

**WP KVG'UVCVGD'CPM'WRVE['EQWTV''
PQTVJ GTP'FKVTK'EV'QH'KNK'QK''
GCUVGT'P'FKK'KQP''**

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

**PQVKE'QHFGDVQTU'VY GPV[/UGEQPF'''
QO P KDWU'QDLGEVKQP'VQ'EGTVCKP'RTQQHU'QHENCCKO'''
*CO GPF GF'CPF'UWRGTUGF GF'ENCCKO U'PQ/NKCDKNK['ENCCKO U'Y TQPI /''
F GDVOT'ENCCKO U'ENCCKO'VQ'DG'CF LWUVGF.'CPF'NCVG/HKNGF'ENCCKO U'P'**

RNGCUG'VCMG'PQVKEG that on the **38th** day of **April**, **2014**, **at** **Chicago, Illinois**, 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Illinois, and present the attached *Debtors’ Twenty-Second Omnibus Objection to Certain Proofs of Claim (Amended and Superseded Claims, No-Liability Claims, Wrong-Debtor Claims, Claim to Be Adjusted, and Late-Filed Claims)* (the “Objection”).”

RNGCUG'VCMG'HWTVJ GT'PQVKEG 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 **Crtd 9. 4236. cv 6-22-rb 0-Egptcd Vlo g-** (a) counsel to the Debtors; (b) each holder of a Disputed Claim (as defined in the Objection) identified on **Uej gf wgu'367** to **Gzj kdk'C** 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 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

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.

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 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]."

"**RNGCUG"VCMG"HWTVJ GT" PQVKEG"**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 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: March 17, 2014

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

James H.M. Sprayregen, P.C.
David R. Seligman, P.C.
Sarah Hiltz Seewer
MTMNCPF ('GNNKUNNR')
300 North LaSalle
Chicago, Illinois 60654
Telephone: (312) 862-2000
Facsimile: (312) 862-2200

- and -

Joshua A. Sussberg
MTMNCPF ('GNNKUNNR')
601 Lexington Avenue
New York, New York 10022-4611
Telephone: (212) 446-4800
Facsimile: (212) 446-4900

*Counsel to the Debtors and Debtors in Possession
other than Camino Energy Company*

- and -

David A. Agay
Joshua Gadharf
OEFQPCNF 'J QRMKUNNE'
300 North LaSalle
Suite 2100
Chicago, Illinois 60654
Telephone: (312) 280-0111
Facsimile: (312) 280-8232

*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.

**WP KVG' UVCVGD'CPM'WRVE['EQWTV''
PQTVJ GTP'FKVTK'EV'QH'KNK'QK''
GCUVGT'P'FKK'KQP''**

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

**FGDVQTU'VY GP V[/UGEQPF'''
QO P KDWU'QDLGEVKQP'VQ'EGTVCK'RTQQHU'QHENCOK'''
*CO GPF GF'CPF'UMRG TUGF GF'ENCOK U'P Q/NKCDKNK['ENCOK U'Y TQPI /''
FGDVQT'ENCOK U'ENCOK'VQ'DG'CF LWUVGF.'CPF'NCVG/HKNGF'ENCOK U'**

The above-captioned debtors and debtors in possession (collectively, the “Debtors”) respectfully state the following in support of this objection (this “Objection”):

T g l e h' T g s w g u g f ''

1. The Debtors seek entry of an order, substantially in the form attached hereto as

G z j k d k' C (the “Order”):²

- expunging and disallowing each claim identified on **U e j g f w g' 3** to the Order” (collectively, the “Amended and Superseded Claims”) in its entirety because the applicable “Surviving Claim” identified on **U e j g f w g' 3** amends and replaces each such claim;

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 Capitalized terms used but not otherwise defined in this Objection will have the meanings ascribed to them in the *Debtors’ Third Amended Joint Chapter 11 Plan of Reorganization* [Docket No. 2110] (as modified, amended, or supplemented from time to time, the “Plan”).

- expunging and disallowing each claim identified on Uej gf wpg' 4 to the Order (collectively, the “No-Liability Claims”) in its entirety because each such claim is not reflected in the Debtors’ books and records;
- reassigning each claim identified on Uej gf wpg' 5 to the Order (collectively, the “Wrong-Debtor Claims”) as a claim against the applicable “Correct Debtor” identified on Uej gf wpg' 5 to the Order because each such claim is asserted against the wrong Debtor;
- reducing the claim identified on Uej gf wpg' 6 to the Order (the “Claim to Be Adjusted”) because the claim is asserted in an amount not reflected in the Debtors’ books and records; and
- expunging and disallowing each claim identified on Uej gf wpg' 7 to the Order (collectively, the “Late-Filed Claims,” and together with the Amended and Superseded Claims, No-Liability Claims, Wrong-Debtor Claims, and Claim to Be Adjusted, the “Disputed Claims”) in its entirety because each such claim was not timely filed.

