

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)
)	

**NOTICE OF EME REORGANIZATION TRUST’S TWENTY-THIRD
OMNIBUS OBJECTION TO CERTAIN PROOFS OF CLAIM
(AMENDED AND SUPERSEDED CLAIMS AND NO-LIABILITY CLAIMS)**

PLEASE TAKE NOTICE that on the **21st day of May, 2014, at 10:30 a.m. (Central Time)** or as soon thereafter as counsel may be heard, the EME Reorganization Trust (the “Reorganization Trust”) 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the attached ***EME Reorganization Trust’s Twenty-Third Omnibus Objection to Certain Proofs of Claim (Amended and Superseded Claims and No-Liability Claims)*** (the “Objection”).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 **May 11, 2014, at 4:00 p.m. (Central Time)**: (a) counsel to the Reorganization Trust; (b) each holder of a Disputed Claim (as defined in the Objection) identified on **Schedules 1–4** to **Exhibit A** to the Objection; (c) the Office of the U.S. Trustee for the Northern District of Illinois; (d) the United States Attorney for the Northern District of Illinois; (e) the Internal Revenue Service; and (f) 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

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 the Reorganization Trust’s service address is: 3 MacArthur Place, Suite 100, Santa Ana, California 92707.

GCG, Inc., the 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.

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Dated: April 21, 2014

/s/ Ira S. Dizengoff

Ira S. Dizengoff (admitted *pro hac vice*)

Stephen M. Baldini (admitted *pro hac vice*)

Robert J. Boller (admitted *pro hac vice*)

AKIN GUMP STRAUSS HAUER & FELD LLP

One Bryant Park

New York, New York 10036

Telephone: (212) 872-1000

Facsimile: (212) 872-1002

- and -

James Savin (admitted *pro hac vice*)

AKIN GUMP STRAUSS HAUER & FELD LLP

1333 New Hampshire Avenue

Washington, DC 20036-1564

Telephone: (202) 887-4000

Facsimile: (202) 887-4288

- and -

David M. Neff

Brian Audette

PERKINS COIE LLP

131 South Dearborn Street, Suite 1700

Chicago, Illinois 60603-5559

Telephone: (312) 324-8400

Facsimile: (312) 324-9400

Counsel to the EME Reorganization Trust

UNITED STATES BANKRUPTCY COURT
NORTHERN DISTRICT OF ILLINOIS
EASTERN DIVISION

In re:)	
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EDISON MISSION ENERGY, <u>et al.</u> , ¹)	Case No. 12-49219 (JPC)
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Debtors.)	(Jointly Administered)
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**EME REORGANIZATION TRUST’S TWENTY-THIRD
OMNIBUS OBJECTION TO CERTAIN PROOFS OF CLAIM
(AMENDED AND SUPERSEDED CLAIMS AND NO-LIABILITY CLAIMS)**

The EME Reorganization Trust (the “Reorganization Trust”), as successor in interest to Edison Mission Energy (“EME”), one of the above-captioned debtors (together with its debtor affiliates, the “Debtors”) respectfully states the following in support of this objection (this “Objection”):

Relief Requested

1. The Reorganization Trust seeks entry of an order, substantially in the form attached hereto as **Exhibit A**:

- expunging and disallowing the claim identified on **Schedule 1** to the proposed order (the “Amended and Superseded Claim”) in its entirety because the “Surviving Claim” identified on **Schedule 1** amends and replaces the claim;
- expunging and disallowing each claim identified on **Schedule 2** to the proposed order (collectively, the “PBGC Pension Claims”) in its entirety because each such claim relates

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 the Reorganization Trust’s service address is: 3 MacArthur Place, Suite 100, Santa Ana, California 92707.

to pension-related obligations assumed by Edison International (“EIX”) pursuant to the EIX Settlement (as defined below);

- expunging and disallowing each claim identified on **Schedule 3** to the proposed order (collectively, the “Deferred Executive Compensation and Retirement Benefits Claims”) in its entirety because each such claim relates to deferred executive compensation, retirement, or pension benefits obligations assumed by EIX pursuant to the EIX Settlement; and
- expunging and disallowing each claim identified on **Schedule 4** to the proposed order (collectively, the “Tax Claims,” and, together with the Amended and Superseded Claims, the PBGC Pension Claims, and the Deferred Executive Compensation and Retirement Benefits Claims, the “Disputed Claims”) in its entirety because each such claim relates to income tax-related obligations assumed by EIX pursuant to the EIX Settlement.

