

UNITED STATES BANKRUPTCY COURT
NORTHERN DISTRICT OF ILLINOIS
EASTERN DIVISION

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

NOTICE OF DEBTORS’ FIRST OMNIBUS OBJECTION TO CERTAIN PROOFS OF CLAIM (LATE-FILED CLAIMS, DUPLICATIVE CLAIMS, INSUFFICIENT DOCUMENTATION CLAIM, NON-DEBTOR CLAIMS, RECLASSIFICATION CLAIM, AND NO LIABILITY CLAIMS)

PLEASE TAKE NOTICE that on the **16th day of October, 2013, at 10:30 a.m. (Central Time)** or as soon thereafter as counsel may be heard, the above-captioned debtors and debtors in possession (collectively, the “Debtors”) shall appear before the Honorable Jacqueline P. Cox or any other judge who may be sitting in her place and stead, in Courtroom 680 in the United States Courthouse, 219 South Dearborn Street, Chicago, Illinois, and present the attached *Debtors’ First Omnibus Objection to Certain Proofs of Claim (Late-Filed Claims, Duplicative Claims, Insufficient Documentation Claim, Non-Debtor Claims, Reclassification Claim, And No Liability Claims)* (the “Objection”).

PLEASE TAKE FURTHER NOTICE that any objection to the Objection must be filed with the Court by **October 7, 2013, at 4:00 p.m. (Central Time)** and served so as to be actually received by: (a) counsel to the Debtors; (b) each holder of a Disputed Claim (as defined in the Objection) identified on **Schedules 1–6** to **Exhibit A** to the Objection; (c) the Office of the U.S. Trustee for the Northern District of Illinois; (d) counsel to the official committee of unsecured creditors appointed to these chapter 11 cases; (e) the indenture trustee for the Debtors’ senior unsecured notes; (f) counsel to the ad hoc committee of certain holders of the Debtors’ senior unsecured notes; (g) 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; (h) counsel to the ad

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

hoc committee of certain holders of pass-through certificates related to the Debtors' Powerton and Joliet generating stations; (i) the owner trusts and the equity investors for the Debtors' Powerton and Joliet generating stations and their respective counsel; (j) the lender under Debtor Edison Mission Energy's letter-of-credit facility; (k) the state attorneys general for states in which the Debtors conduct business; (l) United States Attorney for the Northern District of Illinois; (m) the Internal Revenue Service; (n) the Securities and Exchange Commission; (o) the Environmental Protection Agency and similar state environmental agencies for states in which the Debtors conduct business; and (p) those parties who have requested service of papers in this case pursuant to Rule 2002 of the Federal Rules of Bankruptcy Procedure and the *Order Approving Case Management Procedures* [Docket No. 128].

PLEASE TAKE FURTHER NOTICE that copies of all documents filed in these chapter 11 cases are available free of charge by visiting the case website maintained by GCG, Inc., the Debtors' 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.

[Remainder of page intentionally left blank.]

Dated: September 16, 2013

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

James H.M. Sprayregen, P.C.
David R. Seligman, P.C.
Sarah Hiltz Seewer
KIRKLAND & ELLIS LLP
300 North LaSalle
Chicago, Illinois 60654
Telephone: (312) 862-2000
Facsimile: (312) 862-2200

- and -

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

*Counsel to the Debtors and Debtors in Possession
other than Camino Energy Company*

- and -

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

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

UNITED STATES BANKRUPTCY COURT
NORTHERN DISTRICT OF ILLINOIS
EASTERN DIVISION

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

**DEBTORS’ FIRST OMNIBUS OBJECTION TO CERTAIN PROOFS
OF CLAIM (LATE-FILED CLAIMS, DUPLICATIVE CLAIMS,
INSUFFICIENT DOCUMENTATION CLAIM, NON-DEBTOR CLAIMS,
RECLASSIFICATION CLAIM, AND NO LIABILITY CLAIMS)**

**THIS OBJECTION SEEKS TO DISALLOW,
EXPUNGE, RECLASSIFY, REDUCE, AND/OR MODIFY
CERTAIN FILED PROOFS OF CLAIM. CLAIMANTS RECEIVING
THIS OBJECTION SHOULD LOCATE THEIR NAMES AND CLAIMS
ON SCHEDULES 1–6 TO EXHIBIT A ATTACHED TO THIS OBJECTION.**

The above-captioned debtors and debtors in possession (collectively, the “Debtors”) respectfully state the following in support of this objection (this “Objection”):

Relief Requested

1. The Debtors seek entry of an order, substantially in the form attached hereto as

Exhibit A (the “Order”):

- expunging and disallowing the claims identified on **Schedule 1** to the Order (collectively, the “Late-Filed Claims”) in their entirety because such claims were not timely filed;

¹ The Debtors in these chapter 11 cases, along with the last four digits of each Debtor’s federal tax identification number, include: Edison Mission Energy (1807); Camino Energy Company (2601); Chestnut Ridge Energy Company (6590); Edison Mission Energy Fuel Services, LLC (4630); Edison Mission Finance Co. (9202); Edison Mission Fuel Resources, Inc. (3014); Edison Mission Fuel Transportation, Inc. (3012); Edison Mission Holdings Co. (6940); Edison Mission Midwest Holdings Co. (6553); EME Homer City Generation L.P. (6938); Homer City Property Holdings, Inc. (1685); Midwest Finance Corp. (9350); Midwest Generation EME, LLC (1760); Midwest Generation, LLC (8558); Midwest Generation Procurement Services, LLC (2634); Midwest Peaker Holdings, Inc. (5282); Mission Energy Westside, Inc. (0657); San Joaquin Energy Company (1346); Southern Sierra Energy Company (6754); and Western Sierra Energy Company (1447). The location of parent Debtor Edison Mission Energy’s corporate headquarters and the Debtors’ service address is: 3 MacArthur Place, Suite 100, Santa Ana, California 92707.