In support of this Objection, the Debtors submit the declaration of Aaron Moss (the “Moss Declaration”), to be filed in connection herewith.

Lwt kf levkqp''

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”).

Dceni tqwpf''

5. Edison Mission Energy, 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 (the "Original Debtors") filed petitions with the Court under chapter 11 of the Bankruptcy Code. On May 2, 2013, three additional Debtors (the "Homer City 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 March 11, 2014, the Court entered the *Order Confirming Debtors' Joint Chapter 11 Plan of Reorganization* [Docket No. 2206].

Vj g'Erklo u'Tgeqpekivkqp'Rt qegu'

8. 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.

9. 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.

10. 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").

11. 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 claim 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, reassigned, or adjusted as requested herein.

Order

10. Co gpf gf 'Uwr gt ugf gf 'Enko u'

12. As set forth in the Moss Declaration, the Debtors have determined that each Amended and Superseded Claim identified on Uej gf wg'3 to the Order was amended and

replaced by the applicable “Surviving Claim” identified on Uej gf wg'3 to the Order. To allow both the Amended and Superseded Claims and Surviving Claims to remain on the claims register would be duplicative and could 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 Uej gf wg'3 to the Order in its entirety. This Objection does not affect any Surviving Claim identified on Uej gf wg'3 to the Order.

13. P q/Nkcdkkl'Erklo u'

13. As set forth in the Moss Declaration, the Debtors have reviewed their books and records and determined that each No-Liability Claim is not reflected as a liability in the Debtors’ books and records. More specifically, the Debtors object to the No-Liability Claims for the following reasons:

- a. the Plan does not interfere with obligations between California Power Exchange Corporation and non-Debtor affiliate Edison Mission Marketing & Trading identified in Claim 1078;
- b. the Plan does not give rise to the rights of first refusal asserted by Doğa Enerji Yatırım İşletme ve Ticaret Ltd. Şti. in Claim 1211;
- c. on December 12, 2013, the United States Court of Appeals for the Third Circuit denied the appellants’ petition to rehear United States v. EME Homer City Generation, L.P., 727 F.3d 274, aff’g 823 F. Supp. 2d 274 (W.D. Pa. 2011), which affirmed an order dismissing with prejudice all claims brought by the United States Environmental Protection Agency (the “EPA”) that formed the sole bases of Claims 1315–17, 1894–96, and 1961, asserted by, respectively, the New York State Electric & Gas Corporation, the Pennsylvania Electric Company, and the EPA, and the appellants did not file a petition for writ of certiorari with the United States Supreme Court prior to the applicable deadline on March 12, 2014;
- d. the invoices identified in Claim 2049, asserted by Landstar Ranger, Inc., are obligations of Logistics Planning Services, an entity unrelated to the Debtors;
- e. the Debtors paid Claim 1091 by check number 92007023 on August 2, 2013;

- f. the Debtors paid Claim 1364 by check number 92007140 on February 18, 2014; and
- g. the Debtors paid Claim 1658, asserted by Peabody CoalSales, LLC, by letter of credit draws under ILOC No. 31825 on December 27, 2012, March 5, 2013, and August 12, 2013.

14. Failure to expunge and disallow the No-Liability Claims 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 each No-Liability Claim identified on Uej gf wpg'4 to the Order in its entirety.

KK0 Y tqpi /F gdvqt 'Ercklo u'

15. As set forth herein and in the Moss Declaration, the Court should reassign each Wrong-Debtor Claim as a Claim against the applicable "Correct Debtor" identified on Uej gf wpg'5 to the Order. If the Wrong-Debtor Claims are not formally reassigned, the potential exists for the applicable claimants to receive a recovery to which they are not entitled, to the detriment of other similarly situated creditors. Thus, this relief is necessary to prevent any inappropriate distribution of estate funds and to facilitate the administration of the claims-allowance process. Accordingly, the Debtors request that the Court enter the Order reassigning each Wrong-Debtor Claim as a Claim against the applicable "Correct Debtor" identified on Uej gf wpg'5 to the Order.

