

UNITED STATES BANKRUPTCY COURT
NORTHERN DISTRICT OF ILLINOIS
EASTERN DIVISION

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

**DECLARATION OF AARON MOSS IN SUPPORT OF 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(AMENDED AND SUPERSEDED CLAIMS, NO-LIABILITY CLAIMS, WRONG-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)**

I, Aaron Moss, declare as follows:

1. I am Vice President and Controller of Edison Mission Energy and certain of the other above-captioned debtors and debtors in possession (collectively, the “Debtors”). I submit this declaration (this “Declaration”) in support of the *Debtors’ Twenty-Second Omnibus Objection to Certain Proofs of Claim (Amended and Superseded Claims, No-Liability Claims, Wrong-Debtor Claims, Claim to Be Adjusted, and Late-Filed Claims)* (the “Objection”).²

2. Except where specifically noted, the statements in this Declaration are based on my personal knowledge, information supplied or verified by employees or advisors of the

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 Declaration will have the meanings ascribed to them in the Objection.

Debtors that I supervise, my review of relevant documents, or my opinion based upon my experience and knowledge of the Debtors' operations and financial condition. If I were called upon to testify, I could and would testify competently to the facts set forth herein. I am authorized to submit this Declaration on behalf of the Debtors.

Background

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

4. The Debtors and their advisors are continuing to review the proofs of claim (collectively, the "Claims"), including supporting documentation, if any, filed together with any proof of claim, and reconciling the proofs of claim with the Debtors' books and records to determine the validity of the proofs of claim. In connection with preparation of the Objection, I: (a) oversaw the review of (i) the claims register maintained by the Debtors' notice and claims agent, during which time individuals under my supervision identified Claims that should be disallowed and expunged and (ii) the books and records with respect to the Claims described in the Objection; (b) approved the inclusion of the Claims in the Objection; (c) reviewed the Objection and the proposed form of order attached thereto as **Exhibit A**; and (d) reviewed and approved the information contained on **Schedules 1-5** to **Exhibit A** attached to the Objection and the justifications set forth therein. Accordingly, I am familiar with the information contained in the Objection.

The Disputed Claims

I. Amended and Superseded Claims

5. To the best of my knowledge, information, and belief, I have determined that each Amended and Superseded Claim identified on Schedule 1 to Exhibit A to the Objection was amended and replaced by the applicable “Surviving Claim” identified on Schedule 1 to Exhibit A to the Objection. To allow both the Amended and Superseded Claims and the Surviving Claims to remain on the claims register would be duplicative and could lead to multiple recoveries on a single Claim. Accordingly, I believe that the Court should enter an order expunging and disallowing each Amended and Superseded Claim identified on Schedule 1 to Exhibit A to the Objection in its entirety.

II. No-Liability Claims

6. To the best of my knowledge, information, and belief, I have determined that each No-Liability Claim identified on Schedule 2 to Exhibit A to the Objection is not reflected in any manner in the Debtors’ books and records. More specifically, to the best of my knowledge, information, and belief, I have determined the following:

- 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.

7. 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, I believe that the Court should enter an order expunging and disallowing each No-Liability Claim identified on **Schedule 2** to **Exhibit A** to the Objection in its entirety.

III. Wrong-Debtor Claims

8. To the best of my knowledge, information, and belief, I have determined that each Wrong-Debtor Claim listed on **Schedule 3** to **Exhibit A** to the Objection is asserted against the wrong (and inappropriate) Debtor. Failure to reassign the Wrong-Debtor Claims could result in the applicable claimants receiving an unwarranted recovery against the Debtors, to the detriment of other similarly situated creditors. Accordingly, I believe that the Court should reassign each Wrong-Debtor Claim as a Claim against the applicable "Correct Debtor" identified on **Schedule 3** to **Exhibit A** to the Objection.

IV. Claim to Be Adjusted

9. To the best of my knowledge, information, and belief, I have determined that the Claim to Be Adjusted identified on **Schedule 4** to **Exhibit A** to the Objection 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, I believe that the Court should reduce the amount of the Claim to Be Adjusted to the amount identified in the column labeled as “Total Adjusted Claim” in **Schedule 4** to **Exhibit A** to the Objection.

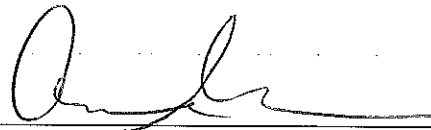
V. Late-Filed Claims

10. To the best of my knowledge, information, and belief, I have determined that each Late-Filed Claim identified on **Schedule 5** to **Exhibit A** to the Objection (a) was subject to the General Bar Date and (b) was filed after the General Bar Date. Accordingly, I believe that the Court should enter an order expunging and disallowing each Late-Filed Claim identified on **Schedule 5** to **Exhibit A** to the Objection in its entirety.

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

Dated: March 17, 2014



Aaron Moss
Vice President and Controller
Edison Mission Energy