collateral Account | 0206 | 200 Park Avenue, 31st Floor New York, New York 10166 |
| Edison Mission Energy | DNB BANK ASA | Collateral Account | 0213 | 200 Park Avenue, 31st Floor New York, New York 10166 |

| Debtor | Bank Name | Account Type | Last 4 Digits of Account Number | Bank Address |
|----------------------------|-------------------------------------|-------------------------------------|---------------------------------|--|
| Edison Mission Energy | DNB BANK ASA | Collateral Account | 0119 | 200 Park Avenue, 31st Floor New York, New York 10166 |
| Edison Mission Energy | DNB BANK ASA | Collateral Account | 0227 | 200 Park Avenue, 31st Floor New York, New York 10166 |
| Edison Mission Energy | DNB BANK ASA | Collateral Account | 0219 | 200 Park Avenue, 31st Floor New York, New York 10166 |
| Edison Mission Energy | DNB BANK ASA | Collateral Account | 0390 | 200 Park Avenue, 31st Floor New York, New York 10166 |
| Edison Mission Energy | DNB BANK ASA | Collateral Account | 0023 | 200 Park Avenue, 31st Floor New York, New York 10166 |
| Edison Mission Energy | DNB BANK ASA | Collateral Account | 0234 | 200 Park Avenue, 31st Floor New York, New York 10166 |
| Edison Mission Energy | DNB BANK ASA | Collateral Account | 0390 | 200 Park Avenue, 31st Floor New York, New York 10166 |
| Edison Mission Energy | DNB BANK ASA | Collateral Account | 0179 | 200 Park Avenue, 31st Floor New York, New York 10166 |
| Edison Mission Energy | JPMorgan Chase Bank N.A. | Collateral Account | 1130 | P.O. Box 659754, San Antonio, TX 78265 |
| Edison Mission Energy | Citibank, N.A. | Collateral Account | Not Held by Debtors | 399 Park Avenue New York, New York 10022 |
| Edison Mission Energy | Citibank, N.A. | Collateral Account | Not Held by Debtors | 399 Park Avenue New York, New York 10022 |
| Edison Mission Energy | Institutional Cash Distributors LLC | Investment Account | 0335 | 580 California Street Suite 1335 San Francisco, California 94104 |
| Midwest Finance Corp. | Citibank, N.A. | Standalone Disbursement Account | 2827 | One Penn's Way New Castle, Delaware 19720 |
| Midwest Generation EME LLC | Bank of America, N.A. | Onsite Facility Cash Account | 1429 | 540 W. Madison Street 16th Floor Chicago, Illinois 60661 |
| Midwest Generation EME LLC | Citibank, N.A. | EME MWG Master Disbursement Account | 4458 | One Penn's Way New Castle, Delaware 19720 |
| Midwest Generation EME LLC | Citibank, N.A. | Standalone Disbursement Account | 8822 | One Penn's Way New Castle, Delaware 19720 |
| Midwest Generation LLC | Citibank, N.A. | Onsite Facility Cash Account | 9804 | One Penn's Way New Castle, Delaware 19720 |
| Midwest Generation LLC | Citibank, N.A. | Onsite Facility Cash Account | 9812 | One Penn's Way New Castle, Delaware 19720 |
| Midwest Generation LLC | Citibank, N.A. | Onsite Facility Cash Account | 9839 | One Penn's Way New Castle, Delaware 19720 |
| Midwest Generation LLC | Citibank, N.A. | Onsite Facility Cash Account | 9847 | One Penn's Way New Castle, Delaware 19720 |

| Debtor | Bank Name | Account Type | Last 4 Digits of Account Number | Bank Address |
|------------------------|-------------------------------------|---------------------------------|---------------------------------|--|
| Midwest Generation LLC | Citibank, N.A. | Onsite Facility Cash Account | 9855 | One Penn's Way New Castle, Delaware 19720 |
| Midwest Generation LLC | Citibank, N.A. | MWG Master Disbursement Account | 0098 | One Penn's Way New Castle, Delaware 19720 |
| Midwest Generation LLC | Citibank, N.A. | Standalone Disbursement Account | 0071 | One Penn's Way New Castle, Delaware 19720 |
| Midwest Generation LLC | Citibank, N.A. | Standalone Disbursement Account | 9732 | One Penn's Way New Castle, Delaware 19720 |
| Midwest Generation LLC | Bank of New York Mellon | Leveraged Lease Trustee Account | 2661 | 385 Rifle Camp Road Paterson, New Jersey 07544 |
| Midwest Generation LLC | Bank of New York Mellon | Leveraged Lease Trustee Account | 2662 | 385 Rifle Camp Road Paterson, New Jersey 07544 |
| Midwest Generation LLC | Bank of New York Mellon | Leveraged Lease Trustee Account | 5421 | 385 Rifle Camp Road Paterson, New Jersey 07544 |
| Midwest Generation LLC | Bank of New York Mellon | Leveraged Lease Trustee Account | 5422 | 385 Rifle Camp Road Paterson, New Jersey 07544 |
| Midwest Generation LLC | Bank of New York Mellon | Leveraged Lease Trustee Account | 5417 | 385 Rifle Camp Road Paterson, New Jersey 07544 |
| Midwest Generation LLC | Bank of New York Mellon | Leveraged Lease Trustee Account | 5419 | 385 Rifle Camp Road Paterson, New Jersey 07544 |
| Midwest Generation LLC | Wilmington Trust Company | Collateral Account | 8000 | 1100 N. Market Street Wilmington, Delaware 19890 |
| Midwest Generation LLC | Morgan Stanley Smith Barney | Collateral Account | 8068 | 411 E. Wisconsin Avenue Columbus, WI 43202 |
| Midwest Generation LLC | Institutional Cash Distributors LLC | Investment Account | 0234 | 580 California Street, Suite 1335 San Francisco, California 94104 |

EXHIBIT 2

Subsidiary Accounts

| Non-Debtor Affiliate | Bank Name | Last 4 Digits of Account Number |
|---|----------------------------|---------------------------------|
| Aguila Energy Company | Citibank, N.A. | 9644 |
| American Bituminous Power Partners, LP | Citibank, N.A. | 9652 |
| American Bituminous Power Partners, L.P. | Bank of New York Mellon | 7683 |
| American Bituminous Power Partners, L.P. | Bank of New York Mellon | 7684 |
| American Bituminous Power Partners, L.P. | Bank of New York Mellon | 7685 |
| American Bituminous Power Partners, L.P. | Bank of New York Mellon | 7687 |
| American Bituminous Power Partners, L.P. | Bank of New York Mellon | 7688 |
| American Bituminous Power Partners, L.P. | Bank of New York Mellon | 7689 |
| American Bituminous Power Partners, L.P. | Bank of New York Mellon | 7690 |
| American Bituminous Power Partners, L.P. | Bank of New York Mellon | 7681 |
| American Bituminous Power Partners, L.P. | Bank of New York Mellon | 7691 |
| American Bituminous Power Partners, L.P. | Bank of New York Mellon | 7692 |
| American Bituminous Power Partners, L.P. | Bank of New York Mellon | 7693 |
| Anacapa Energy Company | Citibank, N.A. | 9687 |
| Arrowhead Energy Company | Citibank, N.A. | 9695 |
| Beheer - En Beleggingsmaatschappij Plogema B.V. USD | Citibank International PLC | 2101 |
| Big Sky Wind, LLC | Union Bank N.A. | 4838 |
| Big Sky Wind, LLC | Union Bank N.A. | 4594 |
| Big Sky Wind, LLC | Union Bank N.A. | 4773 |
| Big Sky Wind, LLC | Union Bank N.A. | 4811 |
| Big Sky Wind, LLC | Union Bank N.A. | 6303 |
| Big Sky Wind, LLC | Union Bank N.A. | 6302 |
| Big Sky Wind, LLC | Union Bank N.A. | 6304 |
| Big Sky Wind, LLC | Union Bank N.A. | 6305 |
| Big Sky Wind, LLC | Union Bank N.A. | 6301 |
| Broken Bow Wind, LLC | Citibank, N.A. | 0962 |
| Broken Bow Wind, LLC | KeyBanc Capital Markets | 3131 |
| Broken Bow Wind, LLC | KeyBanc Capital Markets | 3130 |
| Broken Bow Wind, LLC | KeyBanc Capital Markets | 3133 |
| Broken Bow Wind, LLC | KeyBanc Capital Markets | 3138 |
| Broken Bow Wind, LLC | KeyBanc Capital Markets | 3135 |
| Broken Bow Wind, LLC | KeyBanc Capital Markets | 3136 |
| Broken Bow Wind, LLC | KeyBanc Capital Markets | 3137 |
| Broken Bow Wind, LLC | KeyBanc Capital Markets | 3132 |
| Broken Bow Wind, LLC | KeyBanc Capital Markets | 3134 |
| Buffalo Bear LLC | Citibank, N.A. | 2268 |
| Capistrano Wind Holdings, Inc. | Citibank, N.A. | 8864 |
| Capistrano Wind II, LLC | Citibank, N.A. | 8872 |
| Capistrano Wind Partners, LLC | Citibank, N.A. | 5567 |
| Capistrano Wind, LLC | Citibank, N.A. | 5559 |

| Non-Debtor Affiliate | Bank Name | Last 4 Digits of Account Number |
|--|-------------------------|---------------------------------|
| Cedro Hill Wind, LLC | Union Bank N.A. | 4900 |
| Cedro Hill Wind, LLC | Union Bank N.A. | 4862 |
| Cedro Hill Wind, LLC | Union Bank N.A. | 4608 |
| Cedro Hill Wind LLC | Union Bank N.A. | 3401 |
| Cedro Hill Wind LLC | Union Bank N.A. | 3402 |
| Cedro Hill Wind LLC | Union Bank N.A. | 3404 |
| Cedro Hill Wind LLC | Union Bank N.A. | 3406 |
| Cedro Hill Wind LLC | Union Bank N.A. | 3409 |
| Cedro Hill Wind LLC | Union Bank N.A. | 3407 |
| Cedro Hill Wind LLC | Union Bank N.A. | 3408 |
| Cedro Hill Wind LLC | Union Bank N.A. | 3403 |
| Cedro Hill Wind LLC | Union Bank N.A. | 3405 |
| Citizen Power Holdings One, LLC | Citibank, N.A. | 9724 |
| Clear View Acres Wind Farm LLC | Citibank, N.A. | 2224 |
| Collins Holdings EME, LLC | Citibank, N.A. | 9732 |
| Community Wind North LLC | Citibank, N.A. | 5126 |
| Corporation for Affordable Housing LLP II | Eastern Bank | 4550 |
| Corporation for Affordable Housing LLP III | Eastern Bank | 4667 |
| Corporation for Affordable Housing LLP | Eastern Bank | 9327 |
| Crofton Bluffs Wind | Citibank, N.A. | 8571 |
| Crofton Bluffs Wind | KeyBanc Capital Markets | 3140 |
| Crofton Bluffs Wind | KeyBanc Capital Markets | 3142 |
| Crofton Bluffs Wind | KeyBanc Capital Markets | 3144 |
| Crofton Bluffs Wind | KeyBanc Capital Markets | 3150 |
| Crofton Bluffs Wind | KeyBanc Capital Markets | 3151 |
| Crofton Bluffs Wind | KeyBanc Capital Markets | 3147 |
| Crofton Bluffs Wind | KeyBanc Capital Markets | 3149 |
| Crofton Bluffs Wind | KeyBanc Capital Markets | 3143 |
| Crofton Bluffs Wind | KeyBanc Capital Markets | 3145 |
| Cy-Hawk Wind Energy, LLC | Citibank, N.A. | 2347 |
| Del Mar Energy Company | Citibank, N.A. | 9767 |
| Eagle View Acres Wind Farm LLC | Citibank, N.A. | 2232 |
| EC Asset Services, Inc. | Eastern Bank | 4386 |
| EC Latin American Inv (Ber), Ltd (USD) | HSBC Bank Bermuda Ltd | 9501 |
| EC-SLP, Inc. | Eastern Bank | 5043 |
| EC Properties, Inc. | Eastern Bank | 4352 |
| EC Properties III, Inc. | Eastern Bank | 9855 |
| Edison Capital | Citibank, N.A. | 4378 |
| Edison Capital Housing | US Bancorp | 8014 |
| Edison Capital Housing | US Bancorp | 8010 |

