

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. 12-49219 (JPC) |
| | |) | |
| Debtors. | |) | (Jointly Administered) |
| | |) | |

NOTICE OF DEBTORS’ MOTION FOR ENTRY OF AN ORDER APPROVING (A) THE ADEQUACY OF THE DISCLOSURE STATEMENT, (B) SOLICITATION AND NOTICE PROCEDURES WITH RESPECT TO CONFIRMATION OF THE DEBTORS’ JOINT CHAPTER 11 PLAN OF REORGANIZATION, (C) THE FORM OF BALLOTS AND NOTICES IN CONNECTION THEREWITH, AND (D) THE SCHEDULING OF CERTAIN DATES WITH RESPECT THERETO

PLEASE TAKE NOTICE that on the **18th day of December, 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’ Motion for Entry of an Order Approving (A) the Adequacy of the Disclosure Statement, (B) Solicitation and Notice Procedures with Respect to Confirmation of the Debtors’ Joint Chapter 11 Plan of Reorganization, (C) the Form of Ballots and Notices in Connection Therewith, and (D) the Scheduling of Certain Dates with Respect Thereto* (the “Motion”).

PLEASE TAKE FURTHER NOTICE that any objection to the Motion must be filed with the Court by **December 13, 2013, at 5:00 p.m. (Central Time)** and served so as to be actually received by: (a) counsel to the Debtors; (b) the Office of the U.S. Trustee for the Northern District of Illinois; (c) counsel to the official committee of unsecured creditors appointed to these chapter 11 cases; (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

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.

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; (g) counsel to the ad hoc committee of certain holders of pass-through certificates related to the Debtors' Powerton and Joliet generating stations; (h) the owner trusts and the equity investors for the Debtors' Powerton and Joliet generating stations and their respective counsel; (i) the lender under Debtor Edison Mission Energy's letter-of-credit facility; (j) the state attorneys general for states in which the Debtors conduct business; (k) United States Attorney for the Northern District of Illinois; (l) the Internal Revenue Service; (m) the Securities and Exchange Commission; (n) the Environmental Protection Agency and similar state environmental agencies for states in which the Debtors conduct business; and (o) 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 additional copies of the Motion or other any other document filed in these chapter 11 cases are available for free by (a) accessing GCG, Inc.'s website at www.edisonmissionrestructuring.com (the "Notice, Claims, and Solicitation Agent"); (b) writing to the Notice, Claims, and Solicitation Agent, by first-class mail, Edison Mission Energy, et al., c/o GCG, P.O. Box 9942, Dublin, OH 43017-5942, or by writing, by hand delivery or overnight mail, Edison Mission Energy, et al., c/o GCG, 5151 Blazer Parkway, Suite A, Dublin, OH 43017; or (c) calling the Notice, Claims, and Solicitation Agent at (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. Please be advised that the Notice, Claims, and Solicitation Agent is not permitted to provide legal advice.

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Dated: November 15, 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’ MOTION FOR ENTRY OF AN ORDER APPROVING (A) THE ADEQUACY OF THE DISCLOSURE STATEMENT, (B) SOLICITATION AND NOTICE PROCEDURES WITH RESPECT TO CONFIRMATION OF THE DEBTORS’ JOINT CHAPTER 11 PLAN OF REORGANIZATION, (C) THE FORM OF BALLOTS AND NOTICES IN CONNECTION THEREWITH, AND (D) THE SCHEDULING OF CERTAIN DATES WITH RESPECT THERETO

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

Preliminary Statement

1. On October 25, 2013, the Court entered an order approving the Debtors entry into the plan sponsor and support agreement (the “Plan Sponsor Agreement”) with NRG Energy, Inc. (“NRG”) and each of the Debtors’ major creditor constituencies, including (a) the official committee of unsecured creditors appointed in these chapter 11 cases (the “Committee”), (b) a group of holders of Edison Mission Energy’s (“EME”) senior unsecured notes who collectively

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 Capitalized terms used but not defined herein shall have the meanings ascribed to them in this Motion, the Plan, or the Disclosure Statement, as applicable.

hold approximately 74% in principal amount of EME's \$3.7 billion of unsecured note obligations (the "Supporting Noteholders"), (c) the Bank of New York Mellon as successor pass-through trustee and successor lease indenture trustee related to the Debtors' Powerton and Joliet generating stations ("PoJo"), and (d) the PoJo owner trustees, owner lessors, owner participants, and equity investors (together with (c), the "PoJo Parties").³ The Plan Sponsor Agreement, which requires the filing of a chapter 11 plan of reorganization and related disclosure statement on or before November 15, 2013, contemplates a sale of substantially all of EME's assets, including its equity interests in certain Debtor and non-Debtor subsidiaries, to NRG for sale proceeds of \$2,635 million and the assumption of certain liabilities, including the Powerton-Joliet leveraged leases and related obligations (the "NRG Transaction").

2. Consistent with the terms of the Plan Sponsor Agreement, on the date hereof the Debtors have filed the *Debtors' Joint Chapter 11 Plan of Reorganization* (as may be further modified, amended, or supplemented from time to time and including all exhibits and supplements, the "Plan") and the *Disclosure Statement for the Debtors' Joint Chapter 11 Plan of Reorganization* (as may be further modified, amended, or supplemented from time to time and including all exhibits and supplements, the "Disclosure Statement"). Generally speaking, the Plan, which will effectuate the NRG Transaction, contemplates that holders of claims against EME will receive their pro rata share of the NRG sale proceeds and stock in reorganized EME, the PoJo leveraged lease obligations will be assumed and holders of claims against Midwest Generation will be paid in full, holders of claims against certain EME subsidiary Debtors will receive cash payment of principal in full, and holders of claims against Homer City Debtors will receive their pro rata share in available Homer City proceeds.

³ See *Order Approving (I) Entry into Plan Sponsor Agreement, (II) Sponsor Protections, and (III) Related Relief* [Docket No. 1424].

3. By this Motion, and in furtherance of the transactions contemplated by the Plan Sponsor Agreement, the Debtors seek approval of the Disclosure Statement, ballots, and notices related to solicitation of the Plan, as well as a schedule related to the solicitation of votes to confirm and consummate the Plan (the “Plan Confirmation Schedule”). For the reasons set forth herein, the Debtors respectfully request that the Court grant this Motion.

Jurisdiction and Venue

4. 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).

5. Venue in this district is proper pursuant to 28 U.S.C. §§ 1408 and 1409.

6. The statutory bases for the relief requested herein are sections 105(a), 502, 1123(a), 1124, 1125, 1126, and 1128 of title 11 of the United States Code (the “Bankruptcy Code”), Rules 2002, 3003, 3016, 3017, 3018, and 3020 of the Federal Rules of Bankruptcy Procedure (the “Bankruptcy Rules”), and Rules 3016-1 and 3018-1 of the Local Rules of Bankruptcy Practice and Procedure of the United States Bankruptcy Court for the Northern District of Illinois (the “Local Rules”).

Relief Requested

7. By this Motion, the Debtors respectfully request that the Court enter the order (the “Order”) in substantially the form attached hereto as **Exhibit A**, approving: (a) the adequacy of the Disclosure Statement; (b) the solicitation procedures with respect to confirmation of the Plan; (c) the forms of ballots and notices in connection therewith; and (d) the scheduling of certain dates with respect thereto.

8. By this Motion, and subject to satisfaction of the applicable provisions of chapter 11 of the Bankruptcy Code, the Debtors also request confirmation of the Plan. The Debtors will

file a memorandum of law in support of confirmation in advance of any confirmation hearing scheduled by the Court.

Summary of Status and Voting Rights

9. In accordance with section 1126 of the Bankruptcy Code, the Plan contemplates classifying Holders of Claims and Interests into certain Classes of Claims and Interests for all purposes, including with respect to voting on the Plan, as follows:

| Class | Claims and Interests | Plan Treatment | Voting Status |
|--------------|--|-----------------------|---|
| A1 | Other Priority Claims against EME | Unimpaired | Not Entitled to Vote (Presumed to Accept) |
| A2 | Secured Claims against EME | Unimpaired | Not Entitled to Vote (Presumed to Accept) |
| A3 | General Unsecured Claims against EME (Assumed Liabilities) | Impaired | Entitled to Vote |
| A4 | General Unsecured Claims against EME (Not Assumed Liabilities) | Impaired | Entitled to Vote |
| A5 | Joint-Liability General Unsecured Claims against EME | Impaired | Entitled to Vote |
| A6 | Intercompany Claims against EME | Impaired | Not Entitled to Vote (Deemed to Reject) |
| A7 | Subordinated Claims against EME | Impaired | Not Entitled to Vote (Deemed to Reject) |
| A8 | EME Interests | Impaired | Not Entitled to Vote (Deemed to Reject) |
| B1 | Other Priority Claims against Debtor Subsidiaries | Unimpaired | Not Entitled to Vote (Presumed to Accept) |
| B2 | Secured Claims against Debtor Subsidiaries | Unimpaired | Not Entitled to Vote (Presumed to Accept) |
| B3 | General Unsecured Claims against Debtor Subsidiaries | Impaired | Entitled to Vote |

| Class | Claims and Interests | Plan Treatment | Voting Status |
|--------------|---|-----------------------|---|
| B4 | Intercompany Claims against Debtor Subsidiaries | Impaired | Not Entitled to Vote (Deemed to Reject) |
| B5 | Subordinated Claims against Debtor Subsidiaries | Impaired | Not Entitled to Vote (Deemed to Reject) |
| B6 | Intercompany Interests in Debtor Subsidiaries | Unimpaired | Not Entitled to Vote (Presumed to Accept) |
| C1 | Other Priority Claims against Homer City Debtors | Unimpaired | Not Entitled to Vote (Presumed to Accept) |
| C2 | Secured Claims against Homer City Debtors | Unimpaired | Not Entitled to Vote (Presumed to Accept) |
| C3 | General Unsecured Claims against Homer City Debtors | Impaired | Entitled to Vote |
| C4 | Intercompany Claims against Homer City Debtors | Impaired | Entitled to Vote |
| C5 | Subordinated Claims against Homer City Debtors | Impaired | Not Entitled to Vote (Deemed to Reject) |
| C6 | Intercompany Interests in Homer City Debtors | Impaired | Entitled to Vote |

Summary of Proposed Exhibits Comprising the Solicitation Package

10. The following chart sets forth the exhibits annexed to the Order, which collectively comprise the Solicitation Package:

| | |
|------------------|--|
| Exhibit 1 | Solicitation Procedures |
| Exhibit 2 | Confirmation Hearing Notice |
| Exhibit 3 | Debtors' Letter to Holders of Claims and Interests in the Voting Classes |
| Exhibit 4 | Forms of Ballots for Claims and Interests |
| Exhibit 5 | Non-Voting Status Notice for Unimpaired Classes |
| Exhibit 6 | Non-Voting Status Notice for the Deemed Rejecting Classes |
| Exhibit 7 | Contract and Lease Counterparties Notice |

| | |
|------------------|-----------------------|
| Exhibit 8 | Disputed Claim Notice |
|------------------|-----------------------|

Basis for Relief

I. The Disclosure Statement Contains Adequate Information and Should Be Approved.

A. Approval of the Disclosure Statement Is Governed by the “Adequate Information” Standard.

11. Pursuant to section 1125 of the Bankruptcy Code, the proponent of a proposed chapter 11 plan must provide holders of impaired claims and interests entitled to vote on the plan “adequate information” regarding that plan. Section 1125(a)(1) of the Bankruptcy Code states, in relevant part, as follows:

‘[A]dequate information’ means information of a kind, and in sufficient detail, as far as is reasonably practicable in light of the nature and history of the debtor and the condition of the debtor’s books and records, including a discussion of the potential material Federal tax consequences of the plan to the debtor, any successor to the debtor, and a hypothetical investor typical of the holders of claims or interests in the case, that would enable such a hypothetical investor of the relevant class to make an informed judgment about the plan.

12. A disclosure statement is intended primarily to provide all material information that holders of claims and interests affected by a proposed plan need to make an informed decision whether to vote for or against the plan. In re Unichem Corp., 72 B.R. 95, 97 (Bankr. N.D. Ill. 1987) (“The primary purpose of a disclosure statement is to provide all material information which creditors and equity security holders affected by the plan need in order to make an intelligent decision whether to vote for or against the plan.”); In re Egan, 33 B.R. 672, 675 (Bankr. N.D. Ill. 1983) (“[T]he purpose of [the] disclosure [statement] is to present the parties voting on the plan with sufficient factual information to independently evaluate the merits of the proponent’s plan.” (internal citations omitted)).

13. The determination of whether a disclosure statement includes adequate information is made on a case-by-case basis, and courts exercise broad discretion when evaluating whether a disclosure statement contains adequate information. Unichem, 72 B.R. at 97 (“Determination of the adequacy of a disclosure statement, and, therefore, approval of it, is within the sound discretion of the bankruptcy court and is to be determined on a case by case basis.”); In re Snyder, 56 B.R. 1007, 1009 (N.D. Ind. 1986) (“The determination of the adequacy of a disclosure statement under 11 U.S.C. § 1125 is a matter for the bankruptcy court’s discretion on a case by case basis.”). This discretion provides flexibility and facilitates an efficient chapter 11 process by accommodating the varying circumstances accompanying chapter 11 cases. Egan, 33 B.R. at 675; H.R. Rep. No. 95-595, at 408-09 (1977).

14. In making a determination as to whether a disclosure statement contains adequate information as required by section 1125 of the Bankruptcy Code, courts typically look for disclosures related to topics such as:

- a. the events which led to the filing of a bankruptcy petition;
- b. the relationship of the debtor with its affiliates;
- c. a description of the available assets and their value;
- d. the company’s anticipated future;
- e. the source of information stated in the disclosure statement;
- f. the debtor’s condition while in chapter 11;
- g. claims asserted against the debtor;
- h. the chapter 11 plan or a summary thereof;
- i. information relevant to the risks posed to creditors under the plan;
- j. the actual or projected realizable value from recovery of preferential or otherwise avoidable transfers;

- k. litigation likely to arise in a nonbankruptcy context; and
- l. tax attributes of the debtor.

See In re U.S. Brass Corp., 194 B.R. 420, 424–25 (Bankr. E.D. Tex. 1996); see also In re Phoenix Petroleum Co., 278 B.R. 385, 393 (Bankr. E.D. Pa. 2001) (citing factors that courts have considered in determining the adequacy of information provided in a disclosure statement); In re Scioto Valley Mortg. Co., 88 B.R. 168, 170-71 (Bankr. S.D. Ohio 1988) (listing factors courts have considered in determining the adequacy of information provided in a disclosure statement); In re Metrocraft Pub. Servs., Inc., 39 B.R. 567, 568 (Bankr. N.D. Ga. 1984) (same).

15. Additionally, Local Bankruptcy Rule 3016-1 requires that a disclosure statement for a liquidating chapter 11 plan include: (a) an introductory narrative summarizing the nature of the plan, identifying each class of creditors, the composition of each class (as to the number and type of creditors), the amount of claims, the proposed recovery of each class and the timing thereof, and all sources and amounts of funding thereof; and (b) a liquidation analysis assuming a hypothetical liquidation under chapter 7.

B. The Disclosure Statement Contains “Adequate Information.”

16. In accordance with section 1125 of the Bankruptcy Code and Local Bankruptcy Rule 3016-1, the Disclosure Statement provides “adequate information” to allow Holders of Claims and Interests to cast informed votes on the Plan. Specifically, the Disclosure Statement contains a number of categories of information that courts consider “adequate information,” including:

- a. the Plan, including a summary of the classifications and treatment of all Classes of Claims and Interests (See Disclosure Statement, Art. II, IV.C, IV.D, Exhibit A);

- b. the history of the Debtors' businesses and the events leading to the commencement of the Chapter 11 Cases (See Disclosure Statement, Art. V, VI);
- c. a description of the Debtors' corporate structure and prepetition indebtedness (See Disclosure Statement, Art. V.D);
- d. a hypothetical liquidation analysis under chapter 7 (See Exhibit E to the Disclosure Statement);⁴
- e. the Claims asserted against the Estates and estimated amount of Claims that ultimately will be Allowed (See Disclosure Statement, Art. IV.D);
- f. a description of the NRG Transaction and the Plan Sponsor Agreement (See Disclosure Statement, Art. VIII.G);
- g. certain risk factors to consider that may impact the ability to consummate the Plan (See Disclosure Statement, Art. IX);
- h. certain securities law and federal income tax issues to consider in connection with the Plan (See Disclosure Statement, Art. XII, XIII);
- i. the provisions governing distributions under the Plan (See Disclosure Statement, Art. IV.F);
- j. the means for implementation of the Plan, including sources of cash and other consideration required to fund the Plan (See Disclosure Statement, Art. IV.G, Exhibit A); and
- k. the settlement, release, injunction, and exculpation provisions of the Plan (See Art. IV.J, Exhibit A).

The Disclosure Statement complies with all aspects of section 1125 of the Bankruptcy Code because it contains information that is reasonably practicable to permit a hypothetical creditor to make an informed judgment about the Plan.⁵ Accordingly, the Debtors submit that the Disclosure Statement contains "adequate information" and therefore should be approved.

⁴ The Debtors will file Exhibit E to the Disclosure Statement shortly after the filing of this Motion.

⁵ The Debtors will continue to review the Disclosure Statement, and, based upon their ongoing review and further developments in these chapter 11 cases, may make additional changes and/or disclosures prior to the hearing to consider the Disclosure Statement (the "Disclosure Statement Hearing"). Any additional disclosures will only increase the amount of information being provided to Holders of Claims and Interests, and will consequently enhance the adequacy of information in the Disclosure Statement.

C. The Disclosure Statement Satisfies Local Bankruptcy Rule 3016-1.

17. The Disclosure Statement also satisfies the requirements of Local Bankruptcy Rule 3016-1 for liquidating chapter 11 plans because it includes the following:

- a. a narrative summarizing the nature of the Plan (See Disclosure Statement, Art. II, IV);
- b. the identity of each Class of Claims or Interests, the composition of each Class (as to the number and type of creditors or interests), the amount of Claims or Interests and the proposed recovery of each Class and the timing thereof, and all sources and amounts of funding thereof (See Disclosure Statement, Art. IV.D–G); and
- c. a hypothetical liquidation analysis under chapter 7 (See Exhibit E to the Disclosure Statement).⁶

The Disclosure Statement complies with all aspects of Local Bankruptcy Rule 3016-1.

II. The Court Should Approve the Solicitation and Notice Procedures.

18. Consistent with the requirements of the Bankruptcy Code, the Bankruptcy Rules, the Local Rules, and due process, the Debtors seek approval of the Solicitation Procedures set forth in **Exhibit 1** to the Order. The Solicitation Procedures will allow the Debtors to distribute solicitation materials and tabulate acceptances of the Plan effectively and efficiently. Furthermore, the Solicitation Procedures, in conjunction with the Confirmation Hearing Notice, provide adequate notice to all Holders of Claims and Interests regarding the solicitation process as well as the relevant dates associated with the Solicitation Procedures.⁷

A. Classes Entitled to Vote

19. On February 14, 2013, and continuing thereafter, the Debtors (other than the Homer City Debtors) filed their schedules of assets and liabilities with the Court pursuant to

⁶ The Debtors will file Exhibit E to the Disclosure Statement shortly after the filing of this Motion.

⁷ To the extent that circumstances require further modifications of, or amendments to, the Solicitation Procedures, the Debtors reserve the right to supplement or amend the Solicitation Procedures to further facilitate the Plan solicitation process.

section 521 of the Bankruptcy Code (collectively, the “EME Schedules”). On May 16, 2013, the Homer City Debtors filed their schedules of assets and liabilities with the Court (collectively, the “Homer City Schedules” and, together with the EME Schedules, the “Schedules”).

20. With respect to the Debtors other than the Homer City Debtors, the Court established June 17, 2013, as the deadline for filing Claims in their chapter 11 cases, including claims of governmental entities and entities holding claims entitled to administrative priority under section 503(b)(9) of the Bankruptcy Code (the “Claims Bar Date”).⁸ With respect to the Homer City Debtors, the Court established October 29, 2013, as the deadline for filing Claims in their chapter 11 cases, including claims of governmental entities and entities holding claims entitled to administrative priority under section 503(b)(9) of the Bankruptcy Code (the “Homer City Claims Bar Date” and, together with the Claims Bar Date, the “Claims Bar Dates”).⁹

21. Based on the Schedules, the Proofs of Claims filed to date, anticipated Proofs of Claim that may be filed, and the structure of the Plan, the Plan provides for twenty (20) Classes of Claims and Interests. Of those Classes, the Debtors submit that the following Classes are Impaired but are entitled to receive distributions under the Plan, and therefore, may vote on the Plan, subject to certain exceptions discussed below (the “Voting Classes”):

| Class | Description |
|-------|--|
| A3 | General Unsecured Claims against EME (Assumed Liabilities) |

⁸ See Order (A) Setting Bar Dates for Filing Proofs of Claim, Including Section 503(b)(9) Proofs of Claim, and (B) Approving the Form and Manner of Notice Thereof [Docket No. 669].

⁹ See Order (A) Setting Bar Dates for Filing Proofs of Claim, Including Section 503(b)(9) Proofs of Claim, 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]. Additionally, the Court established November 29, 2013, as the deadline for the Internal Revenue Service to file Claims against the Homer City Debtors. See Agreed Order Extending the Bar Date for the Internal Revenue Service to File Proofs of Claim Against EME Homer City Generation, L.P., Edison Mission Finance Co., and Homer City Property Holdings, Inc. [Docket No. 1422].

| Class | Description |
|-------|--|
| A4 | General Unsecured Claims against EME (Not Assumed Liabilities) |
| A5 | Joint-Liability General Unsecured Claims against EME |
| B3 | General Unsecured Claims against Debtor Subsidiaries |
| C3 | General Unsecured Claims against Homer City Debtors |
| C4 | Intercompany Claims against Homer City Debtors |
| C6 | Intercompany Interests in Homer City Debtors |

B. Classes Not Entitled to Vote

22. Under the Plan certain Claims and Interests are Unimpaired. In addition, certain Claims and Interests are Impaired and will receive no recovery under the Plan.

23. Section 1126(f) of the Bankruptcy Code provides that, for purposes of soliciting votes in connection with the confirmation of a chapter 11 plan, “a class that is not impaired under a plan, and each holder of a claim or interest of such class, are conclusively presumed to have accepted the plan, and the solicitation of acceptances with respect to such class from the holders of claims or interests of such class is not required.” Section 1126(g) of the Bankruptcy Code provides that “a class is deemed not to have accepted a plan if such plan provides that the claims or interests of such class do not entitle the holders of such claims or interests to receive or retain any property under the plan on account of such claims or interests.”

24. Pursuant to sections 1126(f) and (g) of the Bankruptcy Code, Holders of Unimpaired Claims and Interests are presumed to accept the Plan, whereas Holders of Claims and Interests that will receive no recovery under the Plan are deemed to reject the Plan. Accordingly, such Holders are not entitled to vote on the Plan (collectively, the “Non-Voting Classes”). The following Classes of Claims and Interests constitute the Non-Voting Classes:

| Class | Claims and Interests | Status | Voting Rights |
|--------------|---|---------------|----------------------|
| A1 | Other Priority Claims against EME | Unimpaired | Presumed to Accept |
| A2 | Secured Claims against EME | Unimpaired | Presumed to Accept |
| A6 | Intercompany Claims against EME | Impaired | Deemed to Reject |
| A7 | Subordinated Claims against EME | Impaired | Deemed to Reject |
| A8 | EME Interests | Impaired | Deemed to Reject |
| B1 | Other Priority Claims against Debtor Subsidiaries | Unimpaired | Presumed to Accept |
| B2 | Secured Claims against Debtor Subsidiaries | Unimpaired | Presumed to Accept |
| B4 | Intercompany Claims against Debtor Subsidiaries | Impaired | Deemed to Reject |
| B5 | Subordinated Claims against Debtor Subsidiaries | Impaired | Deemed to Reject |
| B6 | Intercompany Interests in Debtor Subsidiaries | Unimpaired | Presumed to Accept |
| C1 | Other Priority Claims against Homer City Debtors | Unimpaired | Presumed to Accept |
| C2 | Secured Claims against Homer City Debtors | Unimpaired | Presumed to Accept |
| C5 | Subordinated Claims against Homer City Debtors | Impaired | Deemed to Reject |

C. Disputed Claim Procedures

25. Pursuant to section 1126(a) of the Bankruptcy Code, only holders of an “allowed claim” may accept or reject a chapter 11 plan. A proof of claim is deemed “allowed” unless and until an objection is filed to such proof of claim. See 11 U.S.C. § 502(a). However, Bankruptcy Rule 3018(a) allows the Debtors to temporarily allow Claims against which an objection is pending as of the Voting Record Date (a “Disputed Claim”) in an amount that the Court deems appropriate for the purpose of the Holder of such Claim accepting or rejecting the Plan. In light of Bankruptcy Rule 3018(a), the Debtors propose that the Court approve the procedures set forth in the Solicitation Procedures regarding temporary allowance of Claims subject to pending objections for voting purposes only. Specifically, if an objection is pending

against a Claim, the applicable Holder will receive a notice substantially in the form annexed as **Exhibit 8** to the Order (the “Disputed Claim Notice”) and the Confirmation Hearing Notice in lieu of the entire Solicitation Package.

26. The Disputed Claim Notice will inform relevant Holders that their respective Claim is subject to an objection, and that the Holder of such Claim cannot vote any disputed portion of its Claim unless one or more of the following events have taken place at least three (3) Business Days before the Voting Deadline: (a) an order of the Court is entered allowing the Disputed Claim pursuant to section 502(b) of the Bankruptcy Code, after notice and a hearing; (b) an order of the Court is entered temporarily allowing the Disputed Claim for voting purposes only pursuant to Bankruptcy Rule 3018(a), after notice and a hearing; (c) a stipulation or other agreement is executed between the holder of the Disputed Claim and the Debtors resolving the objection and allowing such Disputed Claim in an agreed upon amount; (d) a stipulation or other agreement is executed between the holder of the Disputed Claim and the Debtors temporarily allowing the holder of such Claim to vote its Claim in an agreed upon amount; or (e) the pending objection to the Disputed Claim is voluntarily withdrawn by the Debtors (each, a “Resolution Event”). No later than two (2) Business Days after a Resolution Event, the Debtors shall cause the Notice, Claims, and Solicitation Agent to distribute a Solicitation Package and a pre-addressed, postage pre-paid envelope to the relevant Holder of such temporarily Allowed Claim that has been allowed for voting purposes only by such Resolution Event, which must be returned according to the instructions on the Ballot provided to such Holder by no later than the Voting Deadline.

27. If a Claim is objected to *on or before* the date that is seven (7) calendar days before the Voting Deadline, the Debtors will send the Holder of such Claim a Disputed Claim

Notice and such Claim will be disallowed for voting purposes pending a Resolution Event. However, if a Claim is objected to on a date that is *less than* seven (7) calendar days before the Voting Deadline, such Claim shall be allowed solely for purposes of voting on the Plan.

III. The Court Should Approve the Form of Solicitation Package and Distribution Thereof.

A. Contents of the Solicitation Package

28. The Plan contemplates that Holders of Allowed Claims and Interests in the Voting Classes will be entitled to vote on the Plan. The Debtors propose to distribute the materials required by Bankruptcy Rule 3017(d) (the “Solicitation Package”) to the Holders of Claims and Interests in the Voting Classes in the form and manner set forth below:

- a. the Solicitation Procedures, substantially in the form attached as **Exhibit 1** to the Order;
- b. the Confirmation Hearing Notice, substantially in the form attached as **Exhibit 2** to the Order;¹⁰
- c. a cover letter, in substantially the form attached as **Exhibit 3** to the Order: (i) describing the contents of the Solicitation Package, and (ii) urging the Holders of Claims and Interests in each of the Voting Classes to vote to accept the Plan;
- d. an appropriate form of Ballot for Holders of Claims and Interests, substantially in the applicable form attached as **Exhibit 4** to the Order;
- e. the approved Disclosure Statement (together with the Plan and other exhibits attached thereto); and
- f. any supplemental documents the Debtors file with the Court and any documents that the Court orders to be made available.

¹⁰ The Debtors propose to send a notice of the entry of the Order rather than the Order itself. This is because the Order is itself voluminous and contains information that is not needed to enable Holders of Claims and Interests to vote on the Plan or is duplicative of materials otherwise contained in the Solicitation Package, including exhibits that will otherwise be sent to such Holders. The Debtors respectfully submit that all Voting Classes have sufficient information about the Solicitation Procedures through inclusion of the Solicitation Procedures in the Solicitation Package.

29. The Debtors intend to distribute (via first class U.S. mail) the Solicitation Packages through GCG, Inc., in its capacity as notice, claims, and solicitation agent for the Debtors (the "Notice, Claims, and Solicitation Agent") on or before December 27, 2013 (the "Solicitation Date"), a date that is more than twenty-eight (28) days prior to the Voting Deadline and the Plan Objection Deadline. Distribution of the Solicitation Packages on or before the Solicitation Date will provide the requisite materials to Holders of Claims and Interests in the Voting Classes in compliance with Bankruptcy Rules 3017(d) and 2002(b). See Fed. R. Bankr. P. 3017(d) (after approval of disclosure statement, the debtor in possession must transmit the plan, the approved disclosure statement, notice of the time within which acceptances and rejections of such plan may be filed, and any other information that the court may direct to creditors and equity security holders); Fed. R. Bankr. P. 2002(b) (requiring twenty-eight (28) days' notice by mail of the time for filing objections to the confirmation of a chapter 11 plan).

B. The Confirmation Hearing Notice

30. The Debtors further request approval of the Confirmation Hearing Notice attached as **Exhibit 2** to the Order. Bankruptcy Rules 2002(b) and 2002(d) require not less than twenty-eight (28) days of notice to all holders of claims and interests of the time fixed for filing objections to the hearing on confirmation of a chapter 11 plan. Pursuant to Bankruptcy Rules 2002 and 3017(d), the Debtors will cause the Confirmation Hearing Notice to be mailed promptly after the Court's entry of an order granting the relief requested herein and shall include in the Confirmation Hearing Notice the time set for filing objections to Confirmation of the Plan and the date of the Confirmation Hearing. Thus, if the requested dates are approved, the Debtors will provide more than twenty-eight (28) days' notice of the Plan Objection Deadline and the Confirmation Hearing.

31. The Confirmation Hearing Notice sets forth, among other things: (a) the Confirmation Hearing date and time; (b) the Voting Record Date; (c) the Voting Deadline; (d) the Plan Objection Deadline; (e) the procedures for temporary allowance of Claims for voting purposes; and (f) a disclosure regarding the release, injunction, and exculpation provisions contained in the Plan. Additionally, the Confirmation Hearing Notice informs parties that the Solicitation Package (excluding Ballots) can be obtained by accessing the Notice, Claims, and Solicitation Agent's website or by requesting a copy from the Notice, Claims, and Solicitation Agent.

32. In addition to mailing the Confirmation Hearing Notice, the Debtors propose to publish the Confirmation Hearing Notice in the *New York Times (National Edition)* on a date which is more than twenty-eight (28) days prior to the Plan Objection Deadline and the Confirmation Hearing. The Debtors may also publish the Confirmation Hearing Notice in such trade or other publications as the Debtors may choose. Bankruptcy Rule 2002(l) permits the Court to "order notice by publication if it finds that notice by mail is impracticable or that it is desirable to supplement notice."

33. The Debtors believe that publication of the Confirmation Hearing Notice will provide sufficient notice of the approval of the Disclosure Statement, the Confirmation Hearing, the Voting Record Date, the Voting Deadline, and the Plan Objection Deadline to Entities who will not otherwise receive notice by mail as provided in the Solicitation Procedures.

C. The Form of Ballots for the Voting Classes

34. In accordance with Bankruptcy Rule 3018(c), the Debtors propose to prepare and customize ballots for Holders of Claims and Interests in the Voting Classes, and a master ballot in respect of certain beneficial holders of General Unsecured Claims against EME (Not Assumed

Liabilities) (collectively, the “Ballots”), in substantially the form of the Ballots annexed as **Exhibit 4** to the Order, to tabulate acceptances of the Plan. The form of the Ballots is based on Official Form No. 14, but has been modified to address the particular circumstances of the Chapter 11 Cases and to include certain additional information that the Debtors believe to be relevant and appropriate for each of the Voting Classes.

35. Pursuant to the Solicitation Procedures, the Notice, Claims, and Solicitation Agent will distribute the appropriate Ballots to Holders of Claims, Interests, or Nominees, as applicable, in the Voting Classes. To simplify the solicitation process and preserve the resources of the Court and parties in interest, the Debtors seek a waiver of Local Bankruptcy Rule 3018-1’s requirement that “ballots accepting or rejecting a plan are to be filed with the clerk.” Instead, the Debtors propose that all Ballots be sent directly to the Notice, Claims, and Solicitation Agent, who will tabulate all Ballots received. The Debtors will comply with all other requirements of Local Bankruptcy Rule 3018-1, including giving notice of the voting results by submitting the required report in the prescribed format at least three (3) days prior to the Confirmation Hearing.

