



Thereto [Docket No. 1718] (the “Disclosure Statement Order”). In support of its Cure Objection, UPRR respectfully states as follows:

**RELEVANT BACKGROUND**

1. UPRR and debtor Midwest Generation, LLC (“Midwest”) are parties to that certain Rail Transportation Contract No. UP-C-53850 effective January 1, 2012 (as amended or otherwise modified, the “Contract”). UPRR has asserted a claim (as amended on June 14, 2013, the “Claim”) against Midwest in the amount of \$4,899,970.09<sup>2</sup> for amounts owed to UPRR under the Contract on account of accessorial charges (supported by individual bills attached to the Claim) and “liquidated damages for failure to meet Minimum Volume Requirements” under the Contract. See Proof of Claim No. 1682,<sup>3</sup> a true and correct copy of which is attached hereto as Exhibit A.

2. Pursuant to the Disclosure Statement Order and Plan, the Debtors sent UPRR the Proposed Assumption and Cure Notice. Exhibit A to the Proposed Assumption and Cure Notice entitled “Schedule of Contracts and Leases and Proposed Cure Cost” (the “Schedule”) identifies seven (7) contracts and leases between Midwest and UPRR (together, the “Identified Contracts and Leases”) that may be assumed by the reorganized Midwest on the Effective Date (as defined in the Plan) of the Plan. The Identified Contracts and Leases and the Debtors’ related proposed cure cost are as follows:

<b>Debtor</b>	<b>Counterparty</b>	<b>Description of Assumed Contracts or Leases</b>	<b>Cure Cost</b>
Midwest Generation, LLC	Union Pacific Railroad Company	Confidential Transportation Contract Pursuant to 49 U.S.C. Section 10709 <sup>4</sup>	\$190,259.83

<sup>2</sup> Amounts may be subject to possible reductions after final reconciliation of *force majeure* claims submitted by Midwest pursuant to the Contract.

<sup>3</sup> The Contract is confidential and, therefore, not attached to the Claim or this Cure Objection. If necessary, UPRR will seek Court authority to file the Contract under seal.

<sup>4</sup> This contract is the Contract identified in, and forms the basis for, UPRR’s Claim.

Midwest Generation, LLC	Union Pacific Railroad Company	Rail Equipment Lease to move coal from Southern Powder Basin to Midwest Generating stations located in Illinois	
Midwest Generation, LLC	Union Pacific Railroad Company	Contract Change Order	
Midwest Generation, LLC	Union Pacific Railroad Company	Equipment Operation Agreement	
Midwest Generation, LLC	Union Pacific Railroad Company	Track License for the movement of loaded and empty cars	
Midwest Generation, LLC	Union Pacific Railroad Company	Industry Track Contract	
Midwest Generation, LLC	Union Pacific Railroad Company	Equipment Lease	

**CURE OBJECTION**

3. The Debtors’ proposed cure cost of \$190,259.83 is incorrect, and thus insufficient for the Debtors’ to cure the defaults under, and to assume, the Identified Contracts and Leases pursuant to 11 U.S.C. § 365(b)(1). Pursuant to and as evidenced by UPRR’s Claim, the proper cure amount for the Contract is \$4,899,970.09. With respect to the remaining six Identified Contracts and Leases, UPRR has been unable to identify these contracts and leases in its books and records based upon the information provided in the Schedule and, thus, is unable to calculate an appropriate cure amount at this time.

4. UPRR intends to contact the Debtors to gain more information regarding the Identified Contracts and Leases and the Debtors’ calculation of its proposed cure cost. UPRR reserves all rights regarding the Identified Contracts and Leases, including the right to object to the assumption of the six unknown Identified Contracts and Leases because such contracts and leases do not exist, have previously expired or terminated, or otherwise, and to supplement this Cure Objection if and when additional facts are discovered, including the identification of additional unpaid amounts or defaults. In accordance with 11 U.S.C. § 365(b)(1), all outstanding amounts owed to UPRR must be satisfied on the Effective Date of the Plan should the

reorganized Midwest ultimately seek to assume the Identified Contracts and Leases. Should payment not be made to UPRR on the Effective Date because of a pending dispute between the parties, UPRR respectfully requests that the Court require Midwest or the reorganized Midwest to escrow the maximum amount of cure pending final determination by the Court or otherwise agreed to by the parties.

