

UNITED STATES BANKRUPTCY COURT
Northern District of Illinois

Document Page 1 of 14
VOLUNTARY PETITION

Name of Debtor (if individual, enter Last, First, Middle): EME Homer City Generation L.P.	Name of Joint Debtor (Spouse) (Last, First, Middle):
All Other Names used by the Debtor in the last 8 years (include married, maiden, and trade names):	All Other Names used by the Joint Debtor in the last 8 years (include married, maiden, and trade names):
Last four digits of Soc. Sec. or Individual-Taxpayer I.D. (ITIN)/Complete EIN (if more than one, state all): 33-0826938	Last four digits of Soc. Sec. or Individual-Taxpayer I.D. (ITIN)/Complete EIN (if more than one, state all):
Street Address of Debtor (No. and Street, City, and State): 3 MacArthur Place, Suite 100 Santa Ana, California <div style="text-align: right; border: 1px solid black; padding: 2px;">ZIP CODE 92707</div>	Street Address of Joint Debtor (No. and Street, City, and State): <div style="text-align: right; border: 1px solid black; padding: 2px;">ZIP CODE</div>
County of Residence or of the Principal Place of Business: Orange County, California	County of Residence or of the Principal Place of Business:
Mailing Address of Debtor (if different from street address): <div style="text-align: right; border: 1px solid black; padding: 2px;">ZIP CODE</div>	Mailing Address of Joint Debtor (if different from street address): <div style="text-align: right; border: 1px solid black; padding: 2px;">ZIP CODE</div>

Location of Principal Assets of Business Debtor (if different from street address above):

ZIP CODE

<p align="center">Type of Debtor (Form of Organization) (Check one box.)</p> <p><input type="checkbox"/> Individual (includes Joint Debtors) <i>See Exhibit D on page 2 of this form.</i></p> <p><input type="checkbox"/> Corporation (includes LLC and LLP)</p> <p><input checked="" type="checkbox"/> Partnership</p> <p><input type="checkbox"/> Other (If debtor is not one of the above entities, check this box and state type of entity below.)</p>	<p align="center">Nature of Business (Check one box.)</p> <p><input type="checkbox"/> Health Care Business</p> <p><input type="checkbox"/> Single Asset Real Estate as defined in 11 U.S.C. § 101(51B)</p> <p><input type="checkbox"/> Railroad</p> <p><input type="checkbox"/> Stockbroker</p> <p><input type="checkbox"/> Commodity Broker</p> <p><input type="checkbox"/> Clearing Bank</p> <p><input checked="" type="checkbox"/> Other (Energy)</p>	<p align="center">Chapter of Bankruptcy Code Under Which the Petition is Filed (Check one box.)</p> <table style="width:100%; border: none;"> <tr> <td style="width:50%; border: none;"><input type="checkbox"/> Chapter 7</td> <td style="width:50%; border: none;"><input type="checkbox"/> Chapter 15 Petition for Recognition of a Foreign Main Proceeding</td> </tr> <tr> <td style="border: none;"><input type="checkbox"/> Chapter 9</td> <td style="border: none;"><input type="checkbox"/> Chapter 15 Petition for Recognition of a Foreign Nonmain Proceeding</td> </tr> <tr> <td style="border: none;"><input checked="" type="checkbox"/> Chapter 11</td> <td style="border: none;"></td> </tr> <tr> <td style="border: none;"><input type="checkbox"/> Chapter 12</td> <td style="border: none;"></td> </tr> <tr> <td style="border: none;"><input type="checkbox"/> Chapter 13</td> <td style="border: none;"></td> </tr> </table>	<input type="checkbox"/> Chapter 7	<input type="checkbox"/> Chapter 15 Petition for Recognition of a Foreign Main Proceeding	<input type="checkbox"/> Chapter 9	<input type="checkbox"/> Chapter 15 Petition for Recognition of a Foreign Nonmain Proceeding	<input checked="" type="checkbox"/> Chapter 11		<input type="checkbox"/> Chapter 12		<input type="checkbox"/> Chapter 13	
<input type="checkbox"/> Chapter 7	<input type="checkbox"/> Chapter 15 Petition for Recognition of a Foreign Main Proceeding											
<input type="checkbox"/> Chapter 9	<input type="checkbox"/> Chapter 15 Petition for Recognition of a Foreign Nonmain Proceeding											
<input checked="" type="checkbox"/> Chapter 11												
<input type="checkbox"/> Chapter 12												
<input type="checkbox"/> Chapter 13												

