

UNITED STATES BANKRUPTCY COURT  
NORTHERN DISTRICT OF ILLINOIS  
EASTERN DIVISION

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

**NOTICE OF DEBTORS’ TWENTY-FIRST OMNIBUS  
OBJECTION TO CERTAIN PROOFS OF CLAIM (AMENDED AND  
SUPERSEDED CLAIMS, LATE-FILED CLAIMS, AND NO-LIABILITY CLAIMS)**

**PLEASE TAKE NOTICE** that on the **5th day of March, 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”) will 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Illinois, and present the attached *Debtors’ Twenty-First Omnibus Objection to Certain Proofs of Claim (Amended and Superseded Claims, Late-Filed Claims, and No-Liability Claims)* (the “Objection”).

**PLEASE TAKE FURTHER NOTICE** that any objection to the Objection must be filed with the Court, and served so as to be actually received by each of the following entities, by **February 24, 2014, at 4:00 p.m. (Central Time)**: (a) counsel to the Debtors; (b) each holder of a Disputed Claim (as defined in the Objection) identified on **Schedules 1–3** 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 in 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 Edison Mission Energy’s 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, generating station and the pass-through trustee for the related pass-through certificates; (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

<sup>1</sup> 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.

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 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](http://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](http://www.ilnb.uscourts.gov) in accordance with the procedures and fees set forth therein.

*[Remainder of page intentionally left blank.]*

Dated: February 4, 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<sup>1</sup>*

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<sup>1</sup> 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
	)	
EDISON MISSION ENERGY, <u>et al.</u> , <sup>1</sup>	)	Case No. 12-49219 (JPC)
	)	
Debtors.	)	(Jointly Administered)
	)	

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**DEBTORS' TWENTY-FIRST OMNIBUS  
OBJECTION TO CERTAIN PROOFS OF CLAIM (AMENDED AND  
SUPERSEDED CLAIMS, LATE-FILED CLAIMS, AND NO-LIABILITY CLAIMS)**

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”),<sup>2</sup> expunging and disallowing:

- each claim identified on **Schedule 1** to the Order (collectively, the “Amended and Superseded Claims”) in its entirety because the applicable “Surviving Claim” identified on **Schedule 1** amends and replaces each such claim;
- each claim identified on **Schedule 2** to the Order (collectively, the “Late-Filed Claims”) in its entirety because each such claim was not timely filed; and

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<sup>1</sup> 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.

<sup>2</sup> Capitalized terms not otherwise defined in this Objection will have the meanings ascribed to them in the Plan.

- each claim identified on **Schedule 3** to the Order (the “No-Liability Claims,” and, together with the Amended and Superseded Claims and the Late-Filed Claims, the “Disputed Claims”) because each such claim is 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 under 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 under 28 U.S.C. §§ 1408 and 1409.

4. The statutory bases for the relief requested in this Objection 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 Bankruptcy 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 750 employees and maintain headquarters in Chicago, Illinois, and Santa Ana, California.

6. On December 17, 2012 (the “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, three additional Debtors (collectively, the “Homer City”) filed petitions with the Court under chapter 11 of the Bankruptcy Code.

Debtors)<sup>3</sup> 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 group of certain EME senior noteholders who collectively hold approximately 75 percent in principal amount of EME's \$3.7 billion of unsecured note obligations (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].

8. The Plan Sponsor Agreement provides for the sale of substantially all of EME's assets, including its direct and indirect equity interests in substantially all of its Debtor and non-Debtor subsidiaries, to NRG pursuant to a chapter 11 plan. In exchange for this transfer, NRG will provide EME's estate with cash and stock proceeds of \$2,635 million and assume certain liabilities of the Debtors and their non-Debtor affiliates.

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<sup>3</sup> The Original Debtors and the Homer City Debtors are collectively referred to in this Objection as the "Debtors."

9. On December 19, 2013, the Debtors filed the *Debtors' Second Amended Joint Chapter 11 Plan of Reorganization* [Docket No. 1720] (the "Plan"). In conjunction therewith, the Debtors filed the *Second Amended Disclosure Statement for the Debtors Joint Chapter 11 Plan of Reorganization* [Docket No. 1721] (the "Disclosure Statement"). The Disclosure Statement was approved by the Court on December 19, 2013 [Docket No. 1718]. The hearing to confirm the Plan is set to commence on February 19, 2014.

### **The Claims Reconciliation Process**

10. 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 by 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.

11. 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] (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 applicable petition date (each, a "Claim"). Notice of the Bar Date Orders was provided in accordance with the procedures outlined therein.

12. 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”).

13. 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 expunged and disallowed as set forth herein.

### **Objection**

#### **I. Amended and Superseded Claims**

14. As set forth in the Moss Declaration, the Debtors have determined that each Amended and Superseded Claim identified on **Schedule 1** to the Order was amended and replaced by the applicable “Surviving Claim” 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 each Amended and Superseded Claim identified on **Schedule 1** to the Order. This Objection does not affect any Surviving Claim identified on **Schedule 1** to the Order.