| Non-Debtor Affiliate | Bank Name | Last 4 Digits of Account Number |
|---|---|---------------------------------|
| Edison Capital Housing Investments | US Bancorp | 8013 |
| Edison Capital Housing Investments | Citibank, N.A. | 4394 |
| Edison Capital Housing Investments II | US Bancorp | 1014 |
| Edison Capital Housing Investments III | US Bancorp | 1013 |
| Edison Capital Housing Investments III | JPMorgan Chase Bank N.A. | 5141 |
| Edison Capital Housing Investments III | JPMorgan Chase Bank N.A. | 5143 |
| Edison Capital Housing Investments III | JPMorgan Chase Bank N.A. | 5142 |
| Edison Capital Housing Partners XVI, LP | Citibank, N.A. | 2384 |
| Edison Capital Housing Partners IX, LP | Citibank, N.A. | 2261 |
| Edison Capital Housing Partners VII, LP | Citibank, N.A. | 2245 |
| Edison Capital Housing Partners VI, LP | Citibank, N.A. | 2237 |
| Edison Capital Housing Partners V, LP | Citibank, N.A. | 2229 |
| Edison Capital Housing Partners XIII, LP | Citibank, N.A. | 2317 |
| Edison Capital Housing Partners XII, LP | Citibank, N.A. | 2309 |
| Edison Capital Housing Partners XIV, LP | Citibank, N.A. | 2325 |
| Edison Capital Housing Partners XIX, LP | Citibank, N.A. | 2376 |
| Edison Capital Housing Partners XIX, LP | Citibank, N.A. | 2421 |
| Edison Capital Housing Partners XI, LP | Citibank, N.A. | 2296 |
| Edison Capital Housing Partners XVIII, LP | Citibank, N.A. | 2368 |
| Edison Capital Housing Partners XVIII, LP | Citibank, N.A. | 2413 |
| Edison Capital Housing Partners XVII, LP | Citibank, N.A. | 2341 |
| Edison Capital Housing Partners XVII, LP | Citibank, N.A. | 2405 |
| Edison Capital Housing Partners XVI, LP | Citibank, N.A. | 2392 |
| Edison Capital Housing Partners XV, LP | Citibank, N.A. | 2333 |
| Edison Capital Housing Partners X, LP | Citibank, N.A. | 2288 |
| Edison Capital Housing Partners, VIII, LP | Citibank, N.A. | 2253 |
| Edison Capital Latin American Investment Holdings Company | Citibank, N.A. | 0167 |
| Edison Enterprises Incorporated | Citibank, N.A. | 6583 |
| Edison First Power Ltd. | Barclays Bank PLC | 2904 |
| Edison First Power Ltd. GBP | Citibank United Kingdom (Citibank International PLC) | 8142 |
| Edison Funding Company | Citibank, N.A. | 4386 |
| Edison Funding Company | Bank of America, N.A. | 0260 |
| Edison Funding Omicron | Citibank, N.A. | 0175 |
| Edison Mission Group, Inc. | Citibank, N.A. | 9517 |
| Edison Mission Huntington Beach, LLC | Citibank, N.A. | 2073 |
| Edison Mission Marketing & Trading – Trade | Citibank, N.A. | 9762 |
| Edison Mission Marketing & Trading, Inc. | Citibank, N.A. | 9847 |
| Edison Mission Marketing & Trading, Inc. | Citibank, N.A. | 8289 |
| Edison Mission Operation & Maint | Citibank, N.A. | 4503 |

| Non-Debtor Affiliate | Bank Name | Last 4 Digits of Account Number |
|---|-------------------------|---------------------------------|
| Edison Mission Operation & Maintenance, Inc. | Citibank, N.A. | 7118 |
| Edison Mission Operation & Maintenance, Inc. | Citibank, N.A. | 7126 |
| Edison Mission Operation & Maintenance, Inc. | Citibank, N.A. | 7134 |
| Edison Mission Operation & Maintenance, Inc.. | Citibank, N.A. | 7142 |
| Edison Mission Operation & Maintenance, Inc. | Citibank, N.A. | 7169 |
| Edison Mission Wind, Inc. | Citibank, N.A. | 7557 |
| Edison O&M Services | Citibank, N.A. | 6591 |
| Edison Source Corporation | Citibank, N.A. | 6575 |
| Edison Source Corporation | Wells Fargo Bank N.A. | 6710 |
| Elk Lake Wind Farm LLC | Citibank, N.A. | 2259 |
| Elkhorn Ridge Wind, LLC | Citibank, N.A. | 3071 |
| EME Homer City Generation LP | Citibank, N.A. | 9863 |
| EME Homer City Generation, LP | Citibank, N.A. | 9927 |
| EME Homer City Generation, LP | Citibank, N.A. | 9919 |
| EME Homer City Generation, LP | Citibank, N.A. | 9935 |
| EME Homer City Generation LP | Bank of New York Mellon | 9612 |
| EME Homer City Generation LP | Bank of New York Mellon | 9753 |
| EME Homer City Generation LP | Bank of New York Mellon | 9754 |
| EME Homer City Generation LP | Bank of New York Mellon | 9755 |
| EME Homer City Generation LP | Bank of New York Mellon | 9756 |
| EME Homer City Generation LP | Bank of New York Mellon | 9757 |
| EME Homer City Generation LP | Bank of New York Mellon | 9758 |
| EME Homer City Generation LP | Bank of New York Mellon | 9759 |
| EME Homer City Generation LP | Bank of New York Mellon | 9613 |
| EME Homer City Generation LP | Bank of New York Mellon | 9746 |
| EME Homer City Generation LP | Bank of New York Mellon | 9747 |
| EME Homer City Generation LP | Bank of New York Mellon | 9748 |
| EME Homer City Generation LP | Bank of New York Mellon | 9749 |
| EME Homer City Generation LP | Bank of New York Mellon | 9750 |
| EME Homer City Generation LP | Bank of New York Mellon | 9751 |
| EME Homer City Generation LP | Bank of New York Mellon | 9752 |
| EME Homer City Generation LP | Bank of New York Mellon | 9616 |
| EME Homer City Generation LP | Bank of New York Mellon | 9739 |
| EME Homer City Generation LP | Bank of New York Mellon | 9740 |
| EME Homer City Generation LP | Bank of New York Mellon | 9741 |
| EME Homer City Generation LP | Bank of New York Mellon | 9742 |
| EME Homer City Generation LP | Bank of New York Mellon | 9743 |
| EME Homer City Generation LP | Bank of New York Mellon | 9744 |
| EME Homer City Generation LP | Bank of New York Mellon | 9745 |
| EME Homer City Generation LP | Bank of New York Mellon | 9670 |

| Non-Debtor Affiliate | Bank Name | Last 4 Digits of Account Number |
|------------------------------|-------------------------|---------------------------------|
| EME Homer City Generation LP | Bank of New York Mellon | 9671 |
| EME Homer City Generation LP | Bank of New York Mellon | 9672 |
| EME Homer City Generation LP | Bank of New York Mellon | 9673 |
| EME Homer City Generation LP | Bank of New York Mellon | 9674 |
| EME Homer City Generation LP | Bank of New York Mellon | 9675 |
| EME Homer City Generation LP | Bank of New York Mellon | 9676 |
| EME Homer City Generation LP | Bank of New York Mellon | 9677 |
| EME Homer City Generation LP | Bank of New York Mellon | 9617 |
| EME Homer City Generation LP | Bank of New York Mellon | 9715 |
| EME Homer City Generation LP | Bank of New York Mellon | 9716 |
| EME Homer City Generation LP | Bank of New York Mellon | 9717 |
| EME Homer City Generation LP | Bank of New York Mellon | 9718 |
| EME Homer City Generation LP | Bank of New York Mellon | 9719 |
| EME Homer City Generation LP | Bank of New York Mellon | 9720 |
| EME Homer City Generation LP | Bank of New York Mellon | 9721 |
| EME Homer City Generation LP | Bank of New York Mellon | 9722 |
| EME Homer City Generation LP | Bank of New York Mellon | 5438 |
| EME Homer City Generation LP | Bank of New York Mellon | 5443 |
| EME Homer City Generation LP | Bank of New York Mellon | 9662 |
| EME Homer City Generation LP | Bank of New York Mellon | 9663 |
| EME Homer City Generation LP | Bank of New York Mellon | 9664 |
| EME Homer City Generation LP | Bank of New York Mellon | 9665 |
| EME Homer City Generation LP | Bank of New York Mellon | 9666 |
| EME Homer City Generation LP | Bank of New York Mellon | 9667 |
| EME Homer City Generation LP | Bank of New York Mellon | 9668 |
| EME Homer City Generation LP | Bank of New York Mellon | 9669 |
| EME Homer City Generation LP | Bank of New York Mellon | 9723 |
| EME Homer City Generation LP | Bank of New York Mellon | 9724 |
| EME Homer City Generation LP | Bank of New York Mellon | 9725 |
| EME Homer City Generation LP | Bank of New York Mellon | 9726 |
| EME Homer City Generation LP | Bank of New York Mellon | 9727 |
| EME Homer City Generation LP | Bank of New York Mellon | 9770 |
| EME Homer City Generation LP | Bank of New York Mellon | 9728 |
| EME Homer City Generation LP | Bank of New York Mellon | 9729 |
| EME Homer City Generation LP | Bank of New York Mellon | 5440 |
| EME Homer City Generation LP | Bank of New York Mellon | 5442 |
| EME Homer City Generation LP | Bank of New York Mellon | 5441 |
| EME Homer City Generation LP | Bank of New York Mellon | 9730 |
| EME Homer City Generation LP | Bank of New York Mellon | 9731 |
| EME Homer City Generation LP | Bank of New York Mellon | 9732 |

| Non-Debtor Affiliate | Bank Name | Last 4 Digits of Account Number |
|------------------------------|-------------------------|---------------------------------|
| EME Homer City Generation LP | Bank of New York Mellon | 9733 |
| EME Homer City Generation LP | Bank of New York Mellon | 9734 |
| EME Homer City Generation LP | Bank of New York Mellon | 9735 |
| EME Homer City Generation LP | Bank of New York Mellon | 9736 |
| EME Homer City Generation LP | Bank of New York Mellon | 9737 |
| EME Homer City Generation LP | Bank of New York Mellon | 9760 |
| EME Homer City Generation LP | Bank of New York Mellon | 9761 |
| EME Homer City Generation LP | Bank of New York Mellon | 9762 |
| EME Homer City Generation LP | Bank of New York Mellon | 9763 |
| EME Homer City Generation LP | Bank of New York Mellon | 9764 |
| EME Homer City Generation LP | Bank of New York Mellon | 9765 |
| EME Homer City Generation LP | Bank of New York Mellon | 9766 |
| EME Homer City Generation LP | Bank of New York Mellon | 9767 |
| EME Homer City Generation LP | Bank of New York Mellon | 9645 |
| EME Homer City Generation LP | Bank of New York Mellon | 5439 |
| EME Homer City Generation LP | Bank of New York Mellon | 9654 |
| EME Homer City Generation LP | Bank of New York Mellon | 9655 |
| EME Homer City Generation LP | Bank of New York Mellon | 9656 |
| EME Homer City Generation LP | Bank of New York Mellon | 9657 |
| EME Homer City Generation LP | Bank of New York Mellon | 9658 |
| EME Homer City Generation LP | Bank of New York Mellon | 9659 |
| EME Homer City Generation LP | Bank of New York Mellon | 9660 |
| EME Homer City Generation LP | Bank of New York Mellon | 9661 |
| EME Homer City Generation LP | Bank of New York Mellon | 5451 |
| EME Homer City Generation LP | Bank of New York Mellon | 5452 |
| EME Homer City Generation LP | Bank of New York Mellon | 5453 |
| EME Homer City Generation LP | Bank of New York Mellon | 9646 |
| EME Homer City Generation LP | Bank of New York Mellon | 9647 |
| EME Homer City Generation LP | Bank of New York Mellon | 9648 |
| EME Homer City Generation LP | Bank of New York Mellon | 9649 |
| EME Homer City Generation LP | Bank of New York Mellon | 9650 |
| EME Homer City Generation LP | Bank of New York Mellon | 9651 |
| EME Homer City Generation LP | Bank of New York Mellon | 9652 |
| EME Homer City Generation LP | Bank of New York Mellon | 9653 |
| EME Homer City Generation LP | Bank of New York Mellon | 5437 |
| EME Homer City Generation LP | Bank of New York Mellon | 9738 |
| EME Homer City Generation LP | Bank of New York Mellon | 9637 |
| EME Homer City Generation LP | Bank of New York Mellon | 9638 |
| EME Homer City Generation LP | Bank of New York Mellon | 9639 |
| EME Homer City Generation LP | Bank of New York Mellon | 9640 |