KK0 Ercklo 'vq'Dg'Cf lwwgf "

16. As set forth in the Moss Declaration, the Debtors have reviewed the Claim to Be Adjusted and determined that the Claim to Be Adjusted is asserted in an amount greater than the amount reflected in the Debtors' books and records. Failure to modify the Claim to Be Adjusted could result in the claimant receiving an unwarranted recovery against the Debtors.

Accordingly, the Debtors respectfully request that the Court reduce the amount of the Claim to Be Adjusted to the amount identified in the column labeled as “Total Adjusted Claim” in Uej gf wq'6 to the Order to the Objection.

X0 Ncv/Hkgf 'Enko u'

17. 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”). Pursuant to the Bar Date Notice, all persons and entities were instructed to file any proofs of claim in writing so that they are “actually received on or before Lwpg'39.'4235'ev6-22't 0 *Egpt cñUc p f 'Vlo g+ . . . , or be barred from doing so.” See Bar Date Notice ¶ 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].

18. As set forth in the Moss Declaration, each Late-Filed Claim (a) arose before the Petition Date, (b) was subject to the General Bar Date, and (c) was filed after the General Bar Date. Accordingly, the Debtors respectfully request that the Court expunge and disallow each Late-Filed Claim identified on 'Uej gf wq'7 to the Order in its entirety.³

Dcu'ht 'Tglt'

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 . . .

³ The proposed disallowance and expungement of each Late-Filed Claim shall 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.

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, reassign, or adjust each Disputed Claim. If the Disputed Claims are not formally expunged and disallowed, reassigned, or adjusted 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.

Ego r ikcpeg'y kj 'Dcpnt wr ve{ 'T wrg'5229*g+!

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-second 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).

Ugrctevg'Eqpvugvf 'O cwtg'

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.

Tgugtxcvkqp'qhtk j vr'

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.

Prayer

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 Exhibit 307 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.

[Remainder of page intentionally left blank]

WHEREFORE, the Debtors respectfully request that the Court enter an order, substantially in the form attached to this Objection as Gzj kdw'C, granting the related relief requested herein and such other and further relief as the Court deems appropriate.

Dated: March 17, 2014

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

James H.M. Sprayregen, P.C.
David R. Seligman, P.C.
Sarah Hiltz Seewer
MTMNCPF ('GNNUNNR'
300 North LaSalle
Chicago, Illinois 60654
Telephone: (312) 862-2000
Facsimile: (312) 862-2200

- and -

Joshua A. Sussberg
MTMNCPF ('GNNUNNR'
601 Lexington Avenue
New York, New York 10022-4611
Telephone: (212) 446-4800
Facsimile: (212) 446-4900

*Counsel to the Debtors and Debtors in Possession
other than Camino Energy Company*

- and -

David A. Agay
Joshua Gadharf
OEFQPCNF 'J QRMUNNE''
300 North LaSalle
Suite 2100
Chicago, Illinois 60654
Telephone: (312) 280-0111
Facsimile: (312) 280-8232

*Counsel to Debtor Camino Energy Company
and Conflicts Counsel to the other Debtors
and Debtors in Possession*

Gzj kdk'C"

Rt qr qugf 'Qt f gt

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))	

Re: Docket No. ____

**ORDER GRANTING DEBTORS' TWENTY SECOND
OMNIBUS OBJECTION TO CERTAIN PROOFS OF CLAIM
(AMENDED AND SUPERSEDED CLAIMS, NO LIABILITY CLAIMS, WRONG-
DEBTOR CLAIMS, CLAIM TO BE ADJUSTED, AND LATE-FILED 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") expunging and disallowing, reassigning, or adjusting as applicable, each Disputed Claim identified on Schedules 1-5 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. Each Amended and Superseded Claim identified on Schedule 1 attached to hereto is expunged and disallowed in its entirety; provided, however, this Order will not affect any "Surviving Claim" identified on Schedule 1 attached hereto.
4. Each No Liability Claim identified on Schedule 2 attached to this Order is disallowed and expunged in its entirety.
5. Each Wrong-Debtor Claim identified on Schedule 3 attached hereto is reassigned as a Claim

against the applicable “Correct Debtor” identified on Schedule 3 attached hereto.

6. The amount of the Claim to Be Adjusted is reduced to the amount identified in the column labeled as “Modified Amount” in Schedule 4 attached hereto.