D. The Form of Notices to the Non-Voting Classes

36. In compliance with section 1123(a) of the Bankruptcy Code, Administrative Claims and Priority Tax Claims asserted against the Debtors are not classified under the Plan (collectively, the “Unclassified Claims”). See 11 U.S.C. § 1123(a)(1) (providing for classification of claims other than those claims specified in section 507(a)(2), 507(a)(3), or 507(a)(8) of the Bankruptcy Code). As such, Holders of Unclassified Claims are not entitled to vote on the Plan. Article III of the Plan also provides that Class A1 (Other Priority Claims against EME); Class A2 (Secured Claims against EME); Class B1 (Other Priority Claims against Debtor Subsidiaries); Class B2 (Secured Claims against Debtor Subsidiaries); Class B6

(Intercompany Interests in Debtor Subsidiaries); Class C1 (Other Priority Claims against Homer City Debtors); and Class C2 (Secured Claims against Homer City Debtors) are Unimpaired and are presumed to accept the Plan (collectively, the “Unimpaired Classes”) and, therefore, Holders of such Claims and Interests are not entitled to vote on the Plan. Finally, Article III of the Plan provides that Class A6 (Intercompany Claims against EME); Class A7 (Subordinated Claims against EME); Class A8 (EME Interests); Class B4 (Intercompany Claims against Debtor Subsidiaries); Class B5 (Subordinated Claims against Debtor Subsidiaries); and Class C5 (Subordinated Claims against Homer City Debtors) are Impaired and will not receive or retain any property under the Plan, and accordingly are deemed to reject the Plan (collectively, the “Deemed Rejecting Classes”) and are not entitled to vote on the Plan.

37. The Debtors will not solicit votes from Holders of Unclassified Claims or Holders of Claims and Interests in the Unimpaired Classes and Deemed Rejecting Classes. The Debtors will, however, send a notice of non-voting status to Holders of Unimpaired Claims and Interests and Unclassified Claims informing such Holders that they are not entitled to vote on the Plan and are conclusively presumed to accept the Plan, in substantially the form attached as **Exhibit 5** to the proposed Order (the “Non-Voting Status Notice for Unimpaired Classes”) in lieu of the Solicitation Package. The Debtors will also send a notice of non-voting status to Holders of Claims and Interests in the Deemed Rejecting Classes informing such Holders that they are not entitled to vote on the Plan and are deemed to reject the Plan, in substantially the form attached as **Exhibit 6** to the proposed Order (the “Non-Voting Status Notice for Deemed Rejecting Classes,” and together with the Non-Voting Status Notice for Unimpaired Classes, the “Non-Voting Status Notices”) in lieu of the Solicitation Package.

E. Form of Notice to Counterparties to Executory Contracts and Unexpired Leases

38. Executory Contracts and Unexpired Leases are deemed rejected under the Plan unless, among other things, such Executory Contracts or Unexpired Leases are expressly set forth on the Schedule of Assumed Executory Contracts and Unexpired Leases, which will be included as part of the Plan Supplement. As soon as reasonably practicable after the Solicitation Date, the Debtors will provide notices to counterparties of Executory Contracts and Unexpired Leases, substantially in the form as Exhibit 7 to the Order (the “Contract and Lease Counterparties Notice”), regarding the proposed treatment of Executory Contracts and Unexpired Leases under the Plan, information pertaining to deadlines to object to such treatment, including with respect to Cure Costs and adequate assurance under section 365 of the Bankruptcy Code, and instructions for filing a Claim for potential rejection damages.

39. In addition, to ensure that counterparties to Executory Contracts and Unexpired Leases receive notice of the Confirmation Hearing, the Debtors will serve such parties with the Confirmation Hearing Notice as well as the Contract and Lease Counterparties Notice. If any of these entities also is a Holder of a Claim or Interest in a Voting Class as of the Voting Record Date, such Entity shall also receive a Solicitation Package in accordance with the Solicitation Procedures. The Debtors respectfully submit that the Contract and Lease Counterparties Notice complies with the Bankruptcy Code and, therefore, should be approved.

F. Returned Solicitation Packages or Notices

40. The Debtors anticipate that some of the Disclosure Statement Hearing Notices that are sent to Holders of Claims or Interests may be returned by the United States Postal Service or other carrier as undeliverable. The Debtors believe that it would be costly and wasteful to mail Solicitation Packages, the Non-Voting Status Notices, or the Disputed Claim

Notice, as applicable, to the same addresses to which undeliverable Disclosure Statement Hearing Notices were mailed. Therefore, the Debtors seek the Court's approval for a departure from the strict requirements of Bankruptcy Rule 3017(d), excusing the Debtors from mailing Solicitation Packages to those Entities listed at such undeliverable addresses, unless the Debtors, through the Notice, Claims, and Solicitation Agent, are able to locate accurate addresses for such Entities not less than ten (10) calendar days prior to the Solicitation Date. If a Holder of a Claim or Interest has changed its mailing address after the Petition Date, the burden should be on the Holder, not the Debtor, to advise the Notice, Claims, and Solicitation Agent of the new address. See In re Marshall, 219 B.R. 687 (Bankr. M.D.N.C. 1997) (notice sent to last known address reasonable where sender knew the recipient had moved but was not provided a new address).

G. Non-Substantive or Immaterial Modifications

41. The Debtors reserve their right to make non-substantive or immaterial changes to the Disclosure Statement, the Plan, the Ballots, the Confirmation Hearing Notice, and related documents without further order of the Court, including, without limitation, changes to correct typographical and grammatical errors and to make conforming changes among the Disclosure Statement, the Plan, and any other materials in the Solicitation Package prior to their distribution.

IV. The Court Should Approve the Voting and General Tabulation Procedures.

42. The Debtors respectfully request that the Court approve the voting and tabulation procedures described herein and in the Solicitation Procedures, attached as **Exhibit 1** to the Order, in accordance with section 1126(c) of the Bankruptcy Code and Bankruptcy Rule 3018(a).

A. The Voting Procedures

43. The Debtors propose that only the following Holders of Claims in the Voting Classes shall be entitled to vote on the Plan:

- a. Holders of Claims who, on or before the Voting Record Date, have timely filed a Proof of Claim (or an untimely Proof of Claim which has been Allowed as timely by the Court under applicable law on or before the Voting Record Date) that (i) has not been expunged, disallowed, disqualified, withdrawn, or superseded prior to the Voting Record Date, and (ii) is not the subject of a pending objection, other than a “reduce and allow” objection, filed with the Court at least seven (7) days prior to the Voting Deadline, pending a Resolution Event; provided, however, that the Holder of a Claim that is the subject of a pending objection on a “reduce and allow” basis shall receive a Solicitation Package and be entitled to vote such Claim in the reduced amount contained in such objection;
- b. Holders of Claims listed in the Schedules, *other than* Claims that are scheduled as contingent, unliquidated, or disputed (but excluding such scheduled disputed, contingent, or unliquidated Claims that have been superseded by a timely filed Proof of Claim);
- c. Holders of Claims that arise pursuant to an agreement or settlement with the Debtors, as reflected in a document filed with the Court, in an order of the Court, or in a document executed by the Debtors pursuant to authority granted by the Court, in each case regardless of whether a Proof of Claim has been filed;
- d. the assignee of a timely filed Proof of Claim or a Claim listed in the Schedules as noncontingent, undisputed, and liquidated shall be permitted to vote such Claim only if the transfer or assignment has been fully effectuated pursuant to the procedures set forth in Bankruptcy Rule 3001(e) and such transfer is reflected on the Claims Register on the Voting Record Date; and
- e. the applicable Nominee, as reflected in the relevant records as of the Voting Record Date.

44. The Debtors propose that each Holder of undisputed Interests in the Voting Classes shall be entitled to a vote in an amount equal to the number of such Holder's Interests in the applicable Debtor as of the Voting Record Date.¹¹

B. The General Tabulation Procedures

45. In tabulating votes for Classes of Claims, the Debtors propose that the following hierarchy shall be used to determine the Claim amount associated with each Holder's vote:

- a. the Claim amount settled and/or agreed upon by the Debtors, as reflected in a document filed with the Court, in an order of the Court, or in a document executed by the Debtors pursuant to authority granted by the Court;
- b. the Claim amount Allowed (temporarily or otherwise) pursuant to a Resolution Event under the procedures set forth in the Solicitation Procedures;
- c. the Claim amount contained in a Proof of Claim that has been timely filed by the applicable Claims Bar Date (or deemed timely filed by the Court under applicable law), except for any amounts asserted on account of any interest accrued after the Petition Date; provided that Ballots cast by Holders of Claims who timely file a Proof of Claim in respect of a contingent Claim *or* in a wholly-unliquidated or unknown amount that is not the subject of an objection will count for satisfying the numerosity requirement of section 1126(c) of the Bankruptcy Code and will count as Ballots for Claims in the amount of \$1.00 solely for the purposes of satisfying the dollar amount provisions of section 1126(c) of the Bankruptcy Code, and, if a Proof of Claim is filed as partially liquidated and partially unliquidated, such Claim will be Allowed for voting purposes only in the liquidated amount; provided further, that to the extent the Claim amount contained in the Proof of Claim is different from the Claim amount set forth in a document filed with the Court as referenced in subparagraph (a) above, the Claim amount in the document filed with the Court shall supersede the Claim amount set forth on the respective Proof of Claim;

¹¹ Holders of Interests in the Debtors (per the Debtors' books and records) may vote to accept or reject the Plan to the extent provided in the Plan in accordance with the Solicitation Procedures. Any Entity's ability to vote to accept or reject the Plan on account of such Interests shall be for voting purposes only and for no other purpose.

- d. the Claim amount listed in the Schedules, provided that such Claim is not scheduled as contingent, disputed, or unliquidated and has not been paid; and
- e. in the absence of any of the foregoing, zero.

The Claim amount established pursuant to the Solicitation Procedures shall control for voting purposes only, and shall not constitute the Allowed amount of any Claim for distribution or for any other purpose.

46. In tabulating votes for Classes of Interests, the Debtors propose that the number of shares, units, or interests tabulated for purposes of voting on the Plan shall correspond to the voting rights of such shares, units, or interests per the Debtors' books and records. To the extent the economic rights and voting rights differ for shares of any Interests, entitlement to vote for purposes of the Plan shall be determined based upon the voting rights, and not the economic rights, of such shares or interests.

47. The Debtors also propose to use the following voting procedures in tabulating Ballots:

- a. except as otherwise provided in the Solicitation Procedures, unless the Ballot being furnished is timely submitted on or prior to the Voting Deadline, the Debtors shall reject such Ballot as invalid and, therefore, shall not count it in connection with Confirmation of the Plan;
- b. the Notice, Claims, and Solicitation Agent will date- and time-stamp all Ballots when received. The Notice, Claims, and Solicitation Agent shall retain the original Ballots and an electronic copy of the same for a period of one year after the effective date of the Plan, unless otherwise ordered by the Court;
- c. consistent with the requirements of Local Bankruptcy Rule 3018-1, the Debtors will file with the Court, at least three (3) calendar days prior to the Confirmation Hearing, a voting report (the "Voting Report"). The Voting Report shall, among other things, delineate every Ballot that does not conform to the voting instructions or that contains any form of irregularity including, but not limited to, those Ballots that are late or (in whole or in material part) illegible, unidentifiable, lacking signatures or lacking

necessary information, received via facsimile or electronic mail, or damaged (“Irregular Ballots”). The Voting Report shall indicate the Debtors’ intentions with regard to each such Irregular Ballot;

- d. the method of delivery of Ballots to be sent to the Notice, Claims, and Solicitation Agent is at the election and risk of each Holder, and, except as otherwise provided, a Ballot will be deemed delivered only when the Notice, Claims, and Solicitation Agent actually receives the original executed Ballot;
- e. an original executed Ballot is required to be submitted by the Entity submitting such Ballot. Delivery of a Ballot to the Notice, Claims, and Solicitation Agent by facsimile, email, or any other electronic means will not be valid;
- f. no Ballot should be sent to the Debtors, the Debtors’ agents (other than the Notice, Claims, and Solicitation Agent), the Debtors’ financial or legal advisors, the Committee, or the Committee’s advisors, and if so sent will not be counted;
- g. if multiple Ballots are received from the same Holder with respect to the same Claim or Interest prior to the Voting Deadline, the last properly executed Ballot timely received will be deemed to reflect that voter’s intent and will supersede and revoke any prior Ballot;
- h. Holders must vote all of their Claims or Interests within a particular Class either to accept or reject the Plan and may not split any votes. Accordingly, a Ballot that partially rejects and partially accepts the Plan will not be counted. Further, to the extent there are multiple Claims or Interests within the same Class, the Debtors may, in their discretion, aggregate the Claims or Interests of any particular Holder within a Class for the purpose of counting votes;
- i. a person signing a Ballot in its capacity as a trustee, executor, administrator, guardian, attorney in fact, officer of a corporation, or otherwise acting in a fiduciary or representative capacity of a Claim or Interest Holder must indicate such capacity when signing;
- j. the Debtors, subject to contrary order of the Court, may waive any defects or irregularities as to any Irregular Ballot at any time, either before or after the close of voting, and any such waivers will be documented in the Voting Report;
- k. neither the Debtors, nor any other Entity, will be under any duty to provide notification of defects or irregularities with respect to delivered Ballots other than as provided in the Voting Report, nor will any of them incur any liability for failure to provide such notification;

- l. unless waived or as ordered by the Court, any defects or irregularities in connection with deliveries of Ballots must be cured prior to the Voting Deadline or such Ballots will not be counted;
- m. in the event a designation of lack of good faith is requested by a party in interest under section 1126(e) of the Bankruptcy Code, the Court will determine whether any vote to accept and/or reject the Plan cast with respect to that Claim or Interest will be counted for purposes of determining whether the Plan has been accepted and/or rejected;
- n. subject to any order of the Court, the Debtor reserves the right to reject any and all Ballots not in proper form, the acceptance of which, in the opinion of the Debtors, would not be in accordance with the provisions of the Bankruptcy Code or the Bankruptcy Rules; provided that any such rejections will be documented in the Voting Report;
- o. if a Claim has been estimated or otherwise allowed for voting purposes only by order of the Court, such Claim shall be temporarily Allowed in the amount so estimated or Allowed by the Court for voting purposes only, and not for purposes of allowance or distribution;
- p. if an objection to a Claim is filed, such Claim shall be treated in accordance with the disputed claims procedures set forth in the Solicitation Procedures;
- q. the following Ballots shall not be counted in determining the acceptance or rejection of the Plan: (i) any Ballot that is illegible or contains insufficient information to permit the identification of the Holder of such Claim or Interest; (ii) any Ballot cast by an Entity that does not hold a Claim or Interest in a Voting Class; (iii) any Ballot cast for a Claim scheduled as unliquidated, contingent, or disputed for which no Proof of Claim was timely filed; (iv) any unsigned Ballot or Ballot lacking an original signature; (v) any Ballot not marked to accept or reject the Plan or marked both to accept and reject the Plan; and (vi) any Ballot submitted by any Entity not entitled to vote pursuant to the procedures described herein;
- r. after the Voting Deadline, no Ballot may be withdrawn or modified without the prior written consent of the Debtors; and
- s. the Debtors are authorized to enter into stipulations with the Holder of any Claim agreeing to the amount of a Claim for voting purposes.

C. The Master Ballot Procedures

48. In addition to the foregoing generally applicable voting and tabulation procedures, the Debtors propose that the following procedures shall apply to General Unsecured Claims against EME (Not Assumed Liabilities) (Class A4 Claims) of Beneficial Holders of EME Senior Notes who hold their position through a nominee (“Nominee”):

- a. the Notice, Claims and Solicitation Agent shall distribute or cause to be distributed the appropriate number of copies of Ballots to each Beneficial Holder of EME Senior Notes holding a Claim as of the Voting Record Date, including Nominees identified by the Notice, Claims and Solicitation Agent as Entities through which Beneficial Holders hold their Claims;
- b. any Nominee that is a Holder of record with respect to EME Senior Notes Claims against EME (i.e., Class A4 General Unsecured Claims against EME (Not Assumed Liabilities)) shall vote on behalf of Beneficial Holders of such Claims by: (i) immediately distributing the Solicitation Package, including Ballots, it receives from the Notice, Claims, and Solicitation Agent to all such Beneficial Holders;¹² (ii) providing such Beneficial Holders with a return address to send Ballots; (iii) promptly collecting Ballots from such Beneficial Holders that cast votes on the Plan; (iv) compiling and validating the votes and other relevant information of all such Beneficial Holders on the Master Ballot; and (v) transmitting the Master Ballot to the Notice, Claims and Solicitation Agent by the Voting Deadline;
- c. any Beneficial Holder holding EME Senior Notes Claims against EME (i.e., Class A4 General Unsecured Claims against EME (Not Assumed Liabilities)) as a record Holder in its own name shall vote on the Plan by completing and signing a Ballot and returning it directly to the Notice, Claims, and Solicitation Agent on or before the Voting Deadline;
- d. any Ballot returned to a Nominee by a Beneficial Holder shall not be counted for purposes of accepting or rejecting the Plan until such Nominee properly completes and delivers to the Notice, Claims, and Solicitation Agent a Master Ballot that reflects the vote of such Beneficial Holders by

¹² Solicitation Packages may be sent in paper format or via electronic transmission in accordance with the customary requirements of each Nominee. Each Nominee will then distribute the Solicitation Packages, as appropriate, in accordance with their customary practices and obtain votes to accept or to reject the Plan also in accordance with their customary practices. If it is the Nominee’s customary and accepted practice to submit a “voting instruction form” to the Beneficial Holders for the purpose of recording the Beneficial Holder’s vote, the Nominee will be authorized to send the voting instruction form in lieu of a beneficial ballot.

the Voting Deadline or otherwise validates the Ballot in a manner acceptable to the Notice, Claims and Solicitation Agent. Nominees shall retain all Ballots returned by Beneficial Holders for a period of one year after the Effective Date of the Plan;

- e. if a Beneficial Holder holds EME Senior Notes Claims against EME (i.e., Class A4 General Unsecured Claims against EME (Not Assumed Liabilities)) through more than one Nominee or through multiple accounts, such Beneficial Holder may receive more than one Ballot and each such Beneficial Holder should execute a separate Ballot for each block of Class A4 General Unsecured Claims against EME (Not Assumed Liabilities) that it holds through any Nominee and must return each such Ballot to the appropriate Nominee;
- f. if a Beneficial Holder holds a portion of its EME Senior Notes through a Nominee or Nominees and another portion in its own name as the record holder, such Beneficial Holder should follow the procedures described herein to vote the portion held in its own name and the procedures described in the rest of the Solicitation Procedures to vote the portion held by the Nominee(s);
- g. votes cast by Beneficial Holders through Nominees will be applied to the applicable positions held by such Nominees in Class A4, as of the Voting Record Date, as evidenced by the applicable records. Votes submitted by a Nominee pursuant to a Master Ballot will not be counted in excess of the amount of such Claims held by such Nominee as of the Voting Record Date;
- h. if conflicting votes or “over-votes” are submitted by a Nominee pursuant to a Master Ballot, the Debtors will use reasonable efforts to reconcile discrepancies with the Nominees. If over-votes on a Master Ballot are not reconciled prior to the preparation of the Voting Report, the Debtors shall apply the votes to accept and to reject the Plan in the same proportion as the votes to accept and to reject the Plan submitted on the Master Ballot that contained the overvote, but only to the extent of the Nominee’s position in Class A4;
- i. for purposes of tabulating votes, each Nominee or Beneficial Holder will be deemed to have voted the principal amount of its Claims in Class A4, although any principal amounts may be adjusted by the Notice, Claims, and Solicitation Agent to reflect the amount of the Claim actually voted, including prepetition interest; and
- j. a single Nominee may complete and deliver to the Notice, Claims and Solicitation Agent multiple Master Ballots. Votes reflected on multiple Master Ballots will be counted, except to the extent that they are duplicative of other Master Ballots. If two or more Master Ballots are

inconsistent, the last-dated valid Master Ballot received prior to the Voting Deadline will, to the extent of such inconsistency, supersede and revoke any prior dated Master Ballot.

49. The Solicitation Procedures permit the Debtors to waive any of the above specified requirements for completion and submission of Ballots so long as such requirement is not otherwise required by the Bankruptcy Code, the Bankruptcy Rules, or the Local Rules.

50. The Debtors believe that the requested Solicitation Procedures and other relief requested herein are cost-effective, provide adequate notice and an opportunity to be heard, and are in the best interests of the Debtors' estates, their creditors, and other parties in interest.

V. The Court Should Approve the Setting of Certain Dates and Deadlines Set Forth in the Plan Confirmation Schedule.

51. The Debtors also request that the Court approve the Plan Confirmation Schedule in accordance with section 1126(c) of the Bankruptcy Code and Bankruptcy Rules 2002, 3017, and 3018. For the reasons set forth below, the Debtors respectfully submit that the Plan Confirmation Schedule provides all parties in interest ample time to review and consider the Plan and respond accordingly and thus complies with the requirements of the Bankruptcy Code and Bankruptcy Rules. The Plan Confirmation Schedule also provides a clear path to the completion of these chapter 11 cases and avoids any unnecessary depletion of estate assets that might result from delay. Accordingly, the Debtors request that the Court approve the following Plan Confirmation Schedule:

| Event | Date |
|---|---|
| Disclosure Statement Objection Deadline | December 13, 2013, at 5:00 p.m. prevailing Central Time |
| Voting Record Date | December 16, 2013 |

| Event | Date |
|---|---|
| Deadline to File Response to Objections to the Disclosure Statement | December 17, 2013, at 12:00 p.m. prevailing Central Time |
| Disclosure Statement Hearing | December 18, 2013, at 10:30 a.m. prevailing Central Time |
| Solicitation Commencement Deadline | December 27, 2013 |
| Non-Debtor Confirmation Discovery Service Deadline | January 8, 2014 |
| Non-Debtor Fact and Expert Witness Disclosure Deadline | January 20, 2014 |
| Non-Debtor Expert Report Deadline | January 20, 2014 |
| Voting Deadline | January 29, 2014, at 5:00 p.m. prevailing Central Time |
| Plan Objection Deadline | January 29, 2014, at 5:00 p.m. prevailing Central Time |
| Debtor Confirmation Discovery Service Deadline | February 5, 2014 |
| Deadline to File Voting Report | February 5, 2014, or a date not later than three (3) calendar days prior to the Confirmation Hearing |
| Deadline for Non-Debtors to Respond to Confirmation Discovery | February 10, 2014 |
| Debtor Fact and Expert Witness Disclosure Deadline | February 12, 2014 |
| Debtor Expert Report Deadline | February 12, 2014 |
| Pre-Trial Motion Deadline | February 12, 2014 |
| Deadline to File Confirmation Brief | February 12, 2014, or a date that is at least three (3) Business Days before the Confirmation Hearing |
| Discovery Close | February 14, 2014 |

| Event | Date |
|----------------------|--|
| Confirmation Hearing | February 17, 2014, at 10:30 a.m. prevailing Central Time, or the soonest available date thereafter |

A. The Voting Record Date

52. Bankruptcy Rule 3017(d) provides that upon approval of a disclosure statement, except to the extent that the Court orders otherwise with respect to one or more unimpaired classes of creditors or equity security holders, a debtor shall mail to all creditors and equity security holders, and the United States Trustee, a copy of the plan, the disclosure statement, notice of the voting deadline, and such other information as the court may direct.

53. For purposes of soliciting votes in connection with the confirmation of a plan, “creditors and equity security holders shall include holders of stocks, bonds, debentures, notes and other securities of record on the date the order approving the disclosure statement is entered or another date fixed by the Court, for cause, after notice and a hearing.” Fed. R. Bankr. P. 3017(d). Additionally, Bankruptcy Rule 3018(a) provides, in relevant part, that:

[A]n equity security holder or creditor whose claim is based on a security of record shall not be entitled to accept or reject a plan unless the equity security holder or creditor is the holder of record of the security on the date the order approving the disclosure statement is entered or on another date fixed by the court, for cause, after notice and a hearing.

54. The Debtors request that the Court establish December 16, 2013, two days before the date of the Disclosure Statement Hearing, as the Voting Record Date for determining: (a) the Holders of Claims and Interests that are entitled to vote on the Plan and thus receive the Solicitation Package pursuant to the Solicitation Procedures; and (b) whether Claims have been properly transferred to an assignee, including pursuant to Bankruptcy Rule 3001(e), such that the

assignee can vote as the Holder of a Claim.¹³ The Debtors request a record date that is two (2) Business Days before the Disclosure Statement Hearing because the Debtors, in consultation with the Notice, Claims, and Solicitation Agent, have determined that the additional two (2) Business Days are necessary to ascertain the identity of certain holders of publicly-traded debt securities—namely, Holders of EME Senior Notes Claims—and still launch solicitation on or before December 27, 2013. The Committee, NRG, the Supporting Noteholders, and the PoJo Parties each support the requested Voting Record Date. And the Debtors submit that the Holders of EME Senior Notes Claims will suffer no prejudice as a result of the slightly earlier record date.

55. In addition, to avoid potential confusion among Holders of EME Senior Notes Claims and all other Holders of Claims and Interests entitled to vote on the Plan, the Debtors propose to establish one Voting Record Date for all Holders of Claims and Interests within Classes entitled to vote on the Plan. To that end, the Voting Record Date was prominently displayed in the *Notice of Debtors' Motion for Entry of an Order Approving (A) the Adequacy of the Disclosure Statement, (B) the Solicitation and Notice Procedures with Respect to Confirmation of the Debtors' Joint Chapter 11 Plan of Reorganization, (C) the Form of Ballots and Notices in Connection Therewith, and (D) the Scheduling of Certain Dates with Respect Thereto* (the "Disclosure Statement Hearing Notice"). For these reasons, the Debtors believe that sufficient cause exists to set the Voting Record Date as December 16, 2013.

B. The Litigation Schedule

56. In connection with potential Plan-related objections, the Debtors request that the Court approve the scheduling of certain preliminary hearing dates and deadlines in connection

¹³ The Debtors' request for the establishment of a Voting Record Date is for voting purposes only.

therewith (the “Litigation Schedule”) to facilitate an orderly, predictable, and fair schedule governing all litigated issues related to Confirmation of the Plan (collectively, “Confirmation Issues”). Specifically, establishment of the Litigation Schedule affords creditors maximum notice of the confirmation process, provides a reasonable framework for parties to exchange information related to Confirmation Issues, and creates a clear path to appropriately teeing up Confirmation Issues consistent with the milestones in the Plan Sponsor Agreement. Accordingly, the Debtors request that the Court establish the Litigation Schedule as set forth below.

| Event | Date |
|---|--|
| Non-Debtor Confirmation Issues Discovery Service Deadline <ul style="list-style-type: none"> • Deadline for any non-Debtor party to serve discovery related to Confirmation Issues. | January 8, 2014 |
| Non-Debtor Fact and Expert Witness Disclosure Deadline <ul style="list-style-type: none"> • Deadline for any non-Debtor party to disclose anticipated fact and expert witness lists related to Confirmation Issues. | January 20, 2014 |
| Non-Debtor Expert Report Deadline <ul style="list-style-type: none"> • Deadline for any non-Debtor party to file expert reports related to Confirmation Issues. | January 20, 2014 |
| Plan Objection Deadline <ul style="list-style-type: none"> • Deadline to serve and file any objection to the Confirmation of the Plan (i.e., Confirmation Issues). | January 29, 2014, at 5:00 p.m. prevailing Central Time |
| Debtor Confirmation Discovery Service Deadline <ul style="list-style-type: none"> • Deadline for Debtors to serve discovery related to Confirmation Issues. | February 5, 2014 |
| Deadline for Non-Debtors to Respond to Confirmation Discovery <ul style="list-style-type: none"> • Deadline for all non-Debtor parties to respond to discovery served by the Debtors related to Confirmation Issues. | February 10, 2014 |

| Event | Date |
|--|---|
| Debtor Fact and Expert Witness Disclosure Deadline <ul style="list-style-type: none"> • Deadline for Debtors to disclose anticipated fact and expert witness lists related to Confirmation Issues. | February 12, 2014 |
| Debtor Expert Report Deadline <ul style="list-style-type: none"> • Deadline for Debtors to file expert reports related to Confirmation Issues. | February 12, 2014 |
| Pretrial Motion Deadline <ul style="list-style-type: none"> • Deadline for all parties to file pretrial motions in respect of Confirmation Issues. | February 12, 2014 |
| Deadline to File Confirmation Brief <ul style="list-style-type: none"> • Deadline for the Debtors to file their memorandum of law in support of Confirmation of the Plan and in response to objections raising Confirmation Issues. | February 12, 2014, or a date that is at least three (3) Business Days before the Confirmation Hearing |
| Discovery Close <ul style="list-style-type: none"> • Discovery closes in respect of Confirmation Issues. | February 14, 2014 |
| Confirmation Hearing <ul style="list-style-type: none"> • Potential hearing date for any unresolved objections to Confirmation of the Plan. | February 17, 2014, at 10:30 a.m. prevailing Central Time, or the soonest available date thereafter |

C. The Voting Deadline

57. Bankruptcy Rule 3017(c) provides, in relevant part, “[o]n or before approval of the disclosure statement, the court shall fix a time within which the holders of claims and interests may accept or reject the plan.” Accordingly, the Debtors requests that the Court establish January 29, 2014, at 5:00 p.m. (prevailing Central Time) as the Voting Deadline. The Confirmation Hearing Notice (which is part of the Solicitation Package) also prominently displays the Voting Deadline date and time. The Debtors believe that this timeframe will provide adequate time for all the parties in interest to consider the Solicitation Package and respond by casting their Ballots.

D. The Plan Objection Deadline

58. Pursuant to Bankruptcy Rule 3020(b)(1), objections to confirmation of a plan must be filed and served “within a time fixed by the court.” Bankruptcy Rules 2002(b) and 2002(d) provide that notice shall be given to all creditors and equity security holders of not less than twenty-eight (28) days by mail of the time fixed for filing objections and the hearing to consider confirmation of a plan.

59. The Debtors request that the Court exercise its authority under Bankruptcy Rule 3020(b) to establish January 29, 2014, at 5:00 p.m. (prevailing Central Time)—a date that will afford interested parties more than twenty-eight (28) days’ mailed notice of the notice of entry of the Order and hearing on Confirmation of the Plan annexed as **Exhibit 2** to the Order (the “Confirmation Hearing Notice”)—as the deadline by which objections to Confirmation of the Plan, if any, must be filed and served in accordance with the Confirmation Hearing Notice (the “Plan Objection Deadline”). The Debtors believe that the proposed Plan Objection Deadline will afford the Court, the Debtors, and all parties in interest reasonable time to consider any objections and proposed modifications prior to the Confirmation Hearing. The Debtors further request that objections to Confirmation of the Plan or proposed modifications to the Plan, if any, must:

- a. be in writing;
- b. conform to the Bankruptcy Rules and the Local Rules;
- c. state the name and address of the objecting party and the amount and nature of the Claim or Interest held by such Entity;
- d. state with particularity the basis and nature of any objection to the Plan and, if practicable, a proposed modification to the Plan that would resolve such objection; and

- e. be filed, together with proof of service, with the Court and served so that they are actually received by the notice parties identified in the Confirmation Hearing Notice on or before the Plan Objection Deadline.

E. The Deadline to File Confirmation Reply Brief

60. The Debtors also request that they (and other parties in support of the Plan) be permitted to file a reply to any objections to Confirmation of the Plan no later than February 12, 2014, or a date that is at least three (3) Business Days before the Confirmation Hearing.

F. The Confirmation Hearing

61. In accordance with Bankruptcy Rule 3017(c) and section 1128 of the Bankruptcy Code (requiring a plan confirmation hearing), the Debtors request that the Confirmation Hearing be scheduled for February 17, 2014, at 10:30 a.m. (prevailing Central Time), or the soonest available date thereafter. The Confirmation Hearing may be continued from time to time by the Court or the Debtors without further notice other than adjournments announced in open court.

62. The Debtors submit that the proposed timing for the Confirmation Hearing complies with the Bankruptcy Code, the Bankruptcy Rules, and the Local Rules and will enable the Debtors to pursue Confirmation of the Plan within the timeframe contemplated by the Plan Sponsor Agreement so as to preserve the value of the Estates to be distributed to the Debtors' applicable stakeholders.

Notice

63. The Debtors have provided notice of this Motion to: (a) the U.S. Trustee; (b) counsel to the Committee; (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; (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; (m) the Environmental Protection Agency and similar state environmental agencies for states in which the Debtors conduct business; and (n) those parties who have requested service of papers in this case pursuant to Bankruptcy Rule 2002 and the *Order Establishing Certain Notice, Case Management and Administrative Procedures* [Docket No. 128]. In light of the nature of the relief requested herein, the Debtors respectfully submit that no further notice is necessary.

No Prior Request

64. 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 an order, substantially in the form attached hereto as **Exhibit A**, granting the relief requested herein and such other and further relief as the Court deems appropriate.

Dated: November 15, 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 (admitted *pro hac vice*)
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) |) | |

**ORDER APPROVING (A) THE ADEQUACY OF THE
DISCLOSURE STATEMENT, (B) SOLICITATION AND NOTICE
PROCEDURES WITH RESPECT TO CONFIRMATION OF THE
DEBTORS' JOINT CHAPTER 11 PLAN OF REORGANIZATION, (C) THE
FORM OF BALLOTS AND NOTICES IN CONNECTION THEREWITH,
AND (D) THE SCHEDULING OF CERTAIN DATES WITH RESPECT THERETO**

Upon the motion (the "Motion") of the above-captioned debtors and debtors in possession (collectively, the "Debtors") for the entry of an order (the "Order") approving: (a) the adequacy of the Disclosure Statement, (b) solicitation and notice procedures with respect to confirmation of the Plan, (c) the forms of Ballots and notices in connection therewith, and (d) the scheduling of certain dates with respect thereto; all as more fully set forth in the Motion; and the Court having found that the Court has jurisdiction over this matter pursuant to 28 U.S.C. §§ 157 and 1334; and the Court having found that this is a core proceeding pursuant to 28 U.S.C. § 157(b)(2); and the Court having found that venue of this proceeding and the Motion in this district is proper pursuant to 28 U.S.C. §§ 1408 and 1409; and the Court having found that the relief requested in the Motion is in the best interests of the Debtors' estates, their creditors, and other parties in interest; and the Court having found that the Debtors provided appropriate notice of the Motion and the opportunity for a hearing on the Motion under the 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 as set forth herein. All capitalized terms used but not defined herein shall have the meaning attributed to such terms in the Motion.

