

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)
)	

OMNIBUS DECLARATION OF AARON MOSS IN SUPPORT OF DEBTORS' SEVENTH THROUGH EIGHTEENTH OMNIBUS OBJECTIONS TO CERTAIN PROOFS OF CLAIM (DUPLICATE EME SENIOR NOTES CLAIMS)

I, Aaron Moss, declare as follows:

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

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

² As used herein, the "Objections" means, collectively, the *Debtors' Seventh Omnibus Objection to Certain Proofs of Claim (Duplicate EME Senior Notes Claims)*, *Debtors' Eighth Omnibus Objection to Certain Proofs of Claim (Duplicate EME Senior Notes Claims)*, *Debtors' Ninth Omnibus Objection to Certain Proofs of Claim (Duplicate EME Senior Notes Claims)*, *Debtors' Tenth Omnibus Objection to Certain Proofs of Claim (Duplicate EME Senior Notes Claims)*, *Debtors' Eleventh Omnibus Objection to Certain Proofs of Claim (Duplicate EME Senior Notes Claims)*, *Debtors' Twelfth Omnibus Objection to Certain Proofs of Claim (Duplicate EME Senior Notes Claims)*, *Debtors' Thirteenth Omnibus Objection to Certain Proofs of Claim (Duplicate EME Senior Notes Claims)*, *Debtors' Fourteenth Omnibus Objection to Certain Proofs of Claim (Duplicate EME Senior Notes Claims)*, *Debtors' Fifteenth Omnibus Objection to Certain Proofs of Claim (Duplicate EME Senior Notes Claims)*, *Debtors' Sixteenth Omnibus Objection to Certain Proofs of Claim (Duplicate EME Senior Notes Claims)*, *Debtors' Seventeenth Omnibus Objection to Certain Proofs of Claim (Duplicate EME Senior Notes Claims)*, and *Debtors' Eighteenth Omnibus Objection to Certain Proofs of Claim*

2. Except where specifically noted, the statements in this Declaration are based on my personal knowledge, information supplied or verified by employees or advisors of the Debtors that I supervise, my review of relevant documents, or my opinion based upon my experience and knowledge of the Debtors' operations and financial condition. If I were called upon to testify, I could and would testify competently to the facts set forth herein. I am authorized to submit this Declaration on behalf of the Debtors.

Background

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

4. The Debtors and their advisors are continuing to review the proofs of claim (collectively, the "Claims"), including supporting documentation, if any, filed together with any proof of claim, and reconciling the proofs of claims with the Debtors' books and records to determine the validity of the proofs of claim. In connection with preparation of the Objections, I: (a) oversaw the review of (i) the Claims register maintained by the Debtors' notice and claims agent, during which time individuals under my supervision identified Claims that should be allowed, disallowed, expunged, reclassified, or reduced and (ii) the books and records with respect to the Claims described in the Objections; (b) approved the inclusion of the Claims in each Objection; (c) reviewed each Objection and the proposed form of order attached to each Objection as **Exhibit A**; and (d) reviewed and approved the information contained on

(Duplicate EME Senior Notes Claims), each filed in connection herewith. All capitalized terms used but otherwise not defined herein shall have the meanings set forth in the Objections.

Schedule 1 to Exhibit A attached to each Objection and the justifications set forth therein. Accordingly, I am familiar with the information contained in the Objections.


The Duplicate EME Senior Notes Claims

5. To the best of my knowledge, information, and belief, I have determined that it is appropriate to disallow and expunge the Duplicate EME Senior Notes Claims identified on Schedule 1 to Exhibit A to the Objections. Specifically, to the best of my knowledge, information, and belief, I have determined that the Duplicate EME Senior Notes Claims appear to duplicate the EME Senior Notes Indenture Trustee Claims. Furthermore, to the best of my knowledge, information, and belief, I have determined that a number of the Duplicate EME Senior Notes Claims were filed against Debtors other than EME, yet EME is the sole obligor with respect to the EME Senior Notes in the original principal amount of \$3.7 billion.

6. I believe that the 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, I believe that it is appropriate for the Court enter the Order expunging and disallowing the Duplicate EME Senior Notes Claims identified on Schedule 1 to the Order. I understand that this Objection does not affect the EME Senior Notes Indenture Trustee Claims.

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

Dated: January 17, 2014



Aaron Moss
Vice President and Controller
Edison Mission Energy