**WHEREFORE**, UPRR requests that the Court condition any assumption of the Identified Contracts and Leases upon the payment of the proper cure cost demanded by UPRR herein and as may be further supplemented, and grant such other further relief that the Court deems equitable and proper.

Dated: January 7, 2014

**ASHBY & GEDDES, P.A.**

*/s/ Karen B. Skomorucha Owens*

Gregory A. Taylor, Esq.

Karen B. Skomorucha Owens, Esq. (admitted pro hac vice)

Aaron H. Stulman, Esq.

500 Delaware Avenue, 8th Floor

P.O. Box 1150

Wilmington, Delaware 19899

Telephone: (302) 654-1888

Facsimile: (302) 654-2067

gtaylor@ashby-geddes.com

kowens@ashby-geddes.com

astulman@ashby-geddes.com

*Counsel for Union Pacific Railroad Company*

## **Exhibit A**

UNION PACIFIC RAILROAD  
1400 Douglas Street Omaha, Nebraska 68179

June 14, 2013

**Via UPS**

Edison Mission Energy Claims Processing  
c/o GCG, Inc.  
5151 Blazer Parkway, Suite A  
Dublin, OH 43017

**In re: Midwest Generation, LLC  
Case No. 12-49218**

Dear Sir or Madam:

Enclosed please find the original and one copy of Union Pacific Railroad Company's Amended Proof of Claim in the above-referenced matter. Please return a file-stamped copy in the enclosed, self-addressed, stamped envelope.

If you have any questions, please contact me at (402) 544-5382. Thank you for your assistance.

Sincerely,



Shawn Lanka  
Paralegal

Enclosures

cc: Mary Ann Kilgore, General Attorney



B 10 (Official Form 10) (12/08)

UNITED STATES BANKRUPTCY COURT      Northern District of Illinois		PROOF OF CLAIM
Name of Debtor: Midwest Generation, LLC		Case Number: 12-49218
NOTE: This form should not be used to make a claim for an administrative expense arising after the commencement of the case. A request for payment of an administrative expense may be filed pursuant to 11 U.S.C. § 503.		
Name of Creditor (the person or other entity to whom the debtor owes money or property): Union Pacific Railroad Company		<input checked="" type="checkbox"/> Check this box to indicate that this claim amends a previously filed claim.  Court Claim Number: _____ (If known) <i>sent via UPS 2nd</i> Filed on: <i>day air on 6/12/13</i>
Name and address where notices should be sent: Mary Ann Kilgore 1400 Douglas St., STOP 1580 Omaha, NE 68179  Telephone number: (402) 544-4195		
Name and address where payment should be sent (if different from above):   Telephone number:		<input type="checkbox"/> Check this box if you are aware that anyone else has filed a proof of claim relating to your claim. Attach copy of statement giving particulars.  <input type="checkbox"/> Check this box if you are the debtor or trustee in this case.
1. Amount of Claim as of Date Case Filed:      \$ <u>4,899,970.09</u> *  If all or part of your claim is secured, complete item 4 below; however, if all of your claim is unsecured, do not complete item 4.  If all or part of your claim is entitled to priority, complete item 5.  <input type="checkbox"/> Check this box if claim includes interest or other charges in addition to the principal amount of claim. Attach itemized statement of interest or charges.		5. Amount of Claim Entitled to Priority under 11 U.S.C. §507(a). If any portion of your claim falls in one of the following categories, check the box and state the amount.  Specify the priority of the claim.  <input type="checkbox"/> Domestic support obligations under 11 U.S.C. §507(a)(1)(A) or (a)(1)(B).  <input type="checkbox"/> Wages, salaries, or commissions (up to \$10,950*) earned within 180 days before filing of the bankruptcy petition or cessation of the debtor's business, whichever is earlier – 11 U.S.C. §507 (a)(4).  <input type="checkbox"/> Contributions to an employee benefit plan – 11 U.S.C. §507 (a)(5).  <input type="checkbox"/> Up to \$2,425* of deposits toward purchase, lease, or rental of property or services for personal, family, or household use – 11 U.S.C. §507 (a)(7).  <input type="checkbox"/> Taxes or penalties owed to governmental units – 11 U.S.C. §507 (a)(8).  <input type="checkbox"/> Other – Specify applicable paragraph of 11 U.S.C. §507 (a)( ).  Amount entitled to priority: \$ _____  *Amounts are subject to adjustment on 4/1/10 and every 3 years thereafter with respect to cases commenced on or after the date of adjustment.
2. Basis for Claim: _____ (See instruction #2 on reverse side.)		
3. Last four digits of any number by which creditor identifies debtor: <u>9991</u>  3a. Debtor may have scheduled account as: _____ (See instruction #3a on reverse side.)		
4. Secured Claim (See instruction #4 on reverse side.) Check the appropriate box if your claim is secured by a lien on property or a right of setoff and provide the requested information.  Nature of property or right of setoff: <input type="checkbox"/> Real Estate <input type="checkbox"/> Motor Vehicle <input type="checkbox"/> Other Describe:  Value of Property: \$ _____ Annual Interest Rate _____ %  Amount of arrearage and other charges as of time case filed included in secured claim, if any: \$ _____ Basis for perfection: _____  Amount of Secured Claim: \$ _____ Amount Unsecured: \$ _____		
6. Credits: The amount of all payments on this claim has been credited for the purpose of making this proof of claim.  7. Documents: Attach redacted copies of any documents that support the claim, such as promissory notes, purchase orders, invoices, itemized statements of running accounts, contracts, judgments, mortgages, and security agreements. You may also attach a summary. Attach redacted copies of documents providing evidence of perfection of a security interest. You may also attach a summary. (See instruction 7 and definition of "redacted" on reverse side.)  DO NOT SEND ORIGINAL DOCUMENTS. ATTACHED DOCUMENTS MAY BE DESTROYED AFTER SCANNING.  If the documents are not available, please explain: Please see Attachment "A"		
Date: <u>6/14/13</u> Signature: The person filing this claim must sign it. Sign and print name and title, if any, of the creditor or other person authorized to file this claim and state address and telephone number if different from the notice address above. Attach copy of power of attorney, if any.  Shawn Lanka, Paralegal <i>Shawn Lanka</i> (402) 544-5382		FOR COURT USE ONLY