2. The Debtors have provided adequate notice of the time fixed for filing objections and the hearing to consider approval of the Disclosure Statement in accordance with Bankruptcy Rules 2002 and 3017.

3. The Disclosure Statement is approved pursuant to section 1125(a)(1) of the Bankruptcy Code and Bankruptcy Rule 3017(b) as containing adequate information (as defined by section 1125(a) of the Bankruptcy Code). To the extent not withdrawn, settled, or otherwise resolved, any objections to the approval of the Disclosure Statement are overruled.

4. The Debtors are authorized to make non-substantive or immaterial changes to the Disclosure Statement, the Plan, the Solicitation Package, and related documents without further order of the Court, including changes to correct typographical and grammatical errors and to make conforming changes

among the Disclosure Statement, the Plan, and related documents (including the appendices thereto).

5. Pursuant to Bankruptcy Rule 3018(a), December 16, 2013, shall be the Voting Record Date for determining: (a) Holders of Claims that are entitled to vote on the Plan; and (b) whether Claims have been properly transferred, including pursuant to Bankruptcy Rule 3001(e), such that the assignee may vote on the Plan.

6. The Solicitation Procedures, substantially in the form attached hereto as Exhibit 1 and incorporated by reference herein, are approved in their entirety.

7. The Confirmation Hearing Notice, substantially in the form attached hereto as Exhibit 2, complies with the requirements of Bankruptcy Rules 2002(b), 2002(d), and 3017(d), and is approved.

8. The Debtors' letter to the Voting Classes, substantially in the form attached hereto as Exhibit 3, is approved.

9. The procedures for distributing the Solicitation Packages as set forth in the Motion satisfy the requirements of the Bankruptcy Code, the Bankruptcy Rules, and the Local Rules. The Debtors shall distribute or cause the Solicitation Packages to be distributed to all Entities entitled to vote to accept or reject the Plan on or before December 27, 2013 (the "Solicitation Date").

10. The Ballots (including the voting instructions), substantially in the form attached hereto as Exhibit 4, are approved.

11. The Voting Deadline shall be on January 29, 2014, at 5:00 p.m., (prevailing Central Time), unless otherwise extended by the Debtors. All votes to accept or reject the Plan must be cast by using the appropriate Ballot. All Ballots must be properly executed, completed, and delivered according to their applicable voting instructions by: (a) first class mail, in the return envelope provided with each Ballot; (b) overnight delivery; or (c) personal delivery, so that the Ballots are actually received by the Notice, Claims, and Solicitation Agent no later than the Voting Deadline at the return address set forth in the applicable Ballot.

12. On a date no fewer than twenty-eight (28) calendar days prior to the Plan Objection Deadline, the Debtors shall (a) send the Confirmation Hearing Notice to be provided to all known Holders of Claims and Interests as set forth in the Motion and (b) publish the Confirmation Hearing Notice (in a format modified for publication) in the New York Times (National Edition). The Debtors are also authorized to publish the Confirmation Hearing Notice in such trade or other publications (if any) as the Debtors may choose in their sole discretion.

13. The Non-Voting Status Notice for Unimpaired Classes, substantially in the form attached hereto as Exhibit 5, is approved.

14. The Non-Voting Status Notice for the Deemed Rejecting Classes, substantially in the form attached hereto as Exhibit 6, is approved.

15. The Debtors shall cause the Non-Voting Status for Unimpaired Classes and the Non-Voting Status Notice for the Deemed Rejecting Classes to be served as set forth in the Motion.

16. The Disclosure Statement, the Plan, the Confirmation Hearing Notice, the Ballots, the Non-

Voting Status Notice for the Unimpaired Classes, and the Non-Voting Status Notice for the Deemed Rejecting Classes provide all parties in interest with sufficient notice regarding the settlement, release, exculpation, and injunction provisions contained in the Plan in compliance with Bankruptcy Rule 3016 (c).

17. The Debtors shall not be required to solicit votes from the following: (a) Holders of Administrative Claims or Priority Tax Claims (each in their capacities as such) because such claims are Unclassified under the Plan and therefore are not entitled to vote on the Plan; (b) Holders of Claims or Interests in the Unimpaired Classes because such Claims and Interests are Unimpaired under the Plan and are conclusively presumed to have accepted the Plan; and (c) Holders of Claims or Interests in the Deemed Rejecting Classes because such Claims and Interests are Impaired under the Plan, entitled to no recovery under the Plan, and are therefore deemed to have rejected the Plan. In lieu of distributing a Solicitation Package to such Holders of Claims or Interests, the Debtors shall cause (a) the Confirmation Hearing Notice, and (b) the Non-Voting Status Notice for Unimpaired Classes or the Non-Voting Status Notice for the Deemed Rejecting Classes, as applicable, to be served on such Holders of Claims and Interests that are not entitled to vote.

18. The Debtors shall be excused from mailing Solicitation Packages to those Entities to whom the Debtors caused a notice regarding the Disclosure Statement Hearing to be mailed and received a notice from the United States Postal Service or other carrier that such notice was undeliverable unless such Entity provides the Debtors, through the Notice, Claims, and Solicitation Agent, an accurate address not less than ten (10) calendar days prior to the Solicitation Date. If an Entity has changed its mailing address after the Petition Date, the burden is on such Entity, not the Debtors, to advise the Debtors and the Notice, Claims, and Solicitation Agent of the new address.

19. The Debtors shall mail to counterparties to the Debtors' Executory Contracts and Unexpired Leases as soon as reasonably practicable after the entry of this Order (a) the Contract and Lease Counterparties Notice, substantially in the form attached hereto as Exhibit 7, notifying them of the forthcoming assumption or rejection of their Executory Contract or Unexpired Lease, and (b) the Confirmation Hearing Notice. Counterparties to Executory Contracts and Unexpired Leases shall be given fourteen (14) days from the Contract and Lease Counterparties Notice to serve and file an objection to the Debtors' proposed Cure Cost in accordance with the procedures set forth in the Contract and Lease Counterparties Notice.

20. The Disputed Claim Notice, substantially in the form attached hereto as Exhibit 8, is approved.

21. The Plan Objection Deadline shall be January 29, 2014, at 5:00 p.m. (prevailing Central Time).

22. Any objections to the Plan must be filed by the Plan Objection Deadline and must: (a) be in writing; (b) conform to the Bankruptcy Rules and the Local Bankruptcy Rules; (c) state the name and address of the objecting party and the amount and nature of the Claim or Interest; (d) state with particularity the basis and nature of any objection to the Plan; (e) propose a modification to the Plan that would resolve such objection (if applicable); and (f) be filed, contemporaneously with a proof of service, with the Court and served so that it is actually received by each of the notice parties identified in the Confirmation Hearing Notice by the Plan Objection Deadline.

23. The Litigation Schedule, as set forth in the Motion, is approved.

24. The Confirmation Hearing shall be held on February 17, 2014, at [____] a/p.m. (prevailing Central

Time), which hearing may be continued from time to time by the Court or the Debtors without further notice other than by such adjournment being announced in open court or by a notice of adjournment filed with the Court and served on: (a) all entities that have filed a request for service of filings in the chapter 11 cases pursuant to Bankruptcy Rule 2002; and (b) each of the notice parties identified in the Confirmation Hearing Notice.

25. All time periods in this Order shall be calculated in accordance with Bankruptcy Rule 9006.

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

27. The terms and conditions of this Order shall be immediately effective and enforceable upon its entry.

28. 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

Exhibit 1

Solicitation Procedures

**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) |

SOLICITATION PROCEDURES

On [December 18], 2013, the United States Bankruptcy Court for the Northern District of Illinois (the “Court”) entered the *Order Approving (A) the Adequacy of the Disclosure Statement, (B) Solicitation and Notice Procedures with Respect to Confirmation of the Debtors’ Joint Chapter 11 Plan of Reorganization, (C) the Form of Ballots and Notices in Connection Therewith, and (D) the Scheduling of Certain Dates with Respect Thereto* [Docket No. ____] (the “Disclosure Statement Order”) that, among other things, (a) approved the adequacy of the *Disclosure Statement for the Debtors’ Joint Chapter 11 Plan of Reorganization* [Docket No. ____] (as amended and including all exhibits and supplements thereto, the “Disclosure Statement”) filed in support of the *Debtors’ Joint Chapter 11 Plan of Reorganization* [Docket No. ____] (as amended and including all exhibits thereto, the “Plan”) and (b) authorized the above-captioned debtors and debtors in possession (collectively, the “Debtors”) to solicit acceptances or rejections of the Plan from Holders of Impaired Claims who are (or may be) entitled to receive distributions under the Plan.²

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 Capitalized terms used but not otherwise defined herein shall have the meanings ascribed to such terms in the Plan, the Disclosure Statement, or the *Debtors’ Motion for Entry of an Order (A) Approving the Adequacy of the Disclosure Statement, (B) Approving Solicitation and Notice Procedures with Respect to Confirmation of the Debtors’ Joint Chapter 11 Plan of Reorganization, (C) Approving the Form of Ballots and Notices in Connection Therewith, and (D) Scheduling Certain Dates with Respect Thereto* [Docket No. ____], as applicable. Copies of the Plan and the Disclosure Statement may be obtained 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.

A. The Voting Record Date

The Court has approved [December 16], 2013, as the record date for purposes of determining which Holders of Claims and Interests in Class A3 (General Unsecured Claims against EME (Assumed Liabilities)); Class A4 (General Unsecured Claims against EME (Not Assumed Liabilities)); Class A5 (Joint-Liability General Unsecured Claims against EME); Class B3 (General Unsecured Claims against Debtor Subsidiaries); Class C3 (General Unsecured Claims against Homer City Debtors); Class C4 (Intercompany Claims against Homer City Debtors); and Class C6 (Intercompany Interests in Homer City Debtors) are entitled to vote on the Plan (the "Voting Record Date").

B. The Voting Deadline

The Court has approved [January 29], 2014, at 5:00 p.m. prevailing Central Time as the voting deadline (the "Voting Deadline") for the Plan. The Debtors may extend the Voting Deadline, in his discretion, without further order of the Court. To be counted as votes to accept or reject the Plan, all ballots sent to registered Holders of Claims and Interests, or Nominees ("Ballots") must be properly executed, completed, and delivered by: (1) first class mail; (2) overnight courier; or (3) personal delivery so that they are *actually received*, in any case, no later than the Voting Deadline by the Notice, Claims, and Solicitation Agent. All Ballots should be sent to: Edison Mission Energy, et al., c/o GCG, P.O. Box 9942, Dublin, OH 43017-5942. Delivery of a Ballot to the Notice, Claims, and Solicitation Agent by facsimile, email, or any other electronic means will not be valid.

C. Form, Content, and Manner of Notices

1. **The Solicitation Package.** The following materials shall constitute the solicitation package (the "Solicitation Package"):

- (a) a copy of these Solicitation Procedures;
- (b) the *Notice of Entry of Order Approving (A) the Adequacy of the Disclosure Statement, (B) Solicitation and Notice Procedures with Respect to Confirmation of the Debtors' Joint Chapter 11 Plan of Reorganization, (C) the Form of Ballots and Notices in Connection Therewith, and (D) the Scheduling of Certain Dates with Respect Thereto*, in substantially the form annexed as Exhibit 2 to the Disclosure Statement Order (the "Confirmation Hearing Notice");
- (c) a cover letter, in substantially the form annexed as Exhibit 3 to the Disclosure Statement Order: (i) describing the contents of the Solicitation Package; and (ii) urging the Holders of Claims and Interests in each of the Voting Classes to vote to accept the Plan;
- (d) an appropriate form of Ballot, in substantially the form of Ballots annexed as Exhibit 4 to the Disclosure Statement Order, as applicable;
- (e) the approved Disclosure Statement (together with the proposed Plan attached as Exhibit A thereto); and
- (f) any supplemental documents the Debtors file with the Court and any documents that the Court orders to be made available.

2. **Distribution of the Solicitation Package.**

The Solicitation Package shall provide the Disclosure Statement and Plan in CD-ROM format, and all other contents of the Solicitation Package, including Ballots, shall be provided in paper format. Any Holder of a Claim or Interest may obtain at no charge a paper copy of the documents otherwise provided by: (a) accessing the Notice, Claims, and Solicitation Agent's website at www.edisonmissionrestructuring.com; (b) writing to the Notice, Claims, and Solicitation Agent, by first-class mail, Edison Mission Energy, et al., c/o GCG, P.O. Box 9942, Dublin, OH 43017-5942, or by writing, by hand delivery or overnight mail, Edison Mission Energy, et al., c/o GCG, 5151 Blazer Parkway, Suite A, Dublin, OH 43017; or (c) calling the Notice, Claims, and Solicitation Agent at (866) 241-6491.

The Debtors shall serve, or cause to be served, all of the materials in the Solicitation Package on: (a) the United States Trustee for the Northern District of Illinois; (b) counsel to the Committee; (c) counsel to the Supporting Noteholders; and (d) those parties who have requested service of papers in this case pursuant to Bankruptcy Rule 2002. In addition, the Debtors shall mail, or cause to be mailed, the Solicitation Package to the following Entities in the Voting Classes on or before [December 27], 2013:

(a) all Entities who, on or before the Voting Record Date, have timely filed a Proof of Claim (or an untimely Proof of Claim which has been Allowed as timely by the Court under applicable law on or before the Voting Record Date) that: (i) has not been expunged, disallowed, disqualified, withdrawn, or superseded prior to the Voting Record Date; and (ii) is not the subject of a pending objection on the Voting Record Date; provided that the Holders of a Claim that is the subject of a pending objection on a "reduce and allow" basis shall receive a Solicitation Package and be entitled to vote such Claim in the reduced amount contained in such objection;

(b) all Entities listed in the Debtors' Schedules as holding a noncontingent, liquidated, undisputed Claim as of the Voting Record Date, except to the extent that such Claim was paid, expunged, disallowed, disqualified, or superseded by a timely filed Proof of Claim prior to the Voting Record Date;

(c) all Entities that hold Claims pursuant to an agreement or settlement with the Debtors executed prior to the Voting Record Date, as reflected in a document filed with the Court, in an order entered by the Court, or in a document executed by the Debtors pursuant to authority granted by the Court, regardless of whether a Proof of Claim has been filed;

(d) Holders of any Disputed Claim that has been temporarily Allowed to vote or whose Claim was objected to on a "reduce and allow" basis; and

(e) with respect to any Entity described in subparagraphs (a) through (d) above who, on or before the Voting Record Date, has transferred such Entity's Claim to another Entity, to the assignee of such Claim in lieu of sending such Solicitation Package to the assigning Entity; provided that such transfer or assignment has been fully effectuated pursuant to the procedures set forth in Bankruptcy Rule 3001(e) and such transfer is reflected on the Claims Register on the Voting Record Date.

3. **Resolution of Disputed Claims for Voting Purposes; Resolution Event.**

(a) The Holder of a Claim in a Voting Class that is the subject of a pending objection on a “reduce and allow” basis shall be entitled to vote such Claim in the reduced amount contained in such objection.

(b) If a Claim in a Voting Class is subject to an objection other than a “reduce and allow” objection that is filed with the Court on or prior to seven (7) days before the Voting Deadline: (i) the Debtors shall cause the applicable holder to be served with a Disputed Claim Notice substantially in the form annexed as Exhibit 8 to the Disclosure Statement Order; and (ii) the applicable holder shall not be entitled to vote to accept or reject the Plan on account of such claim unless a Resolution Event (as defined herein) occurs as provided herein.

(c) If a Claim in a Voting Class is subject to an objection other than a “reduce and allow” objection that is filed with the Court less than seven (7) days prior to the Voting Deadline, the applicable Claim shall be deemed temporarily allowed for voting purposes only, without further action by the holder of such Claim and without further order of the Court, unless the Court orders otherwise.

(d) A “Resolution Event” means the occurrence of one or more of the following events no later than three (3) business days prior to the Voting Deadline:

i. an order of the Court is entered allowing such Claim pursuant to section 502(b) of the Bankruptcy Code, after notice and a hearing;

ii. an order of the Court is entered temporarily allowing such Claim for voting purposes only pursuant to Bankruptcy Rule 3018(a), after notice and a hearing;

iii. a stipulation or other agreement is executed between the holder or such Claim and the Debtors resolving the objection and allowing such Claim in an agreed upon amount;

iv. a stipulation or other agreement is executed between the holder of such Claim and the Debtors temporarily allowing the holder to vote its Claim in an agreed upon amount; or

v. the pending objection is voluntarily withdrawn by the objecting party.

(e) No later than two (2) business days following the occurrence of a Resolution Event, the Debtors shall cause the Notice, Claims, and Solicitation Agent to distribute via email, hand delivery, or overnight courier service a Solicitation Package and a pre-addressed, postage pre-paid envelope to the relevant holder.

4. **Non-Voting Status Notices for Unimpaired Classes and Classes Deemed to Reject the Plan.** Certain Holders of Claims and Interests that are not classified in accordance with 11 U.S.C. § 1123(a)(1) or who are not entitled to vote because they are Unimpaired or otherwise presumed to accept the Plan under 11 U.S.C. § 1126(f) will receive only the *Non-Voting Status Notice for Unimpaired Classes*, substantially in the form annexed as Exhibit 5 to the Disclosure

Statement Order. Such notice will instruct these Holders as to how they may obtain copies of the documents contained in the Solicitation Package (excluding Ballots). Certain Holders of Claims and Interests who are not entitled to vote because they are deemed to reject the Plan under 11 U.S.C. § 1126(g) will receive only the *Non-Voting Status Notice for the Deemed Rejecting Classes*, substantially in the form annexed as Exhibit 6 to the Disclosure Statement Order. Such notice will instruct these Holders as to how they may obtain copies of the documents contained in the Solicitation Package (excluding Ballots).

D. Voting and Tabulation Procedures

1. **Holders of Claims Entitled to Vote.** Only the following Holders of Claims in the Voting Classes shall be entitled to vote with regard to such Claims:

(a) Holders of Claims who, on or before the Voting Record Date, have timely filed a Proof of Claim (or an untimely Proof of Claim which has been Allowed as timely by the Court under applicable law on or before the Voting Record Date) that (i) has not been expunged, disallowed, disqualified, withdrawn, or superseded prior to the Voting Record Date; and (ii) is not the subject of a pending objection, other than a “reduce and allow” objection, filed with the Court at least seven (7) days prior to the Voting Deadline, pending a Resolution Event as provided herein; provided that a Holder of a Claim that is the subject of a pending objection on a “reduce and allow” basis shall receive a Solicitation Package and be entitled to vote such Claim in the reduced amount contained in such objection;

(b) Holders of Claims that are listed in the Schedules, *other than* Claims that are scheduled as contingent, unliquidated, or disputed (excluding such scheduled disputed, contingent, or unliquidated Claims that have been paid or superseded by a timely Filed Proof of Claim);

(c) Holders whose Claims arise pursuant to an agreement or settlement with the Debtors, as reflected in a document filed with the Court, in an order entered by the Court, or in a document executed by the Debtors pursuant to authority granted by the Court, in each case regardless of whether a Proof of Claim has been filed; and

(d) the assignee of a timely filed Claim or a Claim listed in the Schedules shall be permitted to vote such Claim only if the transfer or assignment has been fully effectuated pursuant to the procedures set forth in Bankruptcy Rule 3001(e) and such transfer is reflected on the Claims Register on the Voting Record Date.

2. **Holders of Interests Entitled to Vote.** Each Holder of undisputed Interests in the Voting Classes shall be entitled to a vote in an amount equal to the number of such Holder’s Interests in the applicable Debtor as of the Voting Record Date as determined by Section D.4 hereof.

3. **Establishing Claim Amounts for Voting Purposes.** The Claim amount established herein shall control for voting purposes only and shall not constitute the Allowed amount of any Claim. Moreover, any amounts filled in on Ballots by the Debtors through the Notice, Claims, and Solicitation Agent, as applicable, are not binding for purposes of allowance and distribution. In tabulating votes, the following hierarchy shall be used to determine the amount of the Claim associated with each claimant’s vote:

(a) the Claim amount settled and/or agreed upon by the Debtors, as reflected in a document filed with the Court, in an order of the Court, or in a document executed by the Debtors pursuant to authority granted by the Court;

(b) the Claim amount Allowed (temporarily or otherwise) pursuant to a Resolution Event under the procedures set forth in the Solicitation Procedures;

(c) the Claim amount contained in a Proof of Claim that has been timely filed by the applicable Claims Bar Date (or deemed timely filed by the Court under applicable law), except for any amounts asserted on account of any interest accrued after the Petition Date; provided, however, that Ballots cast by Holders of Claims who timely file a Proof of Claim in respect of a contingent Claim or in a wholly-unliquidated or unknown amount that is not the subject of an objection will count for satisfying the numerosity requirement of section 1126(c) of the Bankruptcy Code and will count as Ballots for Claims in the amount of \$1.00 solely for the purposes of satisfying the dollar amount provisions of section 1126(c) of the Bankruptcy Code, and, if a Proof of Claim is filed as partially liquidated and partially unliquidated, such Claim will be Allowed for voting purposes only in the liquidated amount; provided further, however, that to the extent the Claim amount contained in the Proof of Claim is different from the Claim amount set forth in a document filed with the Court as referenced in subparagraph (a) above, the Claim amount in the document filed with the Court shall supersede the Claim amount set forth on the respective Proof of Claim;

(d) the Claim amount listed in the Schedules, provided that such Claim is not scheduled as contingent, disputed, or unliquidated and/or has not been paid; and

(e) in the absence of any of the foregoing, zero.

4. **Establishing Interest Amounts for Voting Purposes.** The number of shares, units, or interests tabulated for purposes of voting on the Plan shall correspond to the voting rights of such shares, units, or interests per the Debtors' books and records. To the extent the economic rights and voting rights differ for shares, units, or interests of any Interests, entitlement to vote for purposes of the Plan shall be determined based upon the voting rights, and not the economic rights, of such shares, units, or interests.

5. **General Voting and Ballot Tabulation Procedures.** The following voting procedures and standard assumptions shall be used in tabulating Ballots, subject to the Debtors' right to waive any of the below specified requirements for completion and submission of Ballots so long as such requirement is not otherwise required by the Bankruptcy Code, Bankruptcy Rules, or Local Rules:

(a) except as otherwise provided in the Solicitation Procedures, unless the Ballot being furnished is timely submitted on or prior to the Voting Deadline (as the same may be extended by the Debtors), the Debtors shall reject such Ballot as invalid and, therefore, shall not count it in connection with Confirmation of the Plan;

(b) the Notice, Claims, and Solicitation Agent will date- and time-stamp all Ballots when received. The Notice, Claims, and Solicitation Agent shall retain the original Ballots and an

electronic copy of the same for a period of one year after the effective date of the Plan, unless otherwise ordered by the Court;

(c) consistent with the requirements of Local Bankruptcy Rule 3018-1, the Debtors will file with the Court no less than three (3) days prior to the Confirmation Hearing, a voting report (the "Voting Report"). The Voting Report shall, among other things, delineate every Ballot that does not conform to the voting instructions or that contains any form of irregularity including, but not limited to, those ballots that are late or (in whole or in material part) illegible, unidentifiable, lacking signatures or lacking necessary information, received via facsimile or electronic mail, or damaged ("Irregular Ballots"). The Voting Report shall indicate the Debtors' intentions with regard to such Irregular Ballots;

(d) the method of delivery of Ballots to be sent to the Notice, Claims, and Solicitation Agent is at the election and risk of each Holder, and except as otherwise provided, a Ballot will be deemed delivered only when the Notice, Claims, and Solicitation Agent actually receives the original executed Ballot;

(e) an original executed Ballot is required to be submitted by the Entity submitting such Ballot. Delivery of a Ballot to the Notice, Claims, and Solicitation Agent by facsimile, email, or any other electronic means will not be valid;

(f) no Ballot should be sent to the Debtors, the Debtors' agents (other than the Notice, Claims, and Solicitation Agent), the Debtors' financial or legal advisors, the Committee, or the Committee's advisors, and if so sent will not be counted;

(g) if multiple Ballots are received from the same Holder with respect to the same Claim or Interest prior to the Voting Deadline, the last properly executed Ballot timely received will be deemed to reflect that voter's intent and will supersede and revoke any prior Ballot;

(h) Holders must vote all of their Claims or Interests within a particular Class either to accept or reject the Plan and may not split any votes. Accordingly, a Ballot that partially rejects and partially accepts the Plan will not be counted. Further, to the extent there are multiple Claims within the same Class, the Debtor may, in its discretion, aggregate the Claims or Interests of any particular Holder within a Class for the purpose of counting votes;

(i) a person signing a Ballot in its capacity as a trustee, executor, administrator, guardian, attorney in fact, officer of a corporation, or otherwise acting in a fiduciary or representative capacity of a Holder of Claims or Interests must indicate such capacity when signing;

(j) the Debtors, subject to contrary order of the Court, may waive any defects or irregularities as to any particular Irregular Ballot at any time, either before or after the close of voting, and any such waivers will be documented in the Voting Report;

(k) neither the Debtors, nor any other Entity, will be under any duty to provide notification of defects or irregularities with respect to delivered Ballots other than as provided in the Voting Report, nor will any of them incur any liability for failure to provide such notification;

(l) unless waived or as ordered by the Court, any defects or irregularities in connection with deliveries of Ballots must be cured prior to the Voting Deadline or such Ballots will not be counted;

(m) in the event a designation of lack of good faith is requested by a party in interest under section 1126(e) of the Bankruptcy Code, the Court will determine whether any vote to accept and/or reject the Plan cast with respect to that Claim or Interest will be counted for purposes of determining whether the Plan has been accepted and/or rejected;

(n) subject to any order of the Court, the Debtors reserve the right to reject any and all Ballots not in proper form, the acceptance of which, in the opinion of the Debtors, would not be in accordance with the provisions of the Bankruptcy Code or the Bankruptcy Rules; provided that any such rejections will be documented in the Voting Report;

(o) if a Claim has been estimated or otherwise Allowed for voting purposes only by order of the Court, such Claim shall be temporarily Allowed in the amount so estimated or Allowed by the Court for voting purposes only, and not for purposes of allowance or distribution;

(p) if an objection to a Claim is filed, such Claim shall be treated in accordance with the procedures set forth herein;

(q) the following Ballots shall not be counted in determining the acceptance or rejection of the Plan: (i) any Ballot that is illegible or contains insufficient information to permit the identification of the Holder of such Claim; (ii) any Ballot cast by an Entity that does not hold a Claim or Interest in a Voting Class; (iii) any Ballot cast for a Claim scheduled as unliquidated, contingent, or disputed for which no Proof of Claim was timely filed; (iv) any unsigned Ballot or Ballot lacking an original signature; (v) any Ballot not marked to accept or reject the Plan or marked both to accept and reject the Plan; and (vi) any Ballot submitted by any Entity not entitled to vote pursuant to the procedures described herein;

(r) after the Voting Deadline, no Ballot may be withdrawn or modified without the prior written consent of the Debtors; and

(s) the Debtors are authorized to enter into stipulations with the Holder of any Claim agreeing to the amount of a Claim for voting purposes.

6. **Master Ballot Voting and Tabulation Procedures.** In addition to the foregoing generally applicable voting and ballot tabulation procedures, the following procedures shall apply to General Unsecured Claims against EME (Not Assumed Liabilities) (Class A4 Claim) of Beneficial Holders of EME Senior Notes who hold their position through a Nominee:

(a) the Notice, Claims and Solicitation Agent shall distribute or cause to be distributed the appropriate number of copies of Ballots to each Beneficial Holder of EME Senior Notes holding a Claim as of the Voting Record Date, including Nominees identified by the Notice, Claims and Solicitation Agent as Entities through which Beneficial Holders hold their Claims;

(b) any Nominee that is a Holder of record with respect to EME Senior Notes Claims against EME (i.e., Class A4 General Unsecured Claims against EME (Not Assumed Liabilities))

shall vote on behalf of Beneficial Holders of such Claims by: (i) immediately distributing the Solicitation Package, including Ballots, it receives from the Notice, Claims, and Solicitation Agent to all such Beneficial Holders;³ (ii) providing such Beneficial Holders with a return address to send Ballots; (iii) promptly collecting Ballots from such Beneficial Holders that cast votes on the Plan; (iv) compiling and validating the votes and other relevant information of all such Beneficial Holders on the Master Ballot; and (v) transmitting the Master Ballot to the Notice, Claims and Solicitation Agent by the Voting Deadline;

(c) any Beneficial Holder holding EME Senior Notes Claims against EME (i.e., Class A4 General Unsecured Claims against EME (Not Assumed Liabilities)) as a record Holder in its own name shall vote on the Plan by completing and signing a Ballot and returning it directly to the Notice, Claims, and Solicitation Agent on or before the Voting Deadline;

(d) any Ballot returned to a Nominee by a Beneficial Holder shall not be counted for purposes of accepting or rejecting the Plan until such Nominee properly completes and delivers to the Notice, Claims, and Solicitation Agent a Master Ballot that reflects the vote of such Beneficial Holders by the Voting Deadline or otherwise validates the Ballot in a manner acceptable to the Notice, Claims and Solicitation Agent. Nominees shall retain all Ballots returned by Beneficial Holders for a period of one year after the Effective Date of the Plan;

(e) if a Beneficial Holder holds EME Senior Notes Claims against EME (i.e., Class A4 General Unsecured Claims against EME (Not Assumed Liabilities)) through more than one Nominee or through multiple accounts, such Beneficial Holder may receive more than one Ballot and each such Beneficial Holder should execute a separate Ballot for each block of Class A4 General Unsecured Claims against EME (Not Assumed Liabilities) that it holds through any Nominee and must return each such Ballot to the appropriate Nominee;

(f) if a Beneficial Holder holds a portion of its EME Senior Notes through a Nominee or Nominees and another portion in its own name as the record holder, such Beneficial Holder should follow the procedures described herein to vote the portion held in its own name and the procedures described in the rest of the Solicitation Procedures to vote the portion held by the Nominee(s);

(g) votes cast by Beneficial Holders through Nominees will be applied to the applicable positions held by such Nominees in Class A4, as of the Voting Record Date, as evidenced by the applicable records. Votes submitted by a Nominee pursuant to a Master Ballot will not be counted in excess of the amount of such Claims held by such Nominee as of the Voting Record Date;

(h) if conflicting votes or “over-votes” are submitted by a Nominee pursuant to a Master Ballot, the Debtors will use reasonable efforts to reconcile discrepancies with the

³ Solicitation Packages may be sent in paper format or via electronic transmission in accordance with the customary requirements of each Nominee. Each Nominee will then distribute the Solicitation Packages, as appropriate, in accordance with their customary practices and obtain votes to accept or to reject the Plan also in accordance with their customary practices. If it is the Nominee’s customary and accepted practice to submit a “voting instruction form” to the Beneficial Holders for the purpose of recording the Beneficial Holder’s vote, the Nominee will be authorized to send the voting instruction form in lieu of a beneficial ballot.

Nominees. If over-votes on a Master Ballot are not reconciled prior to the preparation of the Voting Report, the Debtors shall apply the votes to accept and to reject the Plan in the same proportion as the votes to accept and to reject the Plan submitted on the Master Ballot that contained the overvote, but only to the extent of the Nominee's position in Class A4;

(i) for purposes of tabulating votes, each Nominee or Beneficial Holder will be deemed to have voted the principal amount of its Claims in Class A4, although any principal amounts may be adjusted by the Notice, Claims, and Solicitation Agent to reflect the amount of the Claim actually voted, including prepetition interest; and

(j) a single Nominee may complete and deliver to the Notice, Claims and Solicitation Agent multiple Master Ballots. Votes reflected on multiple Master Ballots will be counted, except to the extent that they are duplicative of other Master Ballots. If two or more Master Ballots are inconsistent, the last-dated valid Master Ballot received prior to the Voting Deadline will, to the extent of such inconsistency, supersede and revoke any prior dated Master Ballot.

E. Amendments to the Plan and Solicitation Procedures

The Debtors reserve the right to make non-substantive or immaterial changes to the Disclosure Statement, Plan, Ballots, Confirmation Hearing Notice, and related documents without further order of the Court, including, without limitation, changes to correct typographical and grammatical errors and to make conforming changes among the Disclosure Statement, the Plan, and any other materials in the Solicitation Package before their distribution.

* * * * *

Exhibit 2

Confirmation Hearing Notice

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) |
| |) | |

NOTICE OF ENTRY OF ORDER APPROVING (A) THE ADEQUACY OF THE DISCLOSURE STATEMENT, (B) THE SOLICITATION AND NOTICE PROCEDURES WITH RESPECT TO CONFIRMATION OF THE DEBTORS' JOINT CHAPTER 11 PLAN OF REORGANIZATION, (C) THE FORM OF BALLOTS AND NOTICES IN CONNECTION THEREWITH, AND (D) THE SCHEDULING OF CERTAIN DATES WITH RESPECT THERETO

TO ALL HOLDERS OF CLAIMS AND INTERESTS AND PARTIES IN INTEREST:

1. **Court Approval of the Disclosure Statement and the Solicitation Procedures.** On [December 18], 2013, the United States Bankruptcy Court for the Northern District of Illinois (the "Court") entered the *Order Approving (A) the Adequacy of the Disclosure Statement, (B) the Solicitation and Notice Procedures with Respect to Confirmation of the Debtors' Joint Chapter 11 Plan of Reorganization, (C) the Form of Ballots and Notices in Connection Therewith, and (D) the Scheduling of Certain Dates with Respect Thereto* [Docket No. ____] (the "Disclosure Statement Order") that, among other things: (a) approved the *Disclosure Statement for the Debtors' Joint Chapter 11 Plan of Reorganization* [Docket No. ____] (as may further be amended from time to time and including all exhibits and supplements thereto, the "Disclosure Statement"), as containing adequate information, as required under section 1125(a) of title 11 of the United States Code (the "Bankruptcy Code"), and (b) authorized the above-captioned debtors and debtors in possession (collectively, the "Debtors") to solicit votes with regard to the acceptance or rejection of the *Debtors' Joint*

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.