7. Each Late-Filed Claim identified on Schedule 5 attached hereto is expunged and disallowed in its entirety; provided, however, the expungement and disallowance of the Late-Filed Claims identified on Schedule 5 shall have no effect on the applicable claimant’s scheduled Claim to the extent such claim is not designated as contingent, unliquidated, or disputed on the applicable Debtor’s Schedules.

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

9. 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.

10. Each Claim and the objections by the Debtors to such Claim, as addressed in the Objection and set forth on Schedules 1–5, 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.

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

12. 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:

James H.M. Sprayregen, P.C.
David R. Seligman, P.C.
Sarah Hiltz Seewer
KIRKLAND & ELLIS LLP
300 North LaSalle
Chicago, Illinois 60654
Telephone: (312) 862-2000
Facsimile: (312) 862-2200

- and -

Joshua A. Sussberg
KIRKLAND & ELLIS LLP
601 Lexington Avenue
New York, New York 10022-4611
Telephone: (212) 446-4800
Facsimile: (212) 446-4900

Counsel to the Debtors
and Debtors in Possession
Other than Camino Energy Company

- and -

David A. Agay
Joshua Gadharf
MCDONALD HOPKINS LLC
300 North LaSalle
Suite 2100
Chicago, Illinois 60654
Telephone: (312) 280-0111
Facsimile: (312) 280-8232

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

Uej gf wq'3'

Co gpf gf 'cpf 'Uwr gtugf gf 'Enko u

Schedule 1 - Amended & Superseded Claims

Twenty-Second 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	ABB, INC. 29801 EUCLID AVE WICKLIFFE, OH 44092 Date Filed: 06/12/13 Debtor: Midwest Generation, LLC	1244	Unsecured: \$166,619.48	ABB INC 29801 EUCLID AVE WICKLIFFE, OH 44092 Date Filed: 02/05/14 Debtor: Midwest Generation, LLC	2041	Unsecured: \$103,462.04	pgs. 4-5
2	FRANCHISE TAX BOARD BANKRUPTCY SECTION MS A340 PO BOX 2952 SACRAMENTO, CA 95812 Date Filed: 05/31/13 Debtor: Edison Mission Energy	886	Secured: Unliquidated Priority: \$2,163,235.48 Unsecured: \$469,302.60	FRANCHISE TAX BOARD BANKRUPTCY SECTION MS A340 PO BOX 2952 SACRAMENTO, CA 95812 Date Filed: 02/21/14 Debtor: Edison Mission Energy	2043	Priority: \$2,001,360.58 Unsecured: \$345,494.38	pgs. 4-5
3	FRANCHISE TAX BOARD BANKRUPTCY SECTION MS A340 PO BOX 2952 SACRAMENTO, CA 95812 Date Filed: 05/31/13 Debtor: Western Sierra Energy Company	888	Secured: Unliquidated Priority: \$1,823,290.59 Unsecured: \$436,582.00	FRANCHISE TAX BOARD BANKRUPTCY SECTION MS A340 PO BOX 2952 SACRAMENTO, CA 95812 Date Filed: 02/21/14 Debtor: Western Sierra Energy Company	2045	Secured: Unliquidated Priority: \$1,821,019.53 Unsecured: \$288,646.80	pgs. 4-5
4	FRANCHISE TAX BOARD BANKRUPTCY SECTION MS A340 PO BOX 2952 SACRAMENTO, CA 95812 Date Filed: 05/31/13 Debtor: Camino Energy Company	889	Secured: Unliquidated Priority: \$2,803,531.44 Unsecured: \$604,405.80	FRANCHISE TAX BOARD BANKRUPTCY SECTION MS A340 PO BOX 2952 SACRAMENTO, CA 95812 Date Filed: 02/21/14 Debtor: Camino Energy Company	2048	Priority: \$3,260,526.65 Unsecured: \$502,905.18	pgs. 4-5
5	FRANCHISE TAX BOARD BANKRUPTCY SECTION MS A340 PO BOX 2952 SACRAMENTO, CA 95812 Date Filed: 05/31/13 Debtor: Southern Sierra Energy Company	890	Secured: Unliquidated Priority: \$1,380,877.46 Unsecured: \$375,019.20	FRANCHISE TAX BOARD BANKRUPTCY SECTION MS A340 PO BOX 2952 SACRAMENTO, CA 95812 Date Filed: 02/21/14 Debtor: Southern Sierra Energy Company	2046	Secured: Unliquidated Priority: \$2,270,303.53 Unsecured: \$344,839.40	pgs. 4-5
6	FRANCHISE TAX BOARD BANKRUPTCY SECTION MS A340 PO BOX 2952 SACRAMENTO, CA 95812 Date Filed: 05/31/13 Debtor: San Joaquin Energy Company	893	Secured: Unliquidated Priority: \$1,444,948.41 Unsecured: \$313,036.40	FRANCHISE TAX BOARD BANKRUPTCY SECTION MS A340 PO BOX 2952 SACRAMENTO, CA 95812 Date Filed: 02/21/14 Debtor: San Joaquin Energy Company	2047	Priority: \$1,581,976.66 Unsecured: \$247,816.23	pgs. 4-5