**Attachment "A" to**  
**Union Pacific Railroad Company's Amended Proof of Claim**

Total Claim: \$4,899,970.09\*

**\$29,564 – Accessorial Charges**

A spreadsheet listing (Exhibit A-1) and copies of individual accessorial bills (Exhibit A-2 through A-5) are attached.

**\$4,704,095 - Liquidated Damages for failure to meet Minimum Volume Requirements under Rail Transportation Contract No. UP-C-53850 with Midwest Generation, LLC dated January 1, 2012 (the "Contract")**

A spreadsheet (Exhibit A-6) showing Union Pacific's liquidated damages for 2012 is attached.

The Contract is confidential and therefore not attached at this time.

**\$166,311.09 – Car Repair Charges**

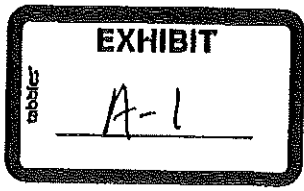
Invoices are voluminous and will be provided upon request. The first page of each invoice is attached (Exhibits A-7 and A-8).

\*Subject to possible reduction after final reconciliation of force majeure claims submitted by Midwest Generation, LLC pursuant to the Contract.



MidwestGenerationEMELLC

Account Billing Name	Account #	Statement Date	Invoice #	Init	Number	Current Open Amt	Extra Service Type
MIDWEST GENERATION EME LLC	187657	4/4/2012	254417762	CWEX	1705	\$9,500.00	MISC. ACCESSORIAL CHARGES
MIDWEST GENERATION EME LLC	187657	4/13/2012	254595021	CWEX	9417	\$9,500.00	MISC. ACCESSORIAL CHARGES
MIDWEST GENERATION EME LLC	187657	1/31/2013	259560422	CWEX	1578	\$5,734.00	MISC. ACCESSORIAL CHARGES
MIDWEST GENERATION EME LLC	187657	1/31/2013	259560423	CWEX	1959	\$4,830.00	MISC. ACCESSORIAL CHARGES
						\$29,564.00	





BUILDING AMERICA

# UNION PACIFIC RAILROAD COMPANY

ORIGINAL BILL  
MISC. ACCESSORIAL CHARGES

MIDWEST GENERATION EME LLC  
C/O TERRY MCCREBRY  
MANAGER, COAL PROCUREMENT  
235 REMINGTON BLVD- SUITE A  
BOLINGBROOK, IL 60440