Chapter 11 Plan of Reorganization [Docket No. ____] (as may further be amended from time to time and including all exhibits and supplements thereto, the “Plan”).²

2. **Voting Record Date.** The Voting Record Date for purposes of determining (a) which Holders of Claims are entitled to vote on the Plan and (b) whether Claims have been properly transferred to an assignee pursuant to Bankruptcy Rule 3001(e) such that the assignee can vote as the Holder of the Claim was December 16, 2013.

3. **Voting Deadline.** If you held a Claim against one of the Debtors as of the Voting Record Date and are entitled to vote on the Plan, you have received a Ballot and voting instructions appropriate for your Claim(s). For your vote to be counted in connection with Confirmation of the Plan, you must follow the appropriate voting instructions, complete all required information on the Ballot, and execute and return the completed Ballot so that it is actually received in accordance with the voting instructions by [January 29], 2014, at 5:00 p.m. prevailing Central Time (the “Voting Deadline”). Any failure to follow the voting instructions included with the Ballot or may disqualify your Ballot and your vote on the Plan.

4. **Objections to the Plan.** The Court has established [January 29], 2014, at 5:00 p.m. (prevailing Central Time), as the deadline for filing and serving objections to the Confirmation of the Plan (the “Plan Objection Deadline”). Any objection to the Plan must (a) be in writing, (b) conform to the Bankruptcy Rules and the Local Bankruptcy Rules, (c) state the name and address of the objecting party and the amount and nature of the Claim or Interest, (d) state with particularity the basis and nature of any objection to the Plan, (e) propose a modification to the Plan that would resolve such objection (if applicable), and (f) be filed, contemporaneously with a proof of service, with the Court and served so that it is actually received by each of the notice parties identified herein by the Plan Objection Deadline:

| <i>Counsel to the Debtors and Debtors in Possession Other than Camino Energy Company</i> | <i>Counsel to Debtor Camino Energy Company and Conflicts Counsel to the other Debtors and Debtors in Possession</i> |
|--|--|
| James H.M. Sprayregen, P.C. David R. Seligman, P.C. Sarah Hiltz Seewer Brad Weiland KIRKLAND & ELLIS LLP 300 North LaSalle Chicago, Illinois 60654 - and - Joshua A. Sussberg KIRKLAND & ELLIS LLP 601 Lexington Avenue New York, New York 10022-4611 | David A. Agay Joshua Gadharf MCDONALD HOPKINS LLC 300 North LaSalle Suite 2100 Chicago, Illinois 60654 |

² Capitalized terms used but not otherwise defined herein shall have the meanings set forth in the Disclosure Statement Order, the Disclosure Statement, or the Plan, as applicable.

| <i>Counsel to the Committee</i> | |
|---|--|
| <p>Arik Preis AKIN GUMP STRAUSS HAUER & FELD LLP One Bryant Park New York, New York 10036</p> | |
| <i>Counsel to the Supporting Noteholders</i> | |
| <p>Keith Wofford ROPES & GRAY LLP 1211 Avenue of the Americas New York, New York 10036 - and - Stephen Moeller-Sally ROPES & GRAY LLP 800 Boylston Street Boston, Massachusetts 02199</p> | |
| <i>Bankruptcy Court Clerk</i> | <i>U.S. Trustee</i> |
| <p>Kenneth S. Gardner, Clerk of the Court United States Bankruptcy Court for the Northern District of Illinois 219 South Dearborn Street, Room 713 Chicago, IL 60604</p> | <p>Office Of The United States Trustee For The Northern District Of Illinois 219 South Dearborn Street, Room 873 Chicago, IL 60604 Attn: Kathryn Gleason</p> |

5. **Confirmation Hearing.** A hearing to confirm the Plan (the “Confirmation Hearing”) will commence on [February 17], 2014, at [] a/p.m. (prevailing Central Time) before the Honorable Jacqueline P. Cox, United States Bankruptcy Judge, in the United States Bankruptcy Court for the Northern District of Illinois. Please be advised that the Confirmation Hearing may be continued from time to time by the Court or the Debtors without further notice other than by such adjournment being announced in open court or by a notice of adjournment being filed with the Court and served on parties entitled to notice under Bankruptcy Rule 2002 and the local rules of the Court or otherwise. In accordance with the Plan, the Plan may be modified, if necessary, prior to, during, or as a result of the Confirmation Hearing without further action by the Debtors and without further notice to or action, order, or approval of the Court or any other Entity.

6. **Solicitation Packages.** Solicitation Packages (except the Ballots) may be obtained at no charge from the claims agent retained by the Debtors in these chapter 11 cases (the “Notice, Claims, and Solicitation Agent”) by: (a) accessing the Notice, Claims, and Solicitation Agent’s website at www.edisonmissionrestructuring.com; (b) writing to the Notice, Claims, and Solicitation Agent, by first-class mail, Edison Mission Energy, et al., c/o GCG, P.O. Box 9942, Dublin, OH 43017-5942, or by writing, by hand delivery or overnight mail, Edison Mission Energy, et al., c/o GCG, 5151 Blazer Parkway, Suite A, Dublin, OH 43017; or (c) calling the Notice, Claims, and Solicitation Agent at (866) 241-6491. You may also

obtain copies of any pleadings filed in these chapter 11 cases for a fee via PACER at www.ilnb.uscourts.gov. The Notice, Claims, and Solicitation Agent will answer questions regarding the procedures and requirements for voting to accept or reject the Plan and for objecting to the Plan, provide additional copies of all materials, and oversee the voting tabulation.

7. **Plan Supplement.** The Debtors intend to file a Plan Supplement prior to the Confirmation Hearing that includes, among other things, the list of assumed Executory Contracts and Unexpired Leases. The Debtors do not intend to serve copies of the Plan Supplement on all parties in interest in the Chapter 11 Cases; the Plan Supplement, however, may be obtained from the Notice, Claims, and Solicitation Agent in accordance with the preceding paragraph.
8. **Temporary Allowance of Claims for Voting Purposes.** Holders of Claims that are subject, at least seven (7) days prior to the Voting Deadline, to a pending objection by the Debtors as of the Voting Record Date cannot vote on the Plan; provided that if the Debtors object to only a portion of a Claim, such Claim may be voted in the undisputed amount. Moreover, a Holder of a disputed Claim cannot vote any disputed portion of its Claim unless one or more of the following events (each, a “Resolution Event”) has taken place by [January 24], 2014, a date that is three (3) Business Days before the Voting Deadline:
 - (a) an order of the Court is entered allowing such Claim pursuant to section 502(b) of the Bankruptcy Code, after notice and a hearing;
 - (b) an order of the Court is entered temporarily allowing such Claim for voting purposes only pursuant to Bankruptcy Rule 3018(a), after notice and a hearing;
 - (c) a stipulation or other agreement is executed between the Holder of such Claim and the Debtors resolving the objection and allowing such Claim in an agreed upon amount;
 - (d) a stipulation or other agreement is executed between the Holder of such Claim and the Debtors temporarily allowing the Holder of such Claim to vote its Claim in an agreed upon amount; or
 - (e) the pending objection to such Claim is voluntarily withdrawn by the objecting party.

No later than two (2) Business Days after a Resolution Event, the Notice, Claims, and Solicitation Agent shall distribute a Solicitation Package and a pre-addressed, postage pre-paid envelope to the relevant Holder of such temporarily allowed Claim that has been allowed for voting purposes only (or for other purposes as set forth in an applicable order of the Court) by such Resolution Event, which must be returned according to the instructions on the Ballot by no later than the Voting Deadline.

If the Holder of a Claim receives a Solicitation Package and the Claim is objected to on a date that is *less than* seven (7) calendar days before the Voting Deadline, the Holder’s Claim

shall be deemed temporarily allowed for voting purposes without further action by the Holder of such Claim and without further order of the Court.

9. **Release, Exculpation, and Injunction Language in the Plan.** Please be advised that Article VIII of the Plan contains the following release, exculpation, and injunction provisions:

ARTICLE VIII.C: DEBTOR RELEASE. Notwithstanding anything contained herein to the contrary, on the Confirmation Date and effective as of the Effective Date and to the fullest extent authorized by applicable law, for the good and valuable consideration provided by each of the Released Parties, the adequacy of which is hereby confirmed, the Released Parties are deemed released and discharged by the Debtors and their estates from any and all claims, interests, obligations, rights, suits, damages, causes of action, remedies, and liabilities whatsoever, including any derivative claims, asserted on behalf of any Debtor, whether known or unknown, foreseen or unforeseen, existing or hereinafter arising, in law, equity, or otherwise, that the Debtors, their estates, or affiliates would have been legally entitled to assert in their own right (whether individually or collectively) or on behalf of the holder of any claim or interest or other entity, based on or relating to, or in any manner arising from, in whole or in part, the Debtors, the Debtors' restructuring, the Chapter 11 Cases, the purchase, sale, or rescission of the purchase or sale of any security of the Debtors, the subject matter of, or the transactions or events giving rise to, any claim or interest that is treated in the Plan, the business or contractual arrangements between any Debtor and any Released Party, the restructuring of claims and interests prior to or during the Chapter 11 Cases, the negotiation, formulation, or preparation of the Plan, the Disclosure Statement, the Plan Supplement, the Plan Sponsor Agreement or any related agreements, instruments, or other documents, upon any other act or omission, transaction, agreement, event, or other occurrence taking place on or before the Effective Date, other than claims or liabilities arising out of or relating to any act or omission of a Released Party that constitutes actual fraud. For the avoidance of doubt, the EIX Litigation Claims shall not be released pursuant to the Plan, and the EIX Litigation Parties are not Released Parties.

Entry of the Confirmation Order shall constitute the Bankruptcy Court's approval, pursuant to Bankruptcy Rule 9019, of this Article VIII.C of the Plan, which includes by reference each of the related provisions and definitions contained in the Plan and shall constitute the Bankruptcy Court's finding that this Article VIII.C of the Plan is: (1) in exchange for the good and valuable consideration provided by the Released Parties; (2) a good faith settlement and compromise of the Claims released by this Article VIII.C of the Plan; (3) in the best interests of the Debtors, their Estates, and all Holders of Claims and Interests; (4) fair, equitable, and reasonable; (5) given and made after due notice and opportunity for hearing; and (6) a bar to any of Reorganized EME, the Post-Effective-Date Debtor Subsidiaries, the Post-Effective-Date Homer City Debtors, or the Debtors' Estates asserting any Claim or Cause of Action released pursuant to this Article VIII.C of the Plan.

ARTICLE VIII.D: RELEASE BY HOLDERS OF CLAIMS AND INTERESTS. Notwithstanding anything contained herein to the contrary, on the Confirmation Date and effective as of the Effective Date and to the fullest extent authorized by applicable law, the

Releasing Parties are deemed to have released and discharged the Debtors and their Estates and the Released Parties from any and all claims, interests, obligations, rights, suits, damages, causes of action, remedies, and liabilities whatsoever, including any derivative claims, asserted on behalf of any Debtor, whether known or unknown, foreseen or unforeseen, existing or hereinafter arising, in law, equity, or otherwise, that such entity would have been legally entitled to assert (whether individually or collectively), based on or relating to, or in any manner arising from, in whole or in part, the Debtors, the Debtors' restructuring, the Chapter 11 Cases, the purchase, sale, or rescission of the purchase or sale of any security of the Debtors, the subject matter of, or the transactions or events giving rise to, any claim or interest that is treated in the Plan, the business or contractual arrangements between any Debtor and any Released Party, the restructuring of claims and interests prior to or in the Chapter 11 Cases, the negotiation, formulation, or preparation of the Plan, the Disclosure Statement, the Plan Supplement, the Plan Sponsor Agreement or any related agreements, instruments, or other documents, upon any other act or omission, transaction, agreement, event, or other occurrence taking place on or before the Effective Date, other than claims or liabilities arising out of or relating to any act or omission of a Released Party that constitutes actual fraud, willful misconduct, or gross negligence. Notwithstanding anything to the contrary in the foregoing, the release set forth above does not release any obligations arising on or after the Effective Date (1) of any party under the Plan or any document, instrument, or agreement (including those set forth in the Plan Supplement) executed to implement the Plan or (2) under the PoJo Leases and Documents (as modified by the PoJo Lease Modifications). For the avoidance of doubt, the EIX Litigation Claims shall not be released pursuant to the Plan, and the EIX Litigation Parties are not Released Parties.

Entry of the Confirmation Order shall constitute the Bankruptcy Court's approval, pursuant to Bankruptcy Rule 9019, of this Article VIII.D of the Plan, which includes by reference each of the related provisions and definitions contained in the Plan and shall constitute the Bankruptcy Court's finding that this Article VIII.D of the Plan is: (1) in exchange for the good and valuable consideration provided by the Released Parties; (2) a good faith settlement and compromise of the Claims released by this Article VIII.D of the Plan; (3) in the best interests of the Debtors, their Estates, and all Holders of Claims and Interests; (4) fair, equitable and reasonable; (5) given and made after due notice and opportunity for hearing; and (6) a bar to any of the Entities subject to this Article VIII.D of the Plan asserting any claim or cause of action released pursuant to this Article VIII.D of the Plan.

ARTICLE VIII.E: EXCULPATION. Notwithstanding anything contained herein to the contrary, on the Confirmation Date and effective as of the Effective Date and to the fullest extent authorized by applicable law, none of the Exculpated Parties, shall have or incur any liability for any claim, cause of action, or other assertion of liability for any act taken or omitted to be taken in connection with, or arising out of, the Chapter 11 Cases or the negotiation, formulation, or preparation of the Plan or any contract, instrument, document, or other agreement entered into pursuant thereto, through the Effective Date; **provided** that the foregoing shall not affect the liability of any person that otherwise would result from any such act or omission to the extent such act or omission is determined by a Final Order to have constituted actual fraud, willful misconduct, or gross negligence.

ARTICLE VIII.F: INJUNCTION. Notwithstanding anything contained herein to the contrary, on the Confirmation Date and effective as of the Effective Date and to the fullest extent authorized by applicable law, all Entities who have held, hold, or may hold Claims or Interests that have been released pursuant to the Plan, compromised and settled pursuant to the Plan, or are exculpated pursuant to the Plan, are permanently enjoined, from and after the Effective Date, from taking any of the following actions against, as applicable, the Debtors or the Released Parties or their respective property: (1) commencing or continuing in any manner any action or other proceeding of any kind on account of or in connection with or with respect to any such released, compromised, settled, or exculpated claim or interest; (2) enforcing, attaching, collecting, or recovering by any manner or means any judgment, award, decree, or order against such entities on account of or in connection with or with respect to any such released, compromised, settled, or exculpated claims or interests; (3) creating, perfecting, or enforcing any encumbrance of any kind against such entities or the property or the Estates of such entities on account of or in connection with or with respect to any such released, compromised, settled, or exculpated claims or interests; (4) asserting any right of setoff, subrogation, or recoupment of any kind against any obligation due from such entities or against the property of such entities on account of or in connection with or with respect to any such released, compromised, settled, or exculpated claims or interests unless such entity has timely filed a proof of claim with the Bankruptcy Court preserving such right of setoff, subrogation, or recoupment; and (5) commencing or continuing in any manner any action or other proceeding of any kind on account of or in connection with or with respect to any such released, compromised, settled, or exculpated claims or interests.

ARTICLE VIII.G: EIX INJUNCTION. To preserve the net operating losses, production tax credits, or other tax attributes of the Debtors and the Non-Debtor Subsidiaries, each of which such tax attributes shall vest in Reorganized EME on the Effective Date, the Debtors and Non-Debtor Subsidiaries are authorized to take any actions necessary to preserve such tax attributes and, pursuant to the injunction set forth in Article VIII.F of the Plan, EIX is hereby permanently enjoined from taking any actions affecting such tax attributes. For the avoidance of doubt, on and after the Effective Date, EIX shall be required to make elections determined by Reorganized EME, in its sole discretion, as necessary to preserve such tax attributes.

ARTICLE VIII.H: PURCHASER INJUNCTION. In addition to the Injunction set forth under Article VIII.F hereof, on the Confirmation Date and effective as of the Effective Date, all Excluded Liabilities that may otherwise be asserted against the Purchaser Parties or any entity acquired by the Purchaser Parties pursuant to the Plan (including any Debtor Subsidiary or Non-Debtor Subsidiary) shall be permanently released and enjoined pursuant to the Plan and any such Excluded Liabilities shall be paid or treated pursuant to the terms of the Plan.

[Remainder of page intentionally left blank.]

**YOU ARE ADVISED TO CAREFULLY REVIEW AND CONSIDER THE PLAN,
INCLUDING THE RELEASE, EXCULPATION, AND INJUNCTION PROVISIONS, AS
YOUR RIGHTS MIGHT BE AFFECTED.**

Dated: [_____], 2013

James H.M. Sprayregen, P.C.
David R. Seligman, P.C.
Sarah Hiltz Seewer
Brad Weiland
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 3

Letter to Holders of Claims and Interests in the Voting Classes

In re Edison Mission Energy, et al.
Chapter 11 Case No. 12-49219 (JPC) (Jointly Administered)

[_____], 2013

To Whom It May Concern:

On [December 18], 2013, the United States Bankruptcy Court for the Northern District of Illinois (the “Court”) approved the *Disclosure Statement for the Debtors’ Joint Chapter 11 Plan of Reorganization* [Docket No. ____] (as may be further amended or supplemented from time to time and including all exhibits and supplements thereto, the “Disclosure Statement”) and authorized the Debtors¹ to solicit votes with regard to the acceptance or rejection of the *Debtors’ Joint Chapter 11 Plan of Reorganization* [Docket No. ____] (as may further be amended from time to time and including all exhibits and supplements thereto, the “Plan”). Copies of the Disclosure Statement and Plan are enclosed as part of the Solicitation Package (as defined herein).²

You have received this letter and the enclosed materials because you are entitled to vote on the Plan. The enclosed materials constitute the “Solicitation Package,” which, in addition to this letter, is comprised of:

- (a) the Solicitation Procedures;
- (b) the Confirmation Hearing Notice;
- (c) an appropriate Ballot, in substantially the form of the Ballots attached as Exhibit 4 to the Disclosure Statement Order, as applicable;
- (d) the Disclosure Statement (together with the exhibits attached thereto); and
- (e) any supplemental documents the Debtors filed with the Court or any documents that the Court ordered to be made available.

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 Capitalized terms used but not otherwise defined herein shall have the meanings set forth in the Plan or the Disclosure Statement, as applicable.

The Debtors have approved the filing and solicitation of votes to accept the Plan. The Debtors believe that the acceptance of the Plan is in the best interests of the Holders of Claims against, and Interests in, the Debtors. Moreover, the Debtors believe that any alternative other than Confirmation of the Plan could result in extensive delays and increased administrative expenses, thereby resulting in smaller distributions or no distributions on account of Allowed Claims and Interests.

The Debtors, therefore, recommend that all Entities entitled to vote on the Plan submit a timely Ballot voting to accept the Plan.

The materials in the Solicitation Package are intended to be self-explanatory. However, if you have any questions, please feel free to contact the Debtors' Notice, Claims, and Solicitation Agent, GCG, Inc., by: (a) accessing the Notice, Claims, and Solicitation Agent's website at www.edisonmissionrestructuring.com; (b) writing to the Notice, Claims, and Solicitation Agent, by first-class mail, Edison Mission Energy, et al., c/o GCG, P.O. Box 9942, Dublin, OH 43017-5942, or by writing, by hand delivery or overnight mail, Edison Mission Energy, et al., c/o GCG, 5151 Blazer Parkway, Suite A, Dublin, OH 43017; or (c) calling the Notice, Claims, and Solicitation Agent at (866) 241-6491.

Regards,

Edison Mission Energy, et al.

Exhibit 4

Ballots for Voting Classes

Exhibit 4-A

Ballot for Class A3 Claims

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) |

**BALLOT FOR ACCEPTING OR REJECTING THE
DEBTORS' JOINT CHAPTER 11 PLAN OF REORGANIZATION**

**CLASS A3 — GENERAL UNSECURED CLAIMS AGAINST EME (ASSUMED
LIABILITIES)**

**PLEASE READ AND FOLLOW THE ENCLOSED INSTRUCTIONS FOR
COMPLETING BALLOTS CAREFULLY BEFORE COMPLETING THE BALLOT**

**THIS BALLOT MUST BE ACTUALLY RECEIVED BY [JANUARY 29], 2014, BY
5:00 P.M. (PREVAILING CENTRAL TIME) (THE "VOTING DEADLINE")**

The above-captioned debtors and debtors in possession (collectively, the "Debtors") have sent this Ballot to you because our records indicate that you are a holder of a Class A3 General Unsecured Claim against EME (Assumed Liabilities), and accordingly, you have a right to vote to accept or reject the *Debtors' Joint Chapter 11 Plan of Reorganization* [Docket No. ____] (as may be further amended or supplemented from time to time and including all exhibits or supplements thereto, the "Plan").²

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 Capitalized terms used but not otherwise defined herein shall have the meanings set forth in the Plan, Disclosure Statement (as defined herein) or the *Order Approving (A) the Adequacy of the Disclosure Statement, (B) the Solicitation and Notice Procedures with Respect to Confirmation of the Debtors' Joint Chapter 11 Plan of*

Your rights are described in the *Disclosure Statement for the Debtors' Joint Chapter 11 Plan of Reorganization*, and all exhibits related thereto [Docket No. ___] (as may be further amended or supplemented from time to time and including all exhibits or supplements thereto, the "Disclosure Statement") and the Disclosure Statement Order. The Disclosure Statement, the Plan, the Disclosure Statement Order, and certain other materials contained in the Solicitation Package are included in the packet you are receiving with this Ballot. If you need to obtain additional solicitation materials, you may contact GCG, Inc., the claims agent retained by the Debtors in these chapter 11 cases (the "Notice, Claims, and Solicitation Agent") by (a) accessing the Notice, Claims, and Solicitation Agent's website at www.edisonmissionrestructuring.com, (b) writing to the Notice, Claims, and Solicitation Agent, by first-class mail, Edison Mission Energy, et al., c/o GCG, P.O. Box 9942, Dublin, OH 43017-5942, or by writing, by hand delivery or overnight mail, Edison Mission Energy, et al., c/o GCG, 5151 Blazer Parkway, Suite A, Dublin, OH 43017, or (c) calling the Notice, Claims, and Solicitation Agent at (866) 241-6491.

The Court has approved the Disclosure Statement as containing adequate information, as required under section 1125 of the Bankruptcy Code. Court approval of the Disclosure Statement does not indicate approval of the Plan by the Court. This Ballot may not be used for any purpose other than to vote to accept or reject the Plan. If you believe you have received this Ballot in error, please contact the Notice, Claims, and Solicitation Agent at the address or telephone number set forth above.

You should review the Disclosure Statement and the Plan before you vote. You may wish to seek legal advice concerning the Plan and the Plan's classification and treatment of your Claim. Your Claim has been placed in Class A3 General Unsecured Claim against EME (Assumed Liabilities) under the Plan. If you hold Claims in more than one Class, you will receive a Ballot for each Class in which you are entitled to vote.

If the Notice, Claims, and Solicitation Agent does not receive your Ballot on or before the Voting Deadline, which is [January 29], 2014, at 5:00 p.m. (prevailing Central Time), and if the Voting Deadline is not extended, your vote will not count. **If the Court confirms the Plan, it will bind you regardless of whether you vote.**

Item 1. Principal Amount of Class A3 General Unsecured Claim Against EME (Assumed Liabilities)

The undersigned hereby certifies that as of the Voting Record Date, December 16, 2013, the undersigned was the Holder of a Class A3 General Unsecured Claim against EME (Assumed Liabilities) against EME in the following amount (insert amount in box below):

| |
|---------------------------|
| Amount of Claim: \$ _____ |
|---------------------------|

Reorganization, (C) the Form of Ballots and Notices in Connection Therewith, and (D) the Scheduling of Certain Dates with Respect Thereto [Docket No. ___] (the "Disclosure Statement Order").

Item 2. Vote on Plan

The Holder of the Class A3 General Unsecured Claim against EME (Assumed Liabilities) set forth in Item 1 votes to (please check one):

| | |
|---|---|
| <u>ACCEPT THE PLAN</u> <input type="checkbox"/> | <u>REJECT THE PLAN</u> <input type="checkbox"/> |
|---|---|

Any Ballot that is executed by the Holder of a Claim, but that indicates both an acceptance and a rejection of the Plan, or does not indicate either an acceptance or rejection of the Plan, will not be counted.

IMPORTANT INFORMATION REGARDING THE THIRD PARTY RELEASE:

IF YOU VOTE TO **ACCEPT** THE PLAN, YOU ARE AUTOMATICALLY DEEMED TO CONSENT TO THE PLAN’S RELEASE DESCRIBED IN ITEM 3, BELOW.

IF YOU VOTE TO **REJECT** THE PLAN OR DO NOT SUBMIT A VOTE, YOU ARE NOT BOUND BY THE PLAN’S RELEASE DESCRIBED IN ITEM 3, BELOW.

ALTERNATIVELY, YOU MAY OPT OUT OF THE PLAN’S RELEASE PROVISIONS WITH RESPECT TO THE RELEASED PARTIES BY MAKING AN ELECTION IN ITEM 3, BELOW.

Item 3. Article VIII.D of the Plan provides for the following Release by Holders of Claims and Interests:

Notwithstanding anything contained herein to the contrary, on the Confirmation Date and effective as of the Effective Date and to the fullest extent authorized by applicable law, the Releasing Parties are deemed to have released and discharged the Debtors and their Estates and the Released Parties from any and all claims, interests, obligations, rights, suits, damages, causes of action, remedies, and liabilities whatsoever, including any derivative claims, asserted on behalf of any Debtor, whether known or unknown, foreseen or unforeseen, existing or hereinafter arising, in law, equity, or otherwise, that such entity would have been legally entitled to assert (whether individually or collectively), based on or relating to, or in any manner arising from, in whole or in part, the Debtors, the Debtors’ restructuring, the Chapter 11 Cases, the purchase, sale, or rescission of the purchase or sale of any security of the Debtors, the subject matter of, or the transactions or events giving rise to, any claim or interest that is treated in the Plan, the business or contractual arrangements between any Debtor and any Released Party, the restructuring of claims and interests prior to or in the Chapter 11 Cases, the negotiation, formulation, or preparation of the Plan, the Disclosure Statement, the Plan Supplement, the Plan Sponsor Agreement or any related agreements, instruments, or other documents, upon any other act or omission, transaction, agreement, event, or other occurrence taking place on or before the Effective Date, other than claims or liabilities arising out of or relating to any act or omission of a Released Party that constitutes actual fraud, willful misconduct, or gross

negligence. Notwithstanding anything to the contrary in the foregoing, the release set forth above does not release any obligations arising on or after the Effective Date (1) of any party under the Plan or any document, instrument, or agreement (including those set forth in the Plan Supplement) executed to implement the Plan or (2) under the PoJo Leases and Documents as modified by the PoJo Lease Modifications. For the avoidance of doubt, the EIX Litigation Claims shall not be released pursuant to the Plan, and the EIX Litigation Parties are not Released Parties.

Entry of the Confirmation Order shall constitute the Bankruptcy Court's approval, pursuant to Bankruptcy Rule 9019, of this Article VIII.D of the Plan, which includes by reference each of the related provisions and definitions contained in the Plan and shall constitute the Bankruptcy Court's finding that this Article VIII.D of the Plan is: (1) in exchange for the good and valuable consideration provided by the Released Parties; (2) a good faith settlement and compromise of the Claims released by this Article VIII.D of the Plan; (3) in the best interests of the Debtors, their Estates, and all Holders of Claims and Interests; (4) fair, equitable and reasonable; (5) given and made after due notice and opportunity for hearing; and (6) a bar to any of the Entities subject to this Article VIII.D of the Plan asserting any claim or cause of action released pursuant to this Article VIII.D of the Plan.

The Holder of the Class A3 Claim against EME set forth in Item 1 elects to (optional):

- Opt Out of the Plan's Release Provisions with Respect to the Released Parties

Item 4. Certifications

By signing this Ballot, the undersigned certifies to the Court and the Debtors:

1. that either: (a) the Entity is the holder of the Class A3 Claim(s) being voted; or (b) the Entity is an authorized signatory for an Entity that is a holder of the Class A3 Claim(s) being voted;
2. that the Entity has received a copy of the Disclosure Statement, the Plan, and the Solicitation Package and acknowledges that the solicitation is being made pursuant to the terms and conditions set forth therein;
3. that the Entity has cast the same vote with respect to all Class A3 Claims;
4. that no other Ballots with respect to the Class A3 Claim(s) identified in Item 1 have been cast or, if any other Ballots have been cast with respect to such Claim(s), then any such Ballots dated earlier are hereby revoked;
5. that the Entity acknowledges that a vote to accept the Plan constitutes an acceptance of the treatment of such Entity's Class A3 Claim(s);
6. that the Entity understands and, if accepting the Plan, agrees with the treatment provided for its Claim(s) under the Plan;

7. that the Entity acknowledges and understands that (a) if no Holders of Claims eligible to vote in a particular Class vote to accept or reject the Plan, the Plan shall be deemed accepted by the holders of such Claims in such Class; and (b) any Class of Claims that does not have a Holder of an Allowed Claim or a Claim temporarily allowed by the Court as of the date of the Confirmation Hearing shall be deemed eliminated from the Plan for purposes of voting to accept or reject the Plan and for purposes of determining acceptance or rejection of the Plan by such Class pursuant to section 1129(a)(8) of the Bankruptcy Code; and
8. that the Entity acknowledges and agrees that the Debtors, in consultation with the Committee and the Supporting Noteholders, may make conforming changes to the Plan to the extent provided by Bankruptcy Rule 3019 as may be reasonably necessary; provided that the Debtors will not re-solicit acceptances or rejections of the Plan in the event of such conforming changes.

[Signature Page Follows]

Name of Holder: _____
(Please print or type)

Social Security Number or Federal Tax
Identification Number _____

Signature: _____

Name of Signatory: _____
(If other than Holder)³

Title: _____

Address: _____

Date Completed: _____

**PLEASE COMPLETE, SIGN, AND DATE THE BALLOT AND RETURN IT
PROMPTLY IN THE RETURN ENVELOPE PROVIDED. YOUR BALLOT MUST BE
ACTUALLY RECEIVED BY THE VOTING DEADLINE, WHICH IS 5:00 P.M.
PREVAILING CENTRAL TIME ON [JANUARY 29], 2014.**

³ If you are completing this Ballot on behalf of another person or entity, indicate your relationship with such person or entity and the capacity in which you are signing. You may be required to provide additional information or documentation with respect to such relationship.

INSTRUCTIONS FOR COMPLETING BALLOTS

1. The Debtors are soliciting the votes of Holders of Claims and Interests with respect to the Plan attached as **Exhibit A** to the Disclosure Statement. Capitalized terms used in the Ballot or in these instructions (the “**Ballot Instructions**”) but not otherwise defined therein or herein shall have the meaning set forth in the Plan, the Disclosure Statement, or the Disclosure Statement Order, as applicable.
2. The Court may confirm the Plan and thereby bind you by the terms of the Plan. Please review the Disclosure Statement for more information.
3. To ensure that your vote is counted, you must: (a) complete the Ballot; (b) indicate your decision either to accept or reject the Plan in the boxes provided in Item 2 of the Ballot; and (c) sign and return the Ballot to the address set forth on the enclosed pre-addressed envelope. The Voting Deadline for the receipt of Ballots by the Notice, Claims, and Solicitation Agent is 5:00 p.m. (prevailing Central Time) on **[January 29], 2014**. Your completed Ballot must be received by the Notice, Claims, and Solicitation Agent on or before the Voting Deadline.
4. You must vote all of your Claims or Interests within a particular Class either to accept or reject the Plan and may not split your vote. Accordingly, a Ballot that partially rejects and partially accepts the Plan will not be counted. Further, if a Holder has multiple Claims or Interests within the same Class, the Debtors may, in his discretion, aggregate the Claims or Interests of any particular Holder within a Class for the purpose of counting votes.
5. If a Ballot is received after the Voting Deadline, it will not be counted unless the Debtors determine otherwise. The method of delivery of Ballots to the Notice, Claims, and Solicitation Agent is at the election and risk of each holder of a Claim or Interest. Except as otherwise provided herein, such delivery will be deemed made only when the Notice, Claims, and Solicitation Agent actually receives the originally executed Ballot. Instead of effecting delivery by mail, it is recommended, though not required, that Holders use an overnight or hand delivery service. In all cases, Holders should allow sufficient time to assure timely delivery. Delivery of a Ballot to the Notice, Claims, and Solicitation Agent by facsimile, e-mail, or any other electronic means shall not be valid. No Ballot should be sent to any of the Debtors, the Debtors’ agents (other than the Notice, Claims, and Solicitation Agent), the Debtors’ financial or legal advisors, the Committee, or the Committee’s advisors, and if so sent will not be counted.
6. If multiple Ballots are received from the same Holder of a Claim or Interest with respect to the same Claim or Interest prior to the Voting Deadline, the last dated valid Ballot timely received will supersede and revoke any earlier dated Ballots.
7. The Ballot is not a letter of transmittal and may not be used for any purpose other than to vote to accept or reject the Plan. Accordingly, at this time, Holders of Claims and Interests should not surrender certificates or instruments representing or evidencing their

Claims, and neither the Debtors nor the Notice, Claims, and Solicitation Agent will accept delivery of any such certificates or instruments surrendered together with a Ballot.