In support of this Objection, the Reorganization Trust submits 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. On December 17, 2012 (the “Petition Date”), seventeen of the Debtors filed petitions with the Court under chapter 11 of the Bankruptcy Code. The Debtors operated their businesses and managed their properties as debtors in possession pursuant to sections 1107(a)

and 1108 of the Bankruptcy Code. The Court approved procedural consolidation and joint administration of these chapter 11 cases pursuant to Bankruptcy Rule 1015(b) [Docket Nos. 115, 154, 780].

6. On March 11, 2014, the Court entered an order (the “Confirmation Order”) [Docket No. 2206] confirming the *Debtors’ Third Amended Joint Chapter 11 Plan of Reorganization (with Technical Modifications)* (as may be amended, modified, or supplemented from time to time, the “Plan”).² On April 1, 2014, the effective date under the Plan occurred and, among other things, EME consummated the sale of substantially all of its assets to NRG Energy, Inc. (“NRG”). Pursuant to Article IV.E of the Plan, the Reorganization Trust was established as the successor in interest to EME.³

The Claims Reconciliation Process

7. On February 14, 2013, the Debtors 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 May 16, 2013, Debtors EME Homer City Generation L.P., Edison Mission Westside, Inc., and Homer City Property Holdings, Inc. filed their respective Schedules. On July 2, 2013, December 15, 2013, and January 16, 2014, certain Debtors filed amendments to their respective Schedules.

8. 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*

² Capitalized terms used but not otherwise defined in this Objection will have the meanings ascribed to them in the Plan.

³ On January 7, 2013, the U.S. Trustee for the Northern District of Illinois (the “U.S. Trustee”) 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]). Pursuant to Article XIII.D of the Plan, the Committee was dissolved on the effective date of the Plan.

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.

9. On July 17, 2013, the Court approved certain omnibus procedures for filing and resolving objections to Claims asserted against the Debtors [Docket No. 1022] (the “Objection Procedures”).

10. Various entities 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 Reorganization Trust, NRG, and their respective 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 its review to date, the Reorganization Trust has determined that the Disputed Claims should be expunged and disallowed as requested herein.

Objection

I. Amended and Superseded Claim

11. As set forth in the Moss Declaration, the Reorganization Trust has determined that the Amended and Superseded Claim identified on **Schedule 1** to the proposed order was

amended and replaced by the “Surviving Claim” identified on **Schedule 1** to the proposed order. To allow both the Amended and Superseded Claim and Surviving Claim to remain on the claims register would be duplicative and could lead to multiple recoveries on a single Claim. Accordingly, the Reorganization Trust respectfully requests that the Court enter an order expunging and disallowing the Amended and Superseded Claim identified on **Schedule 1** to the proposed order in its entirety. This Objection does not affect the Surviving Claim identified on **Schedule 1** to the proposed order.

II. Pension, Tax, and Deferred Compensation and Retirement Benefits Claims Assumed by EIX

A. The EIX Settlement

12. Following commencement of the Chapter 11 cases, the Debtors and the Committee conducted an extensive investigation on behalf of the Debtors’ estates into causes of action and claims that the estates and their creditors potentially could assert against EIX, among others. As a result of this investigation, the parties negotiated and effectuated a settlement of these potential claims.

13. On February 18, 2014, EIX, EME, and certain EME noteholders entered into a settlement agreement [Docket No. 2071] (the “**EIX Settlement**”).⁴ Under the EIX Settlement, subject to the terms of the EIX Settlement and the Plan as described below, EIX agreed to assume and pay when due or required certain federal and state income taxes, pension, and deferred compensation obligations of EME and its Debtor and non-Debtor subsidiaries. Specifically, under section 2(d) of the EIX Settlement, EIX shall, effective as of the effective date of the Plan, “irrevocably assume and shall faithfully pay, perform, discharge, and fulfill, and

⁴ The EIX Settlement was approved in connection with confirmation of the Plan. See Plan, Art. IV.C; Confirmation Order, ¶ 6.

if applicable, comply with, in each case when due or required, all of the Assumed Liabilities.”