#### **II. Late-Filed Claims**

15. The Original Bar Date Order established June 17, 2013, as the General Bar Date and approved the form and manner of service of the notice of the General Bar Date and the



procedures for filing proofs of claim (the “Bar Date Notice”). The Bar Date Notice instructed all persons and entities to file any proofs of claim in writing so that they are “actually received on or before **June 17, 2013 at 4:00 p.m. (Central Standard Time)** . . . , or be barred from doing so.” See Bar Date Notice at 2 (emphasis in original). On or before the General Bar Date, GCG, Inc., the Debtors’ notice and claims agent, served copies of the Bar Date Notice in accordance with the terms of the Original Bar Date Order on the Debtors’ known creditors and other entities, including each claimant asserting a Late-Filed Claim [Docket Nos. 684, 855, 856, and 857].

16. As set forth in the Moss Declaration, the Late-Filed Claims (a) arose before the Original Petition Date, (b) were subject to the General Bar Date, and (c) were filed after the General Bar Date. Accordingly, the Debtors respectfully request that the Court expunge and disallow each Late-Filed Claim identified on Schedule 2 to the Order in its entirety.<sup>4</sup>

### **III. No-Liability Claims**

17. 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. On January 20, 2014, an arbitrator dismissed an arbitration proceeding commenced by the International Brotherhood of Electrical Workers Local 15 against Midwest Generation, LLC that formed the basis of the Claim 740.
- b. Claim Nos. 432 and 630 asserted workers compensation claims against Midwest Generation, LLC. Midwest Generation, LLC subsequently resolved the underlying workers’ compensation claims in accordance with the applicable workers’ compensation policies.

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<sup>4</sup> The proposed disallowance and expungement of each Late-Filed Claim will have no effect on the applicable claimant’s scheduled claim, if any, to the extent such claim is not designated as contingent, unliquidated, or disputed on the applicable Debtor’s Schedules.

18. Failure to disallow and expunge and expunge each No-Liability Claim 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 the No-Liability Claims identified on **Schedule 3** to the Order.

### **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 expunge and disallow the Disputed Claims. If the Disputed 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 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 will 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' twenty-first 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 in this Objection will be treated as 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 nonsubstantive objections to the Claims objected to herein, or any other Claims, filed or not, that 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 will limit the right of the Debtors, the Committee, or Noteholder Group to bring future 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 1-3** to the Order; (c) counsel to the Committee; (d) the indenture trustee for the Debtors' senior unsecured notes; (e) counsel to the Noteholder Group; (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) 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 to this Objection as **Exhibit A**, granting the related relief requested herein and such other and further relief as the Court deems appropriate.

Dated: February 4, 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 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' TWENTY FIRST OMNIBUS  
OBJECTION TO CERTAIN PROOFS OF CLAIM (AMENDED AND  
SUPERSEDED CLAIMS, LATE FILED CLAIMS, AND NO LIABILITY 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 Disputed Claims identified on Schedules 1–3 attached to this Order, pursuant to sections 502 and 1106 (a)(1) of the Bankruptcy Code, Bankruptcy Rule 3007, Local Bankruptcy 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 under 28 U.S.C. §§ 157 and 1334; and the Court having found that this is a core proceeding under 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 under 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 in the Objection 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 in this Order; 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 in this Order. Capitalized terms used but not otherwise defined herein will 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 to this Order are expunged and disallowed in their entirety; provided, however, this Order will not affect the "Surviving Claims" identified on Schedule 1.
4. The Late Filed Claims identified on Schedule 2 attached to this Order are expunged and disallowed in their entirety; provided, however, the expungement and disallowance of the Late Filed Claims identified on Schedule 2 will have no effect on the applicable claimants' scheduled Claims to the extent such claim is not designated as contingent, unliquidated, or disputed on the applicable Debtor's Schedules.



5. The No Liability Claims identified on Schedule 3 attached to this Order are disallowed and expunged in their entirety.

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

7. Except as provided in this Order, nothing in this Order will be construed as: (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.

8. Each Claim and the objections by the Debtors to such Claim, as addressed in the Objection and set forth on Schedules 1–3, constitute a separate contested matter as contemplated by Bankruptcy Rule 9014. This Order will be treated as 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 will only apply to the contested matter that involves that Claimant and will not act to stay the applicability or finality of this Order with respect to the other contested matters identified in the Objection or this Order.