8. This Ballot does not constitute, and shall not be deemed to be: (a) a Proof of a Claim or Interest; or (b) an assertion or admission of a Claim or Interest.
9. Please be sure to sign and date your Ballot. If you are signing a Ballot in your capacity as a trustee, executor, administrator, guardian, attorney in fact, officer of a corporation, or otherwise acting in a fiduciary or representative capacity, you should indicate such capacity when signing and, if requested by the Notice, Claims, and Solicitation Agent, the Debtors, or the Court, must submit proper evidence to the requesting party to so act on behalf of such Holder. In addition, please provide your name and mailing address if it is different from that set forth on the attached mailing label or if no such mailing label is attached to the Ballot.
10. If you hold Claims or Interests in more than one Class under the Plan or in multiple accounts, you may receive more than one Ballot coded for each different Class or account. Each Ballot votes only your Claims or Interests indicated on that Ballot. Please complete and return each Ballot you received.
11. The following Ballots shall not be counted in determining the acceptance or rejection of the Plan: (a) any Ballot that is illegible or contains insufficient information to permit the identification of the Holder of the Claim or Interest; (b) any Ballot cast by a Party that does not hold a Claim or Interest in a Class that is entitled to vote on the Plan; (c) any unsigned Ballot; (d) any Ballot not marked to accept or reject the Plan or any Ballot marked both to accept and reject the Plan; and (e) any Ballot submitted by any Entity not entitled to vote pursuant to the Solicitation Procedures.
12. If you believe you have received the wrong Ballot, you should contact the Notice, Claims, and Solicitation Agent immediately at (866) 241-6491.

PLEASE SUBMIT YOUR BALLOT PROMPTLY!

IF YOU HAVE ANY QUESTIONS REGARDING THIS BALLOT OR THE VOTING PROCEDURES, PLEASE CONTACT THE NOTICE, CLAIMS, AND SOLICITATION AGENT AT (866) 241-6491.

Exhibit 4-B

Master Ballot for Class A4 Claims

UNITED STATES BANKRUPTCY COURT
NORTHERN DISTRICT OF ILLINOIS
EASTERN DIVISION

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

**MASTER BALLOT FOR ACCEPTING OR REJECTING THE
DEBTORS' JOINT CHAPTER 11 PLAN OF REORGANIZATION**

**CLASS A4 — GENERAL UNSECURED CLAIMS AGAINST EME (NOT ASSUMED
LIABILITIES)**

**PLEASE READ AND FOLLOW THE ENCLOSED INSTRUCTIONS
FOR COMPLETING BALLOTS CAREFULLY BEFORE COMPLETING
THIS MASTER BALLOT**

**THIS MASTER BALLOT MUST BE ACTUALLY RECEIVED BY [JANUARY 29], 2014,
BY 5:00 P.M. (PREVAILING CENTRAL TIME) (THE “VOTING DEADLINE”)**

The above-captioned debtors and debtors in possession (collectively, the “Debtors”) have sent this Master Ballot to you because our records indicate that you are a broker, dealer, commercial bank, trust company, or other agent nominee (each, a “Nominee”) of a Beneficial Holder² of a Class A4 General Unsecured Claim against EME (Not Assumed Liabilities), and accordingly, you have a right to vote to accept or reject the *Debtors’ Joint Chapter 11 Plan of*

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 A “Beneficial Holder” is a beneficial owner of publicly-traded securities in Class A3 Claims against EME whose claims have not been satisfied prior to the Voting Record Date pursuant to Court order or otherwise, as reflected in the records maintained by Nominees holding through The Depository Trust Company or other relevant security depository and/or the applicable indenture trustee, as of the Voting Record Date.

Reorganization [Docket No. ____] (as may be further amended or supplemented from time to time and including all exhibits or supplements thereto, the “Plan”).³ Nominees should use this Master Ballot to cast votes to accept or reject the Plan.

Each Beneficial Holder’s rights are described in the *Disclosure Statement for the Debtors’ Joint Chapter 11 Plan of Reorganization*, and all exhibits related thereto [Docket No. ____] (as may be further amended or supplemented from time to time and including all exhibits or supplements thereto, the “Disclosure Statement”) and the Disclosure Statement Order. The Disclosure Statement, the Plan, the Disclosure Statement Order, and certain other materials contained in the Solicitation Package are included in the packet you are receiving with this Master Ballot. If you need to obtain additional solicitation materials, you may contact GCG, Inc., the claims agent retained by the Debtors in these chapter 11 cases (the “Notice, Claims, and Solicitation Agent”) by: (a) accessing the Notice, Claims, and Solicitation Agent’s website at www.edisonmissionrestructuring.com; (b) writing to the Notice, Claims, and Solicitation Agent, by first-class mail, Edison Mission Energy, et al., c/o GCG, P.O. Box 9942, Dublin, OH 43017-5942, or by writing, by hand delivery or overnight mail, Edison Mission Energy, et al., c/o GCG, 5151 Blazer Parkway, Suite A, Dublin, OH 43017; or (c) calling the Notice, Claims, and Solicitation Agent at (866) 241-6491.

The Court has approved the Disclosure Statement as containing adequate information, as required under section 1125 of the Bankruptcy Code. Court approval of the Disclosure Statement does not indicate approval of the Plan by the Court. This Master Ballot may not be used for any purpose other than to vote to accept or reject the Plan. If you believe you have received this Master Ballot in error, please contact the Notice, Claims, and Solicitation Agent at the address or telephone number set forth above.

If the Notice, Claims, and Solicitation Agent does not receive your Master Ballot on or before the Voting Deadline, which is [January 29], 2014, at 5:00 p.m. (prevailing Central Time), and if the Voting Deadline is not extended, the votes of your Beneficial Holders will not count. **If the Bankruptcy Court confirms the Plan, it will bind your Beneficial Holders regardless of whether you vote.**

³ Capitalized terms used but not otherwise defined herein shall have the meanings set forth in the Plan, Disclosure Statement (as defined herein), or the *Order Approving (A) the Adequacy of the Disclosure Statement, (B) the Solicitation and Notice Procedures with Respect to Confirmation of the Debtors’ Joint Chapter 11 Plan of Reorganization, (C) the Form of Ballots and Notices in Connection Therewith, and (D) the Scheduling of Certain Dates with Respect Thereto* [Docket No. ____] (the “Disclosure Statement Order”).

Item 1. Certification of Authority to Vote

The undersigned hereby certifies that, as of the Voting Record Date, December 16, 2013, the undersigned (please check the applicable box):

- is a Nominee for the Beneficial Holder of the aggregate amount of Class A4 General Unsecured Claims against EME (Not Assumed Liabilities) listed in Item 2 below and is the registered holder of the Class A4 General Unsecured Claims against EME (Not Assumed Liabilities) represented by any such Class A4 General Unsecured Claims against EME (Not Assumed Liabilities);
- is acting under a power of attorney and/or agency agreement (a copy of which will be provided upon request) granted by the Beneficial Holder or a Nominee that is the registered holder of the aggregate amount of Class A4 General Unsecured Claims against EME (Not Assumed Liabilities) listed in Item 2 below; or
- has been granted a proxy (an original of which is annexed hereto) from (a) a Nominee, or (b) the Beneficial Holder that is the registered holder of the aggregate amount of Class A4 General Unsecured Claims against EME (Not Assumed Liabilities) listed in Item 2 below.

Item 2. Principal Amount of Class A4 General Unsecured Claims Against EME (Not Assumed Liabilities)

The undersigned transmits the following votes of Beneficial Holders of Class A4 General Unsecured Claims against EME (Not Assumed Liabilities) and certifies that the following Beneficial Holders of Class A4 General Unsecured Claims against EME (Not Assumed Liabilities), as identified by their respective customer account numbers set forth below, are Beneficial Holders of such securities as of the Voting Record Date and have delivered to the undersigned, as Nominee, ballots (“Ballots”) casting such votes.

Indicate in the appropriate column below the aggregate principal amount voted for each account or attach such information to this Master Ballot in the form of the following table. Please note that each Beneficial Holder must vote all such Beneficial Holder’s Class A4 General Unsecured Claims against EME (Not Assumed Liabilities) to accept or reject the Plan and may not split such vote. Any Ballot executed by the Beneficial Holder that does not indicate an acceptance or rejection of the Plan, or that indicates both an acceptance and a rejection of the Plan, will not be counted.

| ITEM 2. VOTE ON PLAN OF REORGANIZATION | | | |
|--|---------------|-----------|---------------|
| Your Customer Account Number for Each Beneficial Holder of Voting Class A4 General Unsecured Claims against EME (Not Assumed Liabilities) | Accept | OR | Reject |
| 1. | \$ | OR | \$ |
| 2. | \$ | OR | \$ |
| 3. | \$ | OR | \$ |
| 4. | \$ | OR | \$ |
| 5. | \$ | OR | \$ |
| 6. | \$ | OR | \$ |
| 7. | \$ | OR | \$ |
| 8. | \$ | OR | \$ |

Item 3. Certification as to Transcription of Information from Item 3 of the Ballots as to Class A4 General Unsecured Claims against EME (Not Assumed Liabilities) Voted through Other Ballots.

The undersign certifies that the undersigned has transcribed in the following table the information, if any, provided by Beneficial Holders in Item 3 of each of the Beneficial Holder’s original Ballots, identifying any Class A4 General Unsecured Claim against EME (Not Assumed Liabilities) for which such Beneficial Holders have submitted other Ballots other than to the undersigned.

| TRANSCRIBE FROM ITEM 3 OF THE BALLOTS: | | | | |
|--|-----------------------|-----------------------|--------------|---|
| Your Customer Account Number for Each Beneficial Holder of Class A4 General Unsecured Claims against EME (Not Assumed Liabilities) That Completed Item 3 of the Ballots | Account Number | Name of Holder | CUSIP | Principal Amount of Other Class A4 General Unsecured Claim against EME (Not Assumed Liabilities) Voted |
| 1. | | | | |
| 2. | | | | |
| 3. | | | | |
| 4. | | | | |
| 5. | | | | |
| 6. | | | | |
| 8. | | | | |

Item 4. Certifications

By signing this Master Ballot, the undersigned certifies to the Bankruptcy Court and the Debtors:

1. that it has received a copy of the Disclosure Statement, the Plan, and the Solicitation Package, and has delivered the same to the Beneficial Holders listed on the Ballots;
2. that it has received a completed and signed Ballot from each Beneficial Holder listed in Item 2 of this Master Ballot;
3. that it is the registered holder of the securities being voted;
4. that it has been authorized by each such Beneficial Holder to vote on the Plan;
5. that each Beneficial Holder has certified to the undersigned or to an intermediary nominee, as applicable, that it is eligible to vote on the Plan;
6. that no other Master Ballots with respect to the amount of the Class A4 Claims identified in Item 2 have been cast or, if any other Ballots have been cast with respect to such claims, then any such earlier Ballots are hereby revoked;
7. that it will maintain Ballots and evidence of separate transactions returned by Beneficial Holders (whether properly completed or defective) for at least one year after the Effective Date of the Plan and disclose all such information to the Bankruptcy Court or the Debtors, as the case may be, if so ordered; and
8. that it has properly disclosed: (a) the number of Beneficial Holder who completed Ballots; (b) the respective amounts of the Class A4 Claim(s) owned, as the case may be, by each Beneficial Holder who completed a Ballot; (c) each such Beneficial Holder's respective vote concerning the Plan; (d) each such Beneficial Holder's certification as to other Class A4 Claims voted; and (e) the customer account or other identification number for each such Beneficial Holder.

[Signature Page Follows]

Name of Nominee: _____
(Please print or type)

Depository Trust Company Number: _____

Name of Proxy Holder or Agent for
Nominee: _____
(Please print or type)

Social Security or Federal Tax
Identification Number: _____

Signature: _____

Name of Signatory: _____
(If other than Holder)⁴

Title: _____

Address: _____

Date Completed: _____

PLEASE COMPLETE, SIGN, AND DATE THIS MASTER BALLOT AND RETURN IT PROMPTLY IN THE RETURN ENVELOPE PROVIDED. THIS MASTER BALLOT MUST BE ACTUALLY RECEIVED BY THE VOTING DEADLINE, WHICH IS 5:00 P.M. PREVAILING CENTRAL TIME ON [JANUARY 29], 2014.

⁴ If you are completing this Master Ballot on behalf of another person or entity, indicate your relationship with such person or entity and the capacity in which you are signing. You may be required to provide additional information or documentation with respect to such relationship.

INSTRUCTIONS FOR COMPLETING MASTER BALLOTS

1. The Debtors are soliciting the votes of Holders of Claims with respect to the Plan attached as **Exhibit A** to the Disclosure Statement. Capitalized terms used in this Master Ballot or in these instructions (the "Ballot Instructions") but not otherwise defined therein or herein shall have the meaning set forth in the Plan, the Disclosure Statement, or the Disclosure Statement Order, as applicable.
2. The Court may confirm the Plan and thereby bind the Beneficial Holders by the terms of the Plan. Please review the Disclosure Statement for more information.
3. The Voting Deadline for the receipt of Master Ballots by the Notice, Claims, and Solicitation Agent is 5:00 p.m. (prevailing Central Time) on **[January 29], 2014**. Your completed Master Ballot must be received by the Notice, Claims, and Solicitation Agent on or before the Voting Deadline.
4. You should immediately distribute the Ballots and the Solicitation Package to all Beneficial Holders of Claims and take any action required to enable each such Beneficial Holder to vote timely the Claims that it holds. Any Ballot returned to you by a Beneficial Holder shall not be counted for purposes of accepting or rejecting the Plan until you properly complete and deliver, to the Notice, Claims, and Solicitation Agent, a Master Ballot that reflects the vote of such Beneficial Holders by the Voting Deadline.
5. With regard to any Ballots returned to you by a Beneficial Holder, you must: (a) compile and validate the votes and other relevant information of each such Beneficial Holder on the Master Ballot using the customer name or account number assigned by you to each such Beneficial Holder; (b) execute this Master Ballot; (c) transmit such Master Ballot to the Notice, Claims, and Solicitation Agent by the Voting Deadline; and (d) retain such Ballots in your files for at least one year after the Effective Date of the Plan. You may be ordered to produce the Ballots to the Debtors or the Bankruptcy Court.
6. If a Master Ballot is received after the Voting Deadline, it will not be counted unless the Debtors determine otherwise. The method of delivery of Master Ballots to the Notice, Claims, and Solicitation Agent is at the election and risk of each Entity. Except as otherwise provided herein, such delivery will be deemed made only when the Notice, Claims, and Solicitation Agent actually receives the originally executed Master Ballot. Instead of effecting delivery by mail, it is recommended, though not required, that Entities use an overnight or hand delivery service. In all cases, Entities should allow sufficient time to assure timely delivery. Delivery of a Master Ballot to the Notice, Claims, and Solicitation Agent by facsimile, e-mail, or any other electronic means shall not be valid. No Master Ballot should be sent to any of the Debtors, the Debtors' agents (other than the Notice, Claims, and Solicitation Agent), the Debtors' financial or legal advisors, the Committee, or the Committee's advisors, and if so sent will not be counted.
7. If multiple Master Ballots are received from the same Nominee with respect to the same Ballot belonging to a Beneficial Holder of a Claim prior to the Voting Deadline, the last

dated valid Master Ballot timely received will supersede and revoke any earlier received Master Ballot.

8. This Master Ballot is not a letter of transmittal and may not be used for any purpose other than to vote to accept or reject the Plan. Accordingly, at this time, Holders of Claims should not surrender certificates or instruments representing or evidencing their Claims, and neither the Debtors nor the Notice, Claims, and Solicitation Agent will accept delivery of any such certificates or instruments surrendered together with a Ballot.
9. This Master Ballot does not constitute, and shall not be deemed to be: (a) a Proof of a Claim or Interest; or (b) an assertion or admission of a Claim or Interest.
10. Please be sure to sign and date your Master Ballot. If you are signing a Master Ballot in your capacity as a trustee, executor, administrator, guardian, attorney in fact, officer of a corporation, or otherwise acting in a fiduciary or representative capacity, you should indicate such capacity when signing and, if requested by the Notice, Claims, and Solicitation Agent, the Debtors, or the Court, must submit proper evidence to the requesting party to so act on behalf of such Beneficial Holder. In addition, please provide your name and mailing address if it is different from that set forth on the attached mailing label or if no such mailing label is attached to the Master Ballot.
11. If you are both the Nominee and the Beneficial Holder of any of the Class A4 Claims and you wish to vote such Class A4 Claims, you may return a Ballot or Master Ballot for such Class A4 Claims.
12. The following Ballots and Master Ballots shall not be counted in determining the acceptance or rejection of the Plan: (a) any Ballot or Master Ballot that is illegible or contains insufficient information to permit the identification of the Holder of the Claim; (b) any Ballot or Master Ballot cast by a Party that does not hold a Claim in a Class that is entitled to vote on the Plan; (c) any unsigned Ballot or Master Ballot; (d) any Ballot or Master Ballot not marked to accept or reject the Plan or any Ballot marked both to accept and reject the Plan; and (e) any Ballot or Master Ballot submitted by any Entity not entitled to vote pursuant to the Solicitation Procedures.
13. If you believe you have received this Master Ballot in error, you should contact the Notice, Claims, and Solicitation Agent immediately at (866) 241-6491.

PLEASE SUBMIT YOUR MASTER BALLOT PROMPTLY!

IF YOU HAVE ANY QUESTIONS REGARDING THIS BALLOT OR THE VOTING PROCEDURES, PLEASE CONTACT THE NOTICE, CLAIMS, AND SOLICITATION AGENT AT (866) 241-6491.

Exhibit 4-C

Ballot for Class A4 Claims

UNITED STATES BANKRUPTCY COURT
NORTHERN DISTRICT OF ILLINOIS
EASTERN DIVISION

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

**BALLOT FOR ACCEPTING OR REJECTING THE
DEBTORS’ JOINT CHAPTER 11 PLAN OF REORGANIZATION**

**CLASS A4 — GENERAL UNSECURED CLAIMS AGAINST EME (NOT ASSUMED
LIABILITIES)**

**PLEASE READ AND FOLLOW THE ENCLOSED INSTRUCTIONS FOR
COMPLETING BALLOTS CAREFULLY BEFORE COMPLETING THE BALLOT**

**THIS BALLOT MUST BE ACTUALLY RECEIVED BY [JANUARY 29], 2014, BY
5:00 P.M. (PREVAILING CENTRAL TIME) (THE “VOTING DEADLINE”)**

The above-captioned debtors and debtors in possession (collectively, the “Debtors”) have sent this Ballot to you because our records indicate that you are a holder of a Class A4 General Unsecured Claim against EME (Not Assumed Liabilities), and accordingly, you have a right to vote to accept or reject the *Debtors’ Joint Chapter 11 Plan of Reorganization* [Docket No. ____] (as may be further amended or supplemented from time to time and including all exhibits or supplements thereto, the “Plan”).²

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 Capitalized terms used but not otherwise defined herein shall have the meanings set forth in the Plan, Disclosure Statement (as defined herein) or the *Order Approving (A) the Adequacy of the Disclosure Statement, (B) the Solicitation and Notice Procedures with Respect to Confirmation of the Debtors’ Joint Chapter 11 Plan of*

Your rights are described in the *Disclosure Statement for the Debtors' Joint Chapter 11 Plan of Reorganization*, and all exhibits related thereto [Docket No. ___] (as may be further amended or supplemented from time to time and including all exhibits or supplements thereto, the "Disclosure Statement") and the Disclosure Statement Order. The Disclosure Statement, the Plan, the Disclosure Statement Order, and certain other materials contained in the Solicitation Package are included in the packet you are receiving with this Ballot. If you need to obtain additional solicitation materials, you may contact GCG, Inc., the claims agent retained by the Debtors in these chapter 11 cases (the "Notice, Claims, and Solicitation Agent") by (a) accessing the Notice, Claims, and Solicitation Agent's website at www.edisonmissionrestructuring.com, (b) writing to the Notice, Claims, and Solicitation Agent, by first-class mail, Edison Mission Energy, et al., c/o GCG, P.O. Box 9942, Dublin, OH 43017-5942, or by writing, by hand delivery or overnight mail, Edison Mission Energy, et al., c/o GCG, 5151 Blazer Parkway, Suite A, Dublin, OH 43017, or (c) calling the Notice, Claims, and Solicitation Agent at (866) 241-6491.

The Court has approved the Disclosure Statement as containing adequate information, as required under section 1125 of the Bankruptcy Code. Court approval of the Disclosure Statement does not indicate approval of the Plan by the Court. This Ballot may not be used for any purpose other than to vote to accept or reject the Plan. If you believe you have received this Ballot in error, please contact the Notice, Claims, and Solicitation Agent at the address or telephone number set forth above.

You should review the Disclosure Statement and the Plan before you vote. You may wish to seek legal advice concerning the Plan and the Plan's classification and treatment of your Claim. Your Claim has been placed in Class A4 General Unsecured Claim against EME (Not Assumed Liabilities) under the Plan. If you hold Claims in more than one Class, you will receive a Ballot for each Class in which you are entitled to vote.

If the Notice, Claims, and Solicitation Agent does not receive your Ballot on or before the Voting Deadline, which is [January 29], 2014, at 5:00 p.m. (prevailing Central Time), and if the Voting Deadline is not extended, your vote will not count. **If the Court confirms the Plan, it will bind you regardless of whether you vote.**

Item 1. Principal Amount of Class A4 General Unsecured Claim Against EME (Not Assumed Liabilities)

The undersigned hereby certifies that as of the Voting Record Date, December 16, 2013, the undersigned was the Holder of a Class A4 General Unsecured Claim against EME (Not Assumed Liabilities) in the following amount (insert amount in box below):

| |
|---------------------------|
| Amount of Claim: \$ _____ |
|---------------------------|

Reorganization, (C) the Form of Ballots and Notices in Connection Therewith, and (D) the Scheduling of Certain Dates with Respect Thereto [Docket No. ___] (the "Disclosure Statement Order").

Item 2. Vote on Plan

The Holder of the Class A4 General Unsecured Claim against EME (Not Assumed Liabilities) set forth in Item 1 votes to (please check one):

| | |
|---|---|
| <u>ACCEPT THE PLAN</u> <input type="checkbox"/> | <u>REJECT THE PLAN</u> <input type="checkbox"/> |
|---|---|

Any Ballot that is executed by the Holder of a Claim, but that indicates both an acceptance and a rejection of the Plan, or does not indicate either an acceptance or rejection of the Plan, will not be counted.

IMPORTANT INFORMATION REGARDING THE THIRD PARTY RELEASE:

IF YOU VOTE TO **ACCEPT** THE PLAN, YOU ARE AUTOMATICALLY DEEMED TO CONSENT TO THE PLAN'S RELEASE DESCRIBED IN ITEM 3, BELOW.

IF YOU VOTE TO **REJECT** THE PLAN OR DO NOT SUBMIT A VOTE, YOU ARE NOT BOUND BY THE PLAN'S RELEASE DESCRIBED IN ITEM 3, BELOW.

ALTERNATIVELY, YOU MAY OPT OUT OF THE PLAN'S RELEASE PROVISIONS WITH RESPECT TO THE RELEASED PARTIES BY MAKING AN ELECTION IN ITEM 3, BELOW.

Item 3. Article VIII.D of the Plan provides for the following Release by Holders of Claims and Interests:

Notwithstanding anything contained herein to the contrary, on the Confirmation Date and effective as of the Effective Date and to the fullest extent authorized by applicable law, the Releasing Parties are deemed to have released and discharged the Debtors and their Estates and the Released Parties from any and all claims, interests, obligations, rights, suits, damages, causes of action, remedies, and liabilities whatsoever, including any derivative claims, asserted on behalf of any Debtor, whether known or unknown, foreseen or unforeseen, existing or hereinafter arising, in law, equity, or otherwise, that such entity would have been legally entitled to assert (whether individually or collectively), based on or relating to, or in any manner arising from, in whole or in part, the Debtors, the Debtors' restructuring, the Chapter 11 Cases, the purchase, sale, or rescission of the purchase or sale of any security of the Debtors, the subject matter of, or the transactions or events giving rise to, any claim or interest that is treated in the Plan, the business or contractual arrangements between any Debtor and any Released Party, the restructuring of claims and interests prior to or in the Chapter 11 Cases, the negotiation, formulation, or preparation of the Plan, the Disclosure Statement, the Plan Supplement, the Plan Sponsor Agreement or any related agreements, instruments, or other documents, upon any other act or omission, transaction, agreement, event, or other occurrence taking place on or before the Effective Date, other than claims or liabilities arising out of or relating to any act or omission of a Released Party that constitutes actual fraud, willful misconduct, or gross

negligence. Notwithstanding anything to the contrary in the foregoing, the release set forth above does not release any obligations arising on or after the Effective Date (1) of any party under the Plan or any document, instrument, or agreement (including those set forth in the Plan Supplement) executed to implement the Plan or (2) under the PoJo Leases and Documents as modified by the PoJo Lease Modifications. For the avoidance of doubt, the EIX Litigation Claims shall not be released pursuant to the Plan, and the EIX Litigation Parties are not Released Parties.

Entry of the Confirmation Order shall constitute the Bankruptcy Court's approval, pursuant to Bankruptcy Rule 9019, of this Article VIII.D of the Plan, which includes by reference each of the related provisions and definitions contained in the Plan and shall constitute the Bankruptcy Court's finding that this Article VIII.D of the Plan is: (1) in exchange for the good and valuable consideration provided by the Released Parties; (2) a good faith settlement and compromise of the Claims released by this Article VIII.D of the Plan; (3) in the best interests of the Debtors, their Estates, and all Holders of Claims and Interests; (4) fair, equitable and reasonable; (5) given and made after due notice and opportunity for hearing; and (6) a bar to any of the Entities subject to this Article VIII.D of the Plan asserting any claim or cause of action released pursuant to this Article VIII.D of the Plan.

The Holder of the Class A4 General Unsecured Claim against EME (Not Assumed Liabilities) set forth in Item 1 elects to (optional):

- Opt Out of the Plan's Release Provisions with Respect to the Released Parties

Item 4. Certifications

By signing this Ballot, the undersigned certifies to the Court and the Debtors:

1. that either: (a) the Entity is the holder of the Class A4 Claim(s) being voted; or (b) the Entity is an authorized signatory for an Entity that is a holder of the Class A4 Claim(s) being voted;
2. that the Entity has received a copy of the Disclosure Statement, the Plan, and the Solicitation Package and acknowledges that the solicitation is being made pursuant to the terms and conditions set forth therein;
3. that the Entity has cast the same vote with respect to all Class A4 Claims;
4. that no other Ballots with respect to the Class A4 Claim(s) identified in Item 1 have been cast or, if any other Ballots have been cast with respect to such Claim(s), then any such Ballots dated earlier are hereby revoked;
5. that the Entity acknowledges that a vote to accept the Plan constitutes an acceptance of the treatment of such Entity's Class A4 Claim(s);

6. that the Entity understands and, if accepting the Plan, agrees with the treatment provided for its Claim(s) under the Plan;
7. that the Entity acknowledges and understands that (a) if no Holders of Claims eligible to vote in a particular Class vote to accept or reject the Plan, the Plan shall be deemed accepted by the holders of such Claims in such Class; and (b) any Class of Claims that does not have a Holder of an Allowed Claim or a Claim temporarily allowed by the Court as of the date of the Confirmation Hearing shall be deemed eliminated from the Plan for purposes of voting to accept or reject the Plan and for purposes of determining acceptance or rejection of the Plan by such Class pursuant to section 1129(a)(8) of the Bankruptcy Code; and
8. that the Entity acknowledges and agrees that the Debtors, in consultation with the Committee and the Supporting Noteholders, may make conforming changes to the Plan to the extent provided by Bankruptcy Rule 3019 as may be reasonably necessary; provided that the Debtors will not re-solicit acceptances or rejections of the Plan in the event of such conforming changes.

[Signature Page Follows]

Name of Holder: _____
(Please print or type)

Social Security Number or Federal Tax
Identification Number _____

Signature: _____

Name of Signatory: _____
(If other than Holder)³

Title: _____

Address: _____

Date Completed: _____

**PLEASE COMPLETE, SIGN, AND DATE THE BALLOT AND RETURN IT
PROMPTLY IN THE RETURN ENVELOPE PROVIDED. YOUR BALLOT MUST BE
ACTUALLY RECEIVED BY THE VOTING DEADLINE, WHICH IS 5:00 P.M.
PREVAILING CENTRAL TIME ON [JANUARY 29], 2014.**

³ If you are completing this Ballot on behalf of another person or entity, indicate your relationship with such person or entity and the capacity in which you are signing. You may be required to provide additional information or documentation with respect to such relationship.

INSTRUCTIONS FOR COMPLETING BALLOTS

1. The Debtors are soliciting the votes of Holders of Claims and Interests with respect to the Plan attached as **Exhibit A** to the Disclosure Statement. Capitalized terms used in the Ballot or in these instructions (the "Ballot Instructions") but not otherwise defined therein or herein shall have the meaning set forth in the Plan, the Disclosure Statement, or the Disclosure Statement Order, as applicable.
2. The Court may confirm the Plan and thereby bind you by the terms of the Plan. Please review the Disclosure Statement for more information.
3. To ensure that your vote is counted, you must: (a) complete the Ballot; (b) indicate your decision either to accept or reject the Plan in the boxes provided in Item 2 of the Ballot; and (c) sign and return the Ballot to the address set forth on the enclosed pre-addressed envelope. The Voting Deadline for the receipt of Ballots by the Notice, Claims, and Solicitation Agent is 5:00 p.m. (prevailing Central Time) on **[January 29], 2014**. Your completed Ballot must be received by the Notice, Claims, and Solicitation Agent on or before the Voting Deadline.
4. You must vote all of your Claims or Interests within a particular Class either to accept or reject the Plan and may not split your vote. Accordingly, a Ballot that partially rejects and partially accepts the Plan will not be counted. Further, if a Holder has multiple Claims or Interests within the same Class, the Debtors may, in his discretion, aggregate the Claims or Interests of any particular Holder within a Class for the purpose of counting votes.
5. If a Ballot is received after the Voting Deadline, it will not be counted unless the Debtors determine otherwise. The method of delivery of Ballots to the Notice, Claims, and Solicitation Agent is at the election and risk of each holder of a Claim or Interest. Except as otherwise provided herein, such delivery will be deemed made only when the Notice, Claims, and Solicitation Agent actually receives the originally executed Ballot. Instead of effecting delivery by mail, it is recommended, though not required, that Holders use an overnight or hand delivery service. In all cases, Holders should allow sufficient time to assure timely delivery. Delivery of a Ballot to the Notice, Claims, and Solicitation Agent by facsimile, e-mail, or any other electronic means shall not be valid. No Ballot should be sent to any of the Debtors, the Debtors' agents (other than the Notice, Claims, and Solicitation Agent), the Debtors' financial or legal advisors, the Committee, or the Committee's advisors, and if so sent will not be counted.
6. If multiple Ballots are received from the same Holder of a Claim or Interest with respect to the same Claim or Interest prior to the Voting Deadline, the last dated valid Ballot timely received will supersede and revoke any earlier dated Ballots.
7. The Ballot is not a letter of transmittal and may not be used for any purpose other than to vote to accept or reject the Plan. Accordingly, at this time, Holders of Claims and Interests should not surrender certificates or instruments representing or evidencing their

Claims, and neither the Debtors nor the Notice, Claims, and Solicitation Agent will accept delivery of any such certificates or instruments surrendered together with a Ballot.

8. This Ballot does not constitute, and shall not be deemed to be: (a) a Proof of a Claim or Interest; or (b) an assertion or admission of a Claim or Interest.
9. Please be sure to sign and date your Ballot. If you are signing a Ballot in your capacity as a trustee, executor, administrator, guardian, attorney in fact, officer of a corporation, or otherwise acting in a fiduciary or representative capacity, you should indicate such capacity when signing and, if requested by the Notice, Claims, and Solicitation Agent, the Debtors, or the Court, must submit proper evidence to the requesting party to so act on behalf of such Holder. In addition, please provide your name and mailing address if it is different from that set forth on the attached mailing label or if no such mailing label is attached to the Ballot.
10. If you hold Claims or Interests in more than one Class under the Plan or in multiple accounts, you may receive more than one Ballot coded for each different Class or account. Each Ballot votes only your Claims or Interests indicated on that Ballot. Please complete and return each Ballot you received.
11. The following Ballots shall not be counted in determining the acceptance or rejection of the Plan: (a) any Ballot that is illegible or contains insufficient information to permit the identification of the Holder of the Claim or Interest; (b) any Ballot cast by a Party that does not hold a Claim or Interest in a Class that is entitled to vote on the Plan; (c) any unsigned Ballot; (d) any Ballot not marked to accept or reject the Plan or any Ballot marked both to accept and reject the Plan; and (e) any Ballot submitted by any Entity not entitled to vote pursuant to the Solicitation Procedures.
12. If you believe you have received the wrong Ballot, you should contact the Notice, Claims, and Solicitation Agent immediately at (866) 241-6491.

PLEASE SUBMIT YOUR BALLOT PROMPTLY!

IF YOU HAVE ANY QUESTIONS REGARDING THIS BALLOT OR THE VOTING PROCEDURES, PLEASE CONTACT THE NOTICE, CLAIMS, AND SOLICITATION AGENT AT (866) 241-6491.