- expunging and disallowing the claims identified on **Schedule 2** to the Order (collectively, the “Duplicative Claims”) in their entirety because such claims are duplicative of other proofs of claim;
- expunging and disallowing the claim identified on **Schedule 3** to the Order (the “Insufficient Documentation Claim”) in its entirety because such claim fails to sufficiently specify the basis for the proof of claim or provide sufficient supporting documentation therefor;
- expunging and disallowing the claims identified on **Schedule 4** to the Order (the “Non-Debtor Claims”) in their entirety because such claims are reflected in the Debtors’ books and records as obligations of the Debtors’ non-Debtor affiliates;
- reclassifying the claim identified on **Schedule 5** to the Order (the “Reclassification Claim”) because such claim is asserted in a priority not reflected in the Debtors’ books and records; and
- expunging and disallowing the claims identified on **Schedule 6** to the Order (the “No Liability Claims” and, collectively with the Late-Filed Claims, Duplicative Claims, Insufficient Claim, Non-Debtor Claims, and Reclassification Claim, the “Disputed Claims”) in their entirety because such Claims are not reflected as liabilities in the Debtors’ books and records.

In support of this Objection, the Debtors submit the declaration of Aaron Moss (the “Moss Declaration”), to be filed in connection herewith.

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 502 and 1106(a)(1) of title 11 of the United States Code (the “Bankruptcy Code”), rule 3007 of the Federal Rules of Bankruptcy Procedure (the “Bankruptcy Rules”), and rule 3007-1 of the Local Rules for the United States Bankruptcy Court for the Northern District of Illinois (the “Local Rules”).

Background

5. Edison Mission Energy, together with its Debtor and non-Debtor affiliates, is a leading independent power producing enterprise specializing in developing, operating, and selling energy and capacity from approximately 40 generating facilities in 12 states and the Republic of Turkey. The Debtors have approximately 800 employees and maintain headquarters in Chicago, Illinois and Santa Ana, California.

6. On December 17, 2012 (the "Original Petition Date"), seventeen of the Debtors (collectively, the "Original Debtors") filed petitions with the Court under chapter 11 of the Bankruptcy Code. On May 2, 2013 (the "Homer City Petition Date"), three additional Debtors (collectively, the "Homer City Debtors")² filed petitions with the Court under chapter 11 of the Bankruptcy Code. The Court has approved procedural consolidation and joint administration of these chapter 11 cases pursuant to Bankruptcy Rule 1015(b) [Docket Nos. 115, 154, 780]. No party has requested the appointment of a trustee or examiner in these chapter 11 cases. 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. On January 7, 2013, the United States Trustee for the Northern District of Illinois appointed an official committee of unsecured creditors (the "Committee") in these chapter 11 cases [Docket No. 202] (as amended on January 18, 2013 [Docket No. 308]).

The Claims Reconciliation Process

7. On February 14, 2013 and May 16, 2013, the Original Debtors and the Homer City Debtors, respectively, filed their schedules of assets and liabilities and executory contracts and unexpired leases (as amended, collectively, the "Schedules") and statements of financial

² The Original Debtors and the Homer City Debtors are collectively referred to in this Objection as the "Debtors."

affairs, as required pursuant to section 521 of the Bankruptcy Code. On July 2, 2013, certain Debtors filed amendments to their respective Schedules.

8. On April 10, 2013, the Court entered the *Order (A) Setting the Bar Dates for Filing Proofs of Claim, Including Claims Arising Under 11 U.S.C. § 503(b)(9) Proofs of Claim and (B) Approving the Form and Manner of Notice Thereof* [Docket No. 669] (the “Original Bar Date Order”), which, among other things, established June 17, 2013, as: (a) the deadline (the “General Bar Date”) for all persons and entities holding or wishing to assert a “claim” (as defined in section 101(5) of the Bankruptcy Code) against any of the Original Debtors that arose before the Original Petition Date (each, a “Claim”), including any claim arising under section 503(b)(9) of the Bankruptcy Code, to file proof of such Claim in writing; and (b) the deadline (the “Governmental Bar Date”) for all governmental units holding or wishing to assert a Claim against any of the Original Debtors that arose before the Original Petition Date to file proof of such Claim in writing.

9. On August 21, 2013, the Court entered the *Order (A) Setting Bar Dates for Filing Proof of Claim, Including Section 503(b)(9) Claims, Against EME Homer City Generation L.P., Edison Mission Finance Co., and Homer City Property Holdings, Inc. and (B) Approving the Form and Manner of Notice Thereof* [Docket No. 1137] (the “Homer City Bar Date Order” and, together with the Original Bar Date Order, the “Bar Date Orders”), which, among other things, established October 29, 2013, as the deadline for governmental and non-governmental entities to file proofs of claim against the Homer City Debtors. Together, the Bar Date Orders apply to all purported Claims against the Debtors arising before the Original Petition Date and the Homer City Petition Date, as applicable. Notice of the Bar Date Orders was provided in accordance with the procedures outlined therein.

10. On July 17, 2013, the Court approved certain omnibus procedures for filing and resolving objections to Claims asserted against the Debtors in these chapter 11 cases [Docket No. 1022] (the “Objection Procedures”).

11. To date, entities have filed approximately 1,800 proofs of claim against the Debtors on an aggregate basis, collectively asserting more than \$11.86 billion in aggregate liabilities. The Debtors and their advisors are in the process of reviewing the proofs of claim, including supporting documentation, if any, filed together with any proof of claim, and reconciling the proofs of claims with the Debtors’ books and records to determine the validity of the proofs of claim. For the reasons set forth in more detail below, and based on their review to date, the Debtors have determined that the Disputed Claims are objectionable on the grounds set forth below.

Objection

I. Late-Filed Claims

12. The Original Bar Date Order, among other things, established June 17, 2013 as the General Bar Date and approved the form and manner of service of the notice of the General Bar Date and the procedures for filing proofs of claim (the “Bar Date Notice”). Pursuant to the Bar Date Notice, all persons and entities were instructed to file any proofs of claim in writing so that they are “actually received on or before **June 17, 2013 at 4:00 p.m. (Central Standard Time)** . . . , or be barred from doing so.” See Bar Date Notice at 2 (emphasis in original). On or before the General Bar Date, GCG, Inc., the Debtors’ notice and claims agent, served copies of the Bar Date Notice in accordance with the terms of the Original Bar Date Order on the Debtors’ known creditors and other entities, including each of the claimants asserting the Late-Filed Claims [Docket Nos. 684, 855, 856, and 857].

