

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 DEBTORS’ FIFTH OMNIBUS
OBJECTION TO CERTAIN PROOFS OF CLAIM (AMENDED
AND SUPERSEDED CLAIMS, DUPLICATE CLAIMS, CROSS-CASE
DUPLICATE CLAIMS, RECLASSIFICATION CLAIMS, NO LIABILITY
CLAIMS, WRONG DEBTOR CLAIMS, AND CLAIMS TO BE ADJUSTED)**

PLEASE TAKE NOTICE that on the **22nd day of January, 2014, 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Chicago, Illinois, and present the attached *Debtors’ Fifth Omnibus Objection to Certain Proofs of Claim (Amended and Superseded Claims, Duplicate Claims, Cross-Case Duplicate Claims, Reclassification Claims, No Liability Claims, Wrong Debtor Claims, and Claims to be Adjusted)* (the “Objection”).

PLEASE TAKE FURTHER NOTICE that any objection to the Objection must be filed with the Court by **December 30, 2013, at 4:00 p.m. (Central Time)** and served so as to be actually received by: (a) counsel to the Debtors; (b) each holder of a Disputed Claim (as defined in the Objection) identified on **Schedules 1–7** to **Exhibit A** to the Objection; (c) the Office of the U.S. Trustee for the Northern District of Illinois; (d) counsel to the official committee of unsecured creditors appointed to these chapter 11 cases; (e) the indenture trustee for the Debtors’ senior unsecured notes; (f) counsel to the ad hoc committee of certain holders of the Debtors’ senior unsecured notes; (g) the indenture trustee for the lessor notes related to the Debtors’ Powerton generating station in Pekin, Illinois, and units 7 and 8 of the Debtors’ Joliet, Illinois,

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.

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

PLEASE TAKE FURTHER NOTICE that copies of all documents filed in these chapter 11 cases are available free of charge by visiting the case website maintained by GCG, Inc., the Debtors' notice and claims agent for these chapter 11 cases, available at www.edisonmissionrestructuring.com or by calling (866) 241-6491. You may also obtain copies of any pleadings by visiting the Court's website at www.ilnb.uscourts.gov in accordance with the procedures and fees set forth therein.

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Dated: December 10, 2013

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

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*Counsel to Debtor Camino Energy Company
and Conflicts Counsel to the other Debtors
and Debtors in Possession¹*

¹ McDonald Hopkins LLC will prosecute the Objection and respond to any responses thereto to the extent that any potential conflict of interest exists with respect to Kirkland & Ellis LLP.

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

)	
In re:)	Chapter 11
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EDISON MISSION ENERGY, <u>et al.</u> , ¹)	Case No. 12-49219 (JPC)
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Debtors.)	(Jointly Administered)
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**DEBTORS’ FIFTH OMNIBUS OBJECTION TO
CERTAIN PROOFS OF CLAIM (AMENDED AND SUPERSEDED
CLAIMS, DUPLICATE CLAIMS, CROSS-CASE DUPLICATE
CLAIMS, RECLASSIFICATION CLAIMS, NO LIABILITY CLAIMS,
WRONG DEBTOR CLAIMS, AND CLAIMS TO BE ADJUSTED)**

**THIS OBJECTION SEEKS TO DISALLOW,
EXPUNGE, RECLASSIFY, REDUCE, AND/OR MODIFY
CERTAIN FILED PROOFS OF CLAIM. CLAIMANTS RECEIVING
THIS OBJECTION SHOULD LOCATE THEIR NAMES AND CLAIMS
ON SCHEDULES 1-7 TO EXHIBIT A ATTACHED TO THIS OBJECTION.**

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

Relief Requested

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

Exhibit A (the “Order”):

- expunging and disallowing each claim identified on **Schedule 1** to the Order (collectively, the “Amended and Superseded Claims”) in its entirety because each such

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.

claim was amended and replaced by the applicable “Surviving Claim” identified on **Schedule 1** to the Order;

- expunging and disallowing each claim identified on **Schedule 2** to the Order (collectively, the “Duplicate Claims”) in its entirety because each such claim duplicates other proofs of claim filed against the same Debtor asserting the same liability in the same amount despite having a single potential claim against such Debtor;
- expunging and disallowing each claim identified on **Schedule 3** to the Order (collectively, the “Cross-Case Duplicate Claims”) in its entirety because each such claim duplicates other proofs of claim filed against other Debtors asserting the same liability in the same amount despite having a potential claim against only one Debtor;
- reclassifying each claim identified on **Schedule 4** to the Order (collectively, the “Reclassification Claims”) because each such claim is asserted in a priority not reflected in the Debtors’ books and records;
- expunging and disallowing each claim identified on **Schedule 5** to the Order (collectively, the “No Liability Claims”) because each such claim is not reflected in the Debtors’ books and records;
- reassigning each claim identified on **Schedule 6** to the Order (collectively, the “Wrong Debtor Claims”) as a claim against the “Correct Debtor” identified on **Schedule 6** to the Order because each such claim is asserted against the wrong Debtor; and
- reducing each claim identified on **Schedule 7** to the Order (collectively, the “Claim to be Adjusted” and, together with the Amended and Superseded Claims, Duplicate Claims, Cross-Case Duplicate Claims, Reclassification Claims, No Liability Claims, and the Wrong Debtor Claims, the “Disputed Claims”) because each such claim is asserted in an amount not reflected in the Debtors’ books and records.

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

Jurisdiction

2. The United States Bankruptcy Court for the Northern District of Illinois (the “Court”) has jurisdiction over this matter pursuant to 28 U.S.C. §§ 157 and 1334. This matter is a core proceeding within the meaning of 28 U.S.C. § 157(b)(2).

3. Venue is proper pursuant to 28 U.S.C. §§ 1408 and 1409.

4. The statutory bases for the relief requested herein are sections 502 and 1106(a)(1) of title 11 of the United States Code (the “Bankruptcy Code”), rule 3007 of the Federal Rules of Bankruptcy Procedure (the “Bankruptcy Rules”), and rule 3007-1 of the Local Rules for the United States Bankruptcy Court for the Northern District of Illinois (the “Local Rules”).

Background

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

6. On December 17, 2012 (the “Original Petition Date”), seventeen of the Debtors (collectively, the “Original Debtors”) filed petitions with the Court under chapter 11 of the Bankruptcy Code. On May 2, 2013 (the “Homer City Petition Date”), three additional Debtors (collectively, the “Homer City Debtors”)² filed petitions with the Court under chapter 11 of the Bankruptcy Code. The Court has approved procedural consolidation and joint administration of these chapter 11 cases pursuant to Bankruptcy Rule 1015(b) [Docket Nos. 115, 154, 780]. No party has requested the appointment of a trustee or examiner in these chapter 11 cases. The Debtors continue to operate their businesses and manage their properties as debtors in possession pursuant to sections 1107(a) and 1108 of the Bankruptcy Code. On January 7, 2013, the United States Trustee for the Northern District of Illinois appointed an official committee of unsecured creditors (the “Committee”) in these chapter 11 cases [Docket No. 202] (as amended on January 18, 2013 [Docket No. 308]). On December 3, 2013, the Debtors filed an amended joint

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

chapter 11 plan [Docket No. 1625] and amended disclosure statement in support thereof [Docket No. 1626].

The Claims Reconciliation Process

7. On February 14, 2013 and May 16, 2013, the Original Debtors and the Homer City Debtors, respectively, filed their schedules of assets and liabilities and executory contracts and unexpired leases (as amended, collectively, the “Schedules”) and statements of financial affairs, as required pursuant to section 521 of the Bankruptcy Code. On July 2, 2013, certain Debtors filed amendments to their respective Schedules.