Exhibit 4-D

Ballot for Class A5 Claims

**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) |
| |) | |

**BALLOT FOR ACCEPTING OR REJECTING THE
DEBTORS' JOINT CHAPTER 11 PLAN OF REORGANIZATION**

CLASS A5 — JOINT-LIABILITY GENERAL UNSECURED CLAIMS AGAINST EME

**PLEASE READ AND FOLLOW THE ENCLOSED INSTRUCTIONS FOR
COMPLETING BALLOTS CAREFULLY BEFORE COMPLETING THE BALLOT**

**THIS BALLOT MUST BE ACTUALLY RECEIVED BY [JANUARY 29], 2014, BY
5:00 P.M. (PREVAILING CENTRAL TIME) (THE “VOTING DEADLINE”)**

The above-captioned debtors and debtors in possession (collectively, the “Debtors”) have sent this Ballot to you because our records indicate that you are a holder of a Class A5 Joint-Liability General Unsecured Claims against EME, and accordingly, you have a right to vote to accept or reject the *Debtors’ Joint Chapter 11 Plan of Reorganization* [Docket No. ___] (as may be further amended or supplemented from time to time and including all exhibits or supplements thereto, the “Plan”).²

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 Capitalized terms used but not otherwise defined herein shall have the meanings set forth in the Plan, Disclosure Statement (as defined herein) or the *Order Approving (A) the Adequacy of the Disclosure Statement, (B) the Solicitation and Notice Procedures with Respect to Confirmation of the Debtors’ Joint Chapter 11 Plan of Reorganization, (C) the Form of Ballots and Notices in Connection Therewith, and (D) the Scheduling of Certain Dates with Respect Thereto* [Docket No. ___] (the “Disclosure Statement Order”).

Your rights are described in the *Disclosure Statement for the Debtors' Joint Chapter 11 Plan of Reorganization*, and all exhibits related thereto [Docket No. ___] (as may be further amended or supplemented from time to time and including all exhibits or supplements thereto, the "Disclosure Statement") and the Disclosure Statement Order. The Disclosure Statement, the Plan, the Disclosure Statement Order, and certain other materials contained in the Solicitation Package are included in the packet you are receiving with this Ballot. If you need to obtain additional solicitation materials, you may contact GCG, Inc., the claims agent retained by the Debtors in these chapter 11 cases (the "Notice, Claims, and Solicitation Agent") by: (a) accessing the Notice, Claims, and Solicitation Agent's website at www.edisonmissionrestructuring.com; (b) writing to the Notice, Claims, and Solicitation Agent, by first-class mail, Edison Mission Energy, et al., c/o GCG, P.O. Box 9942, Dublin, OH 43017-5942, or by writing, by hand delivery or overnight mail, Edison Mission Energy, et al., c/o GCG, 5151 Blazer Parkway, Suite A, Dublin, OH 43017; or (c) calling the Notice, Claims, and Solicitation Agent at (866) 241-6491.

The Court has approved the Disclosure Statement as containing adequate information, as required under section 1125 of the Bankruptcy Code. Court approval of the Disclosure Statement does not indicate approval of the Plan by the Court. This Ballot may not be used for any purpose other than to vote to accept or reject the Plan. If you believe you have received this Ballot in error, please contact the Notice, Claims, and Solicitation Agent at the address or telephone number set forth above.

You should review the Disclosure Statement and the Plan before you vote. You may wish to seek legal advice concerning the Plan and the Plan's classification and treatment of your Claim. Your Claim has been placed in Class A5 Joint-Liability General Unsecured Claims against EME under the Plan. If you hold Claims in more than one Class, you will receive a Ballot for each Class in which you are entitled to vote.

If the Notice, Claims, and Solicitation Agent does not receive your Ballot on or before the Voting Deadline, which is [January 29], 2014, at 5:00 p.m. (prevailing Central Time), and if the Voting Deadline is not extended, your vote will not count. **If the Court confirms the Plan, it will bind you regardless of whether you vote.**

Item 1. Principal Amount of Class A5 Joint-Liability General Unsecured Claims against EME

The undersigned hereby certifies that as of the Voting Record Date, December 16, 2013, the undersigned was the Holder of a Class A5 Joint-Liability General Unsecured Claims against EME in the following amount (insert amount in box below):

| |
|---------------------------|
| Amount of Claim: \$ _____ |
|---------------------------|

Item 2. Vote on Plan

The Holder of the Class A5 Joint-Liability General Unsecured Claims against EME set forth in Item 1 votes to (please check one):

| | |
|--|--|
| <p><u>ACCEPT THE PLAN</u></p> <p><input type="checkbox"/></p> | <p><u>REJECT THE PLAN</u></p> <p><input type="checkbox"/></p> |
|--|--|

Any Ballot that is executed by the Holder of a Claim, but that indicates both an acceptance and a rejection of the Plan or does not indicate either an acceptance or rejection of the Plan, will not be counted.

IMPORTANT INFORMATION REGARDING THE THIRD PARTY RELEASE:

IF YOU VOTE TO **ACCEPT** THE PLAN, YOU ARE AUTOMATICALLY DEEMED TO CONSENT TO THE PLAN’S THIRD PARTY RELEASE DESCRIBED IN ITEM 3, BELOW.

IF YOU VOTE TO **REJECT** THE PLAN OR DO NOT SUBMIT A VOTE, YOU ARE NOT BOUND BY THE PLAN’S THIRD PARTY RELEASE DESCRIBED IN ITEM 3, BELOW.

ALTERNATIVELY, YOU MAY OPT OUT OF THE PLAN’S RELEASE PROVISIONS WITH RESPECT TO THE RELEASED PARTIES BY MAKING AN ELECTION IN ITEM 3, BELOW.

Item 3. Article VIII.D of the Plan provides for the following Release by Holders of Claims and Interests:

Notwithstanding anything contained herein to the contrary, on the Confirmation Date and effective as of the Effective Date and to the fullest extent authorized by applicable law, the Releasing Parties are deemed to have released and discharged the Debtors and their Estates and the Released Parties from any and all claims, interests, obligations, rights, suits, damages, causes of action, remedies, and liabilities whatsoever, including any derivative claims, asserted on behalf of any Debtor, whether known or unknown, foreseen or unforeseen, existing or hereinafter arising, in law, equity, or otherwise, that such entity would have been legally entitled to assert (whether individually or collectively), based on or relating to, or in any manner arising from, in whole or in part, the Debtors, the Debtors’ restructuring, the Chapter 11 Cases, the purchase, sale, or rescission of the purchase or sale of any security of the Debtors, the subject matter of, or the transactions or events giving rise to, any claim or interest that is treated in the Plan, the business or contractual arrangements between any Debtor and any Released Party, the restructuring of claims and interests prior to or in the Chapter 11 Cases, the negotiation, formulation, or preparation of the Plan, the Disclosure Statement, the Plan Supplement, the Plan Sponsor Agreement or any related agreements, instruments, or other documents, upon any other act or omission, transaction, agreement, event, or other occurrence taking place on or before the

Effective Date, other than claims or liabilities arising out of or relating to any act or omission of a Released Party that constitutes actual fraud, willful misconduct, or gross negligence. Notwithstanding anything to the contrary in the foregoing, the release set forth above does not release any obligations arising on or after the Effective Date (1) of any party under the Plan or any document, instrument, or agreement (including those set forth in the Plan Supplement) executed to implement the Plan or (2) under the PoJo Leases and Documents as modified by the PoJo Lease Modifications. For the avoidance of doubt, the EIX Litigation Claims shall not be released pursuant to the Plan, and the EIX Litigation Parties are not Released Parties.

Entry of the Confirmation Order shall constitute the Bankruptcy Court's approval, pursuant to Bankruptcy Rule 9019, of this Article VIII.D of the Plan, which includes by reference each of the related provisions and definitions contained in the Plan and shall constitute the Bankruptcy Court's finding that this Article VIII.D of the Plan is: (1) in exchange for the good and valuable consideration provided by the Released Parties; (2) a good faith settlement and compromise of the Claims released by this Article VIII.D of the Plan; (3) in the best interests of the Debtors, their Estates, and all Holders of Claims and Interests; (4) fair, equitable and reasonable; (5) given and made after due notice and opportunity for hearing; and (6) a bar to any of the Entities subject to this Article VIII.D of the Plan asserting any claim or cause of action released pursuant to this Article VIII.D of the Plan.

The Holder of the Class A5 Joint-Liability General Unsecured Claim against EME set forth in Item 1 elects to (optional):

- Opt Out of the Plan's Release Provisions with Respect to the Released Parties

Item 4. Certifications

By signing this Ballot, the undersigned certifies to the Court and the Debtors:

1. that either: (a) the Entity is the holder of the Class A5 Claim(s) being voted; or (b) the Entity is an authorized signatory for an Entity that is a holder of the Class A5 Claim(s) being voted;
2. that the Entity has received a copy of the Disclosure Statement, the Plan, and the Solicitation Package and acknowledges that the solicitation is being made pursuant to the terms and conditions set forth therein;
3. that the Entity has cast the same vote with respect to all Class A5 Claims;
4. that no other Ballots with respect to the amount of the Class A5 Claim(s) identified in Item 1 have been cast or, if any other Ballots have been cast with respect to such Claim(s), then any such Ballots dated earlier are hereby revoked;

5. that the Entity acknowledges that a vote to accept the Plan constitutes an acceptance of the treatment of such Entity's Class A5 Claim(s);
6. that the Entity understands and, if accepting the Plan, agrees with the treatment provided for its Claim(s) under the Plan;
7. that the Entity acknowledges and understands that (a) if no Holders of Claims eligible to vote in a particular Class vote to accept or reject the Plan, the Plan shall be deemed accepted by the holders of such Claims in such Class; and (b) any Class of Claims that does not have a Holder of an Allowed Claim or a Claim temporarily allowed by the Court as of the date of the Confirmation Hearing shall be deemed eliminated from the Plan for purposes of voting to accept or reject the Plan and for purposes of determining acceptance or rejection of the Plan by such Class pursuant to section 1129(a)(8) of the Bankruptcy Code; and
8. that the Entity acknowledges and agrees that the Debtors, in consultation with the Committee and the Supporting Noteholders, may make conforming changes to the Plan to the extent provided by Bankruptcy Rule 3019 as may be reasonably necessary; provided that the Debtors will not re-solicit acceptances or rejections of the Plan in the event of such conforming changes.

[Signature Page Follows]

Name of Holder: _____
(Please print or type)

Social Security Number or Federal Tax
Identification Number _____

Signature: _____

Name of Signatory: _____
(If other than Holder)³

Title: _____

Address: _____

Date Completed: _____

**PLEASE COMPLETE, SIGN, AND DATE THE BALLOT AND RETURN IT
PROMPTLY IN THE RETURN ENVELOPE PROVIDED. YOUR BALLOT MUST BE
ACTUALLY RECEIVED BY THE VOTING DEADLINE, WHICH IS 5:00 P.M.
PREVAILING CENTRAL TIME ON [JANUARY 29], 2014.**

³ If you are completing this Ballot on behalf of another person or entity, indicate your relationship with such person or entity and the capacity in which you are signing. You may be required to provide additional information or documentation with respect to such relationship.

INSTRUCTIONS FOR COMPLETING BALLOTS

1. The Debtors are soliciting the votes of Holders of Claims and Interests with respect to the Plan attached as **Exhibit A** to the Disclosure Statement. Capitalized terms used in the Ballot or in these instructions (the “**Ballot Instructions**”) but not otherwise defined therein or herein shall have the meaning set forth in the Plan, the Disclosure Statement, or the Disclosure Statement Order, as applicable.
2. The Court may confirm the Plan and thereby bind you by the terms of the Plan. Please review the Disclosure Statement for more information.
3. To ensure that your vote is counted, you must: (a) complete the Ballot; (b) indicate your decision either to accept or reject the Plan in the boxes provided in Item 2 of the Ballot; and (c) sign and return the Ballot to the address set forth on the enclosed pre-addressed envelope. The Voting Deadline for the receipt of Ballots by the Notice, Claims, and Solicitation Agent is 5:00 p.m. (prevailing Central Time) on **[January 29], 2014**. Your completed Ballot must be received by the Notice, Claims, and Solicitation Agent on or before the Voting Deadline.
4. You must vote all of your Claims or Interests within a particular Class either to accept or reject the Plan and may not split your vote. Accordingly, a Ballot that partially rejects and partially accepts the Plan will not be counted. Further, if a Holder has multiple Claims or Interests within the same Class, the Debtors may, in his discretion, aggregate the Claims or Interests of any particular Holder within a Class for the purpose of counting votes.
5. If a Ballot is received after the Voting Deadline, it will not be counted unless the Debtors determine otherwise. The method of delivery of Ballots to the Notice, Claims, and Solicitation Agent is at the election and risk of each holder of a Claim or Interest. Except as otherwise provided herein, such delivery will be deemed made only when the Notice, Claims, and Solicitation Agent actually receives the originally executed Ballot. Instead of effecting delivery by mail, it is recommended, though not required, that Holders use an overnight or hand delivery service. In all cases, Holders should allow sufficient time to assure timely delivery. Delivery of a Ballot to the Notice, Claims, and Solicitation Agent by facsimile, e-mail, or any other electronic means shall not be valid. No Ballot should be sent to any of the Debtors, the Debtors’ agents (other than the Notice, Claims, and Solicitation Agent), the Debtors’ financial or legal advisors, the Committee, or the Committee’s advisors, and if so sent will not be counted.
6. If multiple Ballots are received from the same Holder of a Claim or Interest with respect to the same Claim or Interest prior to the Voting Deadline, the last dated valid Ballot timely received will supersede and revoke any earlier dated Ballots.
7. The Ballot is not a letter of transmittal and may not be used for any purpose other than to vote to accept or reject the Plan. Accordingly, at this time, Holders of Claims and Interests should not surrender certificates or instruments representing or evidencing their

Claims, and neither the Debtors nor the Notice, Claims, and Solicitation Agent will accept delivery of any such certificates or instruments surrendered together with a Ballot.

8. This Ballot does not constitute, and shall not be deemed to be: (a) a Proof of a Claim or Interest; or (b) an assertion or admission of a Claim or Interest.
9. Please be sure to sign and date your Ballot. If you are signing a Ballot in your capacity as a trustee, executor, administrator, guardian, attorney in fact, officer of a corporation, or otherwise acting in a fiduciary or representative capacity, you should indicate such capacity when signing and, if requested by the Notice, Claims, and Solicitation Agent, the Debtors, or the Court, must submit proper evidence to the requesting party to so act on behalf of such Holder. In addition, please provide your name and mailing address if it is different from that set forth on the attached mailing label or if no such mailing label is attached to the Ballot.
10. If you hold Claims or Interests in more than one Class under the Plan or in multiple accounts, you may receive more than one Ballot coded for each different Class or account. Each Ballot votes only your Claims or Interests indicated on that Ballot. Please complete and return each Ballot you received.
11. The following Ballots shall not be counted in determining the acceptance or rejection of the Plan: (a) any Ballot that is illegible or contains insufficient information to permit the identification of the Holder of the Claim or Interest; (b) any Ballot cast by a Party that does not hold a Claim or Interest in a Class that is entitled to vote on the Plan; (c) any unsigned Ballot; (d) any Ballot not marked to accept or reject the Plan or any Ballot marked both to accept and reject the Plan; and (e) any Ballot submitted by any Entity not entitled to vote pursuant to the Solicitation Procedures.
12. If you believe you have received the wrong Ballot, you should contact the Notice, Claims, and Solicitation Agent immediately at (866) 241-6491.

PLEASE SUBMIT YOUR BALLOT PROMPTLY!

IF YOU HAVE ANY QUESTIONS REGARDING THIS BALLOT OR THE VOTING PROCEDURES, PLEASE CONTACT THE NOTICE, CLAIMS, AND SOLICITATION AGENT AT (866) 241-6491.

Exhibit 4-E

Ballot for Class B3 Claims

UNITED STATES BANKRUPTCY COURT
NORTHERN DISTRICT OF ILLINOIS
EASTERN DIVISION

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

**BALLOT FOR ACCEPTING OR REJECTING THE
DEBTORS' JOINT CHAPTER 11 PLAN OF REORGANIZATION**

CLASS B3 — GENERAL UNSECURED CLAIMS AGAINST DEBTOR SUBSIDIARIES

**PLEASE READ AND FOLLOW THE ENCLOSED INSTRUCTIONS FOR
COMPLETING BALLOTS CAREFULLY BEFORE COMPLETING THE BALLOT**

**THIS BALLOT MUST BE ACTUALLY RECEIVED BY [JANUARY 29], 2014, BY
5:00 P.M. (PREVAILING CENTRAL TIME) (THE "VOTING DEADLINE")**

The above-captioned debtors and debtors in possession (collectively, the "Debtors") have sent this Ballot to you because our records indicate that you are a holder of a Class B3 General Unsecured Claim against Debtor Subsidiaries, and accordingly, you have a right to vote to accept or reject the *Debtors' Joint Chapter 11 Plan of Reorganization* [Docket No. ____] (as may be further amended or supplemented from time to time and including all exhibits or supplements thereto, the "Plan").²

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 Capitalized terms used but not otherwise defined herein shall have the meanings set forth in the Plan, Disclosure Statement (as defined herein) or the *Order Approving (A) the Adequacy of the Disclosure Statement, (B) the Solicitation and Notice Procedures with Respect to Confirmation of the Debtors' Joint Chapter 11 Plan of Reorganization, (C) the Form of Ballots and Notices in Connection Therewith, and (D) the Scheduling of Certain Dates with Respect Thereto* [Docket No. ____] (the "Disclosure Statement Order").

Your rights are described in the *Disclosure Statement for the Debtors' Joint Chapter 11 Plan of Reorganization*, and all exhibits related thereto [Docket No. ___] (as may be further amended or supplemented from time to time and including all exhibits or supplements thereto, the "Disclosure Statement") and the Disclosure Statement Order. The Disclosure Statement, the Plan, the Disclosure Statement Order, and certain other materials contained in the Solicitation Package are included in the packet you are receiving with this Ballot. If you need to obtain additional solicitation materials, you may contact GCG, Inc., the claims agent retained by the Debtors in these chapter 11 cases (the "Notice, Claims, and Solicitation Agent") by: (a) accessing the Notice, Claims, and Solicitation Agent's website at www.edisonmissionrestructuring.com; (b) writing to the Notice, Claims, and Solicitation Agent, by first-class mail, Edison Mission Energy, et al., c/o GCG, P.O. Box 9942, Dublin, OH 43017-5942, or by writing, by hand delivery or overnight mail, Edison Mission Energy, et al., c/o GCG, 5151 Blazer Parkway, Suite A, Dublin, OH 43017; or (c) calling the Notice, Claims, and Solicitation Agent at (866) 241-6491.

The Court has approved the Disclosure Statement as containing adequate information, as required under section 1125 of the Bankruptcy Code. Court approval of the Disclosure Statement does not indicate approval of the Plan by the Court. This Ballot may not be used for any purpose other than to vote to accept or reject the Plan. If you believe you have received this Ballot in error, please contact the Notice, Claims, and Solicitation Agent at the address or telephone number set forth above.

You should review the Disclosure Statement and the Plan before you vote. You may wish to seek legal advice concerning the Plan and the Plan's classification and treatment of your Claim. Your Claim has been placed in Class B3 General Unsecured Claim against Debtor Subsidiaries under the Plan. If you hold Claims in more than one Class, you will receive a Ballot for each Class in which you are entitled to vote.

If the Notice, Claims, and Solicitation Agent does not receive your Ballot on or before the Voting Deadline, which is [January 29], 2014, at 5:00 p.m. (prevailing Central Time), and if the Voting Deadline is not extended, your vote will not count. **If the Court confirms the Plan, it will bind you regardless of whether you vote.**

Item 1. Principal Amount of Class B3 General Unsecured Claim Against Debtor Subsidiaries

The undersigned hereby certifies that as of the Voting Record Date, December 16, 2013, the undersigned was the Holder of a Class B3 General Unsecured Claim against Debtor Subsidiaries in the following amount (insert amount in box below):

| |
|---------------------------|
| Amount of Claim: \$ _____ |
|---------------------------|

Item 2. Vote on Plan

The Holder of the Class B3 General Unsecured Claim against Debtor Subsidiaries set forth in Item 1 votes to (please check one):

| | |
|---|---|
| <u>ACCEPT THE PLAN</u> <input type="checkbox"/> | <u>REJECT THE PLAN</u> <input type="checkbox"/> |
|---|---|

Any Ballot that is executed by the Holder of a Claim, but that indicates both an acceptance and a rejection of the Plan or does not indicate either an acceptance or rejection of the Plan, will not be counted.

IMPORTANT INFORMATION REGARDING THE THIRD PARTY RELEASE:

IF YOU VOTE TO **ACCEPT** THE PLAN, YOU ARE AUTOMATICALLY DEEMED TO CONSENT TO THE PLAN’S THIRD PARTY RELEASE DESCRIBED IN ITEM 3, BELOW.

IF YOU VOTE TO **REJECT** THE PLAN OR DO NOT SUBMIT A VOTE, YOU ARE NOT BOUND BY THE PLAN’S THIRD PARTY RELEASE DESCRIBED IN ITEM 3, BELOW.

ALTERNATIVELY, YOU MAY OPT OUT OF THE PLAN’S RELEASE PROVISIONS WITH RESPECT TO THE RELEASED PARTIES BY MAKING AN ELECTION IN ITEM 3, BELOW.

Item 3. Article VIII.D of the Plan provides for the following Release by Holders of Claims and Interests:

Notwithstanding anything contained herein to the contrary, on the Confirmation Date and effective as of the Effective Date and to the fullest extent authorized by applicable law, the Releasing Parties are deemed to have released and discharged the Debtors and their Estates and the Released Parties from any and all claims, interests, obligations, rights, suits, damages, causes of action, remedies, and liabilities whatsoever, including any derivative claims, asserted on behalf of any Debtor, whether known or unknown, foreseen or unforeseen, existing or hereinafter arising, in law, equity, or otherwise, that such entity would have been legally entitled to assert (whether individually or collectively), based on or relating to, or in any manner arising from, in whole or in part, the Debtors, the Debtors’ restructuring, the Chapter 11 Cases, the purchase, sale, or rescission of the purchase or sale of any security of the Debtors, the subject matter of, or the transactions or events giving rise to, any claim or interest that is treated in the Plan, the business or contractual arrangements between any Debtor and any Released Party, the restructuring of claims and interests prior to or in the Chapter 11 Cases, the negotiation, formulation, or preparation of the Plan, the Disclosure Statement, the Plan Supplement, the Plan Sponsor Agreement or any related agreements, instruments, or other documents, upon any other act or omission, transaction, agreement, event, or other occurrence taking place on or before the

Effective Date, other than claims or liabilities arising out of or relating to any act or omission of a Released Party that constitutes actual fraud, willful misconduct, or gross negligence. Notwithstanding anything to the contrary in the foregoing, the release set forth above does not release any obligations arising on or after the Effective Date (1) of any party under the Plan or any document, instrument, or agreement (including those set forth in the Plan Supplement) executed to implement the Plan or (2) under the PoJo Leases and Documents as modified by the PoJo Lease Modifications. For the avoidance of doubt, the EIX Litigation Claims shall not be released pursuant to the Plan, and the EIX Litigation Parties are not Released Parties.

Entry of the Confirmation Order shall constitute the Bankruptcy Court's approval, pursuant to Bankruptcy Rule 9019, of this Article VIII.D of the Plan, which includes by reference each of the related provisions and definitions contained in the Plan and shall constitute the Bankruptcy Court's finding that this Article VIII.D of the Plan is: (1) in exchange for the good and valuable consideration provided by the Released Parties; (2) a good faith settlement and compromise of the Claims released by this Article VIII.D of the Plan; (3) in the best interests of the Debtors, their Estates, and all Holders of Claims and Interests; (4) fair, equitable and reasonable; (5) given and made after due notice and opportunity for hearing; and (6) a bar to any of the Entities subject to this Article VIII.D of the Plan asserting any claim or cause of action released pursuant to this Article VIII.D of the Plan.

The Holder of the Class B3 General Unsecured Claim against Debtor Subsidiaries set forth in Item 1 elects to (optional):

- Opt Out of the Plan's Release Provisions with Respect to the Released Parties

Item 4. Certifications

By signing this Ballot, the undersigned certifies to the Court and the Debtors:

1. that either: (a) the Entity is the holder of the Class B3 Claim(s) being voted; or (b) the Entity is an authorized signatory for an Entity that is a holder of the Class B3 Claim(s) being voted;
2. that the Entity has received a copy of the Disclosure Statement, the Plan, and the Solicitation Package and acknowledges that the solicitation is being made pursuant to the terms and conditions set forth therein;
3. that the Entity has cast the same vote with respect to all Class B3 Claims;
4. that no other Ballots with respect to the amount of the Class B3 Claim(s) identified in Item 1 have been cast or, if any other Ballots have been cast with respect to such Claim(s), then any such Ballots dated earlier are hereby revoked;

5. that the Entity acknowledges that a vote to accept the Plan constitutes an acceptance of the treatment of such Entity's Class B3 Claim(s);
6. that the Entity understands and, if accepting the Plan, agrees with the treatment provided for its Claim(s) under the Plan;
7. that the Entity acknowledges and understands that (a) if no Holders of Claims eligible to vote in a particular Class vote to accept or reject the Plan, the Plan shall be deemed accepted by the holders of such Claims in such Class; and (b) any Class of Claims that does not have a Holder of an Allowed Claim or a Claim temporarily allowed by the Court as of the date of the Confirmation Hearing shall be deemed eliminated from the Plan for purposes of voting to accept or reject the Plan and for purposes of determining acceptance or rejection of the Plan by such Class pursuant to section 1129(a)(8) of the Bankruptcy Code; and
8. that the Entity acknowledges and agrees that the Debtors, in consultation with the Committee and the Supporting Noteholders, may make conforming changes to the Plan to the extent provided by Bankruptcy Rule 3019 as may be reasonably necessary; provided that the Debtors will not re-solicit acceptances or rejections of the Plan in the event of such conforming changes.

[Signature Page Follows]

Name of Holder: _____
(Please print or type)

Social Security Number or Federal Tax
Identification Number _____

Signature: _____

Name of Signatory: _____
(If other than Holder)³

Title: _____

Address: _____

Date Completed: _____

**PLEASE COMPLETE, SIGN, AND DATE THE BALLOT AND RETURN IT
PROMPTLY IN THE RETURN ENVELOPE PROVIDED. YOUR BALLOT MUST BE
ACTUALLY RECEIVED BY THE VOTING DEADLINE, WHICH IS 5:00 P.M.
PREVAILING CENTRAL TIME ON [JANUARY 29], 2014.**

³ If you are completing this Ballot on behalf of another person or entity, indicate your relationship with such person or entity and the capacity in which you are signing. You may be required to provide additional information or documentation with respect to such relationship.

INSTRUCTIONS FOR COMPLETING BALLOTS

1. The Debtors are soliciting the votes of Holders of Claims and Interests with respect to the Plan attached as **Exhibit A** to the Disclosure Statement. Capitalized terms used in the Ballot or in these instructions (the “**Ballot Instructions**”) but not otherwise defined therein or herein shall have the meaning set forth in the Plan, the Disclosure Statement, or the Disclosure Statement Order, as applicable.
2. The Court may confirm the Plan and thereby bind you by the terms of the Plan. Please review the Disclosure Statement for more information.
3. To ensure that your vote is counted, you must: (a) complete the Ballot; (b) indicate your decision either to accept or reject the Plan in the boxes provided in Item 2 of the Ballot; and (c) sign and return the Ballot to the address set forth on the enclosed pre-addressed envelope. The Voting Deadline for the receipt of Ballots by the Notice, Claims, and Solicitation Agent is 5:00 p.m. (prevailing Central Time) on **[January 29], 2014**. Your completed Ballot must be received by the Notice, Claims, and Solicitation Agent on or before the Voting Deadline.
4. You must vote all of your Claims or Interests within a particular Class either to accept or reject the Plan and may not split your vote. Accordingly, a Ballot that partially rejects and partially accepts the Plan will not be counted. Further, if a Holder has multiple Claims or Interests within the same Class, the Debtors may, in his discretion, aggregate the Claims or Interests of any particular Holder within a Class for the purpose of counting votes.
5. If a Ballot is received after the Voting Deadline, it will not be counted unless the Debtors determine otherwise. The method of delivery of Ballots to the Notice, Claims, and Solicitation Agent is at the election and risk of each holder of a Claim or Interest. Except as otherwise provided herein, such delivery will be deemed made only when the Notice, Claims, and Solicitation Agent actually receives the originally executed Ballot. Instead of effecting delivery by mail, it is recommended, though not required, that Holders use an overnight or hand delivery service. In all cases, Holders should allow sufficient time to assure timely delivery. Delivery of a Ballot to the Notice, Claims, and Solicitation Agent by facsimile, e-mail, or any other electronic means shall not be valid. No Ballot should be sent to any of the Debtors, the Debtors’ agents (other than the Notice, Claims, and Solicitation Agent), the Debtors’ financial or legal advisors, the Committee, or the Committee’s advisors, and if so sent will not be counted.
6. If multiple Ballots are received from the same Holder of a Claim or Interest with respect to the same Claim or Interest prior to the Voting Deadline, the last dated valid Ballot timely received will supersede and revoke any earlier dated Ballots.
7. The Ballot is not a letter of transmittal and may not be used for any purpose other than to vote to accept or reject the Plan. Accordingly, at this time, Holders of Claims and Interests should not surrender certificates or instruments representing or evidencing their

Claims, and neither the Debtors nor the Notice, Claims, and Solicitation Agent will accept delivery of any such certificates or instruments surrendered together with a Ballot.

8. This Ballot does not constitute, and shall not be deemed to be: (a) a Proof of a Claim or Interest; or (b) an assertion or admission of a Claim or Interest.
9. Please be sure to sign and date your Ballot. If you are signing a Ballot in your capacity as a trustee, executor, administrator, guardian, attorney in fact, officer of a corporation, or otherwise acting in a fiduciary or representative capacity, you should indicate such capacity when signing and, if requested by the Notice, Claims, and Solicitation Agent, the Debtors, or the Court, must submit proper evidence to the requesting party to so act on behalf of such Holder. In addition, please provide your name and mailing address if it is different from that set forth on the attached mailing label or if no such mailing label is attached to the Ballot.
10. If you hold Claims or Interests in more than one Class under the Plan or in multiple accounts, you may receive more than one Ballot coded for each different Class or account. Each Ballot votes only your Claims or Interests indicated on that Ballot. Please complete and return each Ballot you received.
11. The following Ballots shall not be counted in determining the acceptance or rejection of the Plan: (a) any Ballot that is illegible or contains insufficient information to permit the identification of the Holder of the Claim or Interest; (b) any Ballot cast by a Party that does not hold a Claim or Interest in a Class that is entitled to vote on the Plan; (c) any unsigned Ballot; (d) any Ballot not marked to accept or reject the Plan or any Ballot marked both to accept and reject the Plan; and (e) any Ballot submitted by any Entity not entitled to vote pursuant to the Solicitation Procedures.
12. If you believe you have received the wrong Ballot, you should contact the Notice, Claims, and Solicitation Agent immediately at (866) 241-6491.

PLEASE SUBMIT YOUR BALLOT PROMPTLY!

IF YOU HAVE ANY QUESTIONS REGARDING THIS BALLOT OR THE VOTING PROCEDURES, PLEASE CONTACT THE NOTICE, CLAIMS, AND SOLICITATION AGENT AT (866) 241-6491.

Exhibit 4-F

Ballot for Class C3 Claims

UNITED STATES BANKRUPTCY COURT
NORTHERN DISTRICT OF ILLINOIS
EASTERN DIVISION

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

**BALLOT FOR ACCEPTING OR REJECTING THE
DEBTORS' JOINT CHAPTER 11 PLAN OF REORGANIZATION**

CLASS C3 — GENERAL UNSECURED CLAIMS AGAINST HOMER CITY DEBTORS

**PLEASE READ AND FOLLOW THE ENCLOSED INSTRUCTIONS FOR
COMPLETING BALLOTS CAREFULLY BEFORE COMPLETING THE BALLOT**

**THIS BALLOT MUST BE ACTUALLY RECEIVED BY [JANUARY 29], 2014, BY
5:00 P.M. (PREVAILING CENTRAL TIME) (THE “VOTING DEADLINE”)**

The above-captioned debtors and debtors in possession (collectively, the “Debtors”) have sent this Ballot to you because our records indicate that you are a holder of a Class C3 General Unsecured Claim against Homer City Debtors, and accordingly, you have a right to vote to accept or reject the *Debtors’ Joint Chapter 11 Plan of Reorganization* [Docket No. ___] (as may be further amended or supplemented from time to time and including all exhibits or supplements thereto, the “Plan”).²

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 Capitalized terms used but not otherwise defined herein shall have the meanings set forth in the Plan, Disclosure Statement (as defined herein) or the *Order Approving (A) the Adequacy of the Disclosure Statement, (B) the Solicitation and Notice Procedures with Respect to Confirmation of the Debtors’ Joint Chapter 11 Plan of Reorganization, (C) the Form of Ballots and Notices in Connection Therewith, and (D) the Scheduling of Certain Dates with Respect Thereto* [Docket No. ___] (the “Disclosure Statement Order”).

Your rights are described in the *Disclosure Statement for the Debtors' Joint Chapter 11 Plan of Reorganization*, and all exhibits related thereto [Docket No. ___] (as may be further amended or supplemented from time to time and including all exhibits or supplements thereto, the "Disclosure Statement") and the Disclosure Statement Order. The Disclosure Statement, the Plan, the Disclosure Statement Order, and certain other materials contained in the Solicitation Package are included in the packet you are receiving with this Ballot. If you need to obtain additional solicitation materials, you may contact GCG, Inc., the claims agent retained by the Debtors in these chapter 11 cases (the "Notice, Claims, and Solicitation Agent") by: (a) accessing the Notice, Claims, and Solicitation Agent's website at www.edisonmissionrestructuring.com; (b) writing to the Notice, Claims, and Solicitation Agent, by first-class mail, Edison Mission Energy, et al., c/o GCG, P.O. Box 9942, Dublin, OH 43017-5942, or by writing, by hand delivery or overnight mail, Edison Mission Energy, et al., c/o GCG, 5151 Blazer Parkway, Suite A, Dublin, OH 43017; or (c) calling the Notice, Claims, and Solicitation Agent at (866) 241-6491.