| Non-Debtor Affiliate | Bank Name | Last 4 Digits of Account Number |
|------------------------------|-------------------------|---------------------------------|
| EME Homer City Generation LP | Bank of New York Mellon | 9641 |
| EME Homer City Generation LP | Bank of New York Mellon | 9642 |
| EME Homer City Generation LP | Bank of New York Mellon | 9643 |
| EME Homer City Generation LP | Bank of New York Mellon | 9644 |
| EME Homer City Generation LP | Bank of New York Mellon | 9686 |
| EME Homer City Generation LP | Bank of New York Mellon | 9687 |
| EME Homer City Generation LP | Bank of New York Mellon | 9688 |
| EME Homer City Generation LP | Bank of New York Mellon | 9689 |
| EME Homer City Generation LP | Bank of New York Mellon | 9690 |
| EME Homer City Generation LP | Bank of New York Mellon | 9691 |
| EME Homer City Generation LP | Bank of New York Mellon | 9692 |
| EME Homer City Generation LP | Bank of New York Mellon | 9693 |
| EME Homer City Generation LP | Bank of New York Mellon | 9694 |
| EME Homer City Generation LP | Bank of New York Mellon | 9695 |
| EME Homer City Generation LP | Bank of New York Mellon | 9696 |
| EME Homer City Generation LP | Bank of New York Mellon | 9697 |
| EME Homer City Generation LP | Bank of New York Mellon | 9698 |
| EME Homer City Generation LP | Bank of New York Mellon | 9699 |
| EME Homer City Generation LP | Bank of New York Mellon | 9700 |
| EME Homer City Generation LP | Bank of New York Mellon | 9701 |
| EME Homer City Generation LP | Bank of New York Mellon | 9678 |
| EME Homer City Generation LP | Bank of New York Mellon | 9679 |
| EME Homer City Generation LP | Bank of New York Mellon | 9680 |
| EME Homer City Generation LP | Bank of New York Mellon | 9681 |
| EME Homer City Generation LP | Bank of New York Mellon | 9682 |
| EME Homer City Generation LP | Bank of New York Mellon | 9683 |
| EME Homer City Generation LP | Bank of New York Mellon | 9684 |
| EME Homer City Generation LP | Bank of New York Mellon | 9685 |
| EME Homer City Generation LP | Bank of New York Mellon | 9702 |
| EME Homer City Generation LP | Bank of New York Mellon | 9703 |
| EME Homer City Generation LP | Bank of New York Mellon | 9704 |
| EME Homer City Generation LP | Bank of New York Mellon | 9705 |
| EME Homer City Generation LP | Bank of New York Mellon | 9706 |
| EME Homer City Generation LP | Bank of New York Mellon | 9707 |
| EME Homer City Generation LP | Bank of New York Mellon | 9708 |
| EME Homer City Generation LP | Bank of New York Mellon | 9709 |
| EME Service Co. | Citibank, N.A. | 3119 |
| Forward Windpower LLC | Citibank, N.A. | 2081 |
| Goat Wind LP | Citibank, N.A. | 5519 |
| Green Prairie Energy LLC | Citibank, N.A. | 2267 |

| Non-Debtor Affiliate | Bank Name | Last 4 Digits of Account Number |
|---|-----------------------|---------------------------------|
| Greene Wind Energy LLC | Citibank, N.A. | 2355 |
| Hardin Wind Energy LLC | Citibank, N.A. | 2363 |
| Highland Township Wind Farm LLC | Citibank, N.A. | 2275 |
| Jeffers Wind 20, LLC | Citibank, N.A. | 3331 |
| Laredo Ridge Wind, LLC - Construction Account | Union Bank N.A. | 8301 |
| Laredo Ridge Wind, LLC | Union Bank N.A. | 8302 |
| Laredo Ridge Wind, LLC | Union Bank N.A. | 8304 |
| Laredo Ridge Wind, LLC | Union Bank N.A. | 8306 |
| Laredo Ridge Wind, LLC | Union Bank N.A. | 8309 |
| Laredo Ridge Wind, LLC | Union Bank N.A. | 8307 |
| Laredo Ridge Wind, LLC | Union Bank N.A. | 8308 |
| Laredo Ridge Wind, LLC | Union Bank N.A. | 8303 |
| Laredo Ridge Wind, LLC | Union Bank N.A. | 8305 |
| Laredo Ridge Wind, LLC | Union Bank N.A. | 5036 |
| Laredo Ridge Wind, LLC | Union Bank N.A. | 0100 |
| Laredo Ridge Wind, LLC | Union Bank N.A. | 5052 |
| Laredo Ridge Wind, LLC | Union Bank N.A. | 5044 |
| Laredo Ridge Wind, LLC | Union Bank N.A. | 0305 |
| Lookout Windpower LLC | Citibank, N.A. | 2102 |
| MHICAL 94, LP | Citibank, N.A. | 0191 |
| MHIFED 94, LP | Citibank, N.A. | 2448 |
| MHIFED 95, LP | Citibank, N.A. | 2456 |
| MHIFED 96A, LP | Citibank, N.A. | 2472 |
| MHIFED 96, LP | Citibank, N.A. | 2464 |
| Midway Sunset Cogeneration Company | Citibank, N.A. | 0039 |
| Midway-Sunset Cogeneration Company | Bank of America, N.A. | 0637 |
| Mission (Bermuda) Investments, Ltd (USD) | HSBC Bank Bermuda Ltd | 7501 |
| Mission del Cielo, Inc. | Citibank, N.A. | 0135 |
| Mission Del Sol, LLC | Citibank, N.A. | 0143 |
| Mission Energy Holding Company | Citibank, N.A. | 3862 |
| Mission Funding Alpha | Citibank, N.A. | 2349 |
| Mission Funding Epsilon | Citibank, N.A. | 2365 |
| Mission Funding Zeta | Citibank, N.A. | 2583 |
| Mission Housing Alpha | Citibank, N.A. | 2499 |
| Mission Housing Investors Partnership | Citibank, N.A. | 2501 |
| Mission Investments, Inc. | Bank of Nova Scotia | 4577 |
| Mission Land Company | Citibank, N.A. | 0183 |
| Mission Minnesota Wind LLC | Citibank, N.A. | 2604 |
| Mission (Bermuda) Investments Ltd. | Citibank, N.A. | 0204 |
| Mountain Wind Power II LLC | Citibank, N.A. | 2444 |

| Non-Debtor Affiliate | Bank Name | Last 4 Digits of Account Number |
|---------------------------------|-------------------------|---------------------------------|
| Mountain Wind Power LLC | Citibank, N.A. | 2372 |
| Odin Wind Farm, LLC | Citibank, N.A. | 2799 |
| Palo Alto County Wind Farm LLC | Citibank, N.A. | 2283 |
| Pinnacle Wind Force LLC | Citibank, N.A. | 5952 |
| Pinnacle Wind, LLC | KeyBanc Capital Markets | 3108 |
| Pleasant Valley Energy Company | Citibank, N.A. | 0178 |
| Poverty Ridge Wind LLC | Citibank, N.A. | 2371 |
| San Juan Mesa Wind Project, LLC | Citibank, N.A. | 1592 |
| Silver Lake Acres Wind Farm LLC | Citibank, N.A. | 2291 |
| Silverado Energy Company | Citibank, N.A. | 0223 |
| Sleeping Bear LLC | Citibank, N.A. | 2129 |
| Spanish Fork Wind Park 2 LLC | Citibank, N.A. | 2487 |
| Storm Lake Power Partners LLC | Citibank, N.A. | 2137 |
| Sunrise View Wind Farm LLC | Citibank, N.A. | 2304 |
| Sunset View Wind Farm LLC | Citibank, N.A. | 2312 |
| Sutton Wind Energy LLC | Citibank, N.A. | 2398 |
| Taloga Wind, LLC | KeyBanc Capital Markets | 3109 |
| Taloga Wind LLC | Citibank, N.A. | 4669 |
| Tapestry Wind, LLC | KeyBanc Capital Markets | 3120 |
| Tapestry Wind, LLC | KeyBanc Capital Markets | 3107 |
| Tapestry Wind, LLC | KeyBanc Capital Markets | 3118 |
| Tapestry Wind, LLC | KeyBanc Capital Markets | 3111 |
| High Lonesome Mesa, LLC | Citibank, N.A. | 0821 |
| High Lonesome Mesa, LLC | Wells Fargo Bank N.A. | 4411 |
| High Lonesome Mesa, LLC | Wells Fargo Bank N.A. | 4410 |
| High Lonesome Mesa, LLC | Wells Fargo Bank N.A. | 4405 |
| High Lonesome Mesa, LLC | Wells Fargo Bank N.A. | 4401 |
| High Lonesome Mesa, LLC | Wells Fargo Bank N.A. | 4400 |
| High Lonesome Mesa, LLC | Wells Fargo Bank N.A. | 4404 |
| High Lonesome Mesa, LLC | Wells Fargo Bank N.A. | 4209 |
| High Lonesome Mesa, LLC | Wells Fargo Bank N.A. | 4207 |
| High Lonesome Mesa, LLC | Wells Fargo Bank N.A. | 4208 |
| High Lonesome Mesa, LLC | Wells Fargo Bank N.A. | 4204 |
| High Lonesome Mesa, LLC | Wells Fargo Bank N.A. | 4211 |
| High Lonesome Mesa, LLC | Wells Fargo Bank N.A. | 4205 |
| High Lonesome Mesa, LLC | Wells Fargo Bank N.A. | 4201 |
| High Lonesome Mesa, LLC | Wells Fargo Bank N.A. | 4200 |
| High Lonesome Mesa, LLC | Wells Fargo Bank N.A. | 4202 |
| High Lonesome Mesa, LLC | Wells Fargo Bank N.A. | 4206 |
| High Lonesome Mesa, LLC | Wells Fargo Bank N.A. | 4210 |

| Non-Debtor Affiliate | Bank Name | Last 4 Digits of Account Number |
|---------------------------|-------------------------|---------------------------------|
| High Lonesome Mesa, LLC | Wells Fargo Bank N.A. | 4211 |
| Tapestry Wind, LLC | KeyBanc Capital Markets | 3112 |
| Tapestry Wind, LLC | KeyBanc Capital Markets | 3119 |
| Tapestry Wind, LLC | KeyBanc Capital Markets | 3117 |
| Tapestry Wind, LLC | KeyBanc Capital Markets | 3115 |
| Tapestry Wind, LLC | KeyBanc Capital Markets | 3116 |
| Tapestry Wind, LLC | KeyBanc Capital Markets | 3123 |
| Tapestry Wind, LLC | KeyBanc Capital Markets | 3121 |
| Tapestry Wind, LLC | KeyBanc Capital Markets | 3110 |
| Tapestry Wind, LLC | KeyBanc Capital Markets | 3106 |
| Tapestry Wind, LLC | KeyBanc Capital Markets | 3108 |
| Tapestry Wind, LLC | KeyBanc Capital Markets | 113 |
| Tapestry Wind, LLC | KeyBanc Capital Markets | 3114 |
| Tapestry Wind, LLC | KeyBanc Capital Markets | 3122 |
| Timberwood DSC Fund | Eastern Bank | 5027 |
| Viejo Energy Company | Citibank, N.A. | 266 |
| Viento Funding II | Union Bank N.A. | 8101 |
| Viento Funding II, Inc. | Union Bank N.A. | 8109 |
| Viento Funding II, Inc. | Union Bank N.A. | 8110 |
| Viento Funding II, Inc. | Union Bank N.A. | 8111 |
| Viento Funding II, Inc. | Union Bank N.A. | 8112 |
| Viento Funding II, Inc. | Union Bank N.A. | 8102 |
| Viento Funding II, Inc. | Union Bank N.A. | 8103 |
| Viento Funding II, Inc. | Union Bank N.A. | 8108 |
| Viento Funding II, Inc. | Union Bank N.A. | 8106 |
| Viento Funding II, Inc. | Union Bank N.A. | 8107 |
| Viento Funding II, Inc. | Union Bank N.A. | 8104 |
| Viento Funding II, Inc. | Union Bank N.A. | 8105 |
| Virgin Lake Wind Farm LLC | Citibank, N.A. | 2339 |
| Walnut Creek Energy, LLC | Union Bank N.A. | 5575 |
| Walnut Creek Energy, LLC | Union Bank N.A. | 5583 |
| Walnut Creek Energy, LLC | Union Bank N.A. | 3201 |
| Walnut Creek Energy, LLC | Union Bank N.A. | 3202 |
| Walnut Creek Energy, LLC | Union Bank N.A. | 3205 |
| Walnut Creek Energy, LLC | Union Bank N.A. | 3207 |
| Walnut Creek Energy, LLC | Union Bank N.A. | 3211 |
| Walnut Creek Energy, LLC | Union Bank N.A. | 3208 |
| Walnut Creek Energy, LLC | Union Bank N.A. | 3209 |
| Walnut Creek Energy, LLC | Union Bank N.A. | 3206 |
| Walnut Creek Energy, LLC | Union Bank N.A. | 3203 |

| Non-Debtor Affiliate | Bank Name | Last 4 Digits of Account Number |
|----------------------------------|-----------------|------------------------------------|
| Walnut Creek Energy, LLC | Union Bank N.A. | 3210 |
| Walnut Creek Energy, LLC | Union Bank N.A. | 3204 |
| WCEP Holdings, LLC Holdings, LLC | Union Bank N.A. | 5591 |
| WCEP Holdings, LLC | Union Bank N.A. | 5806 |
| WCEP Holdings, LLC | Union Bank N.A. | 5804 |
| WCEP Holdings, LLC | Union Bank N.A. | 5805 |
| WCEP Holdings, LLC | Union Bank N.A. | 5803 |
| Wildorado Wind, LLC | Citibank, N.A. | 1875 |
| Wind Family Turbine LLC | Citibank, N.A. | 2419 |
| Zontos Wind LLC | Citibank, N.A. | 2427 |