Section 1(o) of the EIX Settlement defines the “Assumed Liabilities” as:

collectively, any liability, whether or not contingent, on account of any of the following: (i) any United States federal or any state income taxes of the Consolidated Group [defined as EIX and the affiliated group of corporations which duly elects to file a Consolidated Return], the Company [EME], or any Company Subsidiary [EME Subsidiary], including any interest or penalties and any taxes or charges on account of any audit related to Edison Mission Energy Taupo Ltd.; and (ii) any and all obligations or liabilities of the Company [EME] or the Company Subsidiaries [EME Subsidiaries] (or any affiliate for purposes of the Employee Retirement Income Security Act of 1974) in respect of current and/or former employees of the Company [EME] or the Company Subsidiaries [EME Subsidiaries] (and their respective beneficiaries) or otherwise (including with respect to any operational or documentary defects, prohibited transactions, or fiduciary breaches), whether direct to participants or to any plan, trust (including any multi-employer fund), the Pension Benefit Guaranty Corporation [(the “PBGC”)], or otherwise, under or in respect of any qualified pension plan, any non-qualified executive pension plan, other executive retirement plan, or deferred compensation plan administered, sponsored, or maintained, or required to be contributed to by EIX or Southern California Edison (or their affiliates other than the Company [EME] and/or the Company [S]ubsidiaries [EME Subsidiaries]) for which the Company [EME] or the Company Subsidiaries [EME Subsidiaries] could have liability; provided that, for the avoidance of doubt, (1) such plans shall include those plans listed on Schedule 4 [of the EIX Settlement] and (2) the “Assumed Liabilities” shall not include the Retained Liabilities specified in clauses (i)-(iii) of Section 1.yyy [of the EIX Settlement].

14. Schedule 4 to the EIX Settlement sets forth the following pension, retirement, and deferred compensation plans: the Edison International Retirement Plan for Bargaining Unit Employees of Midwest Generation, LLC; the Edison International Retirement Plan for Bargaining Unit Employees of EME Homer City Generation LP; the Southern California Edison Company Retirement Plan; the Southern California Edison Company Executive Retirement Plan; the Edison International 2008 Executive Retirement Plan; the Edison International Executive Deferred Compensation Plan; the Edison International 2008 Executive Deferred Compensation Plan; the Edison International Affiliate Option Deferred Compensation Plan; the Southern California Edison Company 1985 Deferred Compensation Plan; the Southern California Edison

Company Executive Supplemental Benefit Program; the Edison International 2008 Executive Survivor Benefit Plan; the Edison International 2008 Executive Disability Plan (only with respect to current executives), the Edison International 2007 Performance Incentive Plan; the Edison International Equity Compensation Plan; and the Edison International 2000 Equity Plan.

15. All references in this Objection to EIX's assumption of liability for certain claims against the Debtors are subject to the terms of the EIX Settlement and the Plan. Nothing in this Objection or the relief requested by this Objection is intended to, and nothing shall be construed to, modify the Plan, the EIX Settlement, including the definition of "Assumed Liabilities" under the EIX Settlement or EIX's obligations under the EIX Settlement with respect to Assumed Liabilities, or the terms of any applicable benefit or retirement plan. Accordingly, nothing contained in this Objection or the relief requested by this Objection modifies any of EIX's rights, defenses, or counterclaims with respect to any liabilities asserted in the proofs of claim on Schedules 2-4 to the proposed order, including whether any liabilities are due or required under the applicable terms of the benefit or retirement plan or under applicable law.

B. No Liability Claims

1. No Liability PBGC Pension Claims

16. As set forth in the Moss Declaration, the Reorganization Trust has reviewed the Debtors' books and records and determined that each PBGC Pension Claim constitutes a pension-related claim that EIX has agreed to assume pursuant and subject to the EIX Settlement and the Plan. Specifically, the PBGC Pension Claims assert liability under or in respect of the Southern California Edison Company Retirement Plan, the Edison International Retirement Plan for Bargaining Unit Employees of Midwest Generation, LLC, and the Edison International Retirement Plan for Bargaining Unit Employees of EME Homer City Generation LP. Failure to expunge and disallow the PBGC Pension Claims could result in the applicable claimants

receiving an unwarranted recovery against the Reorganization Trust, to the detriment of other similarly situated creditors. Accordingly, the Reorganization Trust requests that the Court enter an order expunging and disallowing each PBGC Pension Claim identified on **Schedule 2** to the proposed order in its entirety.