The Court has approved the Disclosure Statement as containing adequate information, as required under section 1125 of the Bankruptcy Code. Court approval of the Disclosure Statement does not indicate approval of the Plan by the Court. This Ballot may not be used for any purpose other than to vote to accept or reject the Plan. If you believe you have received this Ballot in error, please contact the Notice, Claims, and Solicitation Agent at the address or telephone number set forth above.

You should review the Disclosure Statement and the Plan before you vote. You may wish to seek legal advice concerning the Plan and the Plan's classification and treatment of your Claim. Your Claim has been placed in Class C3 General Unsecured Claim against Homer City Debtors under the Plan. If you hold Claims in more than one Class, you will receive a Ballot for each Class in which you are entitled to vote.

If the Notice, Claims, and Solicitation Agent does not receive your Ballot on or before the Voting Deadline, which is [January 29], 2014, at 5:00 p.m. (prevailing Central Time), and if the Voting Deadline is not extended, your vote will not count. **If the Court confirms the Plan, it will bind you regardless of whether you vote.**

Item 1. Principal Amount of Class C3 General Unsecured Claim Against Homer City Debtors

The undersigned hereby certifies that as of the Voting Record Date, December 16, 2013, the undersigned was the Holder of a Class C3 General Unsecured Claim against Homer City Debtors in the following amount (insert amount in box below):

| |
|---------------------------|
| Amount of Claim: \$ _____ |
|---------------------------|

Item 2. Vote on Plan

The Holder of the Class C3 General Unsecured Claim against Homer City Debtors set forth in Item 1 votes to (please check one):

| | |
|---|---|
| <u>ACCEPT THE PLAN</u> <input type="checkbox"/> | <u>REJECT THE PLAN</u> <input type="checkbox"/> |
|---|---|

Any Ballot that is executed by the Holder of a Claim, but that indicates both an acceptance and a rejection of the Plan or does not indicate either an acceptance or rejection of the Plan, will not be counted.

IMPORTANT INFORMATION REGARDING THE THIRD PARTY RELEASE:

IF YOU VOTE TO **ACCEPT** THE PLAN, YOU ARE AUTOMATICALLY DEEMED TO CONSENT TO THE PLAN'S THIRD PARTY RELEASE DESCRIBED IN ITEM 3, BELOW.

IF YOU VOTE TO **REJECT** THE PLAN OR DO NOT SUBMIT A VOTE, YOU ARE NOT BOUND BY THE PLAN'S THIRD PARTY RELEASE DESCRIBED IN ITEM 3, BELOW.

ALTERNATIVELY, YOU MAY OPT OUT OF THE PLAN'S RELEASE PROVISIONS WITH RESPECT TO THE RELEASED PARTIES BY MAKING AN ELECTION IN ITEM 3, BELOW.

Item 3. Article VIII.D of the Plan provides for the following Release by Holders of Claims and Interests:

Notwithstanding anything contained herein to the contrary, on the Confirmation Date and effective as of the Effective Date and to the fullest extent authorized by applicable law, the Releasing Parties are deemed to have released and discharged the Debtors and their Estates and the Released Parties from any and all claims, interests, obligations, rights, suits, damages, causes of action, remedies, and liabilities whatsoever, including any derivative claims, asserted on behalf of any Debtor, whether known or unknown, foreseen or unforeseen, existing or hereinafter arising, in law, equity, or otherwise, that such entity would have been legally entitled to assert (whether individually or collectively), based on or relating to, or in any manner arising from, in whole or in part, the Debtors, the Debtors' restructuring, the Chapter 11 Cases, the purchase, sale, or rescission of the purchase or sale of any security of the Debtors, the subject matter of, or the transactions or events giving rise to, any claim or interest that is treated in the Plan, the business or contractual arrangements between any Debtor and any Released Party, the restructuring of claims and interests prior to or in the Chapter 11 Cases, the negotiation, formulation, or preparation of the Plan, the Disclosure Statement, the Plan Supplement, the Plan Sponsor Agreement or any related agreements, instruments, or other documents, upon any other act or omission, transaction, agreement, event, or other occurrence taking place on or before the

Effective Date, other than claims or liabilities arising out of or relating to any act or omission of a Released Party that constitutes actual fraud, willful misconduct, or gross negligence. Notwithstanding anything to the contrary in the foregoing, the release set forth above does not release any obligations arising on or after the Effective Date (1) of any party under the Plan or any document, instrument, or agreement (including those set forth in the Plan Supplement) executed to implement the Plan or (2) under the PoJo Leases and Documents as modified by the PoJo Lease Modifications. For the avoidance of doubt, the EIX Litigation Claims shall not be released pursuant to the Plan, and the EIX Litigation Parties are not Released Parties.

Entry of the Confirmation Order shall constitute the Bankruptcy Court's approval, pursuant to Bankruptcy Rule 9019, of this Article VIII.D of the Plan, which includes by reference each of the related provisions and definitions contained in the Plan and shall constitute the Bankruptcy Court's finding that this Article VIII.D of the Plan is: (1) in exchange for the good and valuable consideration provided by the Released Parties; (2) a good faith settlement and compromise of the Claims released by this Article VIII.D of the Plan; (3) in the best interests of the Debtors, their Estates, and all Holders of Claims and Interests; (4) fair, equitable and reasonable; (5) given and made after due notice and opportunity for hearing; and (6) a bar to any of the Entities subject to this Article VIII.D of the Plan asserting any claim or cause of action released pursuant to this Article VIII.D of the Plan.

The Holder of the Class C3 General Unsecured Claim against Homer City Debtors set forth in Item 1 elects to (optional):

- Opt Out of the Plan's Release Provisions with Respect to the Released Parties

Item 4. Certifications

By signing this Ballot, the undersigned certifies to the Court and the Debtors:

1. that either: (a) the Entity is the holder of the Class C3 Claim(s) being voted; or (b) the Entity is an authorized signatory for an Entity that is a holder of the Class C3 Claim(s) being voted;
2. that the Entity has received a copy of the Disclosure Statement, the Plan, and the Solicitation Package and acknowledges that the solicitation is being made pursuant to the terms and conditions set forth therein;
3. that the Entity has cast the same vote with respect to all Class C3 Claims;
4. that no other Ballots with respect to the amount of the Class C3 Claim(s) identified in Item 1 have been cast or, if any other Ballots have been cast with respect to such Claim(s), then any such Ballots dated earlier are hereby revoked;

5. that the Entity acknowledges that a vote to accept the Plan constitutes an acceptance of the treatment of such Entity's Class C3 Claim(s);
6. that the Entity understands and, if accepting the Plan, agrees with the treatment provided for its Claim(s) under the Plan;
7. that the Entity acknowledges and understands that (a) if no Holders of Claims eligible to vote in a particular Class vote to accept or reject the Plan, the Plan shall be deemed accepted by the holders of such Claims in such Class; and (b) any Class of Claims that does not have a Holder of an Allowed Claim or a Claim temporarily allowed by the Court as of the date of the Confirmation Hearing shall be deemed eliminated from the Plan for purposes of voting to accept or reject the Plan and for purposes of determining acceptance or rejection of the Plan by such Class pursuant to section 1129(a)(8) of the Bankruptcy Code; and
8. that the Entity acknowledges and agrees that the Debtors, in consultation with the Committee and the Supporting Noteholders, may make conforming changes to the Plan to the extent provided by Bankruptcy Rule 3019 as may be reasonably necessary; provided that the Debtors will not re-solicit acceptances or rejections of the Plan in the event of such conforming changes.

[Signature Page Follows]

Name of Holder: _____
(Please print or type)

Social Security Number or Federal Tax
Identification Number _____

Signature: _____

Name of Signatory: _____
(If other than Holder)³

Title: _____

Address: _____

Date Completed: _____

**PLEASE COMPLETE, SIGN, AND DATE THE BALLOT AND RETURN IT
PROMPTLY IN THE RETURN ENVELOPE PROVIDED. YOUR BALLOT MUST BE
ACTUALLY RECEIVED BY THE VOTING DEADLINE, WHICH IS 5:00 P.M.
PREVAILING CENTRAL TIME ON [JANUARY 29], 2014.**

³ If you are completing this Ballot on behalf of another person or entity, indicate your relationship with such person or entity and the capacity in which you are signing. You may be required to provide additional information or documentation with respect to such relationship.

INSTRUCTIONS FOR COMPLETING BALLOTS

1. The Debtors are soliciting the votes of Holders of Claims and Interests with respect to the Plan attached as **Exhibit A** to the Disclosure Statement. Capitalized terms used in the Ballot or in these instructions (the “**Ballot Instructions**”) but not otherwise defined therein or herein shall have the meaning set forth in the Plan, the Disclosure Statement, or the Disclosure Statement Order, as applicable.
2. The Court may confirm the Plan and thereby bind you by the terms of the Plan. Please review the Disclosure Statement for more information.
3. To ensure that your vote is counted, you must: (a) complete the Ballot; (b) indicate your decision either to accept or reject the Plan in the boxes provided in Item 2 of the Ballot; and (c) sign and return the Ballot to the address set forth on the enclosed pre-addressed envelope. The Voting Deadline for the receipt of Ballots by the Notice, Claims, and Solicitation Agent is 5:00 p.m. (prevailing Central Time) on **[January 29], 2014**. Your completed Ballot must be received by the Notice, Claims, and Solicitation Agent on or before the Voting Deadline.
4. You must vote all of your Claims or Interests within a particular Class either to accept or reject the Plan and may not split your vote. Accordingly, a Ballot that partially rejects and partially accepts the Plan will not be counted. Further, if a Holder has multiple Claims or Interests within the same Class, the Debtors may, in his discretion, aggregate the Claims or Interests of any particular Holder within a Class for the purpose of counting votes.
5. If a Ballot is received after the Voting Deadline, it will not be counted unless the Debtors determine otherwise. The method of delivery of Ballots to the Notice, Claims, and Solicitation Agent is at the election and risk of each holder of a Claim or Interest. Except as otherwise provided herein, such delivery will be deemed made only when the Notice, Claims, and Solicitation Agent actually receives the originally executed Ballot. Instead of effecting delivery by mail, it is recommended, though not required, that Holders use an overnight or hand delivery service. In all cases, Holders should allow sufficient time to assure timely delivery. Delivery of a Ballot to the Notice, Claims, and Solicitation Agent by facsimile, e-mail, or any other electronic means shall not be valid. No Ballot should be sent to any of the Debtors, the Debtors’ agents (other than the Notice, Claims, and Solicitation Agent), the Debtors’ financial or legal advisors, the Committee, or the Committee’s advisors, and if so sent will not be counted.
6. If multiple Ballots are received from the same Holder of a Claim or Interest with respect to the same Claim or Interest prior to the Voting Deadline, the last dated valid Ballot timely received will supersede and revoke any earlier dated Ballots.
7. The Ballot is not a letter of transmittal and may not be used for any purpose other than to vote to accept or reject the Plan. Accordingly, at this time, Holders of Claims and Interests should not surrender certificates or instruments representing or evidencing their

Claims, and neither the Debtors nor the Notice, Claims, and Solicitation Agent will accept delivery of any such certificates or instruments surrendered together with a Ballot.

8. This Ballot does not constitute, and shall not be deemed to be: (a) a Proof of a Claim or Interest; or (b) an assertion or admission of a Claim or Interest.
9. Please be sure to sign and date your Ballot. If you are signing a Ballot in your capacity as a trustee, executor, administrator, guardian, attorney in fact, officer of a corporation, or otherwise acting in a fiduciary or representative capacity, you should indicate such capacity when signing and, if requested by the Notice, Claims, and Solicitation Agent, the Debtors, or the Court, must submit proper evidence to the requesting party to so act on behalf of such Holder. In addition, please provide your name and mailing address if it is different from that set forth on the attached mailing label or if no such mailing label is attached to the Ballot.
10. If you hold Claims or Interests in more than one Class under the Plan or in multiple accounts, you may receive more than one Ballot coded for each different Class or account. Each Ballot votes only your Claims or Interests indicated on that Ballot. Please complete and return each Ballot you received.
11. The following Ballots shall not be counted in determining the acceptance or rejection of the Plan: (a) any Ballot that is illegible or contains insufficient information to permit the identification of the Holder of the Claim or Interest; (b) any Ballot cast by a Party that does not hold a Claim or Interest in a Class that is entitled to vote on the Plan; (c) any unsigned Ballot; (d) any Ballot not marked to accept or reject the Plan or any Ballot marked both to accept and reject the Plan; and (e) any Ballot submitted by any Entity not entitled to vote pursuant to the Solicitation Procedures.
12. If you believe you have received the wrong Ballot, you should contact the Notice, Claims, and Solicitation Agent immediately at (866) 241-6491.

PLEASE SUBMIT YOUR BALLOT PROMPTLY!

IF YOU HAVE ANY QUESTIONS REGARDING THIS BALLOT OR THE VOTING PROCEDURES, PLEASE CONTACT THE NOTICE, CLAIMS, AND SOLICITATION AGENT AT (866) 241-6491.

Exhibit 4-G

Ballot for Class C4 Claims

**UNITED STATES BANKRUPTCY COURT
NORTHERN DISTRICT OF ILLINOIS
EASTERN DIVISION**

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

**BALLOT FOR ACCEPTING OR REJECTING THE
DEBTORS’ JOINT CHAPTER 11 PLAN OF REORGANIZATION**

CLASS C4 — INTERCOMPANY CLAIMS AGAINST HOMER CITY DEBTORS

**PLEASE READ AND FOLLOW THE ENCLOSED INSTRUCTIONS FOR
COMPLETING BALLOTS CAREFULLY BEFORE COMPLETING THE BALLOT**

**THIS BALLOT MUST BE ACTUALLY RECEIVED BY [JANUARY 29], 2014, BY
5:00 P.M. (PREVAILING CENTRAL TIME) (THE “VOTING DEADLINE”)**

The above-captioned debtors and debtors in possession (collectively, the “Debtors”) have sent this Ballot to you because our records indicate that you are a holder of a Class C4 Intercompany Claim against Homer City Debtors, and accordingly, you have a right to vote to accept or reject the *Debtors’ Joint Chapter 11 Plan of Reorganization* [Docket No. ___] (as may be further amended or supplemented from time to time and including all exhibits or supplements thereto, the “Plan”).²

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 Capitalized terms used but not otherwise defined herein shall have the meanings set forth in the Plan, Disclosure Statement (as defined herein) or the *Order Approving (A) the Adequacy of the Disclosure Statement, (B) the Solicitation and Notice Procedures with Respect to Confirmation of the Debtors’ Joint Chapter 11 Plan of Reorganization, (C) the Form of Ballots and Notices in Connection Therewith, and (D) the Scheduling of Certain Dates with Respect Thereto* [Docket No. ___] (the “Disclosure Statement Order”).

Your rights are described in the *Disclosure Statement for the Debtors' Joint Chapter 11 Plan of Reorganization*, and all exhibits related thereto [Docket No. ___] (as may be further amended or supplemented from time to time and including all exhibits or supplements thereto, the "Disclosure Statement") and the Disclosure Statement Order. The Disclosure Statement, the Plan, the Disclosure Statement Order, and certain other materials contained in the Solicitation Package are included in the packet you are receiving with this Ballot. If you need to obtain additional solicitation materials, you may contact GCG, Inc., the claims agent retained by the Debtors in these chapter 11 cases (the "Notice, Claims, and Solicitation Agent") by: (a) accessing the Notice, Claims, and Solicitation Agent's website at www.edisonmissionrestructuring.com; (b) writing to the Notice, Claims, and Solicitation Agent, by first-class mail, Edison Mission Energy, et al., c/o GCG, P.O. Box 9942, Dublin, OH 43017-5942, or by writing, by hand delivery or overnight mail, Edison Mission Energy, et al., c/o GCG, 5151 Blazer Parkway, Suite A, Dublin, OH 43017; or (c) calling the Notice, Claims, and Solicitation Agent at (866) 241-6491.

The Court has approved the Disclosure Statement as containing adequate information, as required under section 1125 of the Bankruptcy Code. Court approval of the Disclosure Statement does not indicate approval of the Plan by the Court. This Ballot may not be used for any purpose other than to vote to accept or reject the Plan. If you believe you have received this Ballot in error, please contact the Notice, Claims, and Solicitation Agent at the address or telephone number set forth above.

You should review the Disclosure Statement and the Plan before you vote. You may wish to seek legal advice concerning the Plan and the Plan's classification and treatment of your Claim. Your Claim has been placed in Class C4 Intercompany Claim against Homer City Debtors under the Plan. If you hold Claims in more than one Class, you will receive a Ballot for each Class in which you are entitled to vote.

If the Notice, Claims, and Solicitation Agent does not receive your Ballot on or before the Voting Deadline, which is [January 29], 2014, at 5:00 p.m. (prevailing Central Time), and if the Voting Deadline is not extended, your vote will not count. **If the Court confirms the Plan, it will bind you regardless of whether you vote.**

Item 1. Principal Amount of Class C4 Intercompany Claim Against Homer City Debtors

The undersigned hereby certifies that as of the Voting Record Date, December 16, 2013, the undersigned was the Holder of a Class C4 Intercompany Claim against Homer City Debtors in the following amount (insert amount in box below):

| |
|---------------------------|
| Amount of Claim: \$ _____ |
|---------------------------|

Item 2. Vote on Plan

The Holder of the Class C4 Intercompany Claim against Homer City Debtors set forth in Item 1 votes to (please check one):

| | |
|--|--|
| <p><u>ACCEPT THE PLAN</u></p> <p><input type="checkbox"/></p> | <p><u>REJECT THE PLAN</u></p> <p><input type="checkbox"/></p> |
|--|--|

Any Ballot that is executed by the Holder of a Claim, but that indicates both an acceptance and a rejection of the Plan or does not indicate either an acceptance or rejection of the Plan, will not be counted.

IMPORTANT INFORMATION REGARDING THE THIRD PARTY RELEASE:

IF YOU VOTE TO **ACCEPT** THE PLAN, YOU ARE AUTOMATICALLY DEEMED TO CONSENT TO THE PLAN’S THIRD PARTY RELEASE DESCRIBED IN ITEM 3, BELOW.

IF YOU VOTE TO **REJECT** THE PLAN OR DO NOT SUBMIT A VOTE, YOU ARE NOT BOUND BY THE PLAN’S THIRD PARTY RELEASE DESCRIBED IN ITEM 3, BELOW.

ALTERNATIVELY, YOU MAY OPT OUT OF THE PLAN’S RELEASE PROVISIONS WITH RESPECT TO THE RELEASED PARTIES BY MAKING AN ELECTION IN ITEM 3, BELOW.

Item 3. Article VIII.D of the Plan provides for the following Release by Holders of Claims and Interests:

Notwithstanding anything contained herein to the contrary, on the Confirmation Date and effective as of the Effective Date and to the fullest extent authorized by applicable law, the Releasing Parties are deemed to have released and discharged the Debtors and their Estates and the Released Parties from any and all claims, interests, obligations, rights, suits, damages, causes of action, remedies, and liabilities whatsoever, including any derivative claims, asserted on behalf of any Debtor, whether known or unknown, foreseen or unforeseen, existing or hereinafter arising, in law, equity, or otherwise, that such entity would have been legally entitled to assert (whether individually or collectively), based on or relating to, or in any manner arising from, in whole or in part, the Debtors, the Debtors’ restructuring, the Chapter 11 Cases, the purchase, sale, or rescission of the purchase or sale of any security of the Debtors, the subject matter of, or the transactions or events giving rise to, any claim or interest that is treated in the Plan, the business or contractual arrangements between any Debtor and any Released Party, the restructuring of claims and interests prior to or in the Chapter 11 Cases, the negotiation, formulation, or preparation of the Plan, the Disclosure Statement, the Plan Supplement, the Plan Sponsor Agreement or any related agreements, instruments, or other documents, upon any other act or omission, transaction, agreement, event, or other occurrence taking place on or before the

Effective Date, other than claims or liabilities arising out of or relating to any act or omission of a Released Party that constitutes actual fraud, willful misconduct, or gross negligence. Notwithstanding anything to the contrary in the foregoing, the release set forth above does not release any obligations arising on or after the Effective Date (1) of any party under the Plan or any document, instrument, or agreement (including those set forth in the Plan Supplement) executed to implement the Plan or (2) under the PoJo Leases and Documents as modified by the PoJo Lease Modifications. For the avoidance of doubt, the EIX Litigation Claims shall not be released pursuant to the Plan, and the EIX Litigation Parties are not Released Parties.

Entry of the Confirmation Order shall constitute the Bankruptcy Court's approval, pursuant to Bankruptcy Rule 9019, of this Article VIII.D of the Plan, which includes by reference each of the related provisions and definitions contained in the Plan and shall constitute the Bankruptcy Court's finding that this Article VIII.D of the Plan is: (1) in exchange for the good and valuable consideration provided by the Released Parties; (2) a good faith settlement and compromise of the Claims released by this Article VIII.D of the Plan; (3) in the best interests of the Debtors, their Estates, and all Holders of Claims and Interests; (4) fair, equitable and reasonable; (5) given and made after due notice and opportunity for hearing; and (6) a bar to any of the Entities subject to this Article VIII.D of the Plan asserting any claim or cause of action released pursuant to this Article VIII.D of the Plan.

The Holder of the Class C4 Intercompany Claim against Homer City Debtors set forth in Item 1 elects to (optional):

- Opt Out of the Plan's Release Provisions with Respect to the Released Parties

Item 4. Certifications

By signing this Ballot, the undersigned certifies to the Court and the Debtors:

1. that either: (a) the Entity is the holder of the Class C4 Claim(s) being voted; or (b) the Entity is an authorized signatory for an Entity that is a holder of the Class C4 Claim(s) being voted;
2. that the Entity has received a copy of the Disclosure Statement, the Plan, and the Solicitation Package and acknowledges that the solicitation is being made pursuant to the terms and conditions set forth therein;
3. that the Entity has cast the same vote with respect to all Class C4 Claims;
4. that no other Ballots with respect to the amount of the Class C4 Claim(s) identified in Item 1 have been cast or, if any other Ballots have been cast with respect to such Claim(s), then any such Ballots dated earlier are hereby revoked;

5. that the Entity acknowledges that a vote to accept the Plan constitutes an acceptance of the treatment of such Entity's Class C4 Claim(s);
6. that the Entity understands and, if accepting the Plan, agrees with the treatment provided for its Claim(s) under the Plan;
7. that the Entity acknowledges and understands that (a) if no Holders of Claims eligible to vote in a particular Class vote to accept or reject the Plan, the Plan shall be deemed accepted by the holders of such Claims in such Class; and (b) any Class of Claims that does not have a Holder of an Allowed Claim or a Claim temporarily allowed by the Court as of the date of the Confirmation Hearing shall be deemed eliminated from the Plan for purposes of voting to accept or reject the Plan and for purposes of determining acceptance or rejection of the Plan by such Class pursuant to section 1129(a)(8) of the Bankruptcy Code; and
8. that the Entity acknowledges and agrees that the Debtors, in consultation with the Committee and the Supporting Noteholders, may make conforming changes to the Plan to the extent provided by Bankruptcy Rule 3019 as may be reasonably necessary; provided that the Debtors will not re-solicit acceptances or rejections of the Plan in the event of such conforming changes.

[Signature Page Follows]

Name of Holder: _____
(Please print or type)

Social Security Number or Federal Tax
Identification Number _____

Signature: _____

Name of Signatory: _____
(If other than Holder)³

Title: _____

Address: _____

Date Completed: _____

**PLEASE COMPLETE, SIGN, AND DATE THE BALLOT AND RETURN IT
PROMPTLY IN THE RETURN ENVELOPE PROVIDED. YOUR BALLOT MUST BE
ACTUALLY RECEIVED BY THE VOTING DEADLINE, WHICH IS 5:00 P.M.
PREVAILING CENTRAL TIME ON [JANUARY 29], 2014.**

³ If you are completing this Ballot on behalf of another person or entity, indicate your relationship with such person or entity and the capacity in which you are signing. You may be required to provide additional information or documentation with respect to such relationship.

INSTRUCTIONS FOR COMPLETING BALLOTS

1. The Debtors are soliciting the votes of Holders of Claims and Interests with respect to the Plan attached as **Exhibit A** to the Disclosure Statement. Capitalized terms used in the Ballot or in these instructions (the “**Ballot Instructions**”) but not otherwise defined therein or herein shall have the meaning set forth in the Plan, the Disclosure Statement, or the Disclosure Statement Order, as applicable.
2. The Court may confirm the Plan and thereby bind you by the terms of the Plan. Please review the Disclosure Statement for more information.
3. To ensure that your vote is counted, you must: (a) complete the Ballot; (b) indicate your decision either to accept or reject the Plan in the boxes provided in Item 2 of the Ballot; and (c) sign and return the Ballot to the address set forth on the enclosed pre-addressed envelope. The Voting Deadline for the receipt of Ballots by the Notice, Claims, and Solicitation Agent is 5:00 p.m. (prevailing Central Time) on **[January 29], 2014**. Your completed Ballot must be received by the Notice, Claims, and Solicitation Agent on or before the Voting Deadline.
4. You must vote all of your Claims or Interests within a particular Class either to accept or reject the Plan and may not split your vote. Accordingly, a Ballot that partially rejects and partially accepts the Plan will not be counted. Further, if a Holder has multiple Claims or Interests within the same Class, the Debtors may, in his discretion, aggregate the Claims or Interests of any particular Holder within a Class for the purpose of counting votes.
5. If a Ballot is received after the Voting Deadline, it will not be counted unless the Debtors determine otherwise. The method of delivery of Ballots to the Notice, Claims, and Solicitation Agent is at the election and risk of each holder of a Claim or Interest. Except as otherwise provided herein, such delivery will be deemed made only when the Notice, Claims, and Solicitation Agent actually receives the originally executed Ballot. Instead of effecting delivery by mail, it is recommended, though not required, that Holders use an overnight or hand delivery service. In all cases, Holders should allow sufficient time to assure timely delivery. Delivery of a Ballot to the Notice, Claims, and Solicitation Agent by facsimile, e-mail, or any other electronic means shall not be valid. No Ballot should be sent to any of the Debtors, the Debtors’ agents (other than the Notice, Claims, and Solicitation Agent), the Debtors’ financial or legal advisors, the Committee, or the Committee’s advisors, and if so sent will not be counted.
6. If multiple Ballots are received from the same Holder of a Claim or Interest with respect to the same Claim or Interest prior to the Voting Deadline, the last dated valid Ballot timely received will supersede and revoke any earlier dated Ballots.
7. The Ballot is not a letter of transmittal and may not be used for any purpose other than to vote to accept or reject the Plan. Accordingly, at this time, Holders of Claims and Interests should not surrender certificates or instruments representing or evidencing their

Claims, and neither the Debtors nor the Notice, Claims, and Solicitation Agent will accept delivery of any such certificates or instruments surrendered together with a Ballot.

8. This Ballot does not constitute, and shall not be deemed to be: (a) a Proof of a Claim or Interest; or (b) an assertion or admission of a Claim or Interest.
9. Please be sure to sign and date your Ballot. If you are signing a Ballot in your capacity as a trustee, executor, administrator, guardian, attorney in fact, officer of a corporation, or otherwise acting in a fiduciary or representative capacity, you should indicate such capacity when signing and, if requested by the Notice, Claims, and Solicitation Agent, the Debtors, or the Court, must submit proper evidence to the requesting party to so act on behalf of such Holder. In addition, please provide your name and mailing address if it is different from that set forth on the attached mailing label or if no such mailing label is attached to the Ballot.
10. If you hold Claims or Interests in more than one Class under the Plan or in multiple accounts, you may receive more than one Ballot coded for each different Class or account. Each Ballot votes only your Claims or Interests indicated on that Ballot. Please complete and return each Ballot you received.
11. The following Ballots shall not be counted in determining the acceptance or rejection of the Plan: (a) any Ballot that is illegible or contains insufficient information to permit the identification of the Holder of the Claim or Interest; (b) any Ballot cast by a Party that does not hold a Claim or Interest in a Class that is entitled to vote on the Plan; (c) any unsigned Ballot; (d) any Ballot not marked to accept or reject the Plan or any Ballot marked both to accept and reject the Plan; and (e) any Ballot submitted by any Entity not entitled to vote pursuant to the Solicitation Procedures.
12. If you believe you have received the wrong Ballot, you should contact the Notice, Claims, and Solicitation Agent immediately at (866) 241-6491.

PLEASE SUBMIT YOUR BALLOT PROMPTLY!

IF YOU HAVE ANY QUESTIONS REGARDING THIS BALLOT OR THE VOTING PROCEDURES, PLEASE CONTACT THE NOTICE, CLAIMS, AND SOLICITATION AGENT AT (866) 241-6491.

Exhibit 4-H

Ballot for Class C6 Interests

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) | |
| |) | | |

**BALLOT FOR ACCEPTING OR REJECTING THE
DEBTORS' JOINT CHAPTER 11 PLAN OF REORGANIZATION**

CLASS C6 — INTERCOMPANY INTERESTS IN HOMER CITY DEBTORS

**PLEASE READ AND FOLLOW THE ENCLOSED INSTRUCTIONS FOR
COMPLETING BALLOTS CAREFULLY BEFORE COMPLETING THE BALLOT**

**THIS BALLOT MUST BE ACTUALLY RECEIVED BY [FEBRUARY 7], 2014, BY
5:00 P.M. (PREVAILING CENTRAL TIME) (THE "VOTING DEADLINE")**

The above-captioned debtors and debtors in possession (collectively, the "Debtors") have sent this Ballot to you because our records indicate that you are a holder of a Class C6 Intercompany Interest in Homer City Debtors, and accordingly, you have a right to vote to accept or reject the *Debtors' Joint Chapter 11 Plan of Reorganization* [Docket No. ___] (as may be further amended or supplemented from time to time and including all exhibits or supplements thereto, the "Plan").²

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 Capitalized terms used but not otherwise defined herein shall have the meanings set forth in the Plan, Disclosure Statement (as defined herein) or the *Order Approving (A) the Adequacy of the Disclosure Statement, (B) the Solicitation and Notice Procedures with Respect to Confirmation of the Debtors' Joint Chapter 11 Plan of Reorganization, (C) the Form of Ballots and Notices in Connection Therewith, and (D) the Scheduling of Certain Dates with Respect Thereto* [Docket No. ___] (the "Disclosure Statement Order").

Your rights are described in the *Disclosure Statement for the Debtors' Joint Chapter 11 Plan of Reorganization*, and all exhibits related thereto [Docket No. ___] (as may be further amended or supplemented from time to time and including all exhibits or supplements thereto, the "Disclosure Statement") and the Disclosure Statement Order. The Disclosure Statement, the Plan, the Disclosure Statement Order, and certain other materials contained in the Solicitation Package are included in the packet you are receiving with this Ballot. If you need to obtain additional solicitation materials, you may contact GCG, Inc., the claims agent retained by the Debtors in these chapter 11 cases (the "Notice, Claims, and Solicitation Agent") by: (a) accessing the Notice, Claims, and Solicitation Agent's website at www.edisonmissionrestructuring.com; (b) writing to the Notice, Claims, and Solicitation Agent, by first-class mail, Edison Mission Energy, et al., c/o GCG, P.O. Box 9942, Dublin, OH 43017-5942, or by writing, by hand delivery or overnight mail, Edison Mission Energy, et al., c/o GCG, 5151 Blazer Parkway, Suite A, Dublin, OH 43017; or (c) calling the Notice, Claims, and Solicitation Agent at (866) 241-6491.

The Court has approved the Disclosure Statement as containing adequate information, as required under section 1125 of the Bankruptcy Code. Court approval of the Disclosure Statement does not indicate approval of the Plan by the Court. This Ballot may not be used for any purpose other than to vote to accept or reject the Plan. If you believe you have received this Ballot in error, please contact the Notice, Claims, and Solicitation Agent at the address or telephone number set forth above.

You should review the Disclosure Statement and the Plan before you vote. You may wish to seek legal advice concerning the Plan and the Plan's classification and treatment of your Interest. Your Interest has been placed in Class C6 Intercompany Interests in Homer City Debtors under the Plan. If you hold Claims or Interests in more than one Class, you will receive a Ballot for each Class in which you are entitled to vote.

If the Notice, Claims, and Solicitation Agent does not receive your Ballot on or before the Voting Deadline, which is [January 29], 2014, at 5:00 p.m. (prevailing Central Time), and if the Voting Deadline is not extended, your vote will not count. **If the Court confirms the Plan, it will bind you regardless of whether you vote.**

Item 1. Number of Class C6 Intercompany Interests in Homer City Debtors

The undersigned hereby certifies that as of the Voting Record Date, December 16, 2013, the undersigned was the Holder of a Class C6 Intercompany Interest in Homer City Debtors in the following amount (insert amount in box below):

| |
|-------------------------------------|
| Number of Shares / Interests: _____ |
|-------------------------------------|

Item 2. Vote on Plan

The Holder of the Class C6 Intercompany Interest in Homer City Debtors set forth in Item 1 votes to (please check one):

| | |
|---|---|
| <u>ACCEPT THE PLAN</u> <input type="checkbox"/> | <u>REJECT THE PLAN</u> <input type="checkbox"/> |
|---|---|

Any Ballot that is executed by the Holder of a Interest, but that indicates both an acceptance and a rejection of the Plan or does not indicate either an acceptance or rejection of the Plan, will not be counted.

IMPORTANT INFORMATION REGARDING THE THIRD PARTY RELEASE:

IF YOU VOTE TO **ACCEPT** THE PLAN, YOU ARE AUTOMATICALLY DEEMED TO CONSENT TO THE PLAN'S THIRD PARTY RELEASE DESCRIBED IN ITEM 3, BELOW.