8. On April 10, 2013, the Court entered the *Order (A) Setting Bar Dates for Filing Proofs of Claim, Including 503(b)(9) Proofs of Claim and (B) Approving the Form and Manner of Notice Thereof* [Docket No. 669] (the “Original Bar Date Order”). On August 21, 2013, the Court entered the *Order (A) Setting Bar Dates for Filing Proof of Claim, Including Section 503(b)(9) Claims, Against EME Homer City Generation L.P., Edison Mission Finance Co., and Homer City Property Holdings, Inc. and (B) Approving the Form and Manner of Notice Thereof* [Docket No. 1137] (the “Homer City Bar Date Order” and, together with the Original Bar Date Order, the “Bar Date Orders”). Together, the Bar Date Orders apply to all purported “claims” (as defined in section 101(5) of the Bankruptcy Code) against the Debtors that arose before the Original Petition Date and the Homer City Petition Date, as applicable (each, a “Claim”). Notice of the Bar Date Orders was provided in accordance with the procedures outlined therein.

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

10. To date, entities have filed approximately 2,000 proofs of claim against the Debtors on an aggregate basis, collectively asserting more than \$12.2 billion in aggregate

liabilities. The Debtors and their advisors are in the process of reviewing the proofs of claim, including supporting documentation, if any, filed together with any proof of claim, and reconciling the proofs of claims with the Debtors' books and records to determine the validity of the proofs of claim. For the reasons set forth in more detail below, and based on their review to date, the Debtors have determined that the Disputed Claims should be reclassified, reassigned, adjusted, or expunged and disallowed as set forth herein.

Objection

I. Amended and Superseded Claims

11. As set forth in the Moss Declaration, the Debtors have determined that the Amended and Superseded Claims identified on **Schedule 1** to the Order were amended and replaced by the "Surviving Claims" identified on **Schedule 1** to the Order. To allow both the Amended and Superseded Claims and Surviving Claims to remain on the claims register would be duplicative and would lead to multiple recoveries on a single Claim. Accordingly, the Debtors respectfully request that the Court enter the Order expunging and disallowing the Amended and Superseded Claims identified on **Schedule 1** to the Order. This Objection does not affect the Surviving Claims identified on **Schedule 1** to the Order.

II. Duplicate Claims

12. As set forth in the Moss Declaration, the Debtors have determined that the Duplicate Claims duplicate the "Surviving Claims" identified on **Schedule 2** to the Order. Failure to disallow and expunge the Duplicate Claims could result in the applicable claimants receiving multiple recoveries against the Debtors, to the detriment of other similarly-situated creditors. Moreover, elimination of such Duplicate Claims will enable the Debtors to maintain a more accurate claims register. Accordingly, the Debtors request that the Court enter the Order

expunging and disallowing the Duplicate Claims identified on **Schedule 2** to the Order. This Objection does not affect the Surviving Claims identified on **Schedule 2** to the Order.

III. Cross-Case Duplicate Claims

13. As set forth in the Moss Declaration, the Debtors have determined that the Cross-Case Duplicate Claims duplicate Claims asserted against other Debtors on account of the same liability and in the same amount, despite the applicable claimant having a potential claim against only one Debtor. Failure to disallow and expunge the Cross-Case Duplicate Claims could result in each applicable claimant receiving multiple recoveries against the Debtors, to the detriment of other similarly-situated creditors. Moreover, elimination of such Cross-Case Duplicate Claims will enable the Debtors to maintain a more accurate claims register. Accordingly, the Debtors request that the Court enter the Order expunging and disallowing those Cross-Case Duplicate Claims identified on **Schedule 3** to the Order. This Objection does not affect the Surviving Claims identified on **Schedule 3** to the Order.

IV. Reclassification Claims

14. As set forth in the Moss Declaration, after reviewing the Debtors' books and records, the Debtors have determined that each Reclassification Claim is asserted in an incorrect priority. Failure to reclassify the Reclassification Claims could result in each applicable claimant receiving an unwarranted recovery against the Debtors, to the detriment of other similarly-situated creditors. Accordingly, the Debtors respectfully request that the Court reclassify each Reclassification Claim as a Claim with the priority identified in the column labeled "Correct Classification" on **Schedule 4** to the Order.³

³ Notwithstanding any other amounts set forth as the totals for Claims 356 and 2019 on the claims register maintained by the Debtors' notice and claims agent (or that may be listed on the claims register if this Objection is granted), the Debtors submit that the relief sought by this Objection seeks only to reclassify Claims 356 and 2019. Consistent with paragraph 25 of this Objection, the Debtors reserve all rights to object to Claims 356 and 2019 for any basis whatsoever, at a later date.

V. No Liability Claims

15. As set forth in the Moss Declaration, the Debtors have reviewed their books and records and determined that the No Liability Claims are not reflected as liabilities in the Debtors' books and records. More specifically, the Debtors object to the No Liability Claims for the following reasons:

- a. Claims 1442 and 1759 assert claims for anticipatory rejection damages on account of executory leases or unexpired leases which the Debtors have not rejected;
- b. Claims 885, 887, 891, and 892, asserted by the California Franchise Tax Board, were addressed in the consolidated 2012 income tax return, dated October 11, 2013, filed by Edison International, on behalf of its consolidated tax group, including the Debtors;
- c. the Debtors paid Claims 1842 and 1843, asserted by the Treasurer of Orange County, California, by, respectively, check numbers 1016998 and 1016455;
- d. on April 16, 2013, the Debtors were dismissed from Comer v. Murphy Oil USA, Inc., et al., No. 12-60291 (5th Cir.), the appeal at issue in Claim 1690, asserted by Chevron USA Inc., pursuant to an order of the United States Court of Appeals for the Fifth Circuit;
- e. the Debtors paid Claim 255, asserted Amerisource Funding, Inc., as successor in interest to Snook Equipment Crane, Inc., on March 2, 2012, by ACH 31206249199; and
- f. Claim 53, asserted by Pennsylvania Electric Company, was assumed by Homer City Generation L.P. pursuant to the Master Transaction Agreement, dated as of September 12, 2012, between EME Homer City Generation L.P. and Homer City Generation L.P.

16. Failure to disallow and expunge the No Liability Claims could result in the applicable claimants receiving an unwarranted recovery against the Debtors, to the detriment of other similarly-situated creditors. Accordingly, the Debtors request that the Court enter the Order expunging and disallowing those No Liability Claims identified on **Schedule 5** to the Order.

VI. Wrong Debtor Claims

17. As set forth herein and in the Moss Declaration, the Court should reassign the Wrong Debtor Claims as Claims against the “Correct Debtor” identified on **Schedule 6** to the order. If the Wrong Debtor Claims are not formally reassigned, as requested herein, the potential exists for each applicable claimant to receive a recovery to which it is not entitled, to the detriment of other similarly situated creditors. Thus, this relief is necessary to prevent any inappropriate distribution of estate funds and to facilitate the administration of the claims allowance process. Accordingly, the Debtors request that the Court enter the Order reassigning the Wrong Debtor Claims as Claims against the “Correct Debtor” identified on **Schedule 6** to the Order.

VII. Claims to be Adjusted

18. As set forth in the Moss Declaration, the Debtors have reviewed the Claims to be Adjusted and determined that the Claims to be Adjusted are asserted in amounts greater than the amounts reflected in the Debtors’ books and records. Failure to modify the Claims to be Adjusted could result in each applicable claimants receiving an unwarranted recovery against the Debtors. Accordingly, the Debtors respectfully request that the Court reduce the amount of the Claims to be Adjusted to the amount identified in the column labeled as “Total Adjusted Claim” in **Schedule 7** to the Order to the Objection.

Basis for Relief

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

20. As set forth in Bankruptcy Rule 3001(f), a properly executed and filed proof of claim constitutes *prima facie* evidence of the validity and the amount of the claim under section 502(a) of the Bankruptcy Code. See In re Salem, 465 F.3d 767, 779 (7th Cir. 2006). To receive the benefit of *prima facie* validity, however, the proof of claim must “set forth facts necessary to support the claim.” In re Stoecker, 143 B.R. 879, 883 (N.D. Ill. 1992), aff’d in part, vacated in part by 5 F.3d 1022 (7th Cir. 1993). Additionally, a claimant’s proof of claim is entitled to the presumption of *prima facie* validity under Bankruptcy Rule 3001(f) only until an objecting party refutes at least one of the allegations that is essential to the claim’s legal sufficiency. See In re Relford, 323 B.R. 669, 672–73 (Bankr. S.D. Ind. 2004). Once such an allegation is refuted, the burden reverts to the claimant to prove the validity of the claim by a preponderance of the evidence. Id. In other words, once the *prima facie* validity of a claim is rebutted, “it is for the claimant to prove his claim, not for the objector to disprove it.” In re Kahn, 114 B.R. 40, 44 (Bankr. S.D.N.Y. 1990) (citations omitted).