**Invoice Number**  
**254417762**

Account Number 187657	Statement Date 04/04/2012	Lead Equipment ID CWEX 1705	Waybill Number 771341	Shipment Date 04/02/2012	Customer Reference Number NS
Shipper MIDWEST GENERATION LLC		Consignee MIDWEST GENERATION LLC		Commodity Code/Description 0000000 - THIS BILL COVERS TRAINSET POSITIONING CHARGES FOR EMPTY TRAINS DESTINED TO GREENBRIAR RAIL SVCS AT OMAHA, NE A TRAINSET POSITIONING CHARGE	
Revenue Origin OMAHA, NE		Revenue Destination OMAHA, NE		OF \$9,500 PER TRAIN APPLIES PER UP 6603 ITEM 631 CPLNA 29/0447 3/1/12 WENT TO GREENBRIER SHOP FOR MAINTENANCE PLACED AT GREENBRIER 0507 3/1/12	

Units	Weight	Rate	Rate Unit	Amount	Price Authority/Additional charge description
	1	950000	PC	\$9,500.00	UP 06603 - Item 000631
<b>TOTALS:</b>	1			\$9,500.00	

Prepaid/Collect Indicator: PREPAID

Lading Description: THIS BILL COVERS TRAINSET POSITIONING CHARGES FOR EMPTY TRAINS DESTINED TO GREENBRIAR RAIL SVCS AT OMAHA, NE A TRAINSET POSITIONING CHARGE OF \$9,500 PER TRAIN APPLIES PER UP 6603 ITEM 631 CPLNA 29/0447 3/1/12 WENT TO GREENBRIER SHOP FOR MAINTENANCE PLACED AT GREENBRIER 0507 3/1/12

**EXHIBIT**

A-2

For Assistance:  
Call: (800) 243-0890  
UPACC@UP.COM  
Fax: (402) 233-2031

Original Billed Amount :	\$9,500.00
Total Amount Paid to Date :	\$0.00
Last Payment ID :	
Last Payment Date :	
Due Date :	04/19/2012
Invoice Number :	254417762
Amount To Pay :	\$9,500.00

Remit Payment and Invoice Number To:  
UNION PACIFIC RAILROAD  
5074 COLLECTIONS CENTER DRIVE  
CHICAGO, IL 60693

Invoices Remitted after the Due Date may be subject to a 1% Finance Charge



BUILDING AMERICA™

# UNION PACIFIC RAILROAD COMPANY

ORIGINAL BILL  
MISC. ACCESSORIAL CHARGES

Page 1

MIDWEST GENERATION EME LLC  
C/O TERRY MCCREERY  
MANAGER, COAL PROCUREMENT  
235 REMINGTON BLVD- SUITE A  
BOLINGBROOK, IL 60440

**Invoice Number**  
254595021

Account Number 187657	Statement Date 04/13/2012	Lead Equipment ID CWEX 9417	Waybill Number 772195	Shipment Date 04/12/2012	Customer Reference Number NS
Shipper MIDWEST GENERATION LLC		Consignee MIDWEST GENERATION LLC		Commodity Code/Description 0000000 - THIS BILL COVERS TRAINSET POSITIONING CHARGES FOR EMPTY TRAINS DESTINED TO GREENBRIAR RAIL SVCS AT OMAHA, NE A TRAINSET POSITIONING CHARGE OF \$9,500 PER TRAIN APPLIES PER UP 6603 ITEM 631 CPLNA 27/071 3/29/12 WENT TO GREENBRIER SHOP FOR MAINTENANCE PLACED AT GREENBRIER 0543 3/29/12	
Revenue Origin OMAHA, NE		Revenue Destination OMAHA, NE		Revenue Code UP 06603	

Units	Weight	Rate	Rate Unit	Amount	Price Authority/Additional charge description
	1	950000	PC	\$9,500.00	UP 06603 - Item 000631
<b>TOTALS:</b>	1			\$9,500.00	

Prepaid/Collect Indicator: PREPAID

Lading Description: THIS BILL COVERS TRAINSET POSITIONING CHARGES FOR EMPTY TRAINS DESTINED TO GREENBRIAR RAIL SVCS AT OMAHA, NE A TRAINSET POSITIONING CHARGE OF \$9,500 PER TRAIN APPLIES PER UP 6603 ITEM 631 CPLNA 27/071 3/29/12 WENT TO GREENBRIER SHOP FOR MAINTENANCE PLACED AT GREENBRIER 0543 3/29/12