<p align="center">Chapter 15 Debtors</p> <p>Country of debtor's center of main interests:</p> <p>Each country in which a foreign proceeding by, regarding, or against debtor is pending:</p>	<p align="center">Tax-Exempt Entity (Check box, if applicable.)</p> <p><input type="checkbox"/> Debtor is a tax-exempt organization under title 26 of the United States Code (the Internal Revenue Code).</p>	<p align="center">Nature of Debts (Check one box.)</p> <p><input type="checkbox"/> Debts are primarily consumer debts, defined in 11 U.S.C. § 101(8) as "incurred by an individual primarily for a personal, family, or household purpose."</p> <p><input checked="" type="checkbox"/> Debts are primarily business debts.</p>
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<p align="center">Filing Fee (Check one box.)</p> <p><input checked="" type="checkbox"/> Full Filing Fee attached.</p> <p><input type="checkbox"/> Filing Fee to be paid in installments (applicable to individuals only). Must attach signed application for the court's consideration certifying that the debtor is unable to pay fee except in installments. Rule 1006(b). See Official Form 3A.</p> <p><input type="checkbox"/> Filing Fee waiver requested (applicable to chapter 7 individuals only). Must attach signed application for the court's consideration. See Official Form 3B.</p>	<p align="center">Chapter 11 Debtors</p> <p>Check one box:</p> <p><input type="checkbox"/> Debtor is a small business debtor as defined in 11 U.S.C. § 101(51D).</p> <p><input checked="" type="checkbox"/> Debtor is not a small business debtor as defined in 11 U.S.C. § 101(51D).</p> <p>Check if:</p> <p><input type="checkbox"/> Debtor's aggregate noncontingent liquidated debts (excluding debts owed to insiders or affiliates) are less than \$2,343,300 (amount subject to adjustment on 4/01/13 and every three years thereafter).</p> <p>-----</p> <p>Check all applicable boxes:</p> <p><input type="checkbox"/> A plan is being filed with this petition.</p> <p><input type="checkbox"/> Acceptances of the plan were solicited prepetition from one or more classes of creditors, in accordance with 11 U.S.C. § 1126(b).</p>
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<p>Statistical/Administrative Information</p> <p><input checked="" type="checkbox"/> Debtor estimates that funds will be available for distribution to unsecured creditors.</p> <p><input type="checkbox"/> Debtor estimates that, after any exempt property is excluded and administrative expenses paid, there will be no funds available for distribution to unsecured creditors.</p>	<p>THIS SPACE IS FOR COURT USE ONLY</p>										
<p>Estimated Number of Creditors</p> <table style="width:100%; border: none;"> <tr> <td style="width:10%;"><input checked="" type="checkbox"/> 1-49</td> <td style="width:10%;"><input type="checkbox"/> 50-99</td> <td style="width:10%;"><input type="checkbox"/> 100-199</td> <td style="width:10%;"><input type="checkbox"/> 200-999</td> <td style="width:10%;"><input type="checkbox"/> 1,000-5,000</td> <td style="width:10%;"><input type="checkbox"/> 5,001-10,000</td> <td style="width:10%;"><input type="checkbox"/> 10,001-25,000</td> <td style="width:10%;"><input type="checkbox"/> 25,001-50,000</td> <td style="width:10%;"><input type="checkbox"/> 50,001-100,000</td> <td style="width:10%;"><input type="checkbox"/> Over 100,000</td> </tr> </table>	<input checked="" type="checkbox"/> 1-49	<input type="checkbox"/> 50-99	<input type="checkbox"/> 100-199	<input type="checkbox"/> 200-999	<input type="checkbox"/> 1,000-5,000	<input type="checkbox"/> 5,001-10,000	<input type="checkbox"/> 10,001-25,000	<input type="checkbox"/> 25,001-50,000	<input type="checkbox"/> 50,001-100,000	<input type="checkbox"/> Over 100,000	
