

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’ EIGHTEENTH OMNIBUS OBJECTION TO CERTAIN PROOFS OF CLAIM (DUPLICATE EME SENIOR NOTES CLAIMS)

PLEASE TAKE NOTICE that on the **February 19, 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’ Eighteenth Omnibus Objection to Certain Proofs of Claim (Duplicate EME Senior Notes Claims)* (the “Objection”).

THE OBJECTION SEEKS TO DISALLOW AND EXPUNGE CERTAIN DUPLICATE CLAIMS. CLAIMANTS RECEIVING THE OBJECTION SHOULD LOCATE THEIR NAMES AND CLAIMS ON SCHEDULE 1 TO EXHIBIT A ATTACHED TO THE OBJECTION.

THE OBJECTION DOES NOT SEEK TO EXPUNGE AND DISALLOW OR OTHERWISE MODIFY THE PROOFS OF CLAIM FILED BY WELLS FARGO, N.A., AS THE EME SENIOR NOTES INDENTURE TRUSTEE, ON ACCOUNT OF THE SENIOR NOTE CLAIMS, ASSERTED IN THE AGGREGATE AMOUNT OF AT LEAST \$3,853,762,766.39.

PLEASE TAKE FURTHER NOTICE that any response to the Objection must be filed with the Court by **February 12, 2014, at 4:00 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

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.

appointed to these chapter 11 cases; (d) counsel to the EME Senior Notes Indenture Trustee; (e) counsel to the ad hoc committee of certain holders of the Debtors' senior unsecured notes; (f) the indenture trustee for the lessor notes related to the Debtors' Powerton generating station in Pekin, Illinois, and units 7 and 8 of the Debtors' Joliet, Illinois, generating station and the pass-through trustee for the related pass-through certificates; (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 copies of all documents filed in these chapter 11 cases and the contact information for the notice parties listed above are available free of charge by visiting the case website maintained by GCG, Inc., the Debtors' notice and claims agent for these chapter 11 cases, available at www.edisonmissionrestructuring.com or by calling (866) 241-6491. You may also obtain copies of any pleadings by visiting the Court's website at www.ilnb.uscourts.gov in accordance with the procedures and fees set forth therein.

[Remainder of page intentionally left blank.]

Dated: January 17, 2014

/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

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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’ EIGHTEENTH OMNIBUS OBJECTION
TO CERTAIN PROOFS OF CLAIM (DUPLICATE EME SENIOR NOTES CLAIMS)**

THIS OBJECTION SEEKS TO DISALLOW AND EXPUNGE CERTAIN DUPLICATE CLAIMS. CLAIMANTS RECEIVING THIS OBJECTION SHOULD LOCATE THEIR NAMES AND CLAIMS ON SCHEDULE 1 TO EXHIBIT A ATTACHED TO THIS OBJECTION.

THE OBJECTION DOES NOT SEEK TO EXPUNGE AND DISALLOW OR OTHERWISE MODIFY THE PROOFS OF CLAIM FILED BY WELLS FARGO, N.A., AS THE EME SENIOR NOTES INDENTURE TRUSTEE, ON ACCOUNT OF THE SENIOR NOTE CLAIMS, ASSERTED IN THE AGGREGATE AMOUNT OF AT LEAST \$3,853,762,766.39.

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 “Duplicate EME Senior Notes 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 is duplicative of the EME Senior Notes Indenture Trustee Claims asserted by the EME Senior Notes Indenture Trustee against EME (as such terms are defined below). 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 ("EME"), 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 "Petition Date"), seventeen of the Debtors filed petitions with the Court under chapter 11 of the Bankruptcy Code. On May 2, 2013, three additional Debtors 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]).

7. On October 25, 2013, the Court entered an order approving the Debtors' entry into a plan sponsor and support agreement (the "Plan Sponsor Agreement") among the Debtors, NRG Energy, Inc. (together with its subsidiary NRG Holdings Inc., "NRG"), the Committee, certain members of the ad hoc committee of certain holders of the EME Senior Notes (as defined below) (the "Noteholder Group"), and certain parties to the leveraged lease transactions for Debtor Midwest Generation, LLC's ("MWG") Powerton generating station and units 7 and 8 of MWG's Joliet generating station [Docket No. 1424]. The NRG sale transaction contemplated by the Plan Sponsor Agreement involves a sale of substantially all of EME's assets.