**EXHIBIT**  
A-3

For Assistance:  
Call: (800) 243-0890  
UPACC@UP.COM  
Fax: (402) 233-2031

Remit Payment and Invoice Number To:  
UNION PACIFIC RAILROAD  
5074 COLLECTIONS CENTER DRIVE  
CHICAGO, IL 60693  
Invoices Remitted after the Due Date may be subject to a 1% Finance Charge

Original Billed Amount :	\$9,500.00
Total Amount Paid to Date :	\$0.00
Last Payment ID :	
Last Payment Date :	
Due Date :	04/28/2012
Invoice Number :	254595021
Amount To Pay :	\$9,500.00



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# UNION PACIFIC RAILROAD COMPANY

ORIGINAL BILL  
MISC. ACCESSORIAL CHARGES

MIDWEST GENERATION EME LLC  
C/O TERRY MCCREERY  
MANAGER, COAL PROCUREMENT  
235 REMINGTON BLVD- SUITE A  
BOLINGBROOK, IL 60440

**Invoice Number**  
  
259560422

Account Number 187657	Statement Date 01/31/2013	Lead Equipment ID CWEX 1578	Waybill Number 795512	Shipment Date 01/30/2013	Customer Reference Number CPLNA/CWINA
Shipper MIDWEST GENERATION		Consignee MIDWEST GERERATION		Commodity Code/Description 000000 - THIS BILL TO COVER LOCOMOTIVE/ CREW RELEASE CHARGES FOR TRAIN HELD ENROUTE. UP 6603-C ITEM 550 \$2,867.00 PER TRAIN TRAIN ID: CPLNA 03/237 HELD SOUTH MORRILL, NE 12/04/2012 CWINA 03/091 HELD SOUTH MORRILL, NE 12/04/2012 UP 6603-C ITEM 550 \$2,8667.00 PER TRAIN PER OCCURRENCE APPLY \$2,867.00 X2=\$5,734.00 TOTAL	
Revenue Origin SOUTH MORRILL, NE		Revenue Destination SOUTH MORRILL, NE		Revenue Route MORRILL, NE 12/04/2012 CWINA 03/091 HELD SOUTH MORRILL, NE 12/04/2012 UP 6603-C ITEM 550 \$2,8667.00 PER TRAIN PER OCCURRENCE APPLY \$2,867.00 X2=\$5,734.00 TOTAL	

Units	Weight	Rate	Rate Unit	Amount	Price Authority/Additional charge description
	1	286700	PC	\$2,867.00	
	1	286700	PC	\$2,867.00	UP 06603 - Item 000550
<b>TOTALS:</b>	<b>2</b>			<b>\$5,734.00</b>	

Waybill Comments: ACC BILL UP 6004 ITEM550

Prepaid/Collect Indicator: PREPAID

Lading Description: THIS BILL TO COVER LOCOMOTIVE/CREW RELEASE CHARGES FOR TRAIN HELD ENROUTE. UP 6603-C ITEM 550 \$2,867.00 PER TRAIN TRAIN ID: CPLNA 03/237 HELD SOUTH MORRILL, NE 12/04/2012 CWINA 03/091 HELD SOUTH MORRILL, NE 12/04/2012 UP 6603-C ITEM 550 \$2,8667.00 PER TRAIN PER OCCURRENCE APPLY \$2,867.00 X2=\$5,734.00 TOTAL

**EXHIBIT**

A-4

For Assistance:  
Call: (800) 243-0890  
UPACC@UP.COM  
Fax: (402) 233-2031

Remit Payment and Invoice Number To:  
UNION PACIFIC RAILROAD  
5074 COLLECTIONS CENTER DRIVE  
CHICAGO, IL 60693

Invoices Remitted after the Due Date may be subject to a 1% Finance Charge

Original Billed Amount :	\$5,734.00
Total Amount Paid to Date :	\$0.00
Last Payment ID :	
Last Payment Date :	
Due Date :	01/31/2013
Invoice Number :	259560422
Amount To Pay :	<b>\$5,734.00</b>



# UNION PACIFIC RAILROAD COMPANY

BUILDING AMERICA™

ORIGINAL BILL  
MISC. ACCESSORIAL CHARGES

MIDWEST GENERATION EME LLC  
C/O TERRY MCCREBBY  
MANAGER, COAL PROCUREMENT  
235 REMINGTON BLVD- SUITE A  
BOLINGBROOK, IL 60440