21. As set forth herein and in the Moss Declaration, the Court should reclassify, reassign, adjust, or expunge and disallow the Disputed Claims. If the Disputed Claims are not formally reclassified, reassigned, adjusted, or disallowed and expunged as requested herein, the potential exists for the applicable claimants to receive recoveries to which they are not entitled, to the detriment of the Debtors’ other stakeholders. Thus, this relief is necessary to prevent any inappropriate distribution of estate funds and to facilitate the administration of the claims allowance process.

Compliance with Bankruptcy Rule 3007(e)

22. The Debtors respectfully submit that this Objection complies with the requirements for omnibus objections set forth by Bankruptcy Rule 3007(e). Namely, the Debtors and GCG, Inc., their notice and claims agent, have created a personalized form of notice that

shall be served upon each claimant affected by this Objection. Each such notice prominently identifies the claimant's: (a) name; (b) address; (c) applicable claim number; (d) proposed treatment pursuant to the Objection; and (e) does not include any other claimant's information on the notice.

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

Separate Contested Matter

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

Reservation of Rights

25. The Debtors expressly reserve the right to amend, modify, or supplement this Objection and to file additional substantive or non-substantive objections to the Claims objected to herein, or any other Claims, filed or not, which may be asserted against the Debtors. Should one or more of the grounds of objection stated in this Objection be overruled, the Debtors reserve the right to object on any other applicable grounds. In addition, the Debtors reserve the right to seek to reduce any Claim for any reason, including to the extent such Claim has been paid. The Debtors reserve the right to raise further objections, including objections under section 502(d) of the Bankruptcy Code. Nothing in this Objection or the relief requested herein shall limit the

right of the Debtors, the Committee, or the ad hoc committee of certain holders of the Debtors' senior unsecured notes (the "Noteholder Group") to bring future and/or additional objections to any of the Disputed Claims on any basis.

Notice

26. The Debtors have provided notice of this Objection to: (a) the Office of the United States Trustee for the Northern District of Illinois; (b) holders of Disputed Claims identified on Schedules 1-7 to the Order; (b) counsel to the Committee; (c) the indenture trustee for the Debtors' senior unsecured notes; (d) counsel to the Noteholder Group; (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; and (m) the Environmental Protection Agency and similar state environmental agencies for states in which the Debtors conduct business. In light of the nature of the relief requested herein, the Debtors respectfully submit that no further notice is necessary.

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

Dated: December 10, 2013

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

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

Exhibit A

Proposed Order

UNITED STATES BANKRUPTCY COURT
NORTHERN DISTRICT OF ILLINOIS
Eastern Division

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

Re: Docket No. ____

**ORDER GRANTING DEBTORS' FIFTH OBJECTION
TO CERTAIN PROOFS OF CLAIM (AMENDED AND
SUPERSEDED CLAIMS, DUPLICATE CLAIMS, CROSS-CASE
DUPLICATE CLAIMS, RECLASSIFICATION CLAIMS, NO
LIABILITY CLAIMS, WRONG DEBTOR CLAIMS, AND CLAIMS TO BE ADJUSTED)**

Upon the objection (the "Objection") of the above-captioned debtors and debtors in possession (collectively, the "Debtors") for entry of an order (this "Order") reclassifying, reassigning, adjusting, or disallowing and expunging the Disputed Claims identified on Schedules 1–7 attached hereto, pursuant to sections 502 and 1106(a)(1) of the Bankruptcy Code, Bankruptcy Rule 3007, Local Rule 3007-1, and the Objection Procedures, all as more fully set forth in the Objection; and the Court having found that the Court has jurisdiction over this matter pursuant to 28 U.S.C. §§ 157 and 1334; and the Court having found that this is a core proceeding pursuant to 28 U.S.C. § 157(b)(2); and the Court having found that venue of this proceeding and the Objection in this district is proper pursuant to 28 U.S.C. §§ 1408 and 1409; and the Court having found that the relief requested in the Objection is in the best interests of the Debtors' estates, their creditors, and other parties in interest; and the Court having found that the Debtors provided appropriate notice of the Objection and the opportunity for a hearing on the Objection under the circumstances; and the Court having reviewed the Objection and the Moss Declaration and having heard the statements in support of the relief requested therein at a hearing before the Court (the "Hearing"); and the Court having determined that the legal and factual bases set forth in the Objection and at the Hearing establish just cause for the relief granted herein; and upon all of the proceedings had before the Court; and after due deliberation and sufficient cause appearing therefor, it is **HEREBY ORDERED THAT:**

1. The Objection is granted as set forth herein. Capitalized terms used but not otherwise defined herein shall have the meanings ascribed to them in the Objection.
2. Any response to the Objection not otherwise withdrawn, resolved, or adjourned is hereby overruled on its merits.
3. The Amended and Superseded Claims identified on Schedule 1 attached hereto are expunged and disallowed in their entirety; provided, however, this Order shall not affect the "Surviving Claims" identified on Schedule 1 attached hereto.
4. The Duplicate Claims identified on Schedule 2 attached hereto are disallowed and expunged in their entirety; provided, however, this Order shall not affect the "Surviving Claims" identified on Schedule 2 attached hereto.

5. The Cross-Case Duplicate Claims identified on Schedule 3 attached hereto are disallowed and expunged in their entirety; provided, however, this Order shall not affect the “Surviving Claims” identified on Schedule 3 attached hereto.

6. The Reclassification Claims identified on Schedule 4 attached hereto are reclassified as Claims with the “Correct Classification” identified on Schedule 4 attached hereto.

7. The No Liability Claims identified on Schedule 5 attached hereto are disallowed and expunged in their entirety.

8. The Wrong Debtor Claims identified on Schedule 6 attached hereto are reassigned as Claims against the “Correct Debtor” identified on Schedule 6 attached hereto.

9. The amount of each Claim to be Adjusted is reduced to the amount identified in the column labeled as “Modified Amount” in Schedule 7 attached hereto.

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

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

12. Each Claim and the objections by the Debtors to such Claim, as addressed in the Objection and set forth on Schedules 1–7 hereto, constitute a separate contested matter as contemplated by Bankruptcy Rule 9014. This Order shall be deemed a separate Order with respect to each Claim. Any stay of this Order pending appeal by any claimants whose claims are subject to this Order shall only apply to the contested matter which involves such Claimant and shall not act to stay the applicability and/or finality of this Order with respect to the other contested matters identified in the Objection or this Order.

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

14. 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.
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and Debtors in Possession

Schedule 1

Amended and Superseded Claims

Schedule 1 - Amended & Superseded Claims

Fifth Omnibus Objection to Claims

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

Note: Claimants are listed alphabetically.