8. On December 19, 2013, the Debtors filed the *Debtors' Second Amended Joint Chapter 11 Plan of Reorganization* [Docket No. 1720] (as amended, modified, or supplemented, the "Plan") to effectuate the NRG sale transaction pursuant to a chapter 11 plan and obtained Court approval of the related disclosure statement [Docket No. 1718]. The Debtors began to solicit votes to accept or reject the Plan on December 27, 2013. The hearing to confirm the Plan is set to commence on February 19, 2014.

The Claims Reconciliation Process

9. 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, December 15, 2013, and January 16, 2014, certain Debtors filed amendments to their respective Schedules.

10. 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 “Bar Date Order”). The Bar Date Order applies to all purported “claims” (as defined in section 101(5) of the Bankruptcy Code) against EME (each, a “Claim”). Notice of the Bar Date Orders was provided in accordance with the procedures outlined therein.

11. 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”).

12. 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.

13. On June 12, 2013, the EME Senior Notes Indenture Trustee² filed proofs of claim on behalf of holders of the EME Senior Notes³ in the amount of at least \$1,038,221,310.00 with

² The “EME Senior Notes Indenture Trustee” means Wells Fargo Bank, National Association, solely in its capacity as an indenture trustee under the 2006 EME Senior Notes Indenture (defined below) and the 2007 EME Senior Notes Indenture (defined below).

³ “EME Senior Notes” means, collectively, the: (a) 7.50% Senior Notes due 2013, issued in the original principal amount of \$500,000,000 pursuant to the 2006 EME Senior Notes Indenture; (b) 7.75% Senior Notes due 2016, issued in the original principal amount of \$500,000,000 pursuant to the 2006 EME Senior Notes Indenture; (c) 7.00% Senior Notes due 2017, issued in the original principal amount of \$1,200,000,000 pursuant to the 2007 EME Senior Notes Indenture; (d) 7.20% Senior Notes due 2019, issued in the original principal amount of

respect to the EME Senior Notes issued pursuant to the 2006 EME Senior Notes Indenture⁴ [Claim No. 1291] and in the amount of at least \$2,815,541,456.39 with respect to the EME Senior Notes issued pursuant to the 2007 EME Senior Notes Indenture⁵ [Claim No. 1246] (collectively, the “EME Senior Notes Indenture Trustee Claims”).⁶ To date, approximately 1,128 holders of the EME Notes have filed Duplicate EME Senior Notes Claims, which proofs of claims are duplicative of the EME Senior Notes Indenture Trustee Claims.

14. For the reasons set forth in more detail below, and based on their review to date, the Debtors have determined that the Duplicate EME Senior Notes Claims should be expunged and disallowed as set forth herein.

The Duplicate EME Senior Notes Claims

15. As set forth in the Moss Declaration, the Debtors have determined that it is appropriate to expunge and disallow the Duplicate EME Senior Notes Claims identified on **Schedule 1** to the Order. Specifically, the Duplicate EME Senior Notes Claims appear to duplicate the EME Senior Notes Indenture Trustee Claims. Furthermore, a number of the Duplicate EME Senior Notes Claims were filed against Debtors other than EME, yet EME is the

\$800,000,000 pursuant to the 2007 EME Senior Notes Indenture; and (e) 7.625% Senior Notes due 2027, issued in the original principal amount of \$700,000,000 pursuant to the 2007 EME Senior Notes Indenture.

⁴ “2006 EME Senior Notes Indenture” means that certain Indenture, dated as of June 6, 2006, between EME and the EME Senior Notes Indenture Trustee (as amended, modified, waived, and/or supplemented from time to time), providing for the issuance of 7.50% Senior Notes due 2013 and 7.75% Senior Notes due 2016.

⁵ “2007 EME Senior Notes Indenture” means that certain Indenture, dated as of May 7, 2007, between EME and the EME Senior Notes Indenture Trustee (as amended, modified, waived, and/or supplemented from time to time), providing for the issuance of 7.00% Senior Notes due 2017, 7.20% Senior Notes due 2019, and 7.625% Senior Notes due 2027.

⁶ The EME Senior Notes Claims, including any asserted fees, expenses and other accrued amounts associated therewith, will be paid in accordance with and as set forth in the Plan.

sole obligor with respect to the EME Senior Notes in the original principal amount of \$3.7 billion.

16. Failure to disallow and expunge the Duplicate EME Senior Notes Claims could result in the applicable claimants receiving multiple recoveries against EME or recoveries against Debtors other than EME, to the detriment of other similarly-situated creditors. Moreover, elimination of such Duplicate EME Senior Notes Claims will enable the Debtors to maintain a more accurate claims register and to reduce any holdbacks for disputed Claims on the effective date of the Debtors' proposed Plan. Accordingly, the Debtors request that the Court enter the Order expunging and disallowing the Duplicate EME Senior Notes Claims identified on **Schedule 1** to the Order. For the avoidance of any doubt, this Objection does not affect the EME Senior Notes Indenture Trustee Claims.