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<p>Estimated Assets</p> <table style="width:100%; border: none;"> <tr> <td style="width:10%;"><input type="checkbox"/> \$0 to \$50,000</td> <td style="width:10%;"><input type="checkbox"/> \$50,001 to \$100,000</td> <td style="width:10%;"><input type="checkbox"/> \$100,001 to \$500,000</td> <td style="width:10%;"><input type="checkbox"/> \$500,001 to \$1 million</td> <td style="width:10%;"><input checked="" type="checkbox"/> \$1,000,001 to \$10 million</td> <td style="width:10%;"><input type="checkbox"/> \$10,000,001 to \$50 million</td> <td style="width:10%;"><input type="checkbox"/> \$50,000,001 to \$100 million</td> <td style="width:10%;"><input type="checkbox"/> \$100,000,001 to \$500 million</td> <td style="width:10%;"><input type="checkbox"/> \$500,000,001 to \$1 billion</td> <td style="width:10%;"><input type="checkbox"/> More than \$1 billion</td> </tr> </table>	<input type="checkbox"/> \$0 to \$50,000	<input type="checkbox"/> \$50,001 to \$100,000	<input type="checkbox"/> \$100,001 to \$500,000	<input type="checkbox"/> \$500,001 to \$1 million	<input checked="" type="checkbox"/> \$1,000,001 to \$10 million	<input type="checkbox"/> \$10,000,001 to \$50 million	<input type="checkbox"/> \$50,000,001 to \$100 million	<input type="checkbox"/> \$100,000,001 to \$500 million	<input type="checkbox"/> \$500,000,001 to \$1 billion	<input type="checkbox"/> More than \$1 billion	
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<p>Estimated Liabilities</p> <table style="width:100%; border: none;"> <tr> <td style="width:10%;"><input type="checkbox"/> \$0 to \$50,000</td> <td style="width:10%;"><input type="checkbox"/> \$50,001 to \$100,000</td> <td style="width:10%;"><input type="checkbox"/> \$100,001 to \$500,000</td> <td style="width:10%;"><input type="checkbox"/> \$500,001 to \$1 million</td> <td style="width:10%;"><input checked="" type="checkbox"/> \$1,000,001 to \$10 million</td> <td style="width:10%;"><input type="checkbox"/> \$10,000,001 to \$50 million</td> <td style="width:10%;"><input type="checkbox"/> \$50,000,001 to \$100 million</td> <td style="width:10%;"><input type="checkbox"/> \$100,000,001 to \$500 million</td> <td style="width:10%;"><input type="checkbox"/> \$500,000,001 to \$1 billion</td> <td style="width:10%;"><input type="checkbox"/> More than \$1 billion</td> </tr> </table>	<input type="checkbox"/> \$0 to \$50,000	<input type="checkbox"/> \$50,001 to \$100,000	<input type="checkbox"/> \$100,001 to \$500,000	<input type="checkbox"/> \$500,001 to \$1 million	<input checked="" type="checkbox"/> \$1,000,001 to \$10 million	<input type="checkbox"/> \$10,000,001 to \$50 million	<input type="checkbox"/> \$50,000,001 to \$100 million	<input type="checkbox"/> \$100,000,001 to \$500 million	<input type="checkbox"/> \$500,000,001 to \$1 billion	<input type="checkbox"/> More than \$1 billion	
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Voluntary Petition <i>(This page must be completed and filed in every case.)</i>	Document Page 2 of 14 EME Homer City Generation L.P.
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All Prior Bankruptcy Cases Filed Within Last 8 Years (If more than two, attach additional sheet.)