13. The Debtors object to the 18 Late-Filed Claims identified on **Schedule 1** to the Order. As set forth in the Moss Declaration, each Late-Filed Claim (a) arose before the Original Petition Date, (b) was subject to the General Bar Date, and (c) was filed after the General Bar Date. Moreover, the Debtors have determined that each claimant asserting a Late-Filed Claim was timely served with the Bar Date Notice and, therefore, had adequate notice of the General Bar Date. Accordingly, the Debtors respectfully request that the Court expunge and disallow the Late-Filed Claims identified on **Schedule 1** to the Order in their entirety.³

II. Duplicative Claims

14. The Debtors object to the 11 Duplicative Claims. As set forth in the Moss Declaration, the Debtors have reviewed the Duplicative Claims and determined that the Duplicative Claims duplicate other proofs of claim (collectively, the “Surviving Claims”) identified on **Schedule 2** to the Order. Failure to disallow and expunge the Duplicative Claims could result in the applicable claimants receiving multiple recoveries against the Debtors, to the detriment of other similarly-situated creditors. Moreover, elimination of such Duplicative Claims will enable the Debtors to maintain a more accurate claims register.

15. Accordingly, the Debtors request that the Court enter the Order expunging and disallowing those Duplicative Claims identified on **Schedule 2** to the Order. This Objection does not affect the Surviving Claims identified on **Schedule 2** to the Order.

III. Insufficient Documentation Claim

16. As set forth in the Moss Declaration, the Debtors cannot reconcile the Insufficient Documentation Claim with their books and records because the applicable proof of claim does not include sufficient information. Without providing sufficient information or documentation to

³ The proposed disallowance and expungement of each Late-Filed Claim shall have no effect on the applicable claimant’s scheduled claim, if any, to the extent such claim is not designated as contingent, unliquidated, or disputed on the applicable Debtor’s Schedules.

allow the Debtors to reconcile the Insufficient Documentation Claim with their books and records, the claimant has failed to satisfy the requirements for filing a proof of claim contemplated in the Bankruptcy Rules and the Bar Date Order. Accordingly, the Debtors respectfully request that the Court expunge and disallow the Insufficient Documentation Claim identified on **Schedule 3** to the Order.

IV. Non-Debtor Claims

17. The Debtors object to the 10 Non-Debtor Claims. As set forth in the Moss Declaration, the Debtors have reviewed their books and records and determined that no Debtor is party to the purported agreements identified in the proofs of claim with respect to the Non-Debtor Claims. Failure to disallow and expunge the Non-Debtor Claims could result in the applicable claimants receiving an unwarranted recovery against the Debtors, to the detriment of other similarly-situated creditors. Accordingly, the Debtors request that the Court enter the Order expunging and disallowing those Non-Debtor Claims identified on **Schedule 4** to the Order.⁴

V. Reclassification Claim

18. As set forth in the Moss Declaration, after reviewing the Debtors' books and records, the Debtors have determined that the Reclassification Claim is asserted in an incorrect priority. Failure to reclassify the Reclassification Claim could result in the applicable claimant receiving an unwarranted recovery against the Debtors, to the detriment of other similarly-situated creditors. Accordingly, the Debtors respectfully request that the Court reclassify the Reclassification Claim as a Claim with the priority identified in the column labeled "Correct Classification" on **Schedule 5** to the Order.

⁴ The relief requested herein is without prejudice for any of the Debtors' non-Debtor affiliates to object to the Non-Debtor claims, on any grounds whatsoever, at a later date.

VI. No Liability Claims.

19. The Debtors object to the seven No Liability Claims identified on **Schedule 6** to the Order. As set forth in the Moss Declaration, the Debtors have reviewed their books and records and determined that the No Liability Claims are not reflected as liabilities in the Debtors' books and records. Failure to disallow and expunge the No Liability Claims could result in the applicable claimants receiving an unwarranted recovery against the Debtors, to the detriment of other similarly-situated creditors. Accordingly, the Debtors request that the Court enter the Order expunging and disallowing those No Liability Claims identified on **Schedule 6** to the Order.

Basis for Relief

20. Section 502(a) of the Bankruptcy Code provides that “[a] claim or interest, proof of which is filed under section 501 of this title, is deemed allowed, unless a party in interest . . . objects.” 11 U.S.C. § 502(a). A debtor in possession has the duty to object to the allowance of any claim that is improper. See 11 U.S.C. § 1106(a)(1).

21. As set forth in Bankruptcy Rule 3001(f), a properly executed and filed proof of claim constitutes *prima facie* evidence of the validity and the amount of the claim under section 502(a) of the Bankruptcy Code. See In re Salem, 465 F.3d 767, 779 (7th Cir. 2006). To receive the benefit of *prima facie* validity, however, the proof of claim must “set forth facts necessary to support the claim.” In re Stoecker, 143 B.R. 879, 883 (N.D. Ill. 1992), aff'd in part, vacated in part by 5 F.3d 1022 (7th Cir. 1993). Additionally, a claimant's proof of claim is entitled to the presumption of *prima facie* validity under Bankruptcy Rule 3001(f) only until an objecting party refutes at least one of the allegations that is essential to the claim's legal sufficiency. See In re Relford, 323 B.R. 669, 672–73 (Bankr. S.D. Ind. 2004). Once such an allegation is refuted, the burden reverts to the claimant to prove the validity of the claim by a

preponderance of the evidence. Id. In other words, once the *prima facie* validity of a claim is rebutted, “it is for the claimant to prove his claim, not for the objector to disprove it.” In re Kahn, 114 B.R. 40, 44 (Bankr. S.D.N.Y. 1990) (citations omitted).

22. As set forth herein and in the Moss Declaration, the Court should expunge and disallow the Late-Filed Claims, Duplicative Claims, Insufficient Documentation Claim, and No Liability Claims and reclassify the Reclassification Claim. If the Disputed Claims are not formally disallowed, expunged, and/or reclassified as requested herein, the potential exists for the applicable claimants to receive recoveries to which they are not entitled, to the detriment of the Debtors’ other stakeholders. Thus, this relief is necessary to prevent any inappropriate distribution of estate funds and to facilitate the administration of the claims allowance process.

Compliance with Bankruptcy Rule 3007(e)

23. The Debtors respectfully submit that this Objection complies with the requirements for omnibus objections set forth by Bankruptcy Rule 3007(e). Namely, the Debtors and GCG, Inc., their notice and claims agent, have created a personalized form of notice that shall be served upon each claimant affected by this Objection. Each such notice prominently identifies the claimant’s: (a) name; (b) address; (c) applicable claim number; (d) proposed treatment pursuant to the Objection; and (e) does not include any other claimant’s information on the notice.

24. As a result, each claimant can readily identify its Claim and proposed treatment and respond accordingly. The proposed form of Order further identifies each claimant by category of claims subject to objection. This Objection conspicuously identifies the Debtors as the objecting parties, identifies this Objection as the Debtors’ first omnibus claims objection, and contains objections to fewer than 100 Claims. Accordingly, the Debtors respectfully submit that this Objection complies with Bankruptcy Rule 3007(e).