SEQ NO.	CLAIM(S) TO BE DISALLOWED & EXPUNGED			SURVIVING CLAIM(S)			OBJECTION PAGE NO. REFERENCE
	NAME	CLAIM NO.	CLAIM AMOUNT	NAME	CLAIM NO.	CLAIM AMOUNT	
1	AMERITEMP, LTD. 3314 N RICHMOND RD STE 100 JOHNSBURG, IL 60051 Date Filed: 06/17/13 Debtor: Midwest Generation, LLC	1681	503(b)(9): \$6,676.00 Secured: \$6,676.00 Unsecured: \$22,021.82	AMERITEMP LTD 3314 N RICHMOND RD STE 100 JOHNSBURG, IL 60051 Date Filed: 11/12/13 Debtor: Midwest Generation, LLC	2006	503(b)(9): \$2,676.00 Secured: \$6,676.00 Unsecured: \$17,865.15	Pg 5
2	AON HEWITT C/O POST & SCHELL PC ATTN BRIAN W BISIGNANI, ESQ 17 N 2ND ST 12TH FL HARRISBURG, PA 17101 Date Filed: 06/14/13 Debtor: Edison Mission Energy	1439	Unsecured: \$130,179.20	AON HEWITT C/O POST & SCHELL PC ATTN BRIAN W BISIGNANI, ESQ 17 N 2ND ST 12TH FL HARRISBURG, PA 17101 Date Filed: 10/09/13 Debtor: Edison Mission Energy	1933	Unsecured: \$54,918.00	Pg 5
3	AT&T CORP C/O AT&T SERVICES INC ATTN KAREN A CAVAGNARO, LEAD PARALEGAL ONE AT&T WAY RM 3A104 BEDMINSTER, NJ 07921 Date Filed: 06/12/13 Debtor: Edison Mission Energy	1235	Unsecured: \$236.38	AT&T CORP C/O AT&T SERVICES INC ATTN KAREN A CAVAGNARO, LEAD PARALEGAL ONE AT&T WAY RM 3A104 BEDMINSTER, NJ 07921 Date Filed: 10/10/13 Debtor: Edison Mission Energy	1937	Unsecured: \$155.02	Pg 5
4	BABCOCK & WILCOX POWER GENERATION GROUP ATTN: JENNIFER SCHREIBER 20 S VAN BUREN AVE BARBERTON, OH 44203 Date Filed: 06/05/13 Debtor: Midwest Generation EME, LLC	1026	503(b)(9): \$4,908.00 Unsecured: \$6,881.26	BABCOCK & WILCOX POWER GENERATION GROUP ATTN JENNIFER SCHREIBER 20 S VAN BUREN AVE BARBERTON, OH 44203 Date Filed: 10/17/13 Debtor: Midwest Generation, LLC	1948	503(b)(9): \$4,908.00 Unsecured: \$6,881.26	Pg 5
5	BRAND ENERGY & INFRASTRUCTURE SERVICES ATTN: PRESIDENT, GENERAL OR MANAGING AGENT 304-69 AVENUE NW EDMONTON, ALBERTA T6P 0C1 CANADA Date Filed: 06/17/13 Debtor: Midwest Generation, LLC	1701	503(b)(9): \$18,618.97 Unsecured: \$108,585.23	BRAND ENERGY & INFRASTRUCTURE SERVICES ATTN PRESIDENT, GENERAL OR MANAGING AGENT 304-69 AVENUE NW EDMONTON ALBERTA T6P 0C1 CANADA Date Filed: 10/09/13 Debtor: Midwest Generation, LLC	1931	Unsecured: \$156,976.44	Pg 5

Schedule 1 - Amended & Superseded Claims

Fifth Omnibus Objection to Claims

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

Note: Claimants are listed alphabetically.

SEQ NO.	CLAIM(S) TO BE DISALLOWED & EXPUNGED			SURVIVING CLAIM(S)			OBJECTION PAGE NO. REFERENCE
	NAME	CLAIM NO.	CLAIM AMOUNT	NAME	CLAIM NO.	CLAIM AMOUNT	
6	CLAIMS RECOVERY GROUP LLC AS ASSIGNEE OF REDA & DES JARDINS LTD 92 UNION AVE CRESSKILL, NJ 07626 Date Filed: 06/14/13 Debtor: Midwest Generation, LLC	1410	Admin: \$945.00 Unsecured: \$11,548.13	CRG LLC AS ASSIGNEE OF REDA & DES JARDINS LTD 92 UNION AVE CRESSKILL, NJ 07626 Date Filed: 11/09/13 Debtor: Midwest Generation, LLC	2003	Unsecured: \$11,511.27	Pg 5
7	CON-WAY FREIGHT C/O RMS PO BOX 5126 TIMONIUM, MD 21094 Date Filed: 02/04/13 Debtor: Midwest Generation, LLC	12	Unsecured: \$1,322.99	CON-WAY FREIGHT C/O RMS PO BOX 5126 TIMONIUM, MD 21094 Date Filed: 10/12/13 Debtor: Midwest Generation, LLC	1942	Unsecured: \$1,036.08	Pg 5
8	DIAMOND POWER INTERNATIONAL, INC. 2600 EAST MAIN ST ATTN: CHRISTINE MCINTIRE LANCASTER, OH 43130 Date Filed: 06/05/13 Debtor: Midwest Generation EME, LLC	1025	503(b)(9): \$32,616.15 Unsecured: \$45,642.12	DIAMOND POWER INTERNATIONAL INC ATTN CHRISTINE MCINTIRE 2600 E MAIN ST LANCASTER, OH 43130 Date Filed: 11/21/13 Debtor: Midwest Generation, LLC	2015	503(b)(9): \$32,616.15 Unsecured: \$41,829.36	Pg 5
9	DRAXTON-KARLEN GROUP, LLC 8349 WHITE OAK AVE MUNSTER, IN 46321 Date Filed: 06/10/13 Debtor: Midwest Generation, LLC	1094	503(b)(9): \$4,415.47 Priority: \$23,567.43 Unsecured: \$249.53	DRAXTON-KARLEN GROUP LLC ATTN KIM KARLEN 8349 WHITE OAK AVE MUNSTER, IN 46321 Date Filed: 11/09/13 Debtor: Midwest Generation, LLC	2002	Unsecured: \$28,232.43	Pg 5
10	DU-MONT CO. PO BOX 3473 PEORIA, IL 61612 Date Filed: 06/10/13 Debtor: Midwest Generation, LLC	1120	503(b)(9): \$9,434.98	DU-MONT CO PO BOX 3473 PEORIA, IL 61612 Date Filed: 10/07/13 Debtor: Midwest Generation, LLC	1929	503(b)(9): \$1,680.00 Unsecured: \$7,754.98	Pg 5
11	GE INTERNATIONAL ATTN GLENN M REISMAN, ESQ ATTORNEY FOR GE POWER & WATER TWO CORPORATE DR STE 234 SHELTON, CT 06484 Date Filed: 06/10/13 Debtor: Midwest Generation, LLC	1144	503(b)(9): \$163,467.60 Unsecured: \$104,346.97	GE INTERNATIONAL ATTN GLENN M REISMAN, ESQ ATTORNEY FOR GE POWER & WATER TWO CORPORATE DR STE 234 SHELTON, CT 06484 Date Filed: 11/15/13 Debtor: Midwest Generation, LLC	2010	503(b)(9): \$42,656.85 Unsecured: \$225,157.72	Pg 5

Schedule 1 - Amended & Superseded Claims

Fifth Omnibus Objection to Claims

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

Note: Claimants are listed alphabetically.