UNITED STATES BANKRUPTCY COURT
NORTHERN DISTRICT OF ILLINOIS
Eastern Division

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

**FINAL 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**

Upon the motion (the “Motion”) of the above-captioned debtors and debtors in possession (collectively, the “Debtors”) for the entry of a final order (this “Order”) (a) authorizing but not directing the Debtors to continue using their existing cash management system, bank accounts, and business forms, (b) granting super administrative expense priority status to postpetition intercompany claims, and (c) waiving investment and deposit requirements, 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 on a final basis as set forth herein. Capitalized terms used but not otherwise defined herein shall have the meanings ascribed to them in the Motion.

2. The Debtors are authorized but not directed to: (a) continue using the Cash Management System; (b) designate, maintain, and continue to use on a final basis any or all of their existing Bank Accounts, including, but not limited to, the Bank Accounts identified on Exhibit 1 and Exhibit 2 hereto, in the names and with the account numbers existing immediately before the Petition Date; (c) deposit funds in and withdraw funds from the Bank Accounts by all usual means, including checks, wire transfers, ACH transfers, and other debits; and (d) treat their prepetition Bank Accounts for all purposes as debtor in possession accounts.

3. The Debtors are authorized but not directed to continue using, in their present form, the Business Forms (including purchase cards), as well as checks and other documents related to the Bank Accounts existing immediately before the Petition Date, without reference to their status as debtors in possession.

4. The requirements of section 345(b) of the Bankruptcy Code are waived with respect to the Foreign Funding Account and the Investment Practices.
5. The Debtors are authorized but not directed to continue using the Investment Practices.
6. Except as otherwise provided in this Order and only to the extent funds are available in each applicable Bank Account, all Banks at which the Bank Accounts are maintained are directed to continue to service and administer the Bank Accounts as accounts of the Debtors as debtors in possession, without interruption and in the ordinary course, and to receive, process, honor, and pay any and all checks, drafts, wire transfers, and ACH transfers issued, whether before or after the Petition Date, and drawn on the Bank Accounts after the Petition Date by the holders or makers thereof, as the case may be.
7. As soon as practicable after entry of this Order, the Debtors shall serve a copy of this Order on the Banks.
8. The requirement to establish separate accounts for cash collateral and/or tax payments is hereby waived.
9. The Debtors are authorized but not directed to: (a) pay prepetition amounts outstanding as of the Petition Date, if any, owed to the Banks as service charges for the maintenance of the Cash Management System and (b) reimburse the Banks for any claims arising before or after the Petition Date in connection with customer checks deposited with the Banks that have been dishonored or returned as a result of insufficient funds in their Bank Accounts.
10. The Debtors are authorized but not directed to enter into and engage in the Postpetition Intercompany Transactions and to take any actions and to pay prepetition obligations related thereto. All postpetition payments from a Debtor to another Debtor under any Postpetition Intercompany Transaction are hereby accorded superpriority administrative expense status and shall have priority over any administrative claims that arise under section 503(b) of the Bankruptcy Code. In connection therewith, the Debtors shall continue to maintain current records with respect to all transfers of cash so that all transactions, including the Postpetition Intercompany Transactions, may be readily ascertained, traced, and recorded properly on applicable intercompany accounts.
11. The Debtors and their non-Debtor affiliates (including their joint ventures) are authorized but not directed to set off mutual prepetition and postpetition obligations relating to intercompany receivables and payables through the Cash Management System. In connection therewith, the Debtors shall continue to maintain current records with respect to all transfers of cash so that all transactions, including Postpetition Intercompany Transactions, may be readily ascertained, traced, and recorded properly on applicable intercompany accounts.
12. Subject to applicable bankruptcy or other law, those certain existing deposit agreements between the Debtors and the Banks shall continue to govern the postpetition cash management relationship between the Debtors and the Banks and, subject to applicable bankruptcy or other law, all of the provisions of such agreements, including the termination and fee provisions, shall remain in full force and effect absent further order of the Court or unless with respect to any such agreement with any Bank, the Debtors and such Bank agree otherwise.

13. The Debtors and the Banks may, without further order of the Court, agree to and implement changes to the Cash Management System and procedures in the ordinary course of business, including the opening and closing of Bank Accounts as set forth in paragraph 2 hereof.

14. The Banks are authorized to debit the Debtors' accounts in the ordinary course of business and without further court order on account of all checks drawn on the Debtors' accounts which are cashed at the Banks' counters or exchanged for cashier's or official checks by the payees thereof prior to the Petition Date.

15. Notwithstanding any other provision of this Order, should a Bank honor a prepetition check or other item drawn on any account that is the subject of this Order (a) at the direction of the Debtor to honor such prepetition check or item, (b) in a good faith belief that the Court has authorized such prepetition check or item to be honored, or (c) as the result of an innocent mistake made despite implementation of customary item handling procedures, the Bank shall not be deemed to be nor shall be liable to the Debtors or their estates or otherwise in violation in this Order.

16. The Banks are authorized to charge, and the Debtors are authorized to pay, honor, or allow prepetition and postpetition fees, costs, charges, and expenses, including the Bank Fees, and charge back returned items to the Bank Accounts in the ordinary course.

17. No liens on any of the Bank Accounts granted to any creditors (including any postpetition secured lenders, if any) shall take priority over the Bank Fees of the respective Cash Management Bank at which such Bank Account is located.

18. If no objections to the relief granted herein on a permanent basis are timely served and filed in accordance with this Order, the Court may enter a final order granting the relief herein without further notice or hearing.

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

20. 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.

21. 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.

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

23. Notwithstanding the relief granted in this Order and any actions taken pursuant to such relief, and subject to the superpriority administrative status afforded pursuant to paragraph 10 of this Order, nothing in this Order shall be deemed: (a) an admission as to the validity of any claim against a Debtor entity; (b) a waiver of the Debtors' right to dispute any claim on any grounds; (c) a promise or requirement to pay any claim; (d) an implication or admission that any particular claim is of a type specified or defined in this Order or the Motion; (e) a request or authorization to assume any agreement, contract, or lease pursuant to section 365 of the Bankruptcy Code; or (f) a waiver of the Debtors' rights under the Bankruptcy Code or any other applicable law.

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

25. 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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David R. Seligman, P.C.
Sarah Hiltz Seewer
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Proposed Counsel to the Debtors
and Debtors in Possession
Other than Camino Energy Company

- and -

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Proposed Counsel to Debtor Camino Energy Company
and Conflicts Counsel to the other Debtors

and Debtors in Possession

EXHIBIT 1

Debtor-Owned Bank Accounts

| Debtor | Bank Name | Account Type | Last 4 Digits of Account Number | Bank Address |
|-----------------------|---|---------------------------------|---------------------------------|---|
| Edison Mission Energy | Citibank, N.A. | EME Master Disbursement Account | 9783 | One Penn's Way New Castle, Delaware 19720 |
| Edison Mission Energy | Citibank, N.A. | Standalone Disbursement Account | 8633 | One Penn's Way New Castle, Delaware 19720 |
| Edison Mission Energy | Citibank, N.A. | Standalone Disbursement Account | 0981 | One Penn's Way New Castle, Delaware 19720 |
| Edison Mission Energy | Citibank United Kingdom (Citibank International PLC) | Foreign Funding Account | 8088 | Citi Dublin Service Centre, 2nd Floor 1 North Wall Quay Dublin 1, Ireland |
| Edison Mission Energy | City National Bank | Standalone Disbursement Account | 7910 | 18111 Von Karman Avenue Irvine, CA 92612 |
| Edison Mission Energy | Union Bank N.A. | Standalone Disbursement Account | 5060 | 445 South Figueroa Street, 8th Floor Los Angeles, California 90071 |
| Edison Mission Energy | DNB BANK ASA | Collateral Account | 6001 | 200 Park Avenue, 31st Floor New York, New York 10166 |
| Edison Mission Energy | DNB BANK ASA | Collateral Account | 0126 | 200 Park Avenue, 31st Floor New York, New York 10166 |
| Edison Mission Energy | DNB BANK ASA | Collateral Account | 0067 | 200 Park Avenue, 31st Floor New York, New York 10166 |
| Edison Mission Energy | DNB BANK ASA | Collateral Account | 0157 | 200 Park Avenue, 31st Floor New York, New York 10166 |
| Edison Mission Energy | DNB BANK ASA | Collateral Account | 0310 | 200 Park Avenue, 31st Floor New York, New York 10166 |
| Edison Mission Energy | DNB BANK ASA | Collateral Account | 0128 | 200 Park Avenue, 31st Floor New York, New York 10166 |
| Edison Mission Energy | DNB BANK ASA | Collateral Account | 0345 | 200 Park Avenue, 31st Floor New York, New York 10166 |
| Edison Mission Energy | DNB BANK ASA | Collateral Account | 0137 | 200 Park Avenue, 31st Floor New York, New York 10166 |
| Edison Mission Energy | DNB BANK ASA | Collateral Account | 0176 | 200 Park Avenue, 31st Floor New York, New York 10166 |
| Edison Mission Energy | DNB BANK ASA | Collateral Account | 0172 | 200 Park Avenue, 31st Floor New York, New York 10166 |
| Edison Mission Energy | DNB BANK ASA | Collateral Account | 0203 | 200 Park Avenue, 31st Floor New York, New York 10166 |