Location Where Filed:	Case Number:	Date Filed:
Location Where Filed:	Case Number:	Date Filed:

Pending Bankruptcy Case Filed by any Spouse, Partner, or Affiliate of this Debtor (If more than one, attach additional sheet.)

Name of Debtor: See Attached Rider 1	Case Number:	Date Filed:
District: Northern District of Illinois	Relationship:	Judge:

<p style="text-align: center;">Exhibit A</p> <p>(To be completed if debtor is required to file periodic reports (e.g., forms 10K and 10Q) with the Securities and Exchange Commission pursuant to Section 13 or 15(d) of the Securities Exchange Act of 1934 and is requesting relief under chapter 11.)</p> <p><input type="checkbox"/> Exhibit A is attached and made a part of this petition.</p>	<p style="text-align: center;">Exhibit B</p> <p>(To be completed if debtor is an individual whose debts are primarily consumer debts.)</p> <p>I, the attorney for the petitioner named in the foregoing petition, declare that I have informed the petitioner that [he or she] may proceed under chapter 7, 11, 12, or 13 of title 11, United States Code, and have explained the relief available under each such chapter. I further certify that I have delivered to the debtor the notice required by 11 U.S.C. § 342(b).</p> <p>X _____ Signature of Attorney for Debtor(s) (Date)</p>
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Exhibit C

Does the debtor own or have possession of any property that poses or is alleged to pose a threat of imminent and identifiable harm to public health or safety?

Yes, and Exhibit C is attached and made a part of this petition.

No. See Attached Exhibit C.

Exhibit D

(To be completed by every individual debtor. If a joint petition is filed, each spouse must complete and attach a separate Exhibit D.)

Exhibit D, completed and signed by the debtor, is attached and made a part of this petition.

If this is a joint petition:

Exhibit D, also completed and signed by the joint debtor, is attached and made a part of this petition.

Information Regarding the Debtor - Venue
 (Check any applicable box.)

Debtor has been domiciled or has had a residence, principal place of business, or principal assets in this District for 180 days immediately preceding the date of this petition or for a longer part of such 180 days than in any other District.

There is a bankruptcy case concerning debtor's affiliate, general partner, or partnership pending in this District.

Debtor is a debtor in a foreign proceeding and has its principal place of business or principal assets in the United States in this District, or has no principal place of business or assets in the United States but is a defendant in an action or proceeding [in a federal or state court] in this District, or the interests of the parties will be served in regard to the relief sought in this District.

Certification by a Debtor Who Resides as a Tenant of Residential Property
 (Check all applicable boxes.)

Landlord has a judgment against the debtor for possession of debtor's residence. (If box checked, complete the following.)

 (Name of landlord that obtained judgment)

 (Address of landlord)

Debtor claims that under applicable nonbankruptcy law, there are circumstances under which the debtor would be permitted to cure the entire monetary default that gave rise to the judgment for possession, after the judgment for possession was entered, and

Debtor has included with this petition the deposit with the court of any rent that would become due during the 30-day period after the filing of the petition.

Debtor certifies that he/she has served the Landlord with this certification. (11 U.S.C. § 362(l)).

Voluntary Petition **Document** **Page 3 of 14**
 (This page must be completed and filed in every case.) **EME Homer City Generation L.P.**

Signatures

Signature(s) of Debtor(s) (Individual/Joint)

I declare under penalty of perjury that the information provided in this petition is true and correct.
 [If petitioner is an individual whose debts are primarily consumer debts and has chosen to file under chapter 7] I am aware that I may proceed under chapter 7, 11, 12 or 13 of title 11, United States Code, understand the relief available under each such chapter, and choose to proceed under chapter 7.
 [If no attorney represents me and no bankruptcy petition preparer signs the petition] I have obtained and read the notice required by 11 U.S.C. § 342(b).

I request relief in accordance with the chapter of title 11, United States Code, specified in this petition.

X _____
 Signature of Debtor

X _____
 Signature of Joint Debtor

 Telephone Number (if not represented by attorney)

 Date

Signature of a Foreign Representative

I declare under penalty of perjury that the information provided in this petition is true and correct, that I am the foreign representative of a debtor in a foreign proceeding, and that I am authorized to file this petition.

(Check only **one** box.)

I request relief in accordance with chapter 15 of title 11, United States Code. Certified copies of the documents required by 11 U.S.C. § 1515 are attached.

Pursuant to 11 U.S.C. § 1511, I request relief in accordance with the chapter of title 11 specified in this petition. A certified copy of the order granting recognition of the foreign main proceeding is attached.