Basis for Relief

17. 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).

18. 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).

19. As set forth herein and in the Moss Declaration, the Court should expunge and disallow the Duplicate EME Senior Notes Claims. If the Duplicate EME Senior Notes Claims are not formally 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 EME’s 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)

20. 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.

21. 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’ eighteenth 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

22. 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

23. 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 Noteholder Group to bring future and/or additional objections to any of the Duplicate EME Senior Notes Claims on any basis.

Notice

24. The Debtors have provided notice of this Objection to: (a) the Office of the U.S. Trustee for the Northern District of Illinois; (b) counsel to the Committee; (c) counsel to the EME Senior Notes Indenture Trustee; (d) 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: January 17, 2014

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

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other than Camino Energy Company*

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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))	

ORDER GRANTING DEBTORS' EIGHTEENTH OMNIBUS OBJECTION TO CERTAIN PROOFS OF CLAIM (DUPLICATE EME SENIOR NOTES CLAIMS)

Upon the objection (the "Objection") of the above-captioned debtors and debtors in possession (collectively, the "Debtors") for entry of an order (this "Order") disallowing and expunging the Duplicate EME Senior Notes Claims identified on Schedule 1 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 Duplicate EME Senior Notes Claims identified on Schedule 1 attached hereto are disallowed and expunged in their entirety.
4. GCG, Inc., the Debtors' notice and claims agent, is directed to update the claims register to reflect the relief granted in this Order.
5. 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.

6. Each Claim and the objections by the Debtors to such Claim, as addressed in the Objection and set forth on Schedule 1 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.

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

8. 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:

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

Schedule 1

Duplicate EME Senior Notes Claims

Duplicate EME Notes 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	WISZ, THOMAS C 4633 BRANDON CT SANTA MARIA, CA 93455 Date Filed: 06/10/13 Debtor: Edison Mission Energy	1177	Unsecured: \$17,000.00	Pgs. 5-6
2	WOLD, BARRY PO BOX 1536 SHINGLE SPRINGS, CA 95682 Date Filed: 06/17/13 Debtor: Edison Mission Energy	1603	Secured: \$20,000.00	Pgs. 5-6
3	WOLFE, DEREK S 3805 SWARTHMORE HOUSTON, TX 77005 Date Filed: 06/10/13 Debtor: Edison Mission Energy	1096	Priority: \$100,000.00	Pgs. 5-6
4	WOOD, BRADFORD W 4910 PEACH ORCHARD RD REMBERT, SC 29128 Date Filed: 04/30/13 Debtor: Edison Mission Energy	221	Secured: \$7,000.00	Pgs. 5-6
5	WOODS, GERALD T 103 FOREST PLACE CT LOUISVILLE, KY 40245 Date Filed: 05/01/13 Debtor: Edison Mission Energy	269	Unsecured: \$8,622.17	Pgs. 5-6
6	WOODSON, MARY L 1699 PRIMAVERA LN NIPOMO, CA 93444 Date Filed: 06/10/13 Debtor: Edison Mission Energy	1184	Unsecured: \$6,000.00	Pgs. 5-6
7	WRIGHT FAMILY 1985 TR C/O ROGER T WRIGHT 1581 WILDRYE DR RENO, NV 89509 Date Filed: 06/11/13 Debtor: Edison Mission Energy	1215	Unsecured: \$10,000.00	Pgs. 5-6
8	WRIGHT FAMILY 1985 TRUST C/O ROGER T WRIGHT 1581 WILDRYE DR RENO, NV 89509 Date Filed: 06/11/13 Debtor: Edison Mission Energy	1216	Unsecured: \$6,000.00	Pgs. 5-6