2. No Liability Deferred Executive Compensation and Retirement Benefits Claim

17. As set forth in the Moss Declaration, the Reorganization Trust has reviewed the Debtors' books and records and determined that each Deferred Executive Compensation and Retirement Benefits Claim constitutes a deferred-compensation-related claim that EIX has agreed to assume pursuant and subject to the EIX Settlement and the Plan. Specifically, the Deferred Executive Compensation and Retirement Benefits Claims assert liability under or in respect of some or all of the plans listed on Schedule 4 to the EIX Settlement. Failure to expunge and disallow the Deferred Executive Compensation and Retirement Benefits Claims could result in the applicable claimants receiving an unwarranted recovery against the Reorganization Trust, to the detriment of other similarly situated creditors. Accordingly, the Reorganization Trust requests that the Court enter an order expunging and disallowing each Deferred Executive Compensation and Retirement Benefits Claim identified on **Schedule 3** to the proposed order in its entirety.

3. No Liability Tax Claims

18. As set forth in the Moss Declaration, the Reorganization Trust has reviewed the Debtors' books and records and determined that each Tax Claim constitutes a tax-related claim that EIX has agreed to assume pursuant and subject to the EIX Settlement and the Plan. Specifically, the Tax Related Claims assert liability on account of the Consolidated Group's California state income taxes. Failure to expunge and disallow the Tax Claims could result in

the applicable claimants receiving an unwarranted recovery against the Reorganization Trust, to the detriment of other similarly situated creditors. Accordingly, the Reorganization Trust requests that the Court enter an order expunging and disallowing each Tax Claim identified on **Schedule 4** to the proposed order in its entirety.

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 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 each Disputed Claim. If the Disputed Claims are not formally expunged and disallowed

as requested herein, the potential exists for the applicable claimants to receive recoveries to which they are not entitled, to the detriment of the Reorganization Trust's 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 Reorganization Trust respectfully submits that this Objection complies with the requirements for omnibus objections set forth by Bankruptcy Rule 3007(e). Namely, the Reorganization Trust 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 Reorganization Trust as the objecting party, identifies this Objection as the Reorganization Trust's twenty-third omnibus claims objection, and contains objections to fewer than 100 Claims. Accordingly, the Reorganization Trust respectfully submits 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 Reorganization Trust requests that any order entered by the Court with respect to an objection asserted in this Objection be treated as a separate order with respect to each Claim.

Reservation of Rights

25. The Reorganization Trust expressly reserves 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 Reorganization Trust reserves the right to object on any other applicable grounds. In addition, the Reorganization Trust reserves the right to seek to reduce any Claim for any reason, including to the extent such Claim has been paid. The Reorganization Trust reserves the right to raise further objections, including objections under section 502(d) of the Bankruptcy Code.

Notice

26. The Reorganization Trust has provided notice of this Objection to: (a) each holder of a Disputed Claim; (b) the U.S. Trustee; (c) the United States Attorney for the Northern District of Illinois; (d) the Internal Revenue Service; and (e) 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]. In light of the nature of the relief requested herein, the Reorganization Trust respectfully submits that no further notice is necessary.

[Remainder of page intentionally left blank]

WHEREFORE, the Reorganization Trust respectfully requests 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: April 21, 2014

/s/ Ira S. Dizengoff

Ira S. Dizengoff (admitted *pro hac vice*)
Stephen M. Baldini (admitted *pro hac vice*)
Robert J. Boller (admitted *pro hac vice*)
AKIN GUMP STRAUSS HAUER & FELD LLP
One Bryant Park
New York, New York 10036
Telephone: (212) 872-1000
Facsimile: (212) 872-1002

- and -

James Savin (admitted *pro hac vice*)
AKIN GUMP STRAUSS HAUER & FELD LLP
1333 New Hampshire Avenue
Washington, DC 20036-1564
Telephone: (202) 887-4000
Facsimile: (202) 887-4288

- and -

David M. Neff
Brian Audette
PERKINS COIE LLP
131 South Dearborn Street, Suite 1700
Chicago, Illinois 60603-5559
Telephone: (312) 324-8400
Facsimile: (312) 324-9400