X _____
 (Signature of Foreign Representative)

 (Printed Name of Foreign Representative)

 Date

Signature of Attorney*

X /s/ David R. Seligman, P.C.
 Signature of Attorney for Debtor(s)
David R. Seligman, P.C.
 Printed Name of Attorney for Debtor(s)
Kirkland & Ellis LLP
 Firm Name
300 North LaSalle
Chicago, Illinois 60654
 Address
(312) 862-2000
 Telephone Number
05/02/2013
 Date

*In a case in which § 707(b)(4)(D) applies, this signature also constitutes a certification that the attorney has no knowledge after an inquiry that the information in the schedules is incorrect.

Signature of Non-Attorney Bankruptcy Petition Preparer

I declare under penalty of perjury that: (1) I am a bankruptcy petition preparer as defined in 11 U.S.C. § 110; (2) I prepared this document for compensation and have provided the debtor with a copy of this document and the notices and information required under 11 U.S.C. §§ 110(b), 110(h), and 342(b); and, (3) if rules or guidelines have been promulgated pursuant to 11 U.S.C. § 110(h) setting a maximum fee for services chargeable by bankruptcy petition preparers, I have given the debtor notice of the maximum amount before preparing any document for filing for a debtor or accepting any fee from the debtor, as required in that section. Official Form 19 is attached.

 Printed Name and title, if any, of Bankruptcy Petition Preparer

 Social-Security number (If the bankruptcy petition preparer is not an individual, state the Social-Security number of the officer, principal, responsible person or partner of the bankruptcy petition preparer.) (Required by 11 U.S.C. § 110.)

Signature of Debtor (Corporation/Partnership)

I declare under penalty of perjury that the information provided in this petition is true and correct, and that I have been authorized to file this petition on behalf of the debtor.

The debtor requests the relief in accordance with the chapter of title 11, United States Code, specified in this petition.

X /s/ Maria Rigatti
 Signature of Authorized Individual
Maria Rigatti
 Printed Name of Authorized Individual
Authorized Signatory
 Title of Authorized Individual
05/02/2013
 Date

 Address

X _____
 Signature

 Date

Signature of bankruptcy petition preparer or officer, principal, responsible person, or partner whose Social-Security number is provided above.

Names and Social-Security numbers of all other individuals who prepared or assisted in preparing this document unless the bankruptcy petition preparer is not an individual.

If more than one person prepared this document, attach additional sheets conforming to the appropriate official form for each person.

A bankruptcy petition preparer's failure to comply with the provisions of title 11 and the Federal Rules of Bankruptcy Procedure may result in fines or imprisonment or both. 11 U.S.C. § 110; 18 U.S.C. § 156.

Rider 1

Pending Bankruptcy Cases Filed by the Debtor and Affiliates of the Debtor

Along with the debtor, EME Homer City Generation L.P., the following affiliated debtors have filed chapter 11 petitions in the United States Bankruptcy Court for the United States Bankruptcy Court for the Northern District of Illinois.

1. Edison Mission Finance Co.
2. Homer City Property Holdings, Inc.
3. Edison Mission Energy
[Case No. 12-49219 (JPC), December 17, 2012]
4. Camino Energy Company
[Case No. 12-49222 (JPC), December 17, 2012]
5. Chestnut Ridge Energy Company
[Case No. 12-49220 (JPC), December 17, 2012]
6. Edison Mission Energy Fuel Services, LLC
[Case No. 12-49221 (JPC), December 17, 2012]
7. Edison Mission Fuel Resources, Inc.
[Case No. 12-49223 (JPC), December 17, 2012]
8. Edison Mission Fuel Transportation, Inc.
[Case No. 12-49224 (JPC), December 17, 2012]
9. Edison Mission Holdings Co.
[Case No. 12-49225 (JPC), December 17, 2012]
10. Edison Mission Midwest Holdings Co.
[Case No. 12-49226 (JPC), December 17, 2012]
11. Midwest Finance Corp.
[Case No. 12-49227 (JPC), December 17, 2012]
12. Midwest Generation EME, LLC
[Case No. 12-49228 (JPC), December 17, 2012]
13. Midwest Generation, LLC
[Case No. 12-49218 (JPC), December 17, 2012]
14. Midwest Generation Procurement Services, LLC
[Case No. 12-49229 (JPC), December 17, 2012]
15. Midwest Peaker Holdings, Inc. [Case No. 12-49230 (JPC), December 17, 2012]