**Invoice Number**  
259560423

Account Number 187657	Statement Date 01/31/2013	Lead Equipment ID CWEX 1959	Waybill Number 795517	Shipment Date 01/30/2013	Customer Reference Number CPWNA/2CPWNA
Shipper MIDWEST GENERATION		Consignee MIDWEST GENERATION		Commodity Code/Description 000000 - THIS BILL COVERS TRAINSET STORAGE CHARGES FOR EMPTY TRAINS STORED ON THE ARBOR SUBDIVISION UP 6603 ITEM 630 \$2,415.00 PER TRAIN TRAIN ID CPWNA 115/027 PARKED ON 10/17/2012 2CPWNA 18/210 PARKED 10/19/2012. TRAINSET STORAGE CHARGES FOR EMPTY TRAINS STORED ON THE ARBOR SUBDIVISION UP 6603 ITEM 630 \$2,415.00 PER TRAIN \$2,415.00 X2= \$4,830.00 TOTAL CHARGE	
Revenue Origin OMAHA, NE		Revenue Destination OMAHA, NE		Revenue Route UP	

Units	Weight	Rate	Rate Unit	Amount	Price Authority/Additional charge description
	1	241500	PC	\$2,415.00	
	1	241500	PC	\$2,415.00	UP 06603 - Item 000630
<b>TOTALS:</b>	<b>2</b>			<b>\$4,830.00</b>	

Waybill Comments: TRAINSET STORAGE CHARGES

Prepaid/Collect Indicator: PREPAID

Lading Description: THIS BILL COVERS TRAINSET STORAGE CHARGES FOR EMPTY TRAINS STORED ON THE ARBOR SUBDIVISION UP 6603 ITEM 630 \$2,415.00 PER TRAIN TRAIN ID CPWNA 115/027 PARKED ON 10/17/2012 2CPWNA 18/210 PARKED 10/19/2012. TRAINSET STORAGE CHARGES FOR EMPTY TRAINS STORED ON THE ARBOR SUBDIVISION UP 6603 ITEM 630 \$2,415.00 PER TRAIN \$2,415.00 X2= \$4,830.00 TOTAL CHARGE

**EXHIBIT**

A-5

For Assistance:  
Call: (800) 243-0890  
UPACC@UP.COM  
Fax: (402) 233-2031

Remit Payment and Invoice Number To:  
UNION PACIFIC RAILROAD  
5074 COLLECTIONS CENTER DRIVE  
CHICAGO, IL 60693

Invoices Remitted after the Due Date may be subject to a 1% Finance Charge

Original Billed Amount :	\$4,830.00
Total Amount Paid to Date :	\$0.00
Last Payment ID :	
Last Payment Date :	
Due Date :	01/31/2013
Invoice Number :	259560423
Amount To Pay :	<b>\$4,830.00</b>

# MIDWEST GEN- 2012 MINIMUM VOLUME CALCULATIONS

2012 Tons shipped via UP to Mid Gen Plants 13,059,181

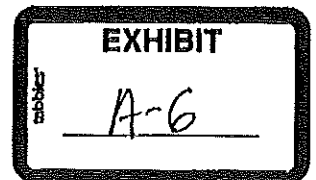
NT

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COMMENTS

Midwest Gen 2012 MVR 14,000,000  
less 2012 NT shipped via UP 13,059,181

Midwest Gen 2012 MVR Balance (NT): 940,819  
Potential 2012 Mid Gen L.D: \$4,704,095



UNION PACIFIC RAILROAD COMPANY  
ACCOUNTS RECEIVABLE FOR AAR CAR REPAIRS

Report ID: RA230-1

UP1212CWEX  
AMSX

ACCOUNTS RECEIVABLE FOR AAR CAR REPAIRS

(CWEX )  
MIDWEST GENERATION LLC  
C/O ALLTRANSTEK, LLC  
1101 WEST 31ST STREET  
SUITE 200  
DOWNS GROVE, IL 60515

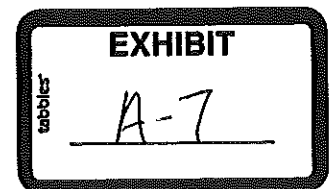
INVOICE NO.: UP1212CWEX  
BILL MONTH : 12/12  
INVOICE DT : 2012/12/31