Separate Contested Matter

25. Each of the above objections to the proofs of claim constitutes a separate contested matter as contemplated by Bankruptcy Rule 9014. The Debtors request that any order entered by the Court with respect to an objection asserted herein shall be deemed a separate order with respect to each Claim.

Reservation of Rights

26. The Debtors expressly reserve the right to amend, modify, or supplement this Objection and to file additional substantive or non-substantive objections to the Claims objected to herein, or any other Claims, filed or not, which may be asserted against the Debtors. Should one or more of the grounds of objection stated in this Objection be overruled, the Debtors reserve the right to object on any other applicable grounds. In addition, the Debtors reserve the right to seek to reduce any Claim for any reason, including to the extent such Claim has been paid. The Debtors reserve the right to raise further objections, including objections under section 502(d) of the Bankruptcy Code. Nothing in this Objection or the relief requested herein shall limit the right of the Debtors, the Committee, or the ad hoc committee of certain holders of the Debtors' senior unsecured notes (the "Noteholder Group") to bring future and/or additional objections to any of the Disputed Claims on any basis.

Notice

27. The Debtors have provided notice of this Objection to: (a) the Office of the United States Trustee for the Northern District of Illinois; (b) holders of Disputed Claims identified on **Schedules 1-6** to the Order; (c) counsel to the Committee; (d) the indenture trustee for the Debtors' senior unsecured notes; (e) counsel to the ad hoc committee of certain holders of the Debtors' senior unsecured notes; (f) 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; (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.

[Remainder of page intentionally left blank.]

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

Dated: September 16, 2013

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

James H.M. Sprayregen, P.C.
David R. Seligman, P.C.
Sarah Hiltz Seewer
KIRKLAND & ELLIS LLP
300 North LaSalle
Chicago, Illinois 60654
Telephone: (312) 862-2000
Facsimile: (312) 862-2200

- and -

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

*Counsel to the Debtors and Debtors in Possession
other than Camino Energy Company*

- and -

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

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

Exhibit A

Proposed Order

UNITED STATES BANKRUPTCY COURT
NORTHERN DISTRICT OF ILLINOIS
Eastern Division

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

Re: Docket No. _

ORDER GRANTING DEBTORS’ FIRST OMNIBUS OBJECTION TO CERTAIN PROOFS OF CLAIM (LATE-FILED CLAIMS, DUPLICATIVE CLAIMS, INSUFFICIENT DOCUMENTATION CLAIM, NON-DEBTOR CLAIMS, RECLASSIFICATION CLAIM, AND NO LIABILITY CLAIMS)

Upon the objection (the “Objection”) of the above-captioned debtors and debtors in possession (collectively, the “Debtors”) for entry of an order (this “Order”) disallowing, expunging, and/or reclassifying the Disputed Claims identified on Schedules 1–6 attached hereto, pursuant to sections 502 and 1106(a)(1) of the Bankruptcy Code, Bankruptcy Rule 3007, Local Rule 3007-1, and the Objection Procedures, all as more fully set forth in the Objection; 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 Objection 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 Objection 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 Objection and the opportunity for a hearing on the Objection under the circumstances; and the Court having reviewed the Objection and the Moss Declaration and having heard the statements in support of the relief requested therein at a hearing before the Court (the “Hearing”); and the Court having determined that the legal and factual bases set forth in the Objection 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 Objection is granted as set forth herein. Capitalized terms used but not otherwise defined herein shall have the meanings ascribed to them in the Objection.
2. Any response to the Objection not otherwise withdrawn, resolved, or adjourned is hereby overruled on its merits.
3. The Late-Filed Claims identified on Schedule 1 attached hereto are expunged and disallowed in their entirety; provided, however, the expungement and disallowance of the Late-Filed Claims identified on Schedule 1 shall have no effect on the applicable claimant’s scheduled Claim to the extent such claim is not designated as contingent, unliquidated, or disputed on the applicable Debtor’s Schedules.
4. The Duplicative Claims identified on Schedule 2 attached hereto are disallowed and expunged in

their entirety.

5. The Insufficient Documentation Claim identified on Schedule 3 attached hereto is disallowed and expunged in its entirety.

6. The Non-Debtor Claims identified on Schedule 4 attached hereto are disallowed and expunged in their entirety.

7. The Reclassification Claim identified on Schedule 5 attached hereto is reclassified as a Claim with the “Correct Classification” identified on Schedule 5 attached hereto.

8. The No Liability Claims identified on Schedule 6 attached hereto are disallowed and expunged in their entirety.

9. GCG, Inc., the Debtor’s notice and claims agent, is directed to update the claims register to reflect the relief granted in this Order.

10. Except as provided in this Order, nothing in this Order shall be deemed: (a) an admission or finding as to the validity of any claim against a Debtor entity; (b) a waiver of the right of the Debtors, the Committee, or the Noteholder Group to dispute any claim against any Debtor on any grounds whatsoever, at a later date; (c) a promise by or requirement on any Debtor to pay any claim; (d) an implication or admission that any particular claim is of a type specified or defined in this Order; or (e) a waiver of the rights of the Debtors, the Committee, or the Noteholder Group under the Bankruptcy Code or any other applicable law.

11. Each Claim and the objections by the Debtors to such Claim, as addressed in the Objection and set forth on Schedule 1, Schedule 2, Schedule 3, Schedule 4, Schedule 5, and Schedule 6, each attached hereto, constitute a separate contested matter as contemplated by Bankruptcy Rule 9014. This Order shall be deemed a separate Order with respect to each Claim. Any stay of this Order pending appeal by any Claimants whose claims are subject to this Order shall only apply to the contested matter which involves such Claimant and shall not act to stay the applicability and/or finality of this Order with respect to the other contested matters identified in the Objection or this Order.

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

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

Enter:

Dated:

United States Bankruptcy Judge

Prepared by:

James H.M. Sprayregen, P.C.

David R. Seligman, P.C.

Sarah Hiltz Seewer

KIRKLAND & ELLIS LLP

300 North LaSalle

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

- and -

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

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

- and -

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

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

Schedule 1

Late-Filed Claims

Schedule 1 - Late-Filed Claims

First Omnibus Objection to Claims

Edison Mission Energy, et al.
12-049219 (JPC)

Note: Claimants are listed alphabetically.