| Debtor | Bank Name | Account Type | Last 4 Digits of Account Number | Bank Address |
|----------------------------|-------------------------------------|-------------------------------------|---------------------------------|--|
| Edison Mission Energy | DNB BANK ASA | Collateral Account | 0206 | 200 Park Avenue, 31st Floor New York, New York 10166 |
| Edison Mission Energy | DNB BANK ASA | Collateral Account | 0213 | 200 Park Avenue, 31st Floor New York, New York 10166 |
| Edison Mission Energy | DNB BANK ASA | Collateral Account | 0119 | 200 Park Avenue, 31st Floor New York, New York 10166 |
| Edison Mission Energy | DNB BANK ASA | Collateral Account | 0227 | 200 Park Avenue, 31st Floor New York, New York 10166 |
| Edison Mission Energy | DNB BANK ASA | Collateral Account | 0219 | 200 Park Avenue, 31st Floor New York, New York 10166 |
| Edison Mission Energy | DNB BANK ASA | Collateral Account | 0390 | 200 Park Avenue, 31st Floor New York, New York 10166 |
| Edison Mission Energy | DNB BANK ASA | Collateral Account | 0023 | 200 Park Avenue, 31st Floor New York, New York 10166 |
| Edison Mission Energy | DNB BANK ASA | Collateral Account | 0234 | 200 Park Avenue, 31st Floor New York, New York 10166 |
| Edison Mission Energy | DNB BANK ASA | Collateral Account | 0390 | 200 Park Avenue, 31st Floor New York, New York 10166 |
| Edison Mission Energy | DNB BANK ASA | Collateral Account | 0179 | 200 Park Avenue, 31st Floor New York, New York 10166 |
| Edison Mission Energy | JPMorgan Chase Bank N.A. | Collateral Account | 1130 | P.O. Box 659754, San Antonio, TX 78265 |
| Edison Mission Energy | Citibank, N.A. | Collateral Account | Not Held by Debtors | 399 Park Avenue New York, New York 10022 |
| Edison Mission Energy | Citibank, N.A. | Collateral Account | Not Held by Debtors | 399 Park Avenue New York, New York 10022 |
| Edison Mission Energy | Institutional Cash Distributors LLC | Investment Account | 0335 | 580 California Street Suite 1335 San Francisco, California 94104 |
| Midwest Finance Corp. | Citibank, N.A. | Standalone Disbursement Account | 2827 | One Penn's Way New Castle, Delaware 19720 |
| Midwest Generation EME LLC | Bank of America, N.A. | Onsite Facility Cash Account | 1429 | 540 W. Madison Street 16th Floor Chicago, Illinois 60661 |
| Midwest Generation EME LLC | Citibank, N.A. | EME MWG Master Disbursement Account | 4458 | One Penn's Way New Castle, Delaware 19720 |
| Midwest Generation EME LLC | Citibank, N.A. | Standalone Disbursement Account | 8822 | One Penn's Way New Castle, Delaware 19720 |

| Debtor | Bank Name | Account Type | Last 4 Digits of Account Number | Bank Address |
|------------------------|--|------------------------------------|--|--|
| Midwest Generation LLC | Citibank, N.A. | Onsite Facility Cash Account | 9804 | One Penn's Way New Castle, Delaware 19720 |
| Midwest Generation LLC | Citibank, N.A. | Onsite Facility Cash Account | 9812 | One Penn's Way New Castle, Delaware 19720 |
| Midwest Generation LLC | Citibank, N.A. | Onsite Facility Cash Account | 9839 | One Penn's Way New Castle, Delaware 19720 |
| Midwest Generation LLC | Citibank, N.A. | Onsite Facility Cash Account | 9847 | One Penn's Way New Castle, Delaware 19720 |
| Midwest Generation LLC | Citibank, N.A. | Onsite Facility Cash Account | 9855 | One Penn's Way New Castle, Delaware 19720 |
| Midwest Generation LLC | Citibank, N.A. | MWG Master Disbursement Account | 0098 | One Penn's Way New Castle, Delaware 19720 |
| Midwest Generation LLC | Citibank, N.A. | Standalone Disbursement Account | 0071 | One Penn's Way New Castle, Delaware 19720 |
| Midwest Generation LLC | Citibank, N.A. | Standalone Disbursement Account | 9732 | One Penn's Way New Castle, Delaware 19720 |
| Midwest Generation LLC | Bank of New York Mellon | Leveraged Lease Trustee Account | 2661 | 385 Rifle Camp Road Paterson, New Jersey 07544 |
| Midwest Generation LLC | Bank of New York Mellon | Leveraged Lease Trustee Account | 2662 | 385 Rifle Camp Road Paterson, New Jersey 07544 |
| Midwest Generation LLC | Bank of New York Mellon | Leveraged Lease Trustee Account | 5421 | 385 Rifle Camp Road Paterson, New Jersey 07544 |
| Midwest Generation LLC | Bank of New York Mellon | Leveraged Lease Trustee Account | 5422 | 385 Rifle Camp Road Paterson, New Jersey 07544 |
| Midwest Generation LLC | Bank of New York Mellon | Leveraged Lease Trustee Account | 5417 | 385 Rifle Camp Road Paterson, New Jersey 07544 |
| Midwest Generation LLC | Bank of New York Mellon | Leveraged Lease Trustee Account | 5419 | 385 Rifle Camp Road Paterson, New Jersey 07544 |
| Midwest Generation LLC | Wilmington Trust Company | Collateral Account | 8000 | 1100 N. Market Street Wilmington, Delaware 19890 |
| Midwest Generation LLC | Morgan Stanley Smith Barney | Collateral Account | 8068 | 411 E. Wisconsin Avenue Columbus, WI 43202 |
| Midwest Generation LLC | Institutional Cash Distributors LLC | Investment Account | 0234 | 580 California Street, Suite 1335 San Francisco, California 94104 |

EXHIBIT 2

Subsidiary Accounts

| Non-Debtor Affiliate | Bank Name | Last 4 Digits of Account Number |
|---|----------------------------|---------------------------------|
| Aguila Energy Company | Citibank, N.A. | 9644 |
| American Bituminous Power Partners, LP | Citibank, N.A. | 9652 |
| American Bituminous Power Partners, L.P. | Bank of New York Mellon | 7683 |
| American Bituminous Power Partners, L.P. | Bank of New York Mellon | 7684 |
| American Bituminous Power Partners, L.P. | Bank of New York Mellon | 7685 |
| American Bituminous Power Partners, L.P. | Bank of New York Mellon | 7687 |
| American Bituminous Power Partners, L.P. | Bank of New York Mellon | 7688 |
| American Bituminous Power Partners, L.P. | Bank of New York Mellon | 7689 |
| American Bituminous Power Partners, L.P. | Bank of New York Mellon | 7690 |
| American Bituminous Power Partners, L.P. | Bank of New York Mellon | 7681 |
| American Bituminous Power Partners, L.P. | Bank of New York Mellon | 7691 |
| American Bituminous Power Partners, L.P. | Bank of New York Mellon | 7692 |
| American Bituminous Power Partners, L.P. | Bank of New York Mellon | 7693 |
| Anacapa Energy Company | Citibank, N.A. | 9687 |
| Arrowhead Energy Company | Citibank, N.A. | 9695 |
| Beheer - En Beleggingsmaatschappij Plogema B.V. USD | Citibank International PLC | 2101 |
| Big Sky Wind, LLC | Union Bank N.A. | 4838 |
| Big Sky Wind, LLC | Union Bank N.A. | 4594 |
| Big Sky Wind, LLC | Union Bank N.A. | 4773 |
| Big Sky Wind, LLC | Union Bank N.A. | 4811 |
| Big Sky Wind, LLC | Union Bank N.A. | 6303 |
| Big Sky Wind, LLC | Union Bank N.A. | 6302 |
| Big Sky Wind, LLC | Union Bank N.A. | 6304 |
| Big Sky Wind, LLC | Union Bank N.A. | 6305 |
| Big Sky Wind, LLC | Union Bank N.A. | 6301 |
| Broken Bow Wind, LLC | Citibank, N.A. | 0962 |
| Broken Bow Wind, LLC | KeyBanc Capital Markets | 3131 |
| Broken Bow Wind, LLC | KeyBanc Capital Markets | 3130 |
| Broken Bow Wind, LLC | KeyBanc Capital Markets | 3133 |
| Broken Bow Wind, LLC | KeyBanc Capital Markets | 3138 |
| Broken Bow Wind, LLC | KeyBanc Capital Markets | 3135 |
| Broken Bow Wind, LLC | KeyBanc Capital Markets | 3136 |
| Broken Bow Wind, LLC | KeyBanc Capital Markets | 3137 |
| Broken Bow Wind, LLC | KeyBanc Capital Markets | 3132 |
| Broken Bow Wind, LLC | KeyBanc Capital Markets | 3134 |
| Buffalo Bear LLC | Citibank, N.A. | 2268 |
| Capistrano Wind Holdings, Inc. | Citibank, N.A. | 8864 |
| Capistrano Wind II, LLC | Citibank, N.A. | 8872 |
| Capistrano Wind Partners, LLC | Citibank, N.A. | 5567 |
| Capistrano Wind, LLC | Citibank, N.A. | 5559 |

| Non-Debtor Affiliate | Bank Name | Last 4 Digits of Account Number |
|--|-------------------------|---------------------------------|
| Cedro Hill Wind, LLC | Union Bank N.A. | 4900 |
| Cedro Hill Wind, LLC | Union Bank N.A. | 4862 |
| Cedro Hill Wind, LLC | Union Bank N.A. | 4608 |
| Cedro Hill Wind LLC | Union Bank N.A. | 3401 |
| Cedro Hill Wind LLC | Union Bank N.A. | 3402 |
| Cedro Hill Wind LLC | Union Bank N.A. | 3404 |
| Cedro Hill Wind LLC | Union Bank N.A. | 3406 |
| Cedro Hill Wind LLC | Union Bank N.A. | 3409 |
| Cedro Hill Wind LLC | Union Bank N.A. | 3407 |
| Cedro Hill Wind LLC | Union Bank N.A. | 3408 |
| Cedro Hill Wind LLC | Union Bank N.A. | 3403 |
| Cedro Hill Wind LLC | Union Bank N.A. | 3405 |
| Citizen Power Holdings One, LLC | Citibank, N.A. | 9724 |
| Clear View Acres Wind Farm LLC | Citibank, N.A. | 2224 |
| Collins Holdings EME, LLC | Citibank, N.A. | 9732 |
| Community Wind North LLC | Citibank, N.A. | 5126 |
| Corporation for Affordable Housing LLP II | Eastern Bank | 4550 |
| Corporation for Affordable Housing LLP III | Eastern Bank | 4667 |
| Corporation for Affordable Housing LLP | Eastern Bank | 9327 |
| Crofton Bluffs Wind | Citibank, N.A. | 8571 |
| Crofton Bluffs Wind | KeyBanc Capital Markets | 3140 |
| Crofton Bluffs Wind | KeyBanc Capital Markets | 3142 |
| Crofton Bluffs Wind | KeyBanc Capital Markets | 3144 |
| Crofton Bluffs Wind | KeyBanc Capital Markets | 3150 |
| Crofton Bluffs Wind | KeyBanc Capital Markets | 3151 |
| Crofton Bluffs Wind | KeyBanc Capital Markets | 3147 |
| Crofton Bluffs Wind | KeyBanc Capital Markets | 3149 |
| Crofton Bluffs Wind | KeyBanc Capital Markets | 3143 |
| Crofton Bluffs Wind | KeyBanc Capital Markets | 3145 |
| Cy-Hawk Wind Energy, LLC | Citibank, N.A. | 2347 |
| Del Mar Energy Company | Citibank, N.A. | 9767 |
| Eagle View Acres Wind Farm LLC | Citibank, N.A. | 2232 |
| EC Asset Services, Inc. | Eastern Bank | 4386 |
| EC Latin American Inv (Ber), Ltd (USD) | HSBC Bank Bermuda Ltd | 9501 |
| EC-SLP, Inc. | Eastern Bank | 5043 |
| EC Properties, Inc. | Eastern Bank | 4352 |
| EC Properties III, Inc. | Eastern Bank | 9855 |
| Edison Capital | Citibank, N.A. | 4378 |
| Edison Capital Housing | US Bancorp | 8014 |
| Edison Capital Housing | US Bancorp | 8010 |

