

UNITED STATES BANKRUPTCY COURT
NORTHERN DISTRICT OF ILLINOIS
EASTERN DIVISION

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

DECLARATION OF AARON MOSS IN SUPPORT 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)

I, Aaron Moss, declare as follows:

1. I am Vice President and Controller of Debtor Edison Mission Energy (“EME”) and certain of the other above-captioned debtors and debtors in possession (collectively, the “Debtors”). I submit this declaration (this “Declaration”) in support of the *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”).²

2. Except where specifically noted, the statements in this Declaration are based on my personal knowledge, information supplied or verified by employees or advisors of the

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

² All capitalized terms used but otherwise not defined herein shall have the meanings set forth in the Objection.

Debtors that I supervise, my review of relevant documents, or my opinion based upon my experience and knowledge of the Debtors' operations and financial condition. If I were called upon to testify, I could and would testify competently to the facts set forth herein. I am authorized to submit this Declaration on behalf of the Debtors.

Background

3. In my current position as Vice President and Controller, I am generally familiar with the Debtors' day-to-day operations, financing arrangements, business affairs, and books and records that reflect, among other things, the Debtors' liabilities and the amounts owed to creditors as of the Petition Date.

4. The Debtors and their advisors are continuing to review the proofs of claim (collectively, the "Claims"), 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. In connection with preparation of the Objection, I: (a) oversaw the review of (i) the Claims register maintained by the Debtors' notice and claims agent, during which time individuals under my supervision identified Claims that should be allowed, disallowed, expunged, reclassified, or reduced and (ii) the books and records with respect to the Claims described in the Objection; (b) approved the inclusion of the Claims in the Objection; (c) reviewed the Objection and the proposed form of order attached thereto as **Exhibit A**; and (d) reviewed and approved the information contained on **Schedules 1-6** to **Exhibit A** attached to the Objection and the justifications set forth therein. Accordingly, I am familiar with the information contained in the Objection.

The Disputed Claims

I. Late-Filed Claims

5. To the best of my knowledge, information, and belief, I have determined that each Late-Filed Claim identified on Schedule 1 to Exhibit A to the Objection (a) was subject to the General Bar Date and (b) was filed after the General Bar Date. Moreover, I understand 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, I believe that the Court should enter an order expunging and disallowing the Late-Filed Claims identified on Schedule 1 to Exhibit A to the Objection in their entirety.³

II. Duplicate Claims

6. To the best of my knowledge, information, and belief, I have determined that the Duplicate Claims identified on Schedule 2 to Exhibit A to the Objection duplicate the Remaining Claims identified on Schedule 2 to Exhibit A to the Objection. I believe that the failure to disallow and expunge the Duplicative Claims could result in the relevant claimants receiving multiple recoveries against the Debtors, to the detriment of other similarly-situated creditors. Moreover, I believe that the elimination of such Claims will streamline and enable the Debtors to maintain a more accurate claims register. Accordingly, I believe that the Court should enter an order expunging and disallowing the Duplicate Claims identified on Schedule 2 to Exhibit A to the Objection in their entirety.

III. Insufficient Documentation Claim

7. To the best of my knowledge, information, and belief, I have determined that the Insufficient Documentation Claim identified on Schedule 3 to Exhibit A to the Objection cannot

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

be reconciled with the Debtors' books and records because the applicable proof of claim does not include sufficient information. Without providing sufficient information or documentation to allow the Debtors to reconcile the Insufficient Documentation Claim with their books and records, I understand that the claimant has failed to satisfy the requirements for a proof of claim. Accordingly, I believe that the Court should enter an order expunging and disallowing the Insufficient Documentation Claim identified on Schedule 3 to Exhibit A to the Objection in its entirety.

IV. Non-Debtor Claims

8. To the best of my knowledge, information, and belief, I have determined that no Debtor is party to the agreements referenced in the Claim identified on Schedule 4 to Exhibit A. 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, I believe that the Court should enter an order expunging and disallowing the Non-Debtor Claims identified on Schedule 4 to Exhibit A to the Objection.

V. Reclassification Claim

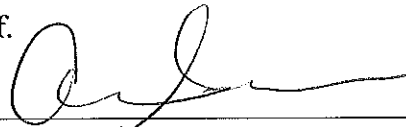
9. To the best of my knowledge, information, and belief, I have determined that the Reclassification Claim identified on Schedule 5 to Exhibit A to the Objection is asserted in an incorrect priority. Failure to reclassify the Reclassification Claim could result in the applicable claimant receiving an unwarranted recovery against the Debtors, to the detriment of other similarly-situated creditors. Accordingly, I believe that the Court should enter an order reclassifying the Reclassification Claim as a Claim with the priority identified in the column labeled "Correct Classification" on Schedule 5 to Exhibit A to the Objection.

VI. No Liability Claims

10. To the best of my knowledge, information, and belief, I have determined that the No Liability Claims identified on **Schedule 6** to **Exhibit A** to the Objection are not reflected in any manner 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, I believe that the Court should enter an order expunging and disallowing the No Liability Claims identified on **Schedule 6** to **Exhibit A** to the Objection.

Pursuant to 28 U.S.C. § 1746, I declare under penalty of perjury that the foregoing is true and correct to the best of my knowledge and belief.

Dated: September 16, 2013

A handwritten signature in black ink, appearing to read 'Aaron Moss', written over a horizontal line.

Aaron Moss
Vice President and Controller
Edison Mission Energy