SEQ NO.	CLAIM(S) TO BE DISALLOWED & EXPUNGED			OBJECTION PAGE NO. REFERENCE
	NAME	CLAIM NO.	CLAIM AMOUNT	
1	ABM JANITORIAL SERVICES - NORTH CENTRAL INC ATTN LISA LILES 8101 W. SAM HOUSTON PARKWAY S STE 150 HOUSTON, TX 77072 Date Filed: 07/06/13 Debtor: Midwest Generation, LLC	1795	Unsecured: \$52,389.00	Pgs 5-6
2	AIRGAS USA PO BOX 532609 ATLANTA, GA 30353 Date Filed: 07/08/13 Debtor: Midwest Generation, LLC	1797	Unsecured: \$18,693.48	Pgs 5-6
3	ALBEMARLE CORPORATION ATTN: MICHAEL D LUTGRING ESQ, LAW DEPARTMENT 451 FLORIDA STREET BATON ROUGE, LA 70801 Date Filed: 06/25/13 Debtor: Midwest Generation EME, LLC	1787	Admin: Unliquidated Secured: Unliquidated Unsecured: \$507,724.00*	Pgs 5-6
4	ALIMAK HEK INC. 12552 STATE HIGHWAY 3, SUITE A-160 WEBSTER, TX 77598 Date Filed: 08/19/13 Debtor: Midwest Generation, LLC	1851	503(b)(9): \$1,246.00 Unsecured: \$2,492.00	Pgs 5-6
5	BELICE, RANDY LEE 365 DESPLAINES AVE RIVERSIDE, IL 60546 Date Filed: 06/18/13 Debtor: Midwest Generation, LLC	1727	Unsecured: \$3,171.67	Pgs 5-6
6	DLZ INDUSTRIAL SURVEYING INC C/O DLZ CORPORATION 6121 HUNTLEY RD COLUMBUS, OH 43229 Date Filed: 08/16/13 Debtor: Midwest Generation, LLC	1850	Unsecured: \$115,529.72	Pgs 5-6

Schedule 1 - Late-Filed Claims

First Omnibus Objection to Claims

**Edison Mission Energy, et al.
 12-049219 (JPC)**

Note: Claimants are listed alphabetically.

SEQ NO.	CLAIM(S) TO BE DISALLOWED & EXPUNGED			OBJECTION PAGE NO. REFERENCE
	NAME	CLAIM NO.	CLAIM AMOUNT	
7	ESTATE OF MARK PUTMAN C/O LONDRIGAN POTTER & RANDLE PC ATTN COLLEEN LAWLESS 1227 S 7TH ST SPRINGFIELD, IL 62703 Date Filed: 06/19/13 Debtor: Midwest Generation, LLC	1753	Unsecured: \$50,000.00*	Pgs 5-6
8	EULALIO LOPEZ BASTIDA, ET AL. C/O MACUGA LIDDLE & DUBIN PC 975 E JEFFERSON AVE DETROIT, MI 48207 Date Filed: 06/18/13 Debtor: Midwest Generation, LLC	1779	Unsecured: \$17,760,000.00	Pgs 5-6
9	GREG PARADAY, ET AL. C/O MACUGA LIDDLE & DUBIN PC 975 E JEFFERSON AVE DETROIT, MI 48207 Date Filed: 06/18/13 Debtor: Midwest Generation, LLC	1780	Unsecured: \$48,243,000.00	Pgs 5-6
10	HARMS, WILL 345 COURT ST PO BOX 476 PEKIN, IL 61554 Date Filed: 08/12/13 Debtor: Midwest Generation, LLC	1847	503(b)(9): \$4,636.56	Pgs 5-6
11	HAWKINS, RICHARD C/O LONDRIGAN POTTER & RANDLE PC ATTN COLLEEN LAWLESS 1227 S 7TH ST SPRINGFIELD, IL 62703 Date Filed: 06/19/13 Debtor: Midwest Generation, LLC	1752	Unsecured: \$50,000.00*	Pgs 5-6
12	HOLIDAY INN JOLIET CONVENTION CENTER 411 S LARKIN AVE JOLIET, IL 60436 Date Filed: 06/21/13 Debtor: Midwest Generation, LLC	1777	Unsecured: \$418.10	Pgs 5-6

Schedule 1 - Late-Filed Claims

First Omnibus Objection to Claims

Edison Mission Energy, et al.
12-049219 (JPC)

Note: Claimants are listed alphabetically.

SEQ NO.	CLAIM(S) TO BE DISALLOWED & EXPUNGED			OBJECTION PAGE NO. REFERENCE
	NAME	CLAIM NO.	CLAIM AMOUNT	
13	MORGAN DISTRIBUTING INC 3425 N 22ND ST DECATUR, IL 62526 Date Filed: 07/20/13 Debtor: Midwest Generation, LLC	1836	503(b)(9): \$1,970.72	Pgs 5-6
14	NATIONAL PUMP & COMPRESSOR PO BOX 21160 BEAUMONT, TX 77720 Date Filed: 06/18/13 Debtor: Midwest Generation EME, LLC	1726	Unsecured: \$11,555.67	Pgs 5-6
15	SENIOR FLEXONICS PATHWAY, INC. EXPANSION JOINT DIVISION 2400 LONGHORN INDUSTRIAL DR NEW BRAUNFELS, TX 78130 Date Filed: 08/08/13 Debtor: Midwest Generation EME, LLC	1845	Unsecured: \$11,164.00	Pgs 5-6
16	STONE, HAROLD C/O LONDRIGAN POTTER & RANDLE PC ATTN COLLEEN LAWLESS 1227 S 7TH ST SPRINGFIELD, IL 62703 Date Filed: 06/19/13 Debtor: Midwest Generation, LLC	1754	Unsecured: \$50,000.00*	Pgs 5-6
17	VENTURA COUNTY TAX COLLECTOR ATTN BANKRUPTCY 800 S VICTORIA AVE VENTURA, CA 93009 Date Filed: 06/20/13 Debtor: Chestnut Ridge Energy Company	1775	Priority: \$42.13	Pgs 5-6
18	WYRICK, ADAM C/O LONDRIGAN POTTER & RANDLE PC ATTN COLLEEN LAWLESS 1227 S 7TH ST SPRINGFIELD, IL 62703 Date Filed: 06/19/13 Debtor: Midwest Generation, LLC	1755	Unsecured: \$50,000.00*	Pgs 5-6

Total: \$66,983,578.51

* Denotes an unliquidated component.