SEQ NO.	CLAIM(S) TO BE DISALLOWED & EXPUNGED			SURVIVING CLAIM(S)			OBJECTION PAGE NO. REFERENCE
	NAME	CLAIM NO.	CLAIM AMOUNT	NAME	CLAIM NO.	CLAIM AMOUNT	
12	INDUSTRIAL TOOL PRODUCTS, INC 919 N CENTRAL (ITP INC.) WOOD DALE, IL 60191 Date Filed: 06/17/13 Debtor: Midwest Generation EME, LLC	1683	503(b)(9): \$11,534.76	INDUSTRIAL TOOL PRODUCTS INC 919 N CENTRAL (ITP INC) WOOD DALE, IL 60191 Date Filed: 11/15/13 Debtor: Midwest Generation, LLC	2009	503(b)(9): \$630.87 Unsecured: \$5,732.00	Pg 5
13	IRON MOUNTAIN INFORMATION MANAGEMENT INC ATTN JOSEPH CORRIGAN, ESQ 745 ATLANTIC AVE 10TH FL BOSTON, MA 02111 Date Filed: 06/17/13 Debtor: Edison Mission Energy	1706	Secured: Unliquidated Unsecured: \$9,728.80	IRON MOUNTAIN INFORMATION MANAGEMENT INC 745 ATLANTIC AVE 10TH FL BOSTON, MA 02111 Date Filed: 10/11/13 Debtor: Midwest Generation EME, LLC	1938	Unsecured: \$2,714.36	Pg 5
				IRON MOUNTAIN INFORMATION MANAGEMENT INC 745 ATLANTIC AVE 10TH FL BOSTON, MA 02111 Date Filed: 10/11/13 Debtor: Edison Mission Energy	1939	Unsecured: \$7,014.44	Pg 5
14	LINDAHL MARINE CONTRACTORS 740 TWIN RAIL DR MINOOKA, IL 60544 Date Filed: 06/17/13 Debtor: Edison Mission Energy	1684	503(b)(9): \$32,132.74 Priority: \$20,911.60	LINDAHL MARINE CONTRACTORS 740 TWIN RAIL DR MINOOKA, IL 60447 Date Filed: 11/02/13 Debtor: Midwest Generation, LLC	2001	Unsecured: \$46,297.14	Pg 5
15	LOGISTICS PLANNING SERVICES DBA: HALL ENTERPRISES INC 731 BIELENBERG DR STE 108 WOODBURY, MN 55125 Date Filed: 06/13/13 Debtor: Midwest Generation, LLC	1292	Unsecured: \$14,956.06	LOGISTICS PLANNING SERVICES DBA HALL ENTERPRISES INC 731 BIELENBERG DR STE 108 WOODBURY, MN 55125 Date Filed: 11/12/13 Debtor: Midwest Generation, LLC	2005	Unsecured: \$12,611.38	Pg 5
16	MID-AMERICA DYNAMICS 5403 PATTON DR STE 211 LISLE, IL 60532 Date Filed: 05/13/13 Debtor: Midwest Generation, LLC	585	503(b)(9): \$1,657.30 Unsecured: \$2,923.74	MID-AMERICA DYNAMICS INC 5403 PATTON DR STE 211 LISLE, IL 60532 Date Filed: 11/01/13 Debtor: Midwest Generation, LLC	2000	503(b)(9): \$1,021.41 Unsecured: \$2,923.74	Pg 5
17	MOTION INDUSTRIES PO BOX 1477 BIRMINGHAM, AL 35201 Date Filed: 04/24/13 Debtor: Midwest Generation, LLC	122	Unsecured: \$22,303.88	MOTION INDUSTRIES PO BOX 1477 BIRMINGHAM, AL 35201 Date Filed: 11/13/13 Debtor: Midwest Generation, LLC	2007	Unsecured: \$3,493.20	Pg 5

Schedule 1 - Amended & Superseded Claims

Fifth Omnibus Objection to Claims

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

Note: Claimants are listed alphabetically.

SEQ NO.	CLAIM(S) TO BE DISALLOWED & EXPUNGED			SURVIVING CLAIM(S)			OBJECTION PAGE NO. REFERENCE
	NAME	CLAIM NO.	CLAIM AMOUNT	NAME	CLAIM NO.	CLAIM AMOUNT	
18	MOTION INDUSTRIES PO BOX 1477 BIRMINGHAM, AL 35201 Date Filed: 05/02/13 Debtor: Midwest Generation, LLC	306	503(b)(9): \$18,530.23	MOTION INDUSTRIES PO BOX 1477 BIRMINGHAM, AL 35201 Date Filed: 11/13/13 Debtor: Midwest Generation, LLC	2008	503(b)(9): \$18,386.25	Pg 5
19	NORTH SHORE SANITARY DISTRICT WILLIAM KOEPEL DRIVE PO BOX 750 GURNEE, IL 60031 Date Filed: 05/07/13 Debtor: Midwest Generation, LLC	426	Unsecured: \$2,255.62	NORTH SHORE SANITARY DISTRICT WILLIAM KOEPEL DR PO BOX 750 GURNEE, IL 60031 Date Filed: 10/04/13 Debtor: Midwest Generation, LLC	1925	Unsecured: \$2,034.64	Pg 5
20	NOVASPECT, INC. 1124 TOWER RD SCHAUMBURG, IL 60173 Date Filed: 05/28/13 Debtor: Midwest Generation, LLC	831	503(b)(9): \$21,705.96 Unsecured: \$1,295.71	NOVASPECT INC 1124 TOWER RD SCHAUMBURG, IL 60173 Date Filed: 11/15/13 Debtor: Midwest Generation, LLC	2011	503(b)(9): \$21,705.96 Unsecured: \$647.86	Pg 5
21	PIONEER INDUSTRIAL CORPORATION 400 RUSSELL BLVD SAINT LOUIS, MO 63104 Date Filed: 02/11/13 Debtor: Midwest Generation, LLC	46	503(b)(9): \$20,319.63 Secured: \$20,319.63 Unsecured: \$1,513.23	PIONEER INDUSTRIAL CORPORATION 400 RUSSELL BLVD SAINT LOUIS, MO 63104 Date Filed: 11/25/13 Debtor: Midwest Generation, LLC	2018	503(b)(9): \$15,495.40 Unsecured: \$6,337.46	Pg 5
22	POMPS TIRE SERVICE INC PO BOX 1630 GREEN BAY, WI 54305 Date Filed: 06/17/13 Debtor: Midwest Generation, LLC	1577	Unsecured: \$42,338.55	POMPS TIRE SERVICE INC PO BOX 1630 GREEN BAY, WI 54305 Date Filed: 11/23/13 Debtor: Midwest Generation, LLC	2017	Unsecured: \$32,472.85	Pg 5
23	FRANCZEK RADELET ATTN: JIM FRANCZEK 300 S WACKER DR STE 3400 CHICAGO, IL 60606 Date Filed: 06/14/13 Debtor: Midwest Generation EME, LLC	1466	Unsecured: \$7,022.50	FRANCZEK RADELET ATTN JIM FRANCZEK 300 S WACKER DR STE 3400 CHICAGO, IL 60606 Date Filed: 10/03/13 Debtor: Midwest Generation, LLC	1923	Unsecured: \$7,022.50	Pg 5
24	RENDEL'S INC. 40 MILLS RD JOLIET, IL 60433 Date Filed: 06/12/13 Debtor: Midwest Generation, LLC	1237	503(b)(9): \$8,735.39	RENDEL'S INC 40 MILLS RD JOLIET, IL 60433 Date Filed: 11/11/13 Debtor: Midwest Generation, LLC	2004	503(b)(9): \$28.69 Unsecured: \$7,459.14	Pg 5

Schedule 1 - Amended & Superseded Claims

Fifth Omnibus Objection to Claims

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

Note: Claimants are listed alphabetically.