16. Mission Energy Westside, Inc.
[Case No. 12-49231 (JPC), December 17, 2012]
17. San Joaquin Energy Company
[Case No. 12-49232 (JPC), December 17, 2012]
18. Southern Sierra Energy Company
[Case No. 12-49233 (JPC), December 17, 2012]
19. Western Sierra Energy Company
[Case No. 12-49234 (JPC), December 17, 2012]

B 1C (Official Form 1, Exhibit C) (9/01)

[If, to the best of the debtor's knowledge, the debtor owns or has possession of property that poses or is alleged to pose a threat of imminent and identifiable harm to the public health or safety, attach this Exhibit "C" to the petition.]

UNITED STATES BANKRUPTCY COURT

Northern District of Illinois

In re	<u>EME Homer City Generation L.P.</u>	,)	Case No.	<u>13-[____] (___)</u>
	Debtor)		
)		
)	Chapter	<u>11</u>

EXHIBIT "C" TO VOLUNTARY PETITION

1. Identify and briefly describe all real or personal property owned by or in possession of the debtor that, to the best of the debtor's knowledge, poses or is alleged to pose a threat of imminent and identifiable harm to the public health or safety (attach additional sheets if necessary):

The Debtor does not currently own or possess any real property. Furthermore, the Debtor does not believe that it owns or possesses any item of personal property that poses or is alleged to pose a threat of imminent and identifiable harm to public health or safety.

2. With respect to each parcel of real property or item of personal property identified in question 1, describe the nature and location of the dangerous condition, whether environmental or otherwise, that poses or is alleged to pose a threat of imminent and identifiable harm to the public health or safety (attach additional sheets if necessary):

The Debtor does not currently own or possess any real property. Furthermore, the Debtor does not believe that it owns or possesses any item of personal property that poses or is alleged to pose a threat of imminent and identifiable harm to public health or safety.

**CONSENT TO RESOLUTIONS OF THE PARTNERS OF
EME HOMER CITY GENERATION L.P.**

Voluntary Petition for Relief

WHEREAS, the partners (the "Partners") of EME Homer City Generation L.P. (the "Partnership") considered presentations by the Partnership's management and its advisors regarding the liabilities and liquidity situation of the Partnership and the strategic alternatives available to it; and

WHEREAS, the Partners of the Partnership have had the opportunity to consult with the Partnership's management and its advisors and fully consider the strategic alternatives available to the Partnership;

NOW, THEREFORE, BE IT RESOLVED, that in the judgment of the Partners of the Partnership, it is desirable and in the best interests of the Partnership, its creditors, and other parties in interest, that the Partnership shall be and hereby is authorized to file or cause to be filed a voluntary petition for relief (the chapter 11 cases to be commenced by such voluntary petition, and the cases to be commenced by the voluntary petitions to be filed by certain of the Partnership's affiliates, collectively, the "Chapter 11 Cases") under the provisions of chapter 11 of title 11 of the United States Code (the "Bankruptcy Code");

RESOLVED FURTHER, that each of Douglas McFarlan, Maria Rigatti, Daniel McDevitt, or any other officer of Mission Energy Westside, Inc., the general partner of the Company (each, an "Authorized Officer" and, collectively, the "Authorized Officers"), acting alone or with one or more other Authorized Officers be, and hereby is, authorized, empowered and directed to execute and file, or cause to be executed or filed, on behalf of the Partnership all petitions, schedules, lists and other motions, papers, applications or documents, and to take any and all action that such Authorized Officer deems necessary or proper to obtain such relief, including, without limitation, any action necessary to facilitate the administration of the Chapter 11 Cases;