Duplicate EME Notes 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	
9	WRIGHTMAN, SANDRA L 1036 CORBETT CANYON RD ARROYO GRANDE, CA 93420 Date Filed: 06/10/13 Debtor: Edison Mission Energy	1159	Unsecured: \$5,000.00	Pgs. 5-6
10	WU, CHONG QING & JIANG, CUIZHEN 821 LILY AVE CUPERTINO, CA 95014 Date Filed: 05/13/13 Debtor: Edison Mission Energy	579	Unsecured: \$45,120.00	Pgs. 5-6
11	WU, CHONG QING & JIANG, CUIZHEN 821 LILY AVE CUPERTINO, CA 95014 Date Filed: 05/13/13 Debtor: Edison Mission Energy	580	Unsecured: \$54,000.00	Pgs. 5-6
12	WU, LUNG DIH 1623 CREEKSIDE DR SUGAR LAND, TX 77478 Date Filed: 05/03/13 Debtor: Edison Mission Energy	327	Priority: \$20,000.00	Pgs. 5-6
13	WU, YUXIANG 3521 DANBURY LN PLANO, TX 75074 Date Filed: 05/10/13 Debtor: Edison Mission Energy	499	Unsecured: \$18,000.00	Pgs. 5-6
14	WYLIE, SUSAN STAR 26 MEADOW RIDGE LN OLD BROOKVILLE, NY 11545 Date Filed: 05/29/13 Debtor: Edison Mission Energy	875	Unsecured: \$8,000.00	Pgs. 5-6
15	YAM & SUE LEE LIVING TRUST 4043 MARK TERR SAN DIEGO, CA 92117 Date Filed: 05/10/13 Debtor: Edison Mission Energy	527	Unsecured: \$21,550.00	Pgs. 5-6
16	YATSUE TOMOOKA TRUST C/O YATSUE TOMOOKA 512 MARIAN DR SANTA MARIA, CA 93454 Date Filed: 06/10/13 Debtor: Edison Mission Energy	1130	Unsecured: \$15,000.00	Pgs. 5-6

Duplicate EME Notes 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	
17	YONG N FANO REV TRUST C/O YONG FANO 2138 ODESSA CIR THE VILLAGES, FL 32162 Date Filed: 05/02/13 Debtor: Edison Mission Energy	297	Unsecured: \$10,000.00	Pgs. 5-6
18	YORIO, JOHN J JR 43 BUCKS CROSSING ROCKY HILL, CT 06067 Date Filed: 05/23/13 Debtor: Edison Mission Energy	794	Unsecured: \$10,081.00	Pgs. 5-6
19	YOUNG, PAMELA R 166 OLD BROOKFIELD RD #30-3 DANBURY, CT 06811 Date Filed: 04/30/13 Debtor: Edison Mission Energy	233	Secured: \$17,784.00	Pgs. 5-6
20	YOUNGS CEMETARY PERPETUAL CARE 524 JENNINGS LANHAM RD CORBIN, KY 40701 Date Filed: 05/02/13 Debtor: Edison Mission Energy	320	Unsecured: \$20,000.00	Pgs. 5-6
21	ZANAN, WILLIAM L & JILL 36 LEE LYNN LN HUNTINGDON VALLEY, PA 19006 Date Filed: 05/15/13 Debtor: Edison Mission Energy	647	Unsecured: Unliquidated	Pgs. 5-6
22	ZAUDERER, JOYCE I 1411 AVENUE N APT E2 BROOKLYN, NY 11230 Date Filed: 06/13/13 Debtor: Edison Mission Energy	1339	Unsecured: \$14,507.50	Pgs. 5-6
23	ZEICHICK, BENJAMIN 3708 PARKWAY RD BIG SPRING, TX 79720 Date Filed: 06/14/13 Debtor: Edison Mission Energy	1407	Secured: \$20,000.00	Pgs. 5-6
24	ZENGER, WILLIAM & LINDA 28 CHAPALLA RD SANTA FE, NM 87508 Date Filed: 06/05/13 Debtor: Edison Mission Energy	998	Unsecured: \$13,000.00	Pgs. 5-6

Duplicate EME Notes 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	
25	ZHANG, CHRISTINA 1125 S PHEASANT DR GILBERT, AZ 85296 Date Filed: 04/26/13 Debtor: Edison Mission Energy	139	Priority: \$16,681.00	Pgs. 5-6
26	ZHANG, GLORIA GUOHONG & YAN, GUOCHEN 860 CAMERON CIR MILPITAS, CA 95035 Date Filed: 06/07/13 Debtor: Edison Mission Energy	1075	Unsecured: \$25,000.00	Pgs. 5-6
27	ZIEMBA, JOSEPH THOMA 130 PEBBLE BEACH WY APTOS, CA 95003 Date Filed: 06/05/13 Debtor: Edison Mission Energy	988	Unsecured: \$8,000.00	Pgs. 5-6
28	ZIEVERT, THOMAS J 23 SWALLOW TAIL CT THE WOODLANDS, TX 77381 Date Filed: 05/10/13 Debtor: Edison Mission Energy	535	Unsecured: \$10,000.00	Pgs. 5-6

Total: \$526,345.67