Schedule 1 - Amended & Superseded Claims

Twenty-Second 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	
7	FRANCHISE TAX BOARD BANKRUPTCY SECTION MS A340 PO BOX 2952 SACRAMENTO, CA 95812 Date Filed: 10/18/13 Debtor: Edison Mission Finance, Co.	1956	Secured: Unliquidated Priority: \$197,891.45 Unsecured: \$33,277.20	FRANCHISE TAX BOARD BANKRUPTCY SECTION MS A340 PO BOX 2952 SACRAMENTO, CA 95812 Date Filed: 02/21/14 Debtor: Edison Mission Finance, Co.	2044	Secured: Unliquidated Priority: \$198,841.68 Unsecured: \$33,514.60	pgs. 4-5

Total: \$12,212,017.51

Total: \$13,000,707.26

Schedule 2

No-Liability Claims

Schedule 2 - No Liability Claims

Twenty-Second 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	CALIFORNIA POWER EXCHANGE CORPORATION ("CALPX") ATTN SUSAN ROSSI MANAGING DIRECTOR LEGAL & REGULATORY AFFAIRS 201 SOUTH LAKE AVENUE SUITE 409 PASADENA, CA 91101 Date Filed: 06/07/13 Debtor: Edison Mission Energy	1078	Unsecured: Unliquidated	pgs. 5-6
2	DOGA ENERJI URETIM SANAYI VE TICARET LTD SIRKETI ESENKENT MAHALLESİ ENVERPASA CADDESİ SEMERLAND KONAKLARI NO:3 A1 BLOCK D:1 ESENYURT ISTANBUL TURKEY Date Filed: 06/07/13 Debtor: Edison Mission Energy	1211	Unsecured: Unliquidated	pgs. 5-6
3	LANDSTAR RANGER ATTN DAWN BOWERS 13410 SUTTON PARK DR S JACKSONVILLE, FL 32224 Date Filed: 02/24/14 Debtor: Midwest Generation, LLC	2049	Unsecured: \$1,750.00	pgs. 5-6
4	NEW YORK STATE ELECTRIC & GAS CORPORATION ATTN MARK DOLAN, SECRETARY 4500 VESTAL PKWY E BINGHAMTON, NY 13902 Date Filed: 06/13/13 Debtor: EME Homer City Generation L.P.	1317	Unsecured: Unliquidated	pgs. 5-6
5	NEW YORK STATE ELECTRIC & GAS CORPORATION ATTN MARK DOLAN 4500 VESTAL PARKWAY EAST BINGHAMTON, NY 13902 Date Filed: 06/13/13 Debtor: Mission Energy Westside, Inc.	1315	Unsecured: Unliquidated	pgs. 5-6

Schedule 2 - No Liability Claims

Twenty-Second 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	
6	NEW YORK STATE ELECTRIC & GAS CORPORATION ATTN MARK DOLAN 4500 VESTAL PARKWAY EAST BINGHAMTON, NY 13902 Date Filed: 06/13/13 Debtor: Edison Mission Energy	1316	Unsecured: Unliquidated	pgs. 5-6
7	GEORGE PARSONS 412 PARKVIEW DRIVE WASHINGTON, IL 61571 Date Filed: 06/14/13 Debtor: Midwest Generation, LLC	1364	Unsecured: \$3,410.75	pgs. 5-6
8	PEABODY COALSALES LLC C/O THOMPSON COBURN LLP ATTN DAVID D FARRELL ONE US BANK PLAZA SUITE 3200 SAINT LOUIS, MO 63101 Date Filed: 06/17/13 Debtor: Midwest Generation, LLC	1658	503(b)(9): \$702,140.27 Unsecured: \$88,102.00	pgs. 5-6
9	PENNSYLVANIA ELECTRIC COMPANY C/O FIRSTENERGY CORP ATTN DAVID S WINSTON, MANAGING COUNSEL 76 S MAIN ST AKRON, OH 44308 Date Filed: 09/13/13 Debtor: Edison Mission Energy	1894	Unsecured: Unliquidated	pgs. 5-6
10	PENNSYLVANIA ELECTRIC COMPANY C/O FIRSTENERGY CORP ATTN DAVID S WINSTON, MANAGING COUNSEL 76 S MAIN ST AKRON, OH 44308 Date Filed: 09/13/13 Debtor: Mission Energy Westside, Inc.	1895	Unsecured: Unliquidated	pgs. 5-6