REPAIRS TO CARS IN ACCORDANCE WITH AAR RULES

CHARGES	
CBA	282.69
GROUP BILLABLE	343.12
REPAIR CHARGES	54,265.44
<b>TOTAL UP1212CWEX</b>	<b>54,891.25</b>

PLEASE REMIT TO THE FOLLOWING ADDRESS  
WITH REFERENCE TO ABOVE BILL:  
TTX COMPANY  
AGENT FOR UP  
LOCKBOX # 22984  
22984 NETWORK PLACE  
CHICAGO, ILLINOIS 60673-1229

DIRECT INQUIRIES OR EXCEPTIONS TO:  
MANAGER - AAR RECEIVABLES  
TTX COMPANY  
AGENT FOR UP  
101 NORTH WACKER DRIVE  
CHICAGO, ILLINOIS 60606  
(312) 853-3223



UNION PACIFIC RAILROAD COMPANY  
ACCOUNTS RECEIVABLE FOR AAR CAR REPAIRS

Report ID: RA230-1

UP1211CWEX  
AMSX

ACCOUNTS RECEIVABLE FOR AAR CAR REPAIRS

(CWEX)  
MIDWEST GENERATION LLC  
C/O ALLTRANSTEK, LLC  
1101 WEST 31ST STREET  
SUITE 200  
DOWNERS GROVE, IL 60515

INVOICE NO.: UP1211CWEX  
BILL MONTH: 12/11  
INVOICE DT: 2012/11/30

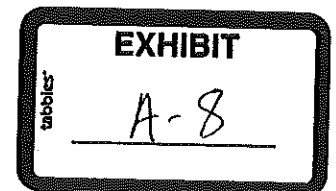
REPAIRS TO CARS IN ACCORDANCE WITH AAR RULES

**CHARGES**

GROUP BILLABLE	1,009.58
REPAIR CHARGES	110,410.26
<b>TOTAL UP1211CWEX</b>	<b>111,419.84</b>

PLEASE REMIT TO THE FOLLOWING ADDRESS  
WITH REFERENCE TO ABOVE BILL:  
TTX COMPANY  
AGENT FOR UP  
LOCKBOX # 22984  
22984 NETWORK PLACE  
CHICAGO, ILLINOIS 60673-1229

DIRECT INQUIRIES OR EXCEPTIONS TO:  
MANAGER - AAR RECEIVABLES  
TTX COMPANY  
AGENT FOR UP  
101 NORTH WACKER DRIVE  
CHICAGO, ILLINOIS 60606  
(312) 853-3223





**CERTIFICATE OF SERVICE**

I, Karen B. Skomorucha Owens, hereby certify that on January 7, 2014 I caused one copy of the foregoing document to be served upon the parties on the attached service list in the manner indicated thereon.



Karen B. Skomorucha Owens, Esq. (admitted pro hac vice)

**VIA FIRST CLASS MAIL**

Kirkland & Ellis LLP

Attn: James H.M. Sprayregen, P.C., David R. Seligman, P.C.  
and Brad Weiland  
300 North LaSalle  
Chicago, IL 60654

**VIA FIRST CLASS MAIL**

NRG Energy, Inc.

Attn: Brian Curci  
211 Carnegie Center  
Princeton, NJ 08540-6213

**VIA FIRST CLASS MAIL**

Baker Botts L.L.P.

Attn: Elaine M. Walsh  
1299 Pennsylvania Avenue, N.W.  
Washington, DC 20004-2400

**VIA FIRST CLASS MAIL**

Ropes & Gray LLP

Attn: Keith Wofford  
2111 Avenue of the Americas  
New York, New York 10036

**VIA FIRST CLASS MAIL**

Ropes & Gray LLP

Attn: Stephen Moeller-Sally  
800 Boylston Street  
Boston, Massachusetts 02199

**VIA FIRST CLASS MAIL**

Akin Gump Strauss Hauer & Feld, LLP

Attn: James Savin  
Robert S. Strauss Building  
1333 New Hampshire Avenue, N.W.  
Washington, DC 20036-1564

**VIA FIRST CLASS MAIL**

Akin Gump Strauss Hauer & Feld, LLP

Attn: Arik Presis  
One Bryant Park  
Bank of America Tower  
New York, New York 10036-6745