Schedule 2

Duplicative Claims

Schedule 2 - Duplicative Claims

First Omnibus Objection to Claims

Edison Mission Energy, et al.
 12-049219 (JPC)

Note: Claimants are listed alphabetically.

SEQ NO.	CLAIM(S) TO BE DISALLOWED & EXPUNGED			SURVIVING CLAIM(S)			OBJECTION PAGE NO. REFERENCE
	NAME	CLAIM NO.	CLAIM AMOUNT	NAME	CLAIM NO.	CLAIM AMOUNT	
1	ADVANTAGE GROUND TRANS CORP C/O DACA VI LLC 1565 HOTEL CIR SOUTH #310 SAN DIEGO, CA 92108 Date Filed: 05/29/13 Debtor: Edison Mission Energy	837	Unsecured: \$234.70	ADVANTAGE GROUND TRANS CORP C/O DACA VI LLC 1565 HOTEL CIR S #310 SAN DIEGO, CA 92108 Date Filed: 05/11/13 Debtor: Edison Mission Energy	565	Unsecured: \$234.70	Pg 6
2	CHILDERS BANQUET AND EVENTS CENTER C/O DACA VI LLC 1565 HOTEL CIRCLE SOUTH #310 SAN DIEGO, CA 92108 Date Filed: 04/24/13 Debtor: Edison Mission Energy	124	Unsecured: \$550.93	CHILDERS BANQUET AND EVENTS CENTER C/O DACA VI LLC 1565 HOTEL CIR S #310 SAN DIEGO, CA 92108 Date Filed: 04/19/13 Debtor: Edison Mission Energy	103	Unsecured: \$550.93	Pg 6
3	DRAXTON-KARLEN GROUP, LLC ATTN: HKIM KARLEN 8349 WHITE OAK AVE MUNSTER, IN 46321 Date Filed: 06/10/13 Debtor: Midwest Generation, LLC	1095	503(b)(9): \$4,415.47 Priority: \$23,567.43 Unsecured: \$249.53	DRAXTON-KARLEN GROUP, LLC 8349 WHITE OAK AVE MUNSTER, IN 46321 Date Filed: 06/10/13 Debtor: Midwest Generation, LLC	1094	503(b)(9): \$4,415.47 Priority: \$23,567.43 Unsecured: \$249.53	Pg 6
4	MILLER, RICHARD & RENEE JR C/O GILARDI OLIVER & LOMUPO ATTN RICHARD P GILARDI THE BENEDUM TREES BLDG 223 FOURTH AVE 10TH FL PITTSBURGH, PA 15222 Date Filed: 05/30/13 Debtor: Chestnut Ridge Energy Company	1761	Unsecured: \$2,650,000.00	MILLER, RICHARD JR AND RENEE C/O GILARDI OLIVER & LOMUPO ATTN RICHARD P GILARDI THE BENEDUM TREES BLDG 223 FOURTH AVE 10TH FL PITTSBURGH, PA 15222 Date Filed: 05/28/13 Debtor: Chestnut Ridge Energy Company	1040	Unsecured: \$2,650,000.00	Pg 6
5	MILLER, RICHARD & RENEE JR C/O GILARDI OLIVER & LOMUPO ATTN RICHARD P GILARDI THE BENEDUM TREES BLDG 223 FOURTH AVE 10TH FL PITTSBURGH, PA 15222 Date Filed: 05/30/13 Debtor: Edison Mission Energy	1760	Unsecured: \$2,650,000.00	MILLER, RICHARD JR AND RENEE C/O GILARDI OLIVER & LOMUPO ATTN RICHARD P GILARDI THE BENEDUM TREES BLDG 223 FOURTH AVE 10TH FL PITTSBURGH, PA 15222 Date Filed: 05/28/13 Debtor: Edison Mission Energy	1042	Unsecured: \$2,650,000.00	Pg 6

Schedule 2 - Duplicative Claims

First Omnibus Objection to Claims

Edison Mission Energy, et al.
 12-049219 (JPC)

Note: Claimants are listed alphabetically.

SEQ NO.	CLAIM(S) TO BE DISALLOWED & EXPUNGED			SURVIVING CLAIM(S)			OBJECTION PAGE NO. REFERENCE
	NAME	CLAIM NO.	CLAIM AMOUNT	NAME	CLAIM NO.	CLAIM AMOUNT	
6	MILLER, RICHARD & RENEE JR C/O GILARDI OLIVER & LOMUPO ATTN RICHARD P GILARDI THE BENEDUM TREES BLDG 223 FOURTH AVE 10TH FL PITTSBURGH, PA 15222 Date Filed: 05/30/13 Debtor: Edison Mission Holdings Co.	1762	Unsecured: \$2,650,000.00	MILLER, RICHARD JR AND RENEE C/O GILARDI OLIVER & LOMUPO ATTN RICHARD P GILARDI THE BENEDUM TREES BLDG 223 FOURTH AVE 10TH FL PITTSBURGH, PA 15222 Date Filed: 05/28/13 Debtor: Edison Mission Holdings Co.	1038	Unsecured: \$2,650,000.00	Pg 6
7	MILLER, RICHARD & RENEE JR C/O GILARDI OLIVER & LOMUPO ATTN RICHARD P GILARDI THE BENEDUM TREES BLDG 223 FOURTH AVE 10TH FL PITTSBURGH, PA 15222 Date Filed: 05/30/13 Debtor: Homer City Property Holdings, Inc.	1763	Unsecured: \$2,650,000.00	MILLER, RICHARD & RENEE JR C/O GILARDI OLIVER & LOMUPO ATTN RICHARD P GILARDI THE BENEDUM TREES BLDG 223 FOURTH AVE 10TH FL PITTSBURGH, PA 15222 Date Filed: 05/28/13 Debtor: Homer City Property Holdings, Inc.	954	Unsecured: \$2,650,000.00	Pg 6
8	MILLER, RICHARD & RENEE JR C/O GILARDI OLIVER & LOMUPO ATTN RICHARD P GILARDI THE BENEDUM TREES BLDG 223 FOURTH AVE 10TH FL PITTSBURGH, PA 15222 Date Filed: 05/30/13 Debtor: Mission Energy Westside, Inc.	1764	Unsecured: \$2,650,000.00	MILLER, RICHARD JR AND RENEE C/O GILARDI OLIVER & LOMUPO ATTN RICHARD P GILARDI THE BENEDUM TREES BLDG 223 FOURTH AVE 10TH FL PITTSBURGH, PA 15222 Date Filed: 05/28/13 Debtor: Mission Energy Westside, Inc.	1041	Unsecured: \$2,650,000.00	Pg 6
9	MILLER, RICHARD & RENEE JR C/O GILARDI OLIVER & LOMUPO ATTN RICHARD P GILARDI THE BENEDUM TREES BLDG 223 FOURTH AVE 10TH FL PITTSBURGH, PA 15222 Date Filed: 05/30/13 Debtor: Edison Mission Energy Fuel Services, LLC	1765	Unsecured: \$2,650,000.00	MILLER, RICHARD JR AND RENEE C/O GILARDI OLIVER & LOMUPO ATTN RICHARD P GILARDI THE BENEDUM TREES BLDG 223 FOURTH AVE 10TH FL PITTSBURGH, PA 15222 Date Filed: 05/28/13 Debtor: Edison Mission Energy Fuel Services, LLC	1039	Unsecured: \$2,650,000.00	Pg 6
10	MILLER, RICHARD & RENEE JR C/O GILARDI OLIVER & LOMUPO ATTN RICHARD P GILARDI THE BENEDUM TREES BLDG 223 FOURTH AVE 10TH FL PITTSBURGH, PA 15222 Date Filed: 05/30/13 Debtor: EME Homer City Generation L.P.	1766	Unsecured: \$2,650,000.00	MILLER, RICHARD & RENEE JR C/O GILARDI OLIVER & LOMUPO ATTN RICHARD P GILARDI THE BENEDUM TREES BLDG 223 FOURTH AVE 10TH FL PITTSBURGH, PA 15222 Date Filed: 05/28/13 Debtor: EME Homer City Generation L.P.	955	Unsecured: \$2,650,000.00	Pg 6