Schedule 2 - No Liability Claims

Twenty-Second 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	
11	PENNSYLVANIA ELECTRIC COMPANY C/O FIRSTENERGY CORP ATTN DAVID S WINSTON, MANAGING COUNSEL 76 S MAIN ST AKRON, OH 44308 Date Filed: 09/13/13 Debtor: EME Homer City Generation L.P.	1896	Unsecured: Unliquidated	pgs. 5-6
12	MICHAEL PHILIP 10404 S 51ST CT OAK LAWN, IL 60453 Date Filed: 06/08/13 Debtor: Midwest Generation EME, LLC	1091	Unsecured: \$42,601.92	pgs. 5-6
13	UNITED STATES EPA C/O US DEPT OF JUSTICE ATTN KATHERINE VANDERHOOK-GOMEZ 601 0 ST NW WASHINGTON, DC 20004 Date Filed: 10/25/13 Debtor: EME Homer City Generation L.P.	1961	Unsecured: Unliquidated	pgs. 5-6

Total: \$838,004.94

Schedule 3

Wrong-Debtor Claims

Schedule 3 - Wrong Debtor Claims

Twenty-Second Omnibus Objection to Claims

**Edison Mission Energy, et al.
 12-049219 (JPC)**

Note: Claimants are listed alphabetically.

SEQ NO.	CLAIM(S) TO BE REASSIGNED					OBJECTION PAGE NO. REFERENCE
	NAME	CLAIM NO.	CLAIM AMOUNT	CLAIMED DEBTOR	REASSIGNED DEBTOR	
1	ELECTRIC POWER GENERATION ASSOCIATION 417 WALNUT ST FL 3 HARRISBURG, PA 17101 Date Filed: 06/17/13	1699	Unsecured: \$72,240.00	Midwest Generation EME, LLC	Edison Mission Energy	pg. 6
2	LAKELAND LARSON ELEVATOR ATTN: WILLIAM J. KOWALKE, SECRETARY 731 MCALISTER WAUKEGAN, IL 60085 Date Filed: 05/22/13	790	Unsecured: \$8,435.85	Midwest Generation EME, LLC	Midwest Generation, LLC	pg. 6

Total: \$80,675.85

Schedule 4

Claim to Be Adjusted

Schedule 4 - Claim to be Adjusted

Twenty-Second Omnibus Objection to Claims

Edison Mission Energy, *et al.*
 12-049219 (JPC)

Note: Claimants are listed alphabetically.

SEQ NO.	CLAIM(S) TO BE MODIFIED			MODIFIED AMOUNT	OBJECTION PAGE NO. REFERENCE
	NAME	CLAIM NO.	CLAIMED AMOUNT		
1	INDUSTRIAL TOOL PRODUCTS INC 919 N CENTRAL (ITP INC) WOOD DALE, IL 60191 Date Filed: 11/15/13 Debtor: Midwest Generation, LLC	2009	503(b)(9): \$630.87 Unsecured: \$5,732.00	503(b)(9): \$630.87 Unsecured: \$5,489.28	pgs. 6-7

Total: **\$6,362.87** **\$6,120.15**

Schedule 5

Late-Filed Claims

Schedule 5 - Late Filed Claims

Twenty-Second 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	JOANNE C WHITE IRREVOCABLE TRUST 2-15-2013 ATTN ROGER J WHITE 2116 WESTBORO AVE ALHAMBRA, CA 91803 Date Filed: 02/27/14 Debtor: Edison Mission Energy	2050	Secured: \$20,000.00	pg. 7
2	ROGER J WHITE REVOCABLE TRUST 2-15-2013 ATTN ROGER J WHITE 2116 WESTBORO AVE ALHAMBRA, CA 91803 Date Filed: 02/27/14 Debtor: Edison Mission Energy	2051	Secured: \$10,000.00	pg. 7

Total: \$30,000.00