| Non-Debtor Affiliate | Bank Name | Last 4 Digits of Account Number |
|---|---|---------------------------------|
| Edison Capital Housing Investments | US Bancorp | 8013 |
| Edison Capital Housing Investments | Citibank, N.A. | 4394 |
| Edison Capital Housing Investments II | US Bancorp | 1014 |
| Edison Capital Housing Investments III | US Bancorp | 1013 |
| Edison Capital Housing Investments III | JPMorgan Chase Bank N.A. | 5141 |
| Edison Capital Housing Investments III | JPMorgan Chase Bank N.A. | 5143 |
| Edison Capital Housing Investments III | JPMorgan Chase Bank N.A. | 5142 |
| Edison Capital Housing Partners XVI, LP | Citibank, N.A. | 2384 |
| Edison Capital Housing Partners IX, LP | Citibank, N.A. | 2261 |
| Edison Capital Housing Partners VII, LP | Citibank, N.A. | 2245 |
| Edison Capital Housing Partners VI, LP | Citibank, N.A. | 2237 |
| Edison Capital Housing Partners V, LP | Citibank, N.A. | 2229 |
| Edison Capital Housing Partners XIII, LP | Citibank, N.A. | 2317 |
| Edison Capital Housing Partners XII, LP | Citibank, N.A. | 2309 |
| Edison Capital Housing Partners XIV, LP | Citibank, N.A. | 2325 |
| Edison Capital Housing Partners XIX, LP | Citibank, N.A. | 2376 |
| Edison Capital Housing Partners XIX, LP | Citibank, N.A. | 2421 |
| Edison Capital Housing Partners XI, LP | Citibank, N.A. | 2296 |
| Edison Capital Housing Partners XVIII, LP | Citibank, N.A. | 2368 |
| Edison Capital Housing Partners XVIII, LP | Citibank, N.A. | 2413 |
| Edison Capital Housing Partners XVII, LP | Citibank, N.A. | 2341 |
| Edison Capital Housing Partners XVII, LP | Citibank, N.A. | 2405 |
| Edison Capital Housing Partners XVI, LP | Citibank, N.A. | 2392 |
| Edison Capital Housing Partners XV, LP | Citibank, N.A. | 2333 |
| Edison Capital Housing Partners X, LP | Citibank, N.A. | 2288 |
| Edison Capital Housing Partners, VIII, LP | Citibank, N.A. | 2253 |
| Edison Capital Latin American Investment Holdings Company | Citibank, N.A. | 0167 |
| Edison Enterprises Incorporated | Citibank, N.A. | 6583 |
| Edison First Power Ltd. | Barclays Bank PLC | 2904 |
| Edison First Power Ltd. GBP | Citibank United Kingdom (Citibank International PLC) | 8142 |
| Edison Funding Company | Citibank, N.A. | 4386 |
| Edison Funding Company | Bank of America, N.A. | 0260 |
| Edison Funding Omicron | Citibank, N.A. | 0175 |
| Edison Mission Group, Inc. | Citibank, N.A. | 9517 |
| Edison Mission Huntington Beach, LLC | Citibank, N.A. | 2073 |
| Edison Mission Marketing & Trading – Trade | Citibank, N.A. | 9762 |
| Edison Mission Marketing & Trading, Inc. | Citibank, N.A. | 9847 |
| Edison Mission Marketing & Trading, Inc. | Citibank, N.A. | 8289 |
| Edison Mission Operation & Maint | Citibank, N.A. | 4503 |

| Non-Debtor Affiliate | Bank Name | Last 4 Digits of Account Number |
|---|-------------------------|---------------------------------|
| Edison Mission Operation & Maintenance, Inc. | Citibank, N.A. | 7118 |
| Edison Mission Operation & Maintenance, Inc. | Citibank, N.A. | 7126 |
| Edison Mission Operation & Maintenance, Inc. | Citibank, N.A. | 7134 |
| Edison Mission Operation & Maintenance, Inc.. | Citibank, N.A. | 7142 |
| Edison Mission Operation & Maintenance, Inc. | Citibank, N.A. | 7169 |
| Edison Mission Wind, Inc. | Citibank, N.A. | 7557 |
| Edison O&M Services | Citibank, N.A. | 6591 |
| Edison Source Corporation | Citibank, N.A. | 6575 |
| Edison Source Corporation | Wells Fargo Bank N.A. | 6710 |
| Elk Lake Wind Farm LLC | Citibank, N.A. | 2259 |
| Elkhorn Ridge Wind, LLC | Citibank, N.A. | 3071 |
| EME Homer City Generation LP | Citibank, N.A. | 9863 |
| EME Homer City Generation, LP | Citibank, N.A. | 9927 |
| EME Homer City Generation, LP | Citibank, N.A. | 9919 |
| EME Homer City Generation, LP | Citibank, N.A. | 9935 |
| EME Homer City Generation LP | Bank of New York Mellon | 9612 |
| EME Homer City Generation LP | Bank of New York Mellon | 9753 |
| EME Homer City Generation LP | Bank of New York Mellon | 9754 |
| EME Homer City Generation LP | Bank of New York Mellon | 9755 |
| EME Homer City Generation LP | Bank of New York Mellon | 9756 |
| EME Homer City Generation LP | Bank of New York Mellon | 9757 |
| EME Homer City Generation LP | Bank of New York Mellon | 9758 |
| EME Homer City Generation LP | Bank of New York Mellon | 9759 |
| EME Homer City Generation LP | Bank of New York Mellon | 9613 |
| EME Homer City Generation LP | Bank of New York Mellon | 9746 |
| EME Homer City Generation LP | Bank of New York Mellon | 9747 |
| EME Homer City Generation LP | Bank of New York Mellon | 9748 |
| EME Homer City Generation LP | Bank of New York Mellon | 9749 |
| EME Homer City Generation LP | Bank of New York Mellon | 9750 |
| EME Homer City Generation LP | Bank of New York Mellon | 9751 |
| EME Homer City Generation LP | Bank of New York Mellon | 9752 |
| EME Homer City Generation LP | Bank of New York Mellon | 9616 |
| EME Homer City Generation LP | Bank of New York Mellon | 9739 |
| EME Homer City Generation LP | Bank of New York Mellon | 9740 |
| EME Homer City Generation LP | Bank of New York Mellon | 9741 |
| EME Homer City Generation LP | Bank of New York Mellon | 9742 |
| EME Homer City Generation LP | Bank of New York Mellon | 9743 |
| EME Homer City Generation LP | Bank of New York Mellon | 9744 |
| EME Homer City Generation LP | Bank of New York Mellon | 9745 |
| EME Homer City Generation LP | Bank of New York Mellon | 9670 |

| Non-Debtor Affiliate | Bank Name | Last 4 Digits of Account Number |
|------------------------------|-------------------------|---------------------------------|
| EME Homer City Generation LP | Bank of New York Mellon | 9671 |
| EME Homer City Generation LP | Bank of New York Mellon | 9672 |
| EME Homer City Generation LP | Bank of New York Mellon | 9673 |
| EME Homer City Generation LP | Bank of New York Mellon | 9674 |
| EME Homer City Generation LP | Bank of New York Mellon | 9675 |
| EME Homer City Generation LP | Bank of New York Mellon | 9676 |
| EME Homer City Generation LP | Bank of New York Mellon | 9677 |
| EME Homer City Generation LP | Bank of New York Mellon | 9617 |
| EME Homer City Generation LP | Bank of New York Mellon | 9715 |
| EME Homer City Generation LP | Bank of New York Mellon | 9716 |
| EME Homer City Generation LP | Bank of New York Mellon | 9717 |
| EME Homer City Generation LP | Bank of New York Mellon | 9718 |
| EME Homer City Generation LP | Bank of New York Mellon | 9719 |
| EME Homer City Generation LP | Bank of New York Mellon | 9720 |
| EME Homer City Generation LP | Bank of New York Mellon | 9721 |
| EME Homer City Generation LP | Bank of New York Mellon | 9722 |
| EME Homer City Generation LP | Bank of New York Mellon | 5438 |
| EME Homer City Generation LP | Bank of New York Mellon | 5443 |
| EME Homer City Generation LP | Bank of New York Mellon | 9662 |
| EME Homer City Generation LP | Bank of New York Mellon | 9663 |
| EME Homer City Generation LP | Bank of New York Mellon | 9664 |
| EME Homer City Generation LP | Bank of New York Mellon | 9665 |
| EME Homer City Generation LP | Bank of New York Mellon | 9666 |
| EME Homer City Generation LP | Bank of New York Mellon | 9667 |
| EME Homer City Generation LP | Bank of New York Mellon | 9668 |
| EME Homer City Generation LP | Bank of New York Mellon | 9669 |
| EME Homer City Generation LP | Bank of New York Mellon | 9723 |
| EME Homer City Generation LP | Bank of New York Mellon | 9724 |
| EME Homer City Generation LP | Bank of New York Mellon | 9725 |
| EME Homer City Generation LP | Bank of New York Mellon | 9726 |
| EME Homer City Generation LP | Bank of New York Mellon | 9727 |
| EME Homer City Generation LP | Bank of New York Mellon | 9770 |
| EME Homer City Generation LP | Bank of New York Mellon | 9728 |
| EME Homer City Generation LP | Bank of New York Mellon | 9729 |
| EME Homer City Generation LP | Bank of New York Mellon | 5440 |
| EME Homer City Generation LP | Bank of New York Mellon | 5442 |
| EME Homer City Generation LP | Bank of New York Mellon | 5441 |
| EME Homer City Generation LP | Bank of New York Mellon | 9730 |
| EME Homer City Generation LP | Bank of New York Mellon | 9731 |
| EME Homer City Generation LP | Bank of New York Mellon | 9732 |

| Non-Debtor Affiliate | Bank Name | Last 4 Digits of Account Number |
|------------------------------|-------------------------|---------------------------------|
| EME Homer City Generation LP | Bank of New York Mellon | 9733 |
| EME Homer City Generation LP | Bank of New York Mellon | 9734 |
| EME Homer City Generation LP | Bank of New York Mellon | 9735 |
| EME Homer City Generation LP | Bank of New York Mellon | 9736 |
| EME Homer City Generation LP | Bank of New York Mellon | 9737 |
| EME Homer City Generation LP | Bank of New York Mellon | 9760 |
| EME Homer City Generation LP | Bank of New York Mellon | 9761 |
| EME Homer City Generation LP | Bank of New York Mellon | 9762 |
| EME Homer City Generation LP | Bank of New York Mellon | 9763 |
| EME Homer City Generation LP | Bank of New York Mellon | 9764 |
| EME Homer City Generation LP | Bank of New York Mellon | 9765 |
| EME Homer City Generation LP | Bank of New York Mellon | 9766 |
| EME Homer City Generation LP | Bank of New York Mellon | 9767 |
| EME Homer City Generation LP | Bank of New York Mellon | 9645 |
| EME Homer City Generation LP | Bank of New York Mellon | 5439 |
| EME Homer City Generation LP | Bank of New York Mellon | 9654 |
| EME Homer City Generation LP | Bank of New York Mellon | 9655 |
| EME Homer City Generation LP | Bank of New York Mellon | 9656 |
| EME Homer City Generation LP | Bank of New York Mellon | 9657 |
| EME Homer City Generation LP | Bank of New York Mellon | 9658 |
| EME Homer City Generation LP | Bank of New York Mellon | 9659 |
| EME Homer City Generation LP | Bank of New York Mellon | 9660 |
| EME Homer City Generation LP | Bank of New York Mellon | 9661 |
| EME Homer City Generation LP | Bank of New York Mellon | 5451 |
| EME Homer City Generation LP | Bank of New York Mellon | 5452 |
| EME Homer City Generation LP | Bank of New York Mellon | 5453 |
| EME Homer City Generation LP | Bank of New York Mellon | 9646 |
| EME Homer City Generation LP | Bank of New York Mellon | 9647 |
| EME Homer City Generation LP | Bank of New York Mellon | 9648 |
| EME Homer City Generation LP | Bank of New York Mellon | 9649 |
| EME Homer City Generation LP | Bank of New York Mellon | 9650 |
| EME Homer City Generation LP | Bank of New York Mellon | 9651 |
| EME Homer City Generation LP | Bank of New York Mellon | 9652 |
| EME Homer City Generation LP | Bank of New York Mellon | 9653 |
| EME Homer City Generation LP | Bank of New York Mellon | 5437 |
| EME Homer City Generation LP | Bank of New York Mellon | 9738 |
| EME Homer City Generation LP | Bank of New York Mellon | 9637 |
| EME Homer City Generation LP | Bank of New York Mellon | 9638 |
| EME Homer City Generation LP | Bank of New York Mellon | 9639 |
| EME Homer City Generation LP | Bank of New York Mellon | 9640 |