RESOLVED FURTHER, that each Authorized Officer be, and hereby is, authorized and directed to employ the law firm of Kirkland & Ellis LLP as general bankruptcy counsel to represent and assist the Partnership in carrying out its duties under the Bankruptcy Code, and to take any and all actions to advance the Partnership's rights and obligations, including filing any pleadings; and in connection therewith, each Authorized Officer is hereby authorized and directed to execute appropriate retention

agreements, pay appropriate retainers, and to cause to be filed an appropriate application for authority to retain the services of Kirkland & Ellis LLP;

RESOLVED FURTHER, that each Authorized Officer be, and hereby is, authorized and directed to employ the firm of Perella Weinberg Partners as investment banker and financial advisor to represent and assist the Partnership in carrying out its duties under the Bankruptcy Code, and to take any and all actions to advance the Partnership's rights and obligations; and in connection therewith, each Authorized Officer is hereby authorized and directed to execute appropriate retention agreements, pay appropriate retainers, and to cause to be filed appropriate applications for authority to retain the services of Perella Weinberg Partners;

RESOLVED FURTHER, that each Authorized Officer be, and hereby is, authorized and directed to employ the firm of McKinsey Recovery and Transformation Services U.S., LLC as restructuring advisor to represent and assist the Partnership in carrying out its duties under the Bankruptcy Code, and to take any and all actions to advance the Partnership's rights and obligations; and in connection therewith, each Authorized Officer is hereby authorized and directed to execute appropriate retention agreements, pay appropriate retainers, and to cause to be filed an appropriate application for authority to retain the services of McKinsey Recovery and Transformation Services U.S., LLC;

RESOLVED FURTHER, that each Authorized Officer be, and hereby is, authorized and directed to employ the firm of GCG, Inc. as notice, claims, and balloting agent to represent and assist the Partnership in carrying out its duties under the Bankruptcy Code, and to take any and all actions to advance the Partnership's rights and obligations; and in connection therewith, each Authorized Officer is hereby authorized and directed to execute appropriate retention agreements, pay appropriate retainers, and cause to be filed appropriate applications for authority to retain the services of GCG, Inc.;

RESOLVED FURTHER, that each Authorized Officer be, and hereby is, authorized and directed to employ the law firm of McDonald Hopkins LLC as conflicts counsel to represent and assist the Partnership in carrying out its duties under the Bankruptcy Code, and to take any and all actions to advance the Partnership's rights and obligations, including filing any pleadings; and in connection therewith, each Authorized Officer is hereby authorized and directed to execute appropriate retention agreements, pay appropriate retainers, and to cause to be filed an

appropriate application for authority to retain the services of McDonald Hopkins LLC;

RESOLVED FURTHER, that each Authorized Officer be, and hereby is, authorized and directed to employ any other attorneys, investment bankers, accountants, restructuring professionals, experts, advisors and other professionals to assist the Partnership in carrying out its duties under the Bankruptcy Code; and in connection therewith, each Authorized Officer is hereby authorized and directed to execute appropriate retention agreements, pay appropriate retainers, and cause to be filed an appropriate application for authority to retain the services of any other attorneys, investment bankers, accountants, restructuring professionals, experts, advisors and other professionals as necessary, appropriate, or desirable;

RESOLVED FURTHER, that each Authorized Officer and any employees, agents, attorneys, investment bankers, accountants, advisors and other professionals designated by or directed by any such Authorized Officer, be, and each hereby is, authorized, empowered and directed to execute and file, or cause to be executed or filed, all petitions, schedules, motions, lists, applications, pleadings, and other papers and, in connection therewith, to employ and retain all assistance by legal counsel, accountants, financial advisors, and other professionals and to take and perform any and all further acts and deeds that such Authorized Officer deems necessary, proper, or desirable in connection with the Partnership's chapter 11 case, with a view to the successful prosecution of such case;

RESOLVED FURTHER, that the Partners of the Partnership have received sufficient notice of the actions and transactions relating to the matters contemplated by the foregoing resolutions, as may be required by the organizational documents of the Partnership, or hereby waive any right to have received such notice;