SEQ NO.	CLAIM(S) TO BE DISALLOWED & EXPUNGED			SURVIVING CLAIM(S)			OBJECTION PAGE NO. REFERENCE
	NAME	CLAIM NO.	CLAIM AMOUNT	NAME	CLAIM NO.	CLAIM AMOUNT	
25	STOCK EQUIPMENT COMP BUCKINGHAM DOOLITTLE & BURROUGHS LLP ATTN MATTHEW MATHENEY, ESQ 1375 EAST 9TH STREET, SUITE 1700 CLEVELAND, OH 44114 Date Filed: 06/12/13 Debtor: Midwest Generation EME, LLC	1238	503(b)(9): \$27,624.00	STOCK EQUIPMENT COMPANY C/O BUCKINGHAM DOOLITTLE & BURROUGHS LLP ATTN MATTHEW MATHENEY, ESQ 1375 E 9TH ST STE 1700 CLEVELAND, OH 44114 Date Filed: 10/23/13 Debtor: Midwest Generation, LLC	1959	503(b)(9): \$27,624.00	Pg 5
26	STOCK EQUIPMENT COMPANY C/O BUCKINGHAM DOOLITTLE & BURROUGHS LLP ATTN MATTHEW MATHENEY, ESQ 1375 E 9TH ST STE 1700 CLEVELAND, OH 44114 Date Filed: 06/12/13 Debtor: Midwest Generation EME, LLC	1239	Unsecured: \$228,961.00	STOCK EQUIPMENT COMPANY C/O BUCKINGHAM DOOLITTLE & BURROUGHS LLP ATTN MATTHEW MATHENEY, ESQ 1375 E 9TH ST STE 1700 CLEVELAND, OH 44114 Date Filed: 10/28/13 Debtor: Midwest Generation, LLC	1972	Unsecured: \$228,961.00	Pg 5
27	STOCK EQUIPMENT COMPANY C/O BUCKINGHAM DOOLITTLE & BURROUGHS LLP ATTN MATTHEW MATHENEY, ESQ 1375 E 9TH ST STE 1700 CLEVELAND, OH 44114 Date Filed: 10/23/13 Debtor: Midwest Generation, LLC	1960	503(b)(9): \$27,624.00 Unsecured: \$201,337.00	STOCK EQUIPMENT COMPANY C/O BUCKINGHAM DOOLITTLE & BURROUGHS LLP ATTN MATTHEW MATHENEY, ESQ 1375 E 9TH ST STE 1700 CLEVELAND, OH 44114 Date Filed: 10/28/13 Debtor: Midwest Generation, LLC	1972	Unsecured: \$228,961.00	Pg 5
28	TRINITY CONSULTANTS ATTN: PRESIDENT, MANAGING OR GENERAL AGENT 1S 660 MIDWEST ROAD SUITE 250 OAKBROOK TERRACE, IL 60181 Date Filed: 06/13/13 Debtor: Midwest Generation EME, LLC	1349	Unsecured: \$14,052.09	TRINITY CONSULTANTS ATTN MR VALE REYNA 12770 MERIT DR STE 900 DALLAS, TX 75251 Date Filed: 11/21/13 Debtor: Midwest Generation, LLC	2016	Unsecured: \$14,052.09	Pg 5
29	UHY ADVISORS FLVS, INC. ATTN JOHN YOUENS 2929 ALLEN PKWY 20TH FL HOUSTON, TX 77019 Date Filed: 05/29/13 Debtor: Midwest Generation EME, LLC	876	Unsecured: \$3,091.81	UHY ADVISORS FLVS INC ATTN JOHN YOUENS 2929 ALLEN PKWY 20TH FL HOUSTON, TX 77019 Date Filed: 09/24/13 Debtor: Midwest Generation, LLC	1941	Unsecured: \$3,091.81	Pg 5

Schedule 1 - Amended & Superseded Claims

Fifth Omnibus Objection to Claims

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

Note: Claimants are listed alphabetically.

SEQ NO.	CLAIM(S) TO BE DISALLOWED & EXPUNGED			SURVIVING CLAIM(S)			OBJECTION PAGE NO. REFERENCE
	NAME	CLAIM NO.	CLAIM AMOUNT	NAME	CLAIM NO.	CLAIM AMOUNT	
30	URBAN ELEVATOR 4830 W 16TH ST CICERO, IL 60804 Date Filed: 06/17/13 Debtor: Midwest Generation, LLC	1717	503(b)(9): \$17,525.00 Unsecured: \$51,355.64	URBAN ELEVATOR ATTN RENE HERTSBERG 4830 W 16TH ST CICERO, IL 60804 Date Filed: 10/16/13 Debtor: Midwest Generation, LLC	1947	Unsecured: \$68,880.64	Pg 5
31	VENTYX MANAGED SERVICES, INC. 6455 SOUTH YOSEMITE STREET SUITE 800 GREENWOOD VILLAGE, CO 80111 Date Filed: 06/17/13 Debtor: Midwest Generation EME, LLC	1700	Unsecured: \$7,201.61	VENTYX MANAGED SERVICES INC 6455 S YOSEMITE ST STE 800 GREENWOOD VILLAGE, CO 80111 Date Filed: 10/07/13 Debtor: Midwest Generation, LLC	1926	Unsecured: \$7,201.61	Pg 5
32	WESCO ATTN: FRANK KUSHMAN, BRANCH MANAGER 723 OAKLAWN AVE ELMHURST, IL 60126 Date Filed: 05/07/13 Debtor: Midwest Generation, LLC	449	503(b)(9): \$20,532.26 Secured: \$37,922.23	WESCO ATTN FRANK KUSHMAN, BRANCH MANAGER 723 OAKLAWN AVE ELMHURST, IL 60126 Date Filed: 12/04/13 Debtor: Midwest Generation, LLC	2019	503(b)(9): \$19,067.00 Secured: \$37,824.45	Pg 5
33	WESTERN OILFIELDS SUPPLY CO INC DBA RAIN FOR RENT PO BOX 2248 BAKERSFIELD, CA 93303 Date Filed: 04/29/13 Debtor: Midwest Generation, LLC	363	Unsecured: \$8,436.10	WESTERN OILFIELDS SUPPLY CO INC DBA RAIN FOR RENT PO BOX 2248 BAKERSFIELD, CA 93303 Date Filed: 10/28/13 Debtor: Midwest Generation, LLC	1967	Unsecured: \$8,190.40	Pg 5
34	WESTERN OILFIELDS SUPPLY CO INC DBA RAIN FOR RENT PO BOX 2248 BAKERSFIELD, CA 93303 Date Filed: 04/29/13 Debtor: Midwest Generation, LLC	364	Unsecured: \$76,910.05	WESTERN OILFIELDS SUPPLY CO INC DBA RAIN FOR RENT PO BOX 2248 BAKERSFIELD, CA 93303 Date Filed: 10/28/13 Debtor: Midwest Generation, LLC	1966	Unsecured: \$74,322.71	Pg 5
35	XYLEM INC: GRINDEX C/O XYLEM INC ATTN MONICA M COPE 2881 E BAYARD ST SENECA FALLS, NY 13148 Date Filed: 05/02/13 Debtor: Midwest Generation, LLC	305	503(b)(9): \$45,253.42	XYLEM INC: GRINDEX C/O XYLEM INC ATTN MONICA M COPE 2881 E BAYARD ST SENECA FALLS, NY 13148 Date Filed: 10/16/13 Debtor: Midwest Generation, LLC	1945	503(b)(9): \$28,740.47 Unsecured: \$16,512.95	Pg 5

Schedule 1 - Amended & Superseded Claims

Fifth Omnibus Objection to Claims

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

Note: Claimants are listed alphabetically.

SEQ NO.	CLAIM(S) TO BE DISALLOWED & EXPUNGED			SURVIVING CLAIM(S)			OBJECTION PAGE NO. REFERENCE
	NAME	CLAIM NO.	CLAIM AMOUNT	NAME	CLAIM NO.	CLAIM AMOUNT	
36	XYLEM WATER SOLUTIONS USA C/O XYLEM INC ATTN MONICA M COPE 2881 E BAYARD ST SENECA FALLS, NY 13148 Date Filed: 05/02/13 Debtor: Midwest Generation, LLC	304	503(b)(9): \$17,106.78	XYLEM WATER SOLUTIONS USA C/O XYLEM INC ATTN MONICA M COPE 2881 E BAYARD ST SENECA FALLS, NY 13148 Date Filed: 10/16/13 Debtor: Midwest Generation, LLC	1946	503(b)(9): \$7,066.78 Unsecured: \$10,040.00	Pg 5

Total: \$1,747,457.55

Schedule 2

Duplicate Claims

Schedule 2 - Duplicate Claims

Fifth Omnibus Objection to Claims

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

Note: Claimants are listed alphabetically.

SEQ NO.	CLAIM(S) TO BE DISALLOWED & EXPUNGED			SURVIVING CLAIM(S)			OBJECTION PAGE NO. REFERENCE
	NAME	CLAIM NO.	CLAIM AMOUNT	NAME	CLAIM NO.	CLAIM AMOUNT	
1	BRIESER CONSTRUCTION COMPANY ATTN BRENT SOUTHALL 24101 S MUNICIPAL DR CHANNAHON, IL 60410 Date Filed: 09/30/13 Debtor: Midwest Generation, LLC	1918	Unsecured: \$44,283.05	BRIESER CONSTRUCTION COMPANY ATTN BRENT SOUTHALL 24101 S MUNICIPAL DR CHANNAHON, IL 60410 Date Filed: 10/09/13 Debtor: Midwest Generation, LLC	1934	Unsecured: \$44,283.05	Pgs 5 -6
2	WASTE MANAGEMENT C/O JACQUOLYN MILLS 1001 FANNIN ST STE 4000 HOUSTON, TX 77002 Date Filed: 10/29/13 Debtor: Edison Mission Energy	1998	Unsecured: \$46,417.14	WASTE MANAGEMENT C/O JACQUOLYN MILLS 1001 FANNIN ST STE 4000 HOUSTON, TX 77002 Date Filed: 05/02/13 Debtor: Edison Mission Energy	307	Unsecured: \$46,417.14	Pgs 5 -6

Total: \$90,700.19

Schedule 3

Cross-Case Duplicate Claims

Schedule 3 - Cross Case Duplicate Claims

Fifth Omnibus Objection to Claims

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

Note: Claimants are listed alphabetically.