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

10. 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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Other than Camino Energy Company

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and Conflicts Counsel to the other Debtors  
and Debtors in Possession

**Schedule 1**

**Amended and Superseded Claims**

## Schedule 1 - Amended & Superseded Claims

Twenty-First 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	ASM CAPITAL LP 7600 JERICHO TURNPIKE SUITE 302 WOODBURY, NY 11797  Date Filed: 06/13/13 Debtor: Midwest Generation, LLC	1309-B	503(b)(9): \$1,665.60 Unsecured: \$18,123.07	ASM CAPITAL LP - ALSTOM POWER INC C/O ASM CAPITAL LP 7600 JERICHO TURNPIKE STE 302 WOODBURY, NY 11797  Date Filed: 01/13/14 Debtor: Midwest Generation, LLC	2032	503(b)(9): \$1,665.60 Unsecured: \$15,704.57	
2	GE CAPITAL INFORMATION TECHNOLOGY SOLUTIONS INC (GECTIS) ATTN BANKRUPTCY ADMINISTRATION PO BOX 13708 MACON, GA 31208  Date Filed: 01/10/13 Debtor: Edison Mission Energy	1	Unsecured: \$570,570.00	GE CAPITAL INFORMATION TECHNOLOGY SOLUTIONS INC (GECTIS) ATTN BANKRUPTCY ADMINISTRATION PO BOX 13708 MACON, GA 31208  Date Filed: 01/21/14 Debtor: Midwest Generation EME, LLC	2035	Unsecured: \$171.73	
				GE CAPITAL INFORMATION TECHNOLOGY SOLUTIONS INC (GECTIS) ATTN BANKRUPTCY ADMINISTRATION PO BOX 13708 MACON, GA 31208  Date Filed: 01/21/14 Debtor: Midwest Generation, LLC	2036	Unsecured: \$4,478.37	
3	GEORGE J BEEMSTERBOER INC 3311 SCHEFFIELD AVE HAMMOND, IN 46327  Date Filed: 12/26/13 Debtor: Midwest Generation Procurement Services, LLC	2028	503(b)(9): \$100,411.20 Unsecured: \$17,663.64	GEORGE J BEEMSTERBOER INC 3411 SHEFFIELD AVE HAMMOND, IN 46327  Date Filed: 01/13/14 Debtor: Midwest Generation, LLC	2033	503(b)(9): \$0.00 Unsecured: \$118,074.84	
4	STATE OF ILLINOIS ILLINOIS ATTORNEY GENERAL'S OFFICE ENVIRONMENTAL BUREAU ATTN ELIZABETH WALLACE 69 W WASHINGTON ST STE 1800 CHICAGO, IL 60602  Date Filed: 06/17/13 Debtor: Midwest Generation, LLC	1719	Unsecured: Unliquidated	STATE OF ILLINOIS ENVIRONMENTAL BUREAU ATTN ELIZABETH WALLACE 69 W WASHINGTON ST STE 1800 CHICAGO, IL 60602  Date Filed: 01/30/14 Debtor: Midwest Generation, LLC	2040	Unsecured: Unliquidated	

**Total: \$708,433.51**

**Total: \$140,095.11**

**Schedule 2**

**Late-Filed Claims**

## Schedule 2 - Late Filed Claims

Twenty-First 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	J&M INDUSTRIES INC DBA JMI INSTRUMENT CO C/O ATTY SHEILA A. RAMACCI 9105 INDIANAPOLIS BLVD HIGHLAND, IN 46322  Date Filed: 01/16/14 Debtor: Edison Mission Energy	2034	Unsecured: \$20,061.18	
2	JAS R & PAMELIA A KEMPER TR C/O TD AMERITRADE 1005 N AMERITRADE PLACE BELLEVUE, NE 68005  Date Filed: 01/24/14 Debtor: Edison Mission Energy	2039	Secured: \$15,000.00*	
3	JOHN P KEMPER, PAMELIA, JRS, WILLIAM C/O HILLIARD LYONS 10 W MARKET ST INDIANAPOLIS, IN 46204  Date Filed: 01/24/14 Debtor: Edison Mission Energy	2037	Secured: \$10,000.00*	
4	WM C KEMPER, JAMES R C/O NEWBRIDGE SEC CORP 1451 W CYPRESS CRK RD FT LAUDERDALE, FL 33309  Date Filed: 01/24/14 Debtor: Edison Mission Energy	2038	Secured: \$10,000.00*	
			<b>Total: \$55,061.18</b>	

\* Denotes an unliquidated component.

**Schedule 3**

**No-Liability Claims**

## Schedule 3 - No Liability Claims

Twenty-First 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	INT'L BROTHERHOOD OF ELECTRICAL WORKERS LOCAL 15 C/O SCHUCHAT COOK & WERNER ATTN JAMES I SINGER, ESQ 1221 LOCUST 2ND FL ST LOUIS, MO 63103  Date Filed: 05/20/13 Debtor: Midwest Generation, LLC	740	Priority: Unliquidated	
2	FREDERICK SUHADOLC C/O JAMES J MARSZALEK, ATTORNEY AT LAW ATTN: JAMES J MARSZALEK 221 N. LASALLE STREET, SUITE 400 CHICAGO, IL 60601  Date Filed: 05/07/13 Debtor: Midwest Generation, LLC	432	Unsecured: Unliquidated	
3	KEITH SUSKI C/O HEALY LAW FIRM ATTN: DAVID HUBER 111 W. WASHINGTON, SUITE 1425 CHICAGO, IL 60602  Date Filed: 05/14/13 Debtor: Midwest Generation, LLC	630	Unsecured: \$2,626,465.80	

**Total: \$2,626,465.80**