RESOLVED FURTHER, that, consistent with the foregoing resolutions, each Authorized Officer is hereby authorized, directed and empowered, in such Authorized Officer's discretion, on behalf of and in the name of the Partnership, as applicable, to (a) prepare, execute and deliver or cause to be prepared, executed and delivered, and where necessary, appropriate or desirable, file or cause to be filed with the appropriate governmental authorities, all other agreements, instruments and documents, including but not limited to all certificates, contracts, bonds, receipts or other papers, (b) incur and pay or cause to be paid all fees, expenses and taxes, including

without limitation, legal fees and expenses, (c) engage such persons as such Authorized Officer shall in his or her judgment determine to be necessary, appropriate or desirable, and (d) do any and all other acts and things as such Authorized Officer deems necessary, appropriate, or desirable to carry out fully the intent and accomplish the purposes of the foregoing resolutions and each of the transactions contemplated thereby (and the doing of any such act or thing shall be conclusive evidence that the same is deemed necessary, appropriate or desirable);

RESOLVED FURTHER, that all acts, actions and transactions relating to the matters contemplated by the foregoing resolutions done in the name of and on behalf of the Partnership, which acts would have been approved by the foregoing resolutions except that such acts were taken before the adoption of these resolutions, are hereby in all respects approved and ratified as the true acts and deeds of the Partnership with the same force and effect as if each such act, transaction, agreement or certificate has been specifically authorized in advance by consent of the Partners of the Partnership; and

RESOLVED FURTHER, that each Authorized Officer be and hereby is authorized and empowered to take all actions or to not take any action in the name of the Partnership with respect to the transactions contemplated by these resolutions hereunder as the sole shareholder, partner, member or managing member of each direct subsidiary of the Partnership, in each case, as such Authorized Officer shall deem necessary or desirable in such Authorized Officer's reasonable business judgment as may be necessary or convenient to effectuate the purposes of the foregoing resolutions.

* * * * *

**DECLARATION UNDER PENALTY
OF PERJURY REGARDING LIST OF CREDITORS**

Pursuant to 28 U.S.C. § 1746, I, Maria Rigatti, declare under penalty of perjury that I have reviewed the List of Creditors Holding Unsecured Claims and that it is true and correct to the best of my information and belief.

Dated: May 2, 2013

/s/ Maria Rigatti

Maria Rigatti
Authorized Signatory

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

In re:)	
)	Chapter 11
)	
EME HOMER CITY GENERATION L.P.,)	Case No. 13-_____ (___)
)	
Debtor.)	
)	

LIST OF EQUITY SECURITY HOLDERS¹

Debtor	Equity Holders	Address of Equity Holder	Percentage of Equity Held
EME Homer City Generation L.P.	Chestnut Ridge Energy Company	3 MacArthur Place, Suite 100 Santa Ana, California 92707	99.9%
	Mission Energy Westside, Inc.		0.1%

DECLARATION UNDER PENALTY OF PERJURY

I, Maria Rigatti, the undersigned authorized signatory of EME Homer City Generation L.P., declare under penalty of perjury that I have read the foregoing list of equity security holders and that it is true and correct to the best of my information and belief.

Dated: May 2, 2013

/s/ Maria Rigatti

Maria Rigatti
Authorized Signatory

¹ This list serves as the disclosure required to be made by the debtor pursuant to rule 1007 of the Federal Rules of Bankruptcy Procedure. All equity positions listed are as of the date of commencement of the chapter 11 case.

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

In re:)	
)	Chapter 11
)	
EME HOMER CITY GENERATION L.P.,)	Case No. 13-_____ (___)
)	
Debtor.)	
)	

CORPORATE OWNERSHIP STATEMENT

Pursuant to rules 1007(a)(1) and 7007.1 of the Federal Rules of Bankruptcy Procedure, the following are corporations, other than a government unit, that directly or indirectly own 10% or more of any class of the debtor's equity interest:

Shareholder	Approximate Percentage of Shares Held
Chestnut Ridge Energy Company	99.9%
Mission Energy Westside, Inc.	0.1%

DECLARATION UNDER PENALTY OF PERJURY

I, Maria Rigatti, the undersigned authorized signatory of EME Homer City Generation L.P., declare under penalty of perjury that I have read the foregoing corporate ownership statement and that it is true and correct to the best of my information and belief.

Dated: May 2, 2013

/s/ Maria Rigatti

Maria Rigatti
Authorized Signatory