SEQ NO.	CLAIM(S) TO BE DISALLOWED & EXPUNGED			SURVIVING CLAIM(S)			OBJECTION PAGE NO. REFERENCE
	NAME	CLAIM NO.	CLAIM AMOUNT	NAME	CLAIM NO.	CLAIM AMOUNT	
1	LINDE LLC C/O WILSON ELSER MOSKOWITZ EDELMAN & DICKER LLP ATTN SCOTT A ZUBER, ESQ 200 CAMPUS DR FLORHAM PARK, NJ 07932 Date Filed: 06/17/13 Debtor: Midwest Generation EME, LLC	1679	Unsecured: Unliquidated	LINDE LLC C/O WILSON ELSER MOSKOWITZ EDELMAN & DICKER LLP ATTN SCOTT A ZUBER, ESQ 200 CAMPUS DR FLORHAM PARK, NJ 07932 Date Filed: 06/17/13 Debtor: Midwest Generation, LLC	1680	Unsecured: Unliquidated	Pg 6
2	MCFARLAND, GORDON K 1807 FIVE POINTS RD INDIANA, PA 15701 Date Filed: 06/14/13 Debtor: Edison Mission Energy	1443	Unsecured: \$110,756.88	MCFARLAND, GORDON K C/O MICHAEL J HENNY, ESQ 2828 GULF TOWER 707 GRANT ST PITTSBURGH, PA 15219 Date Filed: 10/28/13 Debtor: EME Homer City Generation L.P.	1965	Unsecured: \$110,756.88	Pg 6
3	MILLER, RICHARD JR AND RENEE C/O GILARDI OLIVER & LOMUPO ATTN RICHARD P GILARDI THE BENEDUM TREES BLDG 223 FOURTH AVE 10TH FL PITTSBURGH, PA 15222 Date Filed: 05/28/13 Debtor: Chestnut Ridge Energy Company	1040	Unsecured: \$2,650,000.00	MILLER, RICHARD & RENEE JR C/O GILARDI OLIVER & LOMUPO ATTN RICHARD P GILARDI THE BENEDUM TREES BLDG 223 FOURTH AVE 10TH FL PITTSBURGH, PA 15222 Date Filed: 05/28/13 Debtor: EME Homer City Generation L.P.	955	Unsecured: \$2,650,000.00	Pg 6
				MILLER, RICHARD JR AND RENEE C/O GILARDI OLIVER & LOMUPO ATTN RICHARD P GILARDI THE BENEDUM TREES BLDG 223 FOURTH AVE 10TH FL PITTSBURGH, PA 15222 Date Filed: 05/28/13 Debtor: Mission Energy Westside, Inc.	1041	Unsecured: \$2,650,000.00	Pg 6

Schedule 3 - Cross Case Duplicate Claims

Fifth Omnibus Objection to Claims

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

Note: Claimants are listed alphabetically.

SEQ NO.	CLAIM(S) TO BE DISALLOWED & EXPUNGED			SURVIVING CLAIM(S)			OBJECTION PAGE NO. REFERENCE
	NAME	CLAIM NO.	CLAIM AMOUNT	NAME	CLAIM NO.	CLAIM AMOUNT	
4	MILLER, RICHARD JR AND RENEE C/O GILARDI OLIVER & LOMUPO ATTN RICHARD P GILARDI THE BENEDUM TREES BLDG 223 FOURTH AVE 10TH FL PITTSBURGH, PA 15222 Date Filed: 05/28/13 Debtor: Edison Mission Energy	1042	Unsecured: \$2,650,000.00	MILLER, RICHARD & RENEE JR C/O GILARDI OLIVER & LOMUPO ATTN RICHARD P GILARDI THE BENEDUM TREES BLDG 223 FOURTH AVE 10TH FL PITTSBURGH, PA 15222 Date Filed: 05/28/13 Debtor: EME Homer City Generation L.P.	955	Unsecured: \$2,650,000.00	Pg 6
	MILLER, RICHARD JR AND RENEE C/O GILARDI OLIVER & LOMUPO ATTN RICHARD P GILARDI THE BENEDUM TREES BLDG 223 FOURTH AVE 10TH FL PITTSBURGH, PA 15222 Date Filed: 05/28/13 Debtor: Mission Energy Westside, Inc.			1041			
5	MILLER, RICHARD JR AND RENEE C/O GILARDI OLIVER & LOMUPO ATTN RICHARD P GILARDI THE BENEDUM TREES BLDG 223 FOURTH AVE 10TH FL PITTSBURGH, PA 15222 Date Filed: 05/28/13 Debtor: Midwest Generation EME, LLC	1043	Unsecured: \$2,650,000.00	MILLER, RICHARD & RENEE JR C/O GILARDI OLIVER & LOMUPO ATTN RICHARD P GILARDI THE BENEDUM TREES BLDG 223 FOURTH AVE 10TH FL PITTSBURGH, PA 15222 Date Filed: 05/28/13 Debtor: EME Homer City Generation L.P.	955	Unsecured: \$2,650,000.00	Pg 6
	MILLER, RICHARD JR AND RENEE C/O GILARDI OLIVER & LOMUPO ATTN RICHARD P GILARDI THE BENEDUM TREES BLDG 223 FOURTH AVE 10TH FL PITTSBURGH, PA 15222 Date Filed: 05/28/13 Debtor: Mission Energy Westside, Inc.			1041			
6	PEDDICORD, HARRY R 134 RAYANN DR NEW ALEXANDRIA, PA 15670 Date Filed: 06/14/13 Debtor: Edison Mission Energy	1444	Priority: Unliquidated	PEDDICORD, HARRY R 134 RAYANN DR NEW ALEXANDRIA, PA 15670 Date Filed: 10/07/13 Debtor: EME Homer City Generation L.P.	1927	Priority: \$350,000.00	Pg 6

Total: \$8,060,756.88

Schedule 4

Reclassification Claims

Schedule 4 - Reclassification Claims

Fifth Omnibus Objection to Claims

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

Note: Claimants are listed alphabetically.

SEQ NO.	CLAIM(S) TO BE MODIFIED			MODIFIED AMOUNT	OBJECTION PAGE NO. REFERENCE
	NAME	CLAIM NO.	CLAIMED AMOUNT		
1	AMERITEMP LTD 3314 N RICHMOND RD STE 100 JOHNSBURG, IL 60051 Date Filed: 11/12/13 Debtor: Midwest Generation, LLC	2006	503(b)(9): \$2,676.00 Secured: \$6,676.00 Unsecured: \$17,865.15	503(b)(9): \$2,676.00 Unsecured: \$24,541.15	Pg 6
2	SUPERIOR PETROLEUM PRODUCTS, INC. 865 N SUPERIOR DR CROWN POINT, IN 46307 Date Filed: 05/03/13 Debtor: Midwest Generation, LLC	356*	503(b)(9): \$15,837.28 Priority: \$20,808.74	503(b)(9): \$15,837.28 Unsecured: \$4,971.46	Pg 6
3	TESTA STEEL CONTRUCTORS PO BOX 51 CHANNAHON, IL 60410 Date Filed: 05/15/13 Debtor: Midwest Generation, LLC	655	503(b)(9): \$48,844.26	Admin: \$40.83 503(b)(9): \$320.04 Unsecured: \$48,483.39	Pg 6
4	WESCO ATTN FRANK KUSHMAN, BRANCH MANAGER 723 OAKLAWN AVE ELMHURST, IL 60126 Date Filed: 12/04/13 Debtor: Midwest Generation, LLC	2019*	503(b)(9): \$19,067.00 Secured: \$37,824.45	503(b)(9): \$19,067.00 Unsecured: \$18,757.45	Pg 6

Total: \$169,598.88

*Denotes the amount of the total claim is not being reduced.