| Non-Debtor Affiliate | Bank Name | Last 4 Digits of Account Number |
|------------------------------|-------------------------|---------------------------------|
| EME Homer City Generation LP | Bank of New York Mellon | 9641 |
| EME Homer City Generation LP | Bank of New York Mellon | 9642 |
| EME Homer City Generation LP | Bank of New York Mellon | 9643 |
| EME Homer City Generation LP | Bank of New York Mellon | 9644 |
| EME Homer City Generation LP | Bank of New York Mellon | 9686 |
| EME Homer City Generation LP | Bank of New York Mellon | 9687 |
| EME Homer City Generation LP | Bank of New York Mellon | 9688 |
| EME Homer City Generation LP | Bank of New York Mellon | 9689 |
| EME Homer City Generation LP | Bank of New York Mellon | 9690 |
| EME Homer City Generation LP | Bank of New York Mellon | 9691 |
| EME Homer City Generation LP | Bank of New York Mellon | 9692 |
| EME Homer City Generation LP | Bank of New York Mellon | 9693 |
| EME Homer City Generation LP | Bank of New York Mellon | 9694 |
| EME Homer City Generation LP | Bank of New York Mellon | 9695 |
| EME Homer City Generation LP | Bank of New York Mellon | 9696 |
| EME Homer City Generation LP | Bank of New York Mellon | 9697 |
| EME Homer City Generation LP | Bank of New York Mellon | 9698 |
| EME Homer City Generation LP | Bank of New York Mellon | 9699 |
| EME Homer City Generation LP | Bank of New York Mellon | 9700 |
| EME Homer City Generation LP | Bank of New York Mellon | 9701 |
| EME Homer City Generation LP | Bank of New York Mellon | 9678 |
| EME Homer City Generation LP | Bank of New York Mellon | 9679 |
| EME Homer City Generation LP | Bank of New York Mellon | 9680 |
| EME Homer City Generation LP | Bank of New York Mellon | 9681 |
| EME Homer City Generation LP | Bank of New York Mellon | 9682 |
| EME Homer City Generation LP | Bank of New York Mellon | 9683 |
| EME Homer City Generation LP | Bank of New York Mellon | 9684 |
| EME Homer City Generation LP | Bank of New York Mellon | 9685 |
| EME Homer City Generation LP | Bank of New York Mellon | 9702 |
| EME Homer City Generation LP | Bank of New York Mellon | 9703 |
| EME Homer City Generation LP | Bank of New York Mellon | 9704 |
| EME Homer City Generation LP | Bank of New York Mellon | 9705 |
| EME Homer City Generation LP | Bank of New York Mellon | 9706 |
| EME Homer City Generation LP | Bank of New York Mellon | 9707 |
| EME Homer City Generation LP | Bank of New York Mellon | 9708 |
| EME Homer City Generation LP | Bank of New York Mellon | 9709 |
| EME Service Co. | Citibank, N.A. | 3119 |
| Forward Windpower LLC | Citibank, N.A. | 2081 |
| Goat Wind LP | Citibank, N.A. | 5519 |
| Green Prairie Energy LLC | Citibank, N.A. | 2267 |

| Non-Debtor Affiliate | Bank Name | Last 4 Digits of Account Number |
|---|-----------------------|---------------------------------|
| Greene Wind Energy LLC | Citibank, N.A. | 2355 |
| Hardin Wind Energy LLC | Citibank, N.A. | 2363 |
| Highland Township Wind Farm LLC | Citibank, N.A. | 2275 |
| Jeffers Wind 20, LLC | Citibank, N.A. | 3331 |
| Laredo Ridge Wind, LLC - Construction Account | Union Bank N.A. | 8301 |
| Laredo Ridge Wind, LLC | Union Bank N.A. | 8302 |
| Laredo Ridge Wind, LLC | Union Bank N.A. | 8304 |
| Laredo Ridge Wind, LLC | Union Bank N.A. | 8306 |
| Laredo Ridge Wind, LLC | Union Bank N.A. | 8309 |
| Laredo Ridge Wind, LLC | Union Bank N.A. | 8307 |
| Laredo Ridge Wind, LLC | Union Bank N.A. | 8308 |
| Laredo Ridge Wind, LLC | Union Bank N.A. | 8303 |
| Laredo Ridge Wind, LLC | Union Bank N.A. | 8305 |
| Laredo Ridge Wind, LLC | Union Bank N.A. | 5036 |
| Laredo Ridge Wind, LLC | Union Bank N.A. | 0100 |
| Laredo Ridge Wind, LLC | Union Bank N.A. | 5052 |
| Laredo Ridge Wind, LLC | Union Bank N.A. | 5044 |
| Laredo Ridge Wind, LLC | Union Bank N.A. | 0305 |
| Lookout Windpower LLC | Citibank, N.A. | 2102 |
| MHICAL 94, LP | Citibank, N.A. | 0191 |
| MHIFED 94, LP | Citibank, N.A. | 2448 |
| MHIFED 95, LP | Citibank, N.A. | 2456 |
| MHIFED 96A, LP | Citibank, N.A. | 2472 |
| MHIFED 96, LP | Citibank, N.A. | 2464 |
| Midway Sunset Cogeneration Company | Citibank, N.A. | 0039 |
| Midway-Sunset Cogeneration Company | Bank of America, N.A. | 0637 |
| Mission (Bermuda) Investments, Ltd (USD) | HSBC Bank Bermuda Ltd | 7501 |
| Mission del Cielo, Inc. | Citibank, N.A. | 0135 |
| Mission Del Sol, LLC | Citibank, N.A. | 0143 |
| Mission Energy Holding Company | Citibank, N.A. | 3862 |
| Mission Funding Alpha | Citibank, N.A. | 2349 |
| Mission Funding Epsilon | Citibank, N.A. | 2365 |
| Mission Funding Zeta | Citibank, N.A. | 2583 |
| Mission Housing Alpha | Citibank, N.A. | 2499 |
| Mission Housing Investors Partnership | Citibank, N.A. | 2501 |
| Mission Investments, Inc. | Bank of Nova Scotia | 4577 |
| Mission Land Company | Citibank, N.A. | 0183 |
| Mission Minnesota Wind LLC | Citibank, N.A. | 2604 |
| Mission (Bermuda) Investments Ltd. | Citibank, N.A. | 0204 |
| Mountain Wind Power II LLC | Citibank, N.A. | 2444 |

| Non-Debtor Affiliate | Bank Name | Last 4 Digits of Account Number |
|---------------------------------|-------------------------|---------------------------------|
| Mountain Wind Power LLC | Citibank, N.A. | 2372 |
| Odin Wind Farm, LLC | Citibank, N.A. | 2799 |
| Palo Alto County Wind Farm LLC | Citibank, N.A. | 2283 |
| Pinnacle Wind Force LLC | Citibank, N.A. | 5952 |
| Pinnacle Wind, LLC | KeyBanc Capital Markets | 3108 |
| Pleasant Valley Energy Company | Citibank, N.A. | 0178 |
| Poverty Ridge Wind LLC | Citibank, N.A. | 2371 |
| San Juan Mesa Wind Project, LLC | Citibank, N.A. | 1592 |
| Silver Lake Acres Wind Farm LLC | Citibank, N.A. | 2291 |
| Silverado Energy Company | Citibank, N.A. | 0223 |
| Sleeping Bear LLC | Citibank, N.A. | 2129 |
| Spanish Fork Wind Park 2 LLC | Citibank, N.A. | 2487 |
| Storm Lake Power Partners LLC | Citibank, N.A. | 2137 |
| Sunrise View Wind Farm LLC | Citibank, N.A. | 2304 |
| Sunset View Wind Farm LLC | Citibank, N.A. | 2312 |
| Sutton Wind Energy LLC | Citibank, N.A. | 2398 |
| Taloga Wind, LLC | KeyBanc Capital Markets | 3109 |
| Taloga Wind LLC | Citibank, N.A. | 4669 |
| Tapestry Wind, LLC | KeyBanc Capital Markets | 3120 |
| Tapestry Wind, LLC | KeyBanc Capital Markets | 3107 |
| Tapestry Wind, LLC | KeyBanc Capital Markets | 3118 |
| Tapestry Wind, LLC | KeyBanc Capital Markets | 3111 |
| High Lonesome Mesa, LLC | Citibank, N.A. | 0821 |
| High Lonesome Mesa, LLC | Wells Fargo Bank N.A. | 4411 |
| High Lonesome Mesa, LLC | Wells Fargo Bank N.A. | 4410 |
| High Lonesome Mesa, LLC | Wells Fargo Bank N.A. | 4405 |
| High Lonesome Mesa, LLC | Wells Fargo Bank N.A. | 4401 |
| High Lonesome Mesa, LLC | Wells Fargo Bank N.A. | 4400 |
| High Lonesome Mesa, LLC | Wells Fargo Bank N.A. | 4404 |
| High Lonesome Mesa, LLC | Wells Fargo Bank N.A. | 4209 |
| High Lonesome Mesa, LLC | Wells Fargo Bank N.A. | 4207 |
| High Lonesome Mesa, LLC | Wells Fargo Bank N.A. | 4208 |
| High Lonesome Mesa, LLC | Wells Fargo Bank N.A. | 4204 |
| High Lonesome Mesa, LLC | Wells Fargo Bank N.A. | 4211 |
| High Lonesome Mesa, LLC | Wells Fargo Bank N.A. | 4205 |
| High Lonesome Mesa, LLC | Wells Fargo Bank N.A. | 4201 |
| High Lonesome Mesa, LLC | Wells Fargo Bank N.A. | 4200 |
| High Lonesome Mesa, LLC | Wells Fargo Bank N.A. | 4202 |
| High Lonesome Mesa, LLC | Wells Fargo Bank N.A. | 4206 |
| High Lonesome Mesa, LLC | Wells Fargo Bank N.A. | 4210 |

| Non-Debtor Affiliate | Bank Name | Last 4 Digits of Account Number |
|---------------------------|-------------------------|---------------------------------|
| High Lonesome Mesa, LLC | Wells Fargo Bank N.A. | 4211 |
| Tapestry Wind, LLC | KeyBanc Capital Markets | 3112 |
| Tapestry Wind, LLC | KeyBanc Capital Markets | 3119 |
| Tapestry Wind, LLC | KeyBanc Capital Markets | 3117 |
| Tapestry Wind, LLC | KeyBanc Capital Markets | 3115 |
| Tapestry Wind, LLC | KeyBanc Capital Markets | 3116 |
| Tapestry Wind, LLC | KeyBanc Capital Markets | 3123 |
| Tapestry Wind, LLC | KeyBanc Capital Markets | 3121 |
| Tapestry Wind, LLC | KeyBanc Capital Markets | 3110 |
| Tapestry Wind, LLC | KeyBanc Capital Markets | 3106 |
| Tapestry Wind, LLC | KeyBanc Capital Markets | 3108 |
| Tapestry Wind, LLC | KeyBanc Capital Markets | 113 |
| Tapestry Wind, LLC | KeyBanc Capital Markets | 3114 |
| Tapestry Wind, LLC | KeyBanc Capital Markets | 3122 |
| Timberwood DSC Fund | Eastern Bank | 5027 |
| Viejo Energy Company | Citibank, N.A. | 266 |
| Viento Funding II | Union Bank N.A. | 8101 |
| Viento Funding II, Inc. | Union Bank N.A. | 8109 |
| Viento Funding II, Inc. | Union Bank N.A. | 8110 |
| Viento Funding II, Inc. | Union Bank N.A. | 8111 |
| Viento Funding II, Inc. | Union Bank N.A. | 8112 |
| Viento Funding II, Inc. | Union Bank N.A. | 8102 |
| Viento Funding II, Inc. | Union Bank N.A. | 8103 |
| Viento Funding II, Inc. | Union Bank N.A. | 8108 |
| Viento Funding II, Inc. | Union Bank N.A. | 8106 |
| Viento Funding II, Inc. | Union Bank N.A. | 8107 |
| Viento Funding II, Inc. | Union Bank N.A. | 8104 |
| Viento Funding II, Inc. | Union Bank N.A. | 8105 |
| Virgin Lake Wind Farm LLC | Citibank, N.A. | 2339 |
| Walnut Creek Energy, LLC | Union Bank N.A. | 5575 |
| Walnut Creek Energy, LLC | Union Bank N.A. | 5583 |
| Walnut Creek Energy, LLC | Union Bank N.A. | 3201 |
| Walnut Creek Energy, LLC | Union Bank N.A. | 3202 |
| Walnut Creek Energy, LLC | Union Bank N.A. | 3205 |
| Walnut Creek Energy, LLC | Union Bank N.A. | 3207 |
| Walnut Creek Energy, LLC | Union Bank N.A. | 3211 |
| Walnut Creek Energy, LLC | Union Bank N.A. | 3208 |
| Walnut Creek Energy, LLC | Union Bank N.A. | 3209 |
| Walnut Creek Energy, LLC | Union Bank N.A. | 3206 |
| Walnut Creek Energy, LLC | Union Bank N.A. | 3203 |

| Non-Debtor Affiliate | Bank Name | Last 4 Digits of Account Number |
|----------------------------------|-----------------|---------------------------------|
| Walnut Creek Energy, LLC | Union Bank N.A. | 3210 |
| Walnut Creek Energy, LLC | Union Bank N.A. | 3204 |
| WCEP Holdings, LLC Holdings, LLC | Union Bank N.A. | 5591 |
| WCEP Holdings, LLC | Union Bank N.A. | 5806 |
| WCEP Holdings, LLC | Union Bank N.A. | 5804 |
| WCEP Holdings, LLC | Union Bank N.A. | 5805 |
| WCEP Holdings, LLC | Union Bank N.A. | 5803 |
| Wildorado Wind, LLC | Citibank, N.A. | 1875 |
| Wind Family Turbine LLC | Citibank, N.A. | 2419 |
| Zontos Wind LLC | Citibank, N.A. | 2427 |