IF YOU VOTE TO **REJECT** THE PLAN OR DO NOT SUBMIT A VOTE, YOU ARE NOT BOUND BY THE PLAN'S THIRD PARTY RELEASE DESCRIBED IN ITEM 3, BELOW.

ALTERNATIVELY, YOU MAY OPT OUT OF THE PLAN'S RELEASE PROVISIONS WITH RESPECT TO THE RELEASED PARTIES BY MAKING AN ELECTION IN ITEM 3, BELOW.

Item 3. Article VIII.D of the Plan provides for the following Release by Holders of Claims and Interests:

Notwithstanding anything contained herein to the contrary, on the Confirmation Date and effective as of the Effective Date and to the fullest extent authorized by applicable law, the Releasing Parties are deemed to have released and discharged the Debtors and their Estates and the Released Parties from any and all claims, interests, obligations, rights, suits, damages, causes of action, remedies, and liabilities whatsoever, including any derivative claims, asserted on behalf of any Debtor, whether known or unknown, foreseen or unforeseen, existing or hereinafter arising, in law, equity, or otherwise, that such entity would have been legally entitled to assert (whether individually or collectively), based on or relating to, or in any manner arising from, in whole or in part, the Debtors, the Debtors' restructuring, the Chapter 11 Cases, the purchase, sale, or rescission of the purchase or sale of any security of the Debtors, the subject matter of, or the transactions or events giving rise to, any claim or interest that is treated in the Plan, the business or contractual arrangements between any Debtor and any Released Party, the restructuring of claims and interests prior to or in the Chapter 11 Cases, the negotiation, formulation, or preparation of the Plan, the Disclosure Statement, the Plan Supplement, the Plan Sponsor Agreement or any related agreements, instruments, or other documents, upon any other act or omission, transaction, agreement, event, or other occurrence taking place on or before the

Effective Date, other than claims or liabilities arising out of or relating to any act or omission of a Released Party that constitutes actual fraud, willful misconduct, or gross negligence. Notwithstanding anything to the contrary in the foregoing, the release set forth above does not release any obligations arising on or after the Effective Date (1) of any party under the Plan or any document, instrument, or agreement (including those set forth in the Plan Supplement) executed to implement the Plan or (2) under the PoJo Leases and Documents as modified by the PoJo Lease Modifications. For the avoidance of doubt, the EIX Litigation Claims shall not be released pursuant to the Plan, and the EIX Litigation Parties are not Released Parties.

Entry of the Confirmation Order shall constitute the Bankruptcy Court's approval, pursuant to Bankruptcy Rule 9019, of this Article VIII.D of the Plan, which includes by reference each of the related provisions and definitions contained in the Plan and shall constitute the Bankruptcy Court's finding that this Article VIII.D of the Plan is: (1) in exchange for the good and valuable consideration provided by the Released Parties; (2) a good faith settlement and compromise of the Claims released by this Article VIII.D of the Plan; (3) in the best interests of the Debtors, their Estates, and all Holders of Claims and Interests; (4) fair, equitable and reasonable; (5) given and made after due notice and opportunity for hearing; and (6) a bar to any of the Entities subject to this Article VIII.D of the Plan asserting any claim or cause of action released pursuant to this Article VIII.D of the Plan.

The Holder of the Class C6 Intercompany Interest in Homer City Debtors set forth in Item 1 elects to (optional):

- Opt Out of the Plan's Release Provisions with Respect to the Released Parties

Item 4. Certifications

By signing this Ballot, the undersigned certifies to the Court and the Debtors:

1. that either: (a) the Entity is the holder of the Class C6 Interest(s) being voted; or (b) the Entity is an authorized signatory for an Entity that is a holder of the Class C6 Interest(s) being voted;
2. that the Entity has received a copy of the Disclosure Statement, the Plan, and the Solicitation Package and acknowledges that the solicitation is being made pursuant to the terms and conditions set forth therein;
3. that the Entity has cast the same vote with respect to all Class C6 Interest(s);
4. that no other Ballots with respect to the amount of the Class C6 Interest(s) identified in Item 1 have been cast or, if any other Ballots have been cast with respect to such Interest(s), then any such Ballots dated earlier are hereby revoked;

5. that the Entity acknowledges that a vote to accept the Plan constitutes an acceptance of the treatment of such Entity's Class C6 Interest(s);
6. that the Entity understands and, if accepting the Plan, agrees with the treatment provided for its Interest(s) under the Plan;
7. that the Entity acknowledges and understands that (a) if no Holders of Interests eligible to vote in a particular Class vote to accept or reject the Plan, the Plan shall be deemed accepted by the holders of such Interests in such Class; and (b) any Class of Interests that does not have a Holder of an Allowed Interest as of the date of the Confirmation Hearing shall be deemed eliminated from the Plan for purposes of voting to accept or reject the Plan and for purposes of determining acceptance or rejection of the Plan by such Class pursuant to section 1129(a)(8) of the Bankruptcy Code; and
8. that the Entity acknowledges and agrees that the Debtors, in consultation with the Committee and the Supporting Noteholders, may make conforming changes to the Plan to the extent provided by Bankruptcy Rule 3019 as may be reasonably necessary; provided that the Debtors will not re-solicit acceptances or rejections of the Plan in the event of such conforming changes.

[Signature Page Follows]

Name of Holder: _____
(Please print or type)

Social Security Number or Federal Tax
Identification Number _____

Signature: _____

Name of Signatory: _____
(If other than Holder)³

Title: _____

Address: _____

Date Completed: _____

**PLEASE COMPLETE, SIGN, AND DATE THE BALLOT AND RETURN IT
PROMPTLY IN THE RETURN ENVELOPE PROVIDED. YOUR BALLOT MUST BE
ACTUALLY RECEIVED BY THE VOTING DEADLINE, WHICH IS 5:00 P.M.
PREVAILING CENTRAL TIME ON [JANUARY 29], 2014.**

³ If you are completing this Ballot on behalf of another person or entity, indicate your relationship with such person or entity and the capacity in which you are signing. You may be required to provide additional information or documentation with respect to such relationship.

INSTRUCTIONS FOR COMPLETING BALLOTS

1. The Debtors are soliciting the votes of Holders of Claims and Interests with respect to the Plan attached as **Exhibit A** to the Disclosure Statement. Capitalized terms used in the Ballot or in these instructions (the “**Ballot Instructions**”) but not otherwise defined therein or herein shall have the meaning set forth in the Plan, the Disclosure Statement, or the Disclosure Statement Order, as applicable.
2. The Court may confirm the Plan and thereby bind you by the terms of the Plan. Please review the Disclosure Statement for more information.
3. To ensure that your vote is counted, you must: (a) complete the Ballot; (b) indicate your decision either to accept or reject the Plan in the boxes provided in Item 2 of the Ballot; and (c) sign and return the Ballot to the address set forth on the enclosed pre-addressed envelope. The Voting Deadline for the receipt of Ballots by the Notice, Claims, and Solicitation Agent is 5:00 p.m. (prevailing Central Time) on **[January 29], 2014**. Your completed Ballot must be received by the Notice, Claims, and Solicitation Agent on or before the Voting Deadline.
4. You must vote all of your Claims or Interests within a particular Class either to accept or reject the Plan and may not split your vote. Accordingly, a Ballot that partially rejects and partially accepts the Plan will not be counted. Further, if a Holder has multiple Claims or Interests within the same Class, the Debtors may, in his discretion, aggregate the Claims or Interests of any particular Holder within a Class for the purpose of counting votes.
5. If a Ballot is received after the Voting Deadline, it will not be counted unless the Debtors determine otherwise. The method of delivery of Ballots to the Notice, Claims, and Solicitation Agent is at the election and risk of each holder of a Claim or Interest. Except as otherwise provided herein, such delivery will be deemed made only when the Notice, Claims, and Solicitation Agent actually receives the originally executed Ballot. Instead of effecting delivery by mail, it is recommended, though not required, that Holders use an overnight or hand delivery service. In all cases, Holders should allow sufficient time to assure timely delivery. Delivery of a Ballot to the Notice, Claims, and Solicitation Agent by facsimile, e-mail, or any other electronic means shall not be valid. No Ballot should be sent to any of the Debtors, the Debtors’ agents (other than the Notice, Claims, and Solicitation Agent), the Debtors’ financial or legal advisors, the Committee, or the Committee’s advisors, and if so sent will not be counted.
6. If multiple Ballots are received from the same Holder of a Claim or Interest with respect to the same Claim or Interest prior to the Voting Deadline, the last dated valid Ballot timely received will supersede and revoke any earlier dated Ballots.
7. The Ballot is not a letter of transmittal and may not be used for any purpose other than to vote to accept or reject the Plan. Accordingly, at this time, Holders of Claims and Interests should not surrender certificates or instruments representing or evidencing their

Claims, and neither the Debtors nor the Notice, Claims, and Solicitation Agent will accept delivery of any such certificates or instruments surrendered together with a Ballot.

8. This Ballot does not constitute, and shall not be deemed to be: (a) a Proof of a Claim or Interest; or (b) an assertion or admission of a Claim or Interest.
9. Please be sure to sign and date your Ballot. If you are signing a Ballot in your capacity as a trustee, executor, administrator, guardian, attorney in fact, officer of a corporation, or otherwise acting in a fiduciary or representative capacity, you should indicate such capacity when signing and, if requested by the Notice, Claims, and Solicitation Agent, the Debtors, or the Court, must submit proper evidence to the requesting party to so act on behalf of such Holder. In addition, please provide your name and mailing address if it is different from that set forth on the attached mailing label or if no such mailing label is attached to the Ballot.
10. If you hold Claims or Interests in more than one Class under the Plan or in multiple accounts, you may receive more than one Ballot coded for each different Class or account. Each Ballot votes only your Claims or Interests indicated on that Ballot. Please complete and return each Ballot you received.
11. The following Ballots shall not be counted in determining the acceptance or rejection of the Plan: (a) any Ballot that is illegible or contains insufficient information to permit the identification of the Holder of the Claim or Interest; (b) any Ballot cast by a Party that does not hold a Claim or Interest in a Class that is entitled to vote on the Plan; (c) any unsigned Ballot; (d) any Ballot not marked to accept or reject the Plan or any Ballot marked both to accept and reject the Plan; and (e) any Ballot submitted by any Entity not entitled to vote pursuant to the Solicitation Procedures.
12. If you believe you have received the wrong Ballot, you should contact the Notice, Claims, and Solicitation Agent immediately at (866) 241-6491.

PLEASE SUBMIT YOUR BALLOT PROMPTLY!

IF YOU HAVE ANY QUESTIONS REGARDING THIS BALLOT OR THE VOTING PROCEDURES, PLEASE CONTACT THE NOTICE, CLAIMS, AND SOLICITATION AGENT AT (866) 241-6491.

Exhibit 5

Notice of Non-Voting Status for Unimpaired Classes

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 NON-VOTING STATUS FOR
UNIMPAIRED CLASSES PRESUMED TO ACCEPT
THE DEBTORS’ JOINT CHAPTER 11 PLAN OF REORGANIZATION**

PLEASE TAKE NOTICE THAT on [December 18], 2013, the United States Bankruptcy Court for the Northern District of Illinois (the “Court”) entered the *Order Approving (A) the Adequacy of the Disclosure Statement, (B) the Solicitation and Notice Procedures with Respect to Confirmation of the Debtors’ Joint Chapter 11 Plan of Reorganization, (C) the Form of Ballots and Notices in Connection Therewith, and (D) the Scheduling of Certain Dates with Respect Thereto* [Docket No. [____]] (the “Disclosure Statement Order”) that, among other things, (a) approved the *Disclosure Statement for the Debtors’ Joint Chapter 11 Plan of Reorganization* [Docket No. [____]] (as may be further amended or supplemented from time to time and including all exhibits and supplements thereto, the “Disclosure Statement”) as containing adequate information, as required under section 1125(a) of title 11 of the United States Code (the “Bankruptcy Code”), and (b) authorized the above-captioned debtors and debtors in possession (collectively, the “Debtors”) to solicit votes with regard to the acceptance or rejection of the *Debtors’ Joint Chapter 11 Plan of Reorganization* [Docket No. [____]] (as may be further amended or supplemented from time to time and including all exhibits and supplements thereto, the “Plan”).²

PLEASE TAKE FURTHER NOTICE THAT the Disclosure Statement, Disclosure Statement Order, the Plan, and other documents and materials included in the Solicitation

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 Capitalized terms used but not otherwise defined herein shall have the meanings ascribed to them in the Plan or Disclosure Statement, as applicable.

Package, except Ballots, may be obtained at no charge from GCG, Inc., the claims agent retained by the Debtors in these chapter 11 cases (the “Notice, Claims, and Solicitation Agent”) by: (a) accessing the Notice, Claims, and Solicitation Agent’s website at www.edisonmissionrestructuring.com; (b) writing to the Notice, Claims, and Solicitation Agent, by first-class mail, Edison Mission Energy, et al., c/o GCG, P.O. Box 9942, Dublin, OH 43017-5942, or by writing, by hand delivery or overnight mail, Edison Mission Energy, et al., c/o GCG, 5151 Blazer Parkway, Suite A, Dublin, OH 43017; or (c) calling the Notice, Claims, and Solicitation Agent at (866) 241-6491. You may also obtain copies of any pleadings filed in these chapter 11 cases for a fee via PACER at www.ilnb.uscourts.gov.

PLEASE TAKE FURTHER NOTICE THAT you are receiving this notice because, pursuant to the terms of Article III of the Plan and the applicable provisions of the Bankruptcy Code, your Claim(s) against the Debtors are Unimpaired and, therefore, pursuant to section 1126(f) of the Bankruptcy Code, you are conclusively presumed to have accepted the Plan and are, therefore, **not entitled to vote on the Plan**. Accordingly, this notice and the *Notice of Entry of Order Approving (A) the Adequacy of the Disclosure Statement, (B) the Solicitation and Notice Procedures with Respect to Confirmation of the Debtors’ Joint Chapter 11 Plan of Reorganization, (C) the Form of Ballots and Notices in Connection Therewith, and (D) the Scheduling of Certain Dates with Respect Thereto* are being sent to you for informational purposes only.

PLEASE TAKE FURTHER NOTICE THAT if you have any questions about the status of any of your Claims, you should contact the Notice, Claims, and Solicitation Agent in accordance with the instructions provided above.

[Remainder of page intentionally left blank.]

Dated: [____], 2013

James H.M. Sprayregen, P.C.
David R. Seligman, P.C.
Sarah Hiltz Seewer
Brad Weiland
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 6

Notice of Non-Voting Status for Deemed Rejecting Classes

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 NON-VOTING STATUS FOR CLASSES DEEMED TO REJECT THE DEBTORS’ JOINT CHAPTER 11 PLAN OF REORGANIZATION

PLEASE TAKE NOTICE THAT on [December 18], 2013, the United States Bankruptcy Court for the Northern District of Illinois (the “Court”) entered the *Order Approving (A) the Adequacy of the Disclosure Statement, (B) the Solicitation and Notice Procedures with Respect to Confirmation of the Debtors’ Joint Chapter 11 Plan of Reorganization, (C) the Form of Ballots and Notices in Connection Therewith, and (D) the Scheduling of Certain Dates with Respect Thereto* [Docket No. [___]] (the “Disclosure Statement Order”) that, among other things, (a) approved the *Disclosure Statement for the Debtors’ Joint Chapter 11 Plan of Reorganization* [Docket No. [___]] (as may be further amended or supplemented from time to time and including all exhibits and supplements thereto, the “Disclosure Statement”) as containing adequate information, as required under section 1125(a) of title 11 of the United States Code (the “Bankruptcy Code”), and (b) authorized the above-captioned debtors and debtors in possession (collectively, the “Debtors”) to solicit votes with regard to the acceptance or rejection of the *Debtors’ Joint Chapter 11 Plan of Reorganization* [Docket No. [___]] (as may be further amended or supplemented from time to time and including all exhibits and supplements thereto, the “Plan”).²

PLEASE TAKE FURTHER NOTICE THAT the Disclosure Statement, Disclosure Statement Order, the Plan, and other documents and materials included in the Solicitation Package, except Ballots, may be obtained at no charge from GCG, Inc., the claims agent retained

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 Capitalized terms used but not otherwise defined herein shall have the meanings ascribed to them in the Plan or Disclosure Statement, as applicable.

by the Debtors in these chapter 11 cases (the “Notice, Claims, and Solicitation Agent”) by: (a) accessing the Notice, Claims, and Solicitation Agent’s website at www.edisonmissionrestructuring.com; (b) writing to the Notice, Claims, and Solicitation Agent, by first-class mail, Edison Mission Energy, et al., c/o GCG, P.O. Box 9942, Dublin, OH 43017-5942, or by writing, by hand delivery or overnight mail, Edison Mission Energy, et al., c/o GCG, 5151 Blazer Parkway, Suite A, Dublin, OH 43017; or (c) calling the Notice, Claims, and Solicitation Agent at (866) 241-6491. You may also obtain copies of any pleadings filed in these chapter 11 cases for a fee via PACER at www.ilnb.uscourts.gov.

PLEASE TAKE FURTHER NOTICE THAT you are receiving this notice because, under the terms of Article III of the Plan your Claims or Interests in the Debtors, as applicable, are Impaired and you will receive no distribution on account of such Claims or Interests under the Plan. Accordingly, pursuant to section 1126(g) of the Bankruptcy Code, you are deemed to have rejected the Plan and are, therefore, ***not entitled to vote on the Plan***. Accordingly, this notice and the *Notice of Entry of Order Approving (A) the Adequacy of the Disclosure Statement, (B) the Solicitation and Notice Procedures with Respect to Confirmation of the Debtors’ Joint Chapter 11 Plan of Reorganization, (C) the Form of Ballots and Notices in Connection Therewith, and (D) the Scheduling of Certain Dates with Respect Thereto* are being sent to you for informational purposes only.

PLEASE TAKE FURTHER NOTICE THAT if you have any questions about the status of any of your Claims or Interests, you should contact the Notice, Claims, and Solicitation Agent in accordance with the instructions provided above.

[Remainder of page intentionally left blank.]

Dated: [_____], 2013

James H.M. Sprayregen, P.C.
David R. Seligman, P.C.
Sarah Hiltz Seewer
Brad Weiland
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 7

Notice to Contract and Lease Counterparties

UNITED STATES BANKRUPTCY COURT
NORTHERN DISTRICT OF ILLINOIS
EASTERN DIVISION

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

NOTICE TO CONTRACT AND LEASE COUNTERPARTIES

PLEASE TAKE NOTICE THAT on [December 18], 2013, the United States Bankruptcy Court for the Northern District of Illinois (the “Court”) entered the *Order Approving (A) the Adequacy of the Disclosure Statement, (B) the Solicitation and Notice Procedures with Respect to Confirmation of the Debtors’ Joint Chapter 11 Plan of Reorganization, (C) the Form of Ballots and Notices in Connection Therewith, and (D) the Scheduling of Certain Dates with Respect Thereto* [Docket No. [___]] (the “Disclosure Statement Order”) that, among other things, (a) approved the *Disclosure Statement for the Debtors’ Joint Chapter 11 Plan of Reorganization* [Docket No. [___]] (as may be further amended or supplemented from time to time and including all exhibits and supplements thereto, the “Disclosure Statement”) as containing adequate information, as required under section 1125(a) of title 11 of the United States Code (the “Bankruptcy Code”), and (b) authorized the above-captioned debtors and debtors in possession (collectively, the “Debtors”) to solicit votes with regard to the acceptance or rejection of the *Debtors’ Joint Chapter 11 Plan of Reorganization* [Docket No. [___]] (as may be further amended or supplemented from time to time and including all exhibits and supplements thereto, the “Plan”).²

PLEASE TAKE FURTHER NOTICE THAT the Disclosure Statement, Disclosure Statement Order, the Plan, and other documents and materials included in the Solicitation Package, except Ballots, may be obtained at no charge from GCG, Inc., the claims agent retained by the Debtors in these chapter 11 cases (the “Notice, Claims, and Solicitation Agent”) by:

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 Capitalized terms used but not otherwise defined herein shall have the meanings ascribed to them in the Plan or Disclosure Statement, as applicable.

(a) accessing the Notice, Claims, and Solicitation Agent's website at www.edisonmissionrestructuring.com; (b) writing to the Notice, Claims, and Solicitation Agent, by first-class mail, Edison Mission Energy, et al., c/o GCG, P.O. Box 9942, Dublin, OH 43017-5942, or by writing, by hand delivery or overnight mail, Edison Mission Energy, et al., c/o GCG, 5151 Blazer Parkway, Suite A, Dublin, OH 43017; or (c) calling the Notice, Claims, and Solicitation Agent at (866) 241-6491. You may also obtain copies of any pleadings filed in these chapter 11 cases for a fee via PACER at www.ilnb.uscourts.gov.

PLEASE TAKE FURTHER NOTICE THAT you are receiving this notice because you are a party to a contract or lease with the Debtors that may be an Executory Contract or Unexpired Lease.³ Your rights may be affected by the Plan. If you are a party to a contract or lease with EME that may be an Executory Contract or Unexpired Lease, then your contract or lease might be assumed and assigned to NRG Energy Holdings Inc., a Delaware corporation. If you are a party to a contract or lease with a Debtor other than EME that may be an Executory Contract or Unexpired Lease, then your contract or lease might be assumed by such Debtor. Any defaults under each Executory Contract and Unexpired Lease to be assumed pursuant to the Plan shall be satisfied, pursuant to section 365(b)(1) of the Bankruptcy Code, solely by payment of the Cure Cost by the Purchaser or by an agreed-upon waiver or discharge of the Cure Cost on the Effective Date or as soon as reasonably practicable thereafter or on such other terms as the Debtors, the Purchaser, and the counterparties to each such Executory Contract or Unexpired Lease may otherwise agree.

YOUR STATUS AS A COUNTERPARTY TO AN EXECUTORY CONTRACT AND/OR AN UNEXPIRED LEASE DOES NOT IN AND OF ITSELF ENTITLE YOU TO VOTE ON THE PLAN. Accordingly, this notice and the Confirmation Hearing Notice are being sent to you for informational purposes only.

PLEASE TAKE FURTHER NOTICE that the Debtors may assume or reject the Executory Contract(s) or Unexpired Lease(s) to which you are a counterparty. The Debtors have conducted a review of their books and records and have determined that, to the extent the Debtors determine to assume your Executory Contract or Unexpired Lease, the cure amount for unpaid monetary obligations under such contract or lease is as set forth on **Exhibit A** attached hereto (the "Cure Cost"). The Cure Cost set forth on **Exhibit A** hereto supersedes any notification of cure amounts previously provided by the Debtors. If you object to the potential assumption or disagree with the proposed Cure Cost, you must file an objection with the Court and serve it **no later than January 7, 2014** (the "Cure Objection Deadline") on the following parties: (i) Kirkland & Ellis LLP, 300 North LaSalle, Chicago, Illinois 60654, Attn: James H.M. Sprayregen, P.C., David R. Seligman, P.C., and Brad Weiland; (ii) NRG Energy, Inc., 211 Carnegie Center, Princeton, NJ 08540-6213, Attn: Brian Curci; (iii) Baker Botts L.L.P., 1299 Pennsylvania Avenue, NW, Washington, DC 20004-2400, Attn: Elaine M. Walsh; and (iv) Ropes & Gray LLP, 1211 Avenue of the Americas, New York, New York 10036, Attn: Keith Wofford, and Ropes & Gray LLP, Prudential Tower, 800 Boylston Street, Boston,

³ This Notice is being sent to counterparties to Contracts and/or Leases. This Notice is not an admission by the Debtors that such contract or lease is executory or unexpired, or that the Debtors will, at any point, assume or assume and assign such Contract or Lease.

Massachusetts 02199, Attn: Stephen Moeller-Sally. Any counterparty to an Executory Contract or Unexpired Lease that fails to timely object to the potential assumption or proposed Cure Cost will be deemed to have assented to such assumption or Cure Cost.

PLEASE TAKE FURTHER NOTICE that if no objection to (a) the Cure Cost(s) or (b) the potential assignment and/or assumption of any Contract or Lease is filed by the Cure Objection Deadline, then (i) you will be deemed to have stipulated that the Cure Cost as determined by the Debtors is correct and (ii) you will be forever barred, estopped, and enjoined from asserting any additional cure amount under the proposed assigned Executory Contract or Unexpired Lease.

PLEASE TAKE FURTHER NOTICE THAT under the terms of Article V of the Plan, each Executory Contract and Unexpired Lease of a Debtor shall be deemed automatically rejected pursuant to sections 365 and 1123 of the Bankruptcy Code as of the Effective Date of the Plan, unless such Executory Contract or Unexpired Lease:

1. was previously assumed or rejected;
2. was previously expired or terminated pursuant to its own terms;
3. is the subject of a motion or notice to assume filed on or before the Confirmation Date; or
4. is designated specifically or by category as an Executory Contract or Unexpired Lease on the Schedule of Assumed Executory Contracts and Unexpired Leases.

PLEASE TAKE FURTHER NOTICE THAT in the event of a dispute regarding: (1) the amount of any Cure Cost, (2) the ability of the Debtors, Reorganized EME, the Purchaser, or any assignee, as applicable, to provide “adequate assurance of future performance” within the meaning of section 365(b) of the Bankruptcy Code, if applicable, under the Executory Contract or the Unexpired Lease to be assumed or assumed and assigned, and/or (3) any other matter pertaining to assumption and/or assignment, then such Cure Costs shall be paid following the entry of a Final Order resolving the dispute and approving the assumption and assignment of such Executory Contracts or Unexpired Leases or as may be agreed upon by the Debtors or Reorganized EME, as applicable, in consultation with the counterparty to such Executory Contract or Unexpired Lease; provided that prior to the Effective Date or such other date as determined by the Bankruptcy Court (such date to be in no event earlier than the date of the entry of the Confirmation Order), the Debtors may settle any dispute regarding the amount of any Cure Cost without any further notice to any party or any action, order, or approval of the Bankruptcy Court; provided, further, that notwithstanding anything to the contrary herein, prior to the Effective Date or such other date as determined by the Bankruptcy Court and prior to the entry of a Final Order resolving any dispute and approving the assumption and assignment of such Executory Contract or Unexpired Lease, the Debtors reserve the right to reject any Executory Contract or Unexpired Lease which is subject to dispute.

PLEASE TAKE FURTHER NOTICE THAT assumption and assignment of any Executory Contract or Unexpired Lease pursuant to the Plan, or otherwise, shall result in the full satisfaction, compromise, settlement, release, and discharge of any Claims or defaults, whether

monetary or nonmonetary, including defaults of provisions restricting the change in control or ownership interest composition or other bankruptcy-related defaults, arising under any assumed Executory Contract or Unexpired Lease at any time prior to the effective date of assumption and/or assignment.

PLEASE TAKE FURTHER NOTICE THAT if you are a holder of a Claim in a Voting Class as of the Voting Record Date, you shall receive a Solicitation Package in accordance with the Solicitation Procedures. The Disclosure Statement, Disclosure Statement Order, the Plan, and other documents and materials included in the Solicitation Package, except Ballots, may be obtained at no charge from GCG, Inc., the claims agent retained by the Debtors in these chapter 11 cases (the “Notice, Claims, and Solicitation Agent”) by: (a) accessing the Notice, Claims, and Solicitation Agent’s website at www.edisonmissionrestructuring.com; (b) writing to the Notice, Claims, and Solicitation Agent, by first-class mail, Edison Mission Energy, et al., c/o GCG, P.O. Box 9942, Dublin, OH 43017-5942, or by writing, by hand delivery or overnight mail, Edison Mission Energy, et al., c/o GCG, 5151 Blazer Parkway, Suite A, Dublin, OH 43017; or (c) calling the Notice, Claims, and Solicitation Agent at (866) 241-6491. You may also obtain copies of any pleadings filed in these chapter 11 cases for a fee via PACER at www.ilnb.uscourts.gov.

PLEASE REVIEW THE PLAN AND THE DISCLOSURE STATEMENT FOR DETAILS REGARDING THE ASSUMPTION, ASSUMPTION AND ASSIGNMENT, AND REJECTION OF EXECUTORY CONTRACTS AND UNEXPIRED LEASES.

YOU MAY WISH TO SEEK LEGAL ADVICE CONCERNING THE PLAN AND THE PLAN’S TREATMENT OF YOUR CONTRACT OR LEASE.

[Remainder of page intentionally left blank.]

PLEASE TAKE FURTHER NOTICE THAT if you have any questions about this Notice you should contact the Notice, Claims, and Solicitation Agent in accordance with the instructions provided above.

Dated: [____], 2013

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

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Joshua A. Sussberg
KIRKLAND & ELLIS LLP
601 Lexington Avenue
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Telephone: (212) 446-4800
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*Counsel to the Debtor 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

Schedule of Contracts and Leases and Proposed Cure Cost

| Debtor | Counterparty | Description of Assumed Contracts or Leases | Cure Cost |
|---------------|---------------------|---|------------------|
| | | | |

Exhibit 8

Notice to Disputed Claim Holders

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 NON-VOTING STATUS WITH RESPECT TO DISPUTED CLAIMS

PLEASE TAKE NOTICE THAT on [December 18], 2013, the United States Bankruptcy Court for the Northern District of Illinois (the “Court”) entered the *Order Approving (A) the Adequacy of the Disclosure Statement, (B) the Solicitation and Notice Procedures with Respect to Confirmation of the Debtors’ Joint Chapter 11 Plan of Reorganization, (C) the Form of Ballots and Notices in Connection Therewith, and (D) the Scheduling of Certain Dates with Respect Thereto* [Docket No. [___]] (the “Disclosure Statement Order”) that, among other things, (a) approved the *Disclosure Statement for the Debtors’ Joint Chapter 11 Plan of Reorganization* [Docket No. [___]] (as may be further amended or supplemented from time to time and including all exhibits and supplements thereto, the “Disclosure Statement”) as containing adequate information, as required under section 1125(a) of title 11 of the United States Code (the “Bankruptcy Code”), and (b) authorized the above-captioned debtors and debtors in possession (collectively, the “Debtors”) to solicit votes with regard to the acceptance or rejection of the *Debtors’ Joint Chapter 11 Plan of Reorganization* [Docket No. [___]] (as may be further amended or supplemented from time to time and including all exhibits and supplements thereto, the “Plan”).²

PLEASE TAKE FURTHER NOTICE THAT the Disclosure Statement, Disclosure Statement Order, the Plan, and other documents and materials included in the Solicitation Package, except Ballots, may be obtained at no charge from GCG, Inc., the claims agent retained by the Debtors in these chapter 11 cases (the “Notice, Claims, and Solicitation Agent”) by:

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 Capitalized terms used but not otherwise defined herein shall have the meanings ascribed to them in the Plan or Disclosure Statement, as applicable.

(a) accessing the Notice, Claims, and Solicitation Agent's website at www.edisonmissionrestructuring.com; (b) writing to the Notice, Claims, and Solicitation Agent, by first-class mail, Edison Mission Energy, et al., c/o GCG, P.O. Box 9942, Dublin, OH 43017-5942, or by writing, by hand delivery or overnight mail, Edison Mission Energy, et al., c/o GCG, 5151 Blazer Parkway, Suite A, Dublin, OH 43017; or (c) calling the Notice, Claims, and Solicitation Agent at (866) 241-6491. You may also obtain copies of any pleadings filed in these chapter 11 cases for a fee via PACER at www.ilnb.uscourts.gov.

PLEASE TAKE FURTHER NOTICE THAT you are receiving this notice because you are the Holder of a Claim that is subject to a pending objection by the Debtors. **You are not entitled to vote any disputed portion of your Claim on the Plan unless one or more of the following events have taken place before [January 24], 2014, a date that is three (3) Business Days before the Voting Deadline** (each, a "Resolution Event"):

- (a) an order of the Court is entered allowing such Claim pursuant to section 502(b) of the Bankruptcy Code, after notice and a hearing;
- (b) an order of the Court is entered temporarily allowing such Claim for voting purposes only pursuant to Bankruptcy Rule 3018(a), after notice and a hearing;
- (c) a stipulation or other agreement is executed between the Holder of such Claim and the Debtors resolving the objection and allowing such Claim in an agreed upon amount;
- (d) a stipulation or other agreement is executed between the Holder of such Claim and the Debtors temporarily allowing the Holder of such Claim to vote its Claim or in an agreed upon amount; or
- (e) the pending objection to such Claim is voluntarily withdrawn by the objecting party.

Accordingly, this notice and the *Notice of Entry of Order Approving (A) the Adequacy of the Disclosure Statement, (B) the Solicitation and Notice Procedures With Respect to Confirmation of the Debtors' Joint Chapter 11 Plan of Reorganization, (C) the Form of Ballots and Notices in Connection Therewith, and (D) the Scheduling of Certain Dates With Respect Thereto* are being sent to you for informational purposes only.

PLEASE TAKE FURTHER NOTICE THAT if a Resolution Event occurs, then no later than two (2) Business Days thereafter, the Notice, Claims, and Solicitation Agent shall distribute a Ballot, and a pre-addressed, postage pre-paid envelope to you, which must be returned to the Notice, Claims, and Solicitation Agent no later than the Voting Deadline, which is **5:00 p.m. prevailing Central Time on [January 29], 2014.**

PLEASE TAKE FURTHER NOTICE THAT if you have any questions about the status of any of your Claims, you should contact the Notice, Claims, and Solicitation Agent in accordance with the instructions provided above.

Dated: [_____], 2013

James H.M. Sprayregen, P.C.
David R. Seligman, P.C.
Sarah Hiltz Seewer
Brad Weiland
KIRKLAND & ELLIS LLP
300 North LaSalle
Chicago, Illinois 60654
Telephone: (312) 862-2000
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*Counsel to the Debtors and Debtors in Possession
Other than Camino Energy Company*

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300 North LaSalle
Suite 2100
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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*