Schedule 5

No Liability Claims

Schedule 5 - No Liability Claims

Fifth Omnibus Objection to Claims

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

Note: Claimants are listed alphabetically.

SEQ NO.	CLAIM(S) TO BE DISALLOWED & EXPUNGED			OBJECTION PAGE NO. REFERENCE
	NAME	CLAIM NO.	CLAIM AMOUNT	
1	AMERISOURCE FUNDING, INC. ASSIGNEE FOR SNOOK EQUIPMENT CRANE, INC. P.O. BOX 4738 HOUSTON, TX 77210 Date Filed: 05/01/13 Debtor: Midwest Generation, LLC	255	Unsecured: \$33,759.00	Pg 7
2	BANK OF THE WEST 475 SANSOME ST 19TH FL SAN FRANCISCO, CA 94111 Date Filed: 06/10/13 Debtor: Edison Mission Energy	1759	Secured: \$14,872.27	Pg 7
3	CHEVRON USA INC C/O GLOBAL UPSTREAM AND GAS ATTN KEVIN O'NEAL LITIGATION MANAGEMENT GROUP 1600 SMITH STREET, RM 28094D HOUSTON, TX 77002 Date Filed: 06/17/13 Debtor: Edison Mission Energy	1690	Unsecured: Unliquidated	Pg 7
4	COUNTY OF ORANGE TREASURER-TAX COLLECTOR ATTN SHARI L FREIDENRICH PO BOX 4515 SANTA ANA, CA 92702 Date Filed: 07/27/13 Debtor: Edison Mission Energy	1842	Admin: \$75,876.32*	Pg 7
5	FRANCHISE TAX BOARD BANKRUPTCY SECTION MS A340 PO BOX 2952 SACRAMENTO, CA 95812 Date Filed: 05/31/13 Debtor: Edison Mission Midwest Holdings Co.	885	Priority: \$823.58	Pg 7
6	FRANCHISE TAX BOARD BANKRUPTCY SECTION MS A340 PO BOX 2952 SACRAMENTO, CA 95812 Date Filed: 05/31/13 Debtor: Edison Mission Holdings Co.	887	Priority: \$823.58	Pg 7

Schedule 5 - No Liability Claims

Fifth Omnibus Objection to Claims

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

Note: Claimants are listed alphabetically.

SEQ NO.	CLAIM(S) TO BE DISALLOWED & EXPUNGED			OBJECTION PAGE NO. REFERENCE
	NAME	CLAIM NO.	CLAIM AMOUNT	
7	FRANCHISE TAX BOARD BANKRUPTCY SECTION MS A340 PO BOX 2952 SACRAMENTO, CA 95812 Date Filed: 05/31/13 Debtor: Mission Energy Westside, Inc.	891	Priority: \$823.58	Pg 7
8	FRANCHISE TAX BOARD BANKRUPTCY SECTION MS A340 PO BOX 2952 SACRAMENTO, CA 95812 Date Filed: 05/31/13 Debtor: Chestnut Ridge Energy Company	892	Priority: \$823.58	Pg 7
9	ORANGE COUNTY TREASURER-TAX COLLECTOR ATTN BANKRUPTCY UNIT PO BOX 4515 SANTA ANA, CA 92702 Date Filed: 07/27/13 Debtor: Edison Mission Energy	1843	Secured: Unliquidated Priority: \$82,260.30	Pg 7
10	PENNSYLVANIA ELECTRIC COMPANY A FIRSTENERGY CO 331 NEWMAN SPRINGS RD BLDG 3 RED BANK, NJ 07701 Date Filed: 02/20/13 Debtor: Edison Mission Energy	53	Unsecured: \$8,342.85	Pg 7
11	UST-GEPT JOINT VENTURE LP C/O QUARLES & BRADY LLP ATTN CHRISTOPHER COMBEST 300 N LASALLE ST STE 4000 CHICAGO, IL 60654 Date Filed: 06/14/13 Debtor: Midwest Generation, LLC	1442	Unsecured: \$50,000.00*	Pg 7

Total: \$268,405.06

* Denotes an unliquidated component.

Schedule 6

Wrong Debtor Claims

Schedule 6 - Wrong Debtor Claims

Fifth Omnibus Objection to Claims

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

Note: Claimants are listed alphabetically.

SEQ NO.	CLAIM(S) TO BE REASSIGNED					OBJECTION PAGE NO. REFERENCE
	NAME	CLAIM NO.	CLAIM AMOUNT	CLAIMED DEBTOR	REASSIGNED DEBTOR	
1	AMERICAN INFOSOURCE LP AS AGENT FOR T MOBILE/T-MOBILE USA INC PO BOX 248848 OKLAHOMA CITY, OK 73124 Date Filed: 02/15/13	13	Unsecured: \$223.94	Midwest Generation EME, LLC	Edison Mission Energy	Pg 8
2	CAPPELLA, RICHARD A 726 ARROWHEAD DR LATROBE, PA 15650 Date Filed: 06/15/13	1556	Priority: \$365,000.00*	Midwest Generation, LLC	EME Homer City Generation L.P.	Pg 8
3	RELCO FINANCE INC C/O PEDERSEN & HOUP ATTN BRYAN E MINIER 161 N CLARK STE 3100 CHICAGO, IL 60601 Date Filed: 06/06/13	1050	Unsecured: \$22,244.00	Edison Mission Energy	Midwest Generation, LLC	Pg 8
4	SPRINT NEXTEL CORRESPONDENCE ATTN BANKRUPTCY DEPT PO BOX 7949 OVERLAND PARK, KS 66207 Date Filed: 03/18/13	34	Unsecured: \$18,741.39	Edison Mission Energy	Midwest Generation EME, LLC	Pg 8
5	STEFANIK, MATTHEW E 430 LUTHER RD JOHNSTOWN, PA 15904 Date Filed: 06/17/13	1584	Priority: Unliquidated	Edison Mission Energy	EME Homer City Generation L.P.	Pg 8

Total: \$406,209.33

* Denotes an unliquidated component.

Schedule 7

Claims to be Adjusted

Schedule 7 - Claims to be Adjusted

Fifth Omnibus Objection to Claims

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

Note: Claimants are listed alphabetically.

SEQ NO.	CLAIM(S) TO BE MODIFIED			MODIFIED AMOUNT	OBJECTION PAGE NO. REFERENCE
	NAME	CLAIM NO.	CLAIMED AMOUNT		
1	AMERICAN INFOSOURCE LP AS AGENT FOR T MOBILE/T-MOBILE USA INC PO BOX 248848 OKLAHOMA CITY, OK 73124 Date Filed: 02/15/13 Debtor: Midwest Generation EME, LLC	13	Unsecured: \$223.94	Unsecured: \$143.96	Pg 8
2	RELCO FINANCE INC C/O PEDERSEN & HOIPT ATTN BRYAN E MINIER 161 N CLARK STE 3100 CHICAGO, IL 60601 Date Filed: 06/06/13 Debtor: Edison Mission Energy	1050	Unsecured: \$22,244.00	Unsecured: \$12,201.81	Pg 8
3	SPRINT NEXTEL CORRESPONDENCE ATTN BANKRUPTCY DEPT PO BOX 7949 OVERLAND PARK, KS 66207 Date Filed: 03/18/13 Debtor: Edison Mission Energy	34	Unsecured: \$18,741.39	Unsecured: \$1,592.26	Pg 8
4	STANDARD EQUIPMENT CO. 2033 W WALNUT ST CHICAGO, IL 60612 Date Filed: 06/17/13 Debtor: Midwest Generation, LLC	1615	Secured: Unliquidated Unsecured: \$42,535.17	Unsecured: \$42,535.17	Pg 8

Total: \$83,744.50