EXHIBIT C

Cash Management System Diagram

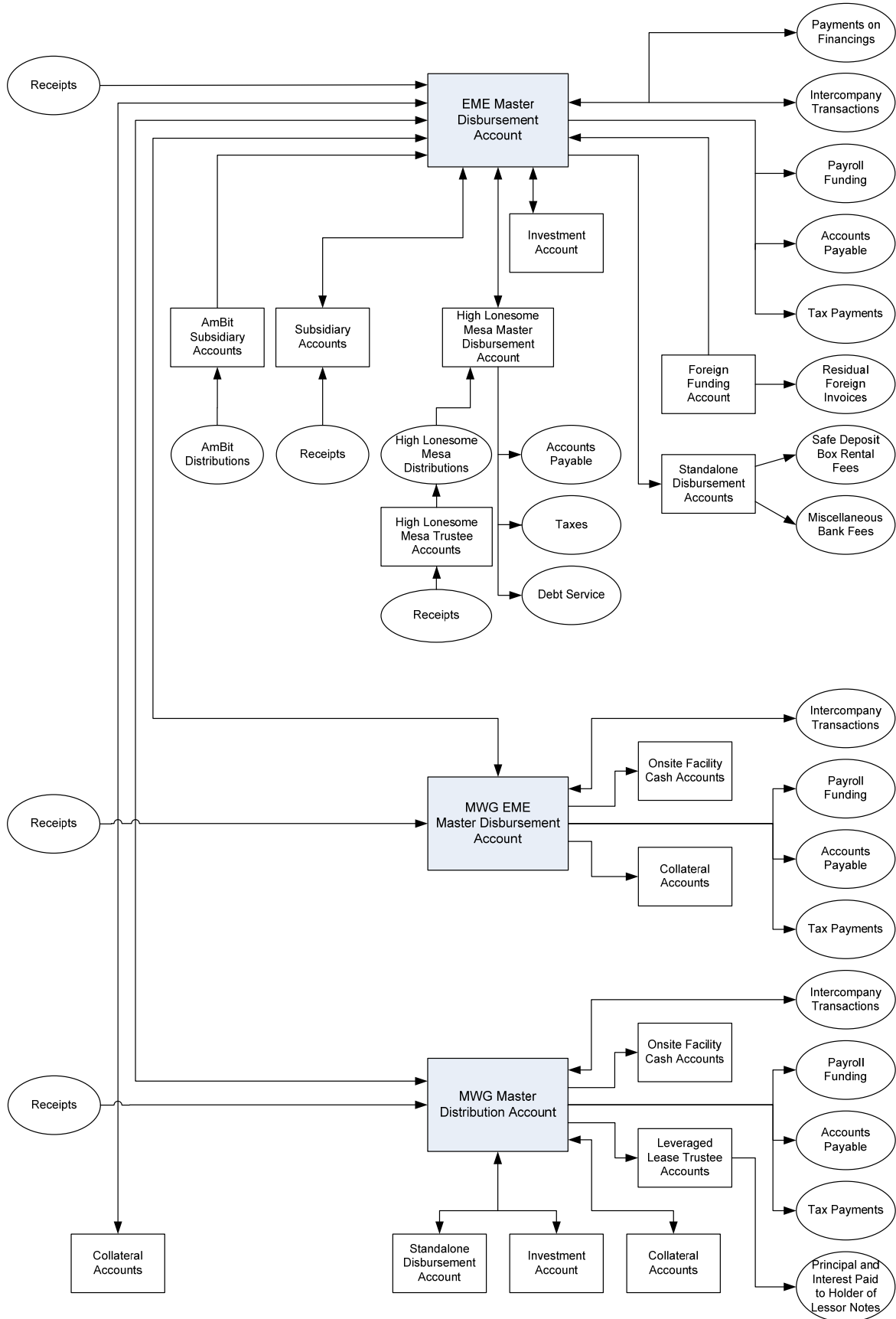


Exhibit D

Section 345(b) of the Bankruptcy Code and the U.S. Trustee Guidelines Chart

| Debtor | Bank Name | Account Type | Last 4 Digits of Account Number | § 345(b) Status | U.S. Trustee Status |
|-----------------------|--|---------------------------------|---------------------------------|---|---------------------|
| Edison Mission Energy | Citibank, N.A. | EME Master Disbursement Account | 9783 | Yes—FDIC-insured | Yes |
| Edison Mission Energy | Citibank, N.A. | Standalone Disbursement Account | 8633 | Yes—FDIC-insured | Yes |
| Edison Mission Energy | Citibank, N.A. | Standalone Disbursement Account | 0981 | Yes—FDIC-insured | Yes |
| Edison Mission Energy | Citibank United Kingdom (Citibank International PLC) | Foreign Funding Account | 8088 | No—non-FDIC-insured foreign bank | No |
| Edison Mission Energy | City National Bank | Standalone Disbursement Account | 7910 | Yes—FDIC-insured | No |
| Edison Mission Energy | Union Bank N.A. | Standalone Disbursement Account | 5060 | Yes—FDIC-insured | Yes |
| Edison Mission Energy | DNB BANK ASA | Collateral Account | 6001 | N/A—Non-Investment/Non-Deposit Account) | No |
| Edison Mission Energy | DNB BANK ASA | Collateral Account | 0126 | N/A—Non-Investment/Non-Deposit Account) | No |
| Edison Mission Energy | DNB BANK ASA | Collateral Account | 0067 | N/A—Non-Investment/Non-Deposit Account) | No |
| Edison Mission Energy | DNB BANK ASA | Collateral Account | 0157 | N/A—Non-Investment/Non-Deposit Account) | No |
| Edison Mission Energy | DNB BANK ASA | Collateral Account | 0310 | N/A—Non-Investment/Non-Deposit Account) | No |
| Edison Mission Energy | DNB BANK ASA | Collateral Account | 0128 | N/A—Non-Investment/Non-Deposit Account) | No |
| Edison Mission Energy | DNB BANK ASA | Collateral Account | 0345 | N/A—Non-Investment/Non-Deposit Account) | No |
| Edison Mission Energy | DNB BANK ASA | Collateral Account | 0137 | N/A—Non-Investment/Non-Deposit Account) | No |
| Edison Mission Energy | DNB BANK ASA | Collateral Account | 0176 | N/A—Non-Investment/Non-Deposit Account) | No |
| Edison Mission Energy | DNB BANK ASA | Collateral Account | 0172 | N/A—Non-Investment/Non-Deposit Account) | No |
| Edison Mission Energy | DNB BANK ASA | Collateral Account | 0203 | N/A—Non-Investment/Non-Deposit Account) | No |
| Edison Mission Energy | DNB BANK ASA | Collateral Account | 0206 | N/A—Non-Investment/Non-Deposit Account) | No |

| Debtor | Bank Name | Account Type | Last 4 Digits of Account Number | § 345(b) Status | U.S. Trustee Status |
|----------------------------|-------------------------------------|-------------------------------------|---------------------------------|---|---------------------|
| Edison Mission Energy | DNB BANK ASA | Collateral Account | 0213 | N/A—Non-Investment/ Non-Deposit Account) | No |
| Edison Mission Energy | DNB BANK ASA | Collateral Account | 0119 | N/A—Non-Investment/ Non-Deposit Account) | No |
| Edison Mission Energy | DNB BANK ASA | Collateral Account | 0227 | N/A—Non-Investment/ Non-Deposit Account) | No |
| Edison Mission Energy | DNB BANK ASA | Collateral Account | 0219 | N/A—Non-Investment/ Non-Deposit Account) | No |
| Edison Mission Energy | DNB BANK ASA | Collateral Account | 0390 | N/A—Non-Investment/ Non-Deposit Account) | No |
| Edison Mission Energy | DNB BANK ASA | Collateral Account | 0023 | N/A—Non-Investment/ Non-Deposit Account) | No |
| Edison Mission Energy | DNB BANK ASA | Collateral Account | 0234 | N/A—Non-Investment/ Non-Deposit Account) | No |
| Edison Mission Energy | DNB BANK ASA | Collateral Account | 0390 | N/A—Non-Investment/ Non-Deposit Account) | No |
| Edison Mission Energy | DNB BANK ASA | Collateral Account | 0179 | N/A—Non-Investment/ Non-Deposit Account) | No |
| Edison Mission Energy | JPMorgan Chase Bank N.A. | Collateral Account | 1130 | Yes—FDIC-insured | Yes |
| Edison Mission Energy | Citibank, N.A. | Collateral Account | Not Held by Debtors | Yes—FDIC-insured | Yes |
| Edison Mission Energy | Citibank, N.A. | Collateral Account | Not Held by Debtors | Yes—FDIC-insured | Yes |
| Edison Mission Energy | Institutional Cash Distributors LLC | Investment Account | 0335 | Yes—Investments comply with section 345(b) | No |
| Midwest Finance Corp. | Citibank, N.A. | Standalone Disbursement Account | 2827 | Yes—FDIC-insured | Yes |
| Midwest Generation EME LLC | Bank of America, N.A. | Onsite Facility Cash Account | 1429 | Yes—FDIC-insured | Yes |
| Midwest Generation EME LLC | Citibank, N.A. | EME MWG Master Disbursement Account | 4458 | Yes—FDIC-insured | Yes |
| Midwest Generation EME LLC | Citibank, N.A. | Standalone Disbursement Account | 8822 | Yes—FDIC-insured | Yes |
| Midwest Generation LLC | Citibank, N.A. | Onsite Facility Cash Account | 9804 | Yes—FDIC-insured | Yes |
| Midwest Generation LLC | Citibank, N.A. | Onsite Facility Cash Account | 9812 | Yes—FDIC-insured | Yes |
| Midwest Generation LLC | Citibank, N.A. | Onsite Facility Cash Account | 9839 | Yes—FDIC-insured | Yes |
| Midwest Generation LLC | Citibank, N.A. | Onsite Facility Cash Account | 9847 | Yes—FDIC-insured | Yes |

| Debtor | Bank Name | Account Type | Last 4 Digits of Account Number | § 345(b) Status | U.S. Trustee Status |
|------------------------|-------------------------------------|---------------------------------|---------------------------------|---|---------------------|
| Midwest Generation LLC | Citibank, N.A. | Onsite Facility Cash Account | 9855 | Yes—FDIC-insured | Yes |
| Midwest Generation LLC | Citibank, N.A. | MWG Master Disbursement Account | 0098 | Yes—FDIC-insured | Yes |
| Midwest Generation LLC | Citibank, N.A. | Standalone Disbursement Account | 0071 | Yes—FDIC-insured | Yes |
| Midwest Generation LLC | Citibank, N.A. | Standalone Disbursement Account | 9732 | Yes—FDIC-insured | Yes |
| Midwest Generation LLC | Bank of New York Mellon | Leveraged Lease Trustee Account | 2661 | Yes—FDIC-insured | Yes |
| Midwest Generation LLC | Bank of New York Mellon | Leveraged Lease Trustee Account | 2662 | Yes—FDIC-insured | Yes |
| Midwest Generation LLC | Bank of New York Mellon | Leveraged Lease Trustee Account | 5421 | Yes—FDIC-insured | Yes |
| Midwest Generation LLC | Bank of New York Mellon | Leveraged Lease Trustee Account | 5422 | Yes—FDIC-insured | Yes |
| Midwest Generation LLC | Bank of New York Mellon | Leveraged Lease Trustee Account | 5417 | Yes—FDIC-insured | Yes |
| Midwest Generation LLC | Bank of New York Mellon | Leveraged Lease Trustee Account | 5419 | Yes—FDIC-insured | Yes |
| Midwest Generation LLC | Wilmington Trust | Collateral Account | 8000 | Yes—FDIC-insured | No |
| Midwest Generation LLC | Morgan Stanley Smith Barney | Collateral Account | 8068 | N/A—Non-Investment/ Non-Deposit Account) | No |
| Midwest Generation LLC | Institutional Cash Distributors LLC | Investment Account | 0234 | Yes—Investments comply with section 345(b) | No |