Schedule 2 - Duplicative Claims

First Omnibus Objection to Claims

Edison Mission Energy, et al.
 12-049219 (JPC)

Note: Claimants are listed alphabetically.

SEQ NO.	CLAIM(S) TO BE DISALLOWED & EXPUNGED			SURVIVING CLAIM(S)			OBJECTION PAGE NO. REFERENCE
	NAME	CLAIM NO.	CLAIM AMOUNT	NAME	CLAIM NO.	CLAIM AMOUNT	
11	MILLER, RICHARD & RENEE JR C/O GILARDI OLIVER & LOMUPO ATTN RICHARD P GILARDI THE BENEDUM TREES BLDG 223 FOURTH AVE 10TH FL PITTSBURGH, PA 15222 Date Filed: 05/30/13 Debtor: Midwest Generation EME, LLC	1767	Unsecured: \$2,650,000.00	MILLER, RICHARD JR AND RENEE C/O GILARDI OLIVER & LOMUPO ATTN RICHARD P GILARDI THE BENEDUM TREES BLDG 223 FOURTH AVE 10TH FL PITTSBURGH, PA 15222 Date Filed: 05/28/13 Debtor: Midwest Generation EME, LLC	1043	Unsecured: \$2,650,000.00	Pg 6

Total: \$21,229,242.00

Schedule 3

Insufficient Documentation Claim

Schedule 3 - Insufficient Documentation Claims

First Omnibus Objection to Claims

Edison Mission Energy, et al.
12-049219 (JPC)

Note: Claimants are listed alphabetically.

SEQ NO.	CLAIM(S) TO BE DISALLOWED & EXPUNGED			OBJECTION PAGE NO. REFERENCE
	NAME	CLAIM NO.	CLAIM AMOUNT	
1	PREWITT, MICHAEL 3117 ELIM AVE ZION, IL 60099 Date Filed: 06/14/13 Debtor: Midwest Generation, LLC	1399	Unsecured: \$250,000.00	Pgs 6-7

Total: \$250,000.00

Schedule 4

Non-Debtor Claims

Schedule 4 - Non-Debtor Claims

First Omnibus Objection to Claims

**Edison Mission Energy, et al.
 12-049219 (JPC)**

Note: Claimants are listed alphabetically.

SEQ NO.	CLAIM(S) TO BE DISALLOWED & EXPUNGED			REASON FOR DISALLOWANCE	OBJECTION PAGE NO. REFERENCE
	NAME	CLAIM NO.	CLAIM AMOUNT		
1	CALIFORNIA DEPARTMENT OF WATER RESOURCES CALIFORNIA ENERGY RESOURCES SCHEDULING ATTN JOHN PACHECO ACTING DEPUTY DIRECTOR 2033 HOWE AVE STE 220 SACRAMENTO, CA 95825 Date Filed: 06/17/13 Debtor: Edison Mission Energy	1445	Unsecured: \$80,811,733.55*	Neither Edison Mission Energy nor any other debtor is a party to the applicable agreement.	Pg 7
2	COTTONWOOD J20 HOLDINGS LLC 222 S 9TH ST STE 1600 MINNEAPOLIS, MN 55402 Date Filed: 06/17/13 Debtor: Edison Mission Energy	1623	Unsecured: \$140,616,987.00	Neither Edison Mission Energy nor any other debtor is party to the applicable agreement.	Pg 7
3	LAREDO AREA COMMUNITY FOUNDATION C/O PRESIDENT 616 LEAL ST LAREDO, TX 78044 Date Filed: 06/17/13 Debtor: Edison Mission Energy	1621	Unsecured: \$2,750,000.00	The agreement referenced in the proof of claim is between the claimant and Cedro Hill Wind LLC, a non-Debtor.	Pg 7
4	OLDAM COUNTY APPRAISAL DISTRICT C/O PERDUE BRANDON FIELDER COLLINS & MOTT LLP ATTN D'LAYNE PEEPLES CARTER PO BOX 9132 AMARILLO, TX 79105 Date Filed: 05/14/13 Debtor: Edison Mission Energy	809	Secured: \$289,387.19*	The agreement referenced in the proof of claim is between the claimant and Wildorado Wind LLC, a non-Debtor.	Pg 7
5	POWER CONSTRUCTORS, INC. ATTN: DOUG BAKER 3940 GLENBROOK DRIVE PO BOX 1066 HAILEY, ID 83333 Date Filed: 05/29/13 Debtor: Edison Mission Energy	871	Unsecured: \$18,808.84	The agreement referenced in the proof of claim is between the claimant and Mission Wind Crofton Bluffs, Inc., a non-Debtor.	Pg 7
6	ROBERT LEE INDEPENDENT SCHOOL DISTRICT C/O KEVIN O'HANLON, ESQ. 1323 HAMILTON ROBERT LEE, TX 76945 Date Filed: 06/17/13 Debtor: Edison Mission Energy	1622	Secured: \$2,051,984.01* Priority: \$2,051,984.01*	The agreement referenced in the proof of claim is between the claimant and Goat Wing LP, a non-Debtor.	Pg 7
7	STERLING CITY INDEPENDENT SCHOOL DISTRICT C/O KEVIN O'HANLON, ESQ. P.O. BOX 786 STERLING CITY, TX 76951 Date Filed: 06/17/13 Debtor: Edison Mission Energy	1619	Secured: \$30,390.93* Priority: \$30,390.93*	The agreement referenced in the proof of claim is between the claimant and Goat Wind LP, a non-Debtor.	Pg 7

Schedule 4 - Non-Debtor Claims

First Omnibus Objection to Claims

Edison Mission Energy, et al.
 12-049219 (JPC)

Note: Claimants are listed alphabetically.

SEQ NO.	CLAIM(S) TO BE DISALLOWED & EXPUNGED			REASON FOR DISALLOWANCE	OBJECTION PAGE NO. REFERENCE
	NAME	CLAIM NO.	CLAIM AMOUNT		
8	TAXING DISTRICTS COLLECTED BY POTTER COUNTY C/O PERDUE BRANDON FIELDER COLLINS & MOTT ATTN D'LAYNE PEEPLES CARTER PO BOX 9132 AMARILLO, TX 79105 Date Filed: 05/14/13 Debtor: Edison Mission Energy	810	Secured: \$8,666.90*	The agreement referenced in the proof of claim is between the claimant and Wildorado Wind LLC, a non-Debtor.	Pg 7
9	TAXING DISTRICTS COLLECTED BY RANDALL COUNTY C/O PERDUE BRANDON FIELDER COLLINS & MOTT LLP ATTN D'LAYNE PEEPLES CARTER PO BOX 9132 AMARILLO, TX 79105 Date Filed: 05/14/13 Debtor: Edison Mission Energy	808	Secured: \$27,963.79*	The agreement referenced in the proof of claim is between the claimant and Wildorado Wind LLC, a non-Debtor.	Pg 7
10	WEBB CONSOLIDATED INDEPENDENT SCHOOL DISTRICT C/O KEVIN O'HANLON, ESQ. P.O. BOX 206 BRUNI, TX 78344 Date Filed: 06/17/13 Debtor: Edison Mission Energy	1620	Secured: \$661,774.00* Priority: \$661,774.00	The agreement referenced in the proof of claim is between the claimant and Cedro Hill Wind LLC, a non-Debtor.	Pg 7

Total: \$230,011,845.15

* Denotes an unliquidated component.

Schedule 5

Reclassification Claim

Schedule 5 - Reclassification Claims

First Omnibus Objection to Claims

Edison Mission Energy, et al.
12-049219 (JPC)

Note: Claimants are listed alphabetically.

SEQ NO.	CLAIM(S) TO BE MODIFIED			CORRECT CLASSIFICATION	OBJECTION PAGE NO. REFERENCE
	NAME	CLAIM NO.	CLAIMED AMOUNT AND CLASSIFICATION		
1	DIRECT LINE TO COMPLIANCE, INC. 9555 W SAM HOUSTON PKWY. S, SUITE 1 HOUSTON, TX 77099 Date Filed: 05/17/13 Debtor: Midwest Generation EME, LLC	707	503(b)(9): \$23,278.36	Unsecured: \$23,278.36	Pg 7

Total: \$23,278.36

Schedule 6

No Liability Claims

Schedule 6 - No Liability Claims

First Omnibus Objection to Claims

Edison Mission Energy, et al.
12-049219 (JPC)

Note: Claimants are listed alphabetically.

SEQ NO.	CLAIM(S) TO BE DISALLOWED & EXPUNGED			REASON FOR DISALLOWANCE	OBJECTION PAGE NO. REFERENCE
	NAME	CLAIM NO.	CLAIM AMOUNT		
1	ANDRICH TRUCKING CO C/O AMERICAN FINANCIAL MANAGEMENT INC 3715 VENTURA DR ARLINGTON HEIGHTS, IL 60004 Date Filed: 03/26/13 Debtor: Edison Mission Energy	36	Unsecured: \$3,280.00	Not Reflected in the Debtors' Books and Records	Pg 8
2	CON-WAY FREIGHT C/O RMS PO BOX 5126 TIMONIUM, MD 21094 Date Filed: 02/04/13 Debtor: Midwest Generation, LLC	12	Unsecured: \$1,322.99	Not reflected in the Debtors' Books and Records	Pg 8
3	DAYTON FREIGHT PO BOX 340 VANDALIA, OH 45377 Date Filed: 04/29/13 Debtor: Midwest Generation, LLC	163	Unsecured: \$2,282.79	Not reflected in the Debtors' Books and Records	Pg 8
4	JOYCE HILST, D/B/A LOST CREEK STORAGE C/O MOEHLE, SWEARINGEN & UMHOLTZ, LTD. ATTN: VALERIE MOEHLE UMHOLTZ 410 BROADWAY PO BOX 875 PEKIN, IL 61555 Date Filed: 06/13/13 Debtor: Midwest Generation, LLC	1353	Unsecured: \$58,767.50	Not Reflected in the Debtors' Books and Records	Pg 8
5	OLD DOMINION FREIGHT LINE 500 OLD DOMINION WY THOMASVILLE, NC 27360 Date Filed: 05/11/13 Debtor: Midwest Generation, LLC	548	Unsecured: \$2,693.21	Not reflected in the Debtors' Books and Records	Pg 8
6	SIERRA LIQUIDITY FUND LLC - ASSIGNEE & ATT-IN-FACT FOR NORTON LILLY CARGO SVC - ASSIGNOR 2699 WHITE RD #255 IRVINE, CA 92614 Date Filed: 04/15/13 Debtor: Edison Mission Energy	98	Unsecured: \$12,300.00	Not Reflected in the Debtors' Books and Records	Pg 8
7	USF HOLLAND C/O RMS PO BOX 5126 TIMONIUM, MD 21094 Date Filed: 03/06/13 Debtor: Midwest Generation EME, LLC	29	Unsecured: \$2,533.62	Not reflected in the Debtors' Books and Records	Pg 8

Total: \$83,180.11