Counsel to the EME Reorganization Trust

Exhibit A

Proposed Order

UNITED STATES BANKRUPTCY COURT
NORTHERN DISTRICT OF ILLINOIS
EASTERN DIVISION

_____))
In re:) Chapter 11
))
EDISON MISSION ENERGY, et al.,¹) Case No. 12-49219 (JPC)
))
Debtors.) (Jointly Administered)
))
_____) Re: Docket No. ____

**ORDER GRANTING EME REORGANIZATION TRUST’S TWENTY-THIRD
OMNIBUS OBJECTION TO CERTAIN PROOFS OF CLAIM
(AMENDED AND SUPERSEDED CLAIMS AND NO-LIABILITY CLAIMS)**

Upon the objection (the “Objection”) of the EME Reorganization Trust (the “Reorganization Trust”), as successor to Edison Mission Energy, one of the above-captioned debtors (together with its debtor affiliates, the “Debtors”), for entry of an order (this “Order”) expunging and disallowing each Disputed Claim identified on **Schedules 1–4** 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

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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 Reorganization Trust 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 Claim identified on **Schedule 1** attached hereto is expunged and disallowed in its entirety; provided this Order will not affect any "Surviving Claim" identified on **Schedule 1** attached hereto.

4. Each PBGC Pension Claim identified on **Schedule 2** attached to this Order is disallowed and expunged in its entirety.

5. Each Deferred Executive Compensation and Retirement Benefits Claim identified on **Schedule 3** attached to this Order is disallowed and expunged in its entirety.

6. Each Tax Claim identified on **Schedule 4** attached to this Order is disallowed and expunged in its entirety.

7. GCG, Inc. is directed to update the claims register to reflect the relief granted in this Order.

8. 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 any Debtor, the Reorganization Trust, or Edison International (“EIX”); (b) a waiver of the right of the Reorganization Trust, the Debtors, or EIX to dispute any claim against the Reorganization Trust or any Debtor on any grounds whatsoever, at a later date; (c) a promise by, or requirement on, the Reorganization Trust, any Debtor, or EIX to pay any claim other than in accordance with the terms of the *Debtors’ Third Amended Joint Chapter 11 Plan of Reorganization (with Technical Modifications)* (as may be amended, modified, or supplemented from time to time, the “Plan”) and that certain Settlement Agreement, dated February 18, 2014, among EIX, EME, and certain EME noteholders [Docket No. 2071] (the “EIX Settlement”); (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 Reorganization Trust, the Debtors, or EIX under the Plan, the EIX Settlement, the Bankruptcy Code, or any other applicable law.

9. Nothing in the Objection or this Order modifies the Plan or the EIX Settlement, including the definition of “Assumed Liabilities” under the EIX Settlement or EIX’s obligations under the EIX Settlement with respect to Assumed Liabilities, or the terms of any applicable benefit or retirement plan. Nothing contained in the Objection or this Order modifies any of EIX’s rights, defenses, or counterclaims with respect to any liabilities asserted in the proofs of claim on **Schedules 2-4** to this Order, including whether any liabilities are due or required under the applicable terms of the benefit or retirement plan or under applicable law.

10. Each Claim and the objections by the Reorganization Trust to such Claim, as addressed in the Objection and set forth on Schedules 1-4, 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 Reorganization Trust is 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.

Dated: _____, 2014
Chicago, Illinois

Jacqueline P. Cox
United States Bankruptcy Judge

Schedule 1

Amended and Superseded Claim

Schedule 1 - Amended & Superseded Claims

Twenty-Third 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	ILLINOIS DEPARTMENT OF REVENUE BANKRUPTCY SECTION PO BOX 64338 CHICAGO, IL 60664 Date Filed: 04/23/13 Debtor: Midwest Generation, LLC	110	Priority: \$4,646,155.60 Unsecured: \$1,335,742.42	ILLINOIS DEPARTMENT OF REVENUE PO BOX 64338 CHICAGO, IL 60664 Date Filed: 03/18/14 Debtor: Midwest Generation, LLC	2052	Secured: \$750,000.00	pgs. 4-5

Total: \$5,981,898.02

Schedule 2

PBGC Pension Claims

Schedule 2 - PBGC Pension Claims

Twenty-Third 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	PENSION BENEFIT GUARANTY CORPORATION OFFICE OF THE CHIEF COUNSEL ATTN COURTNEY L HANSEN, ESQ 1200 K ST NW STE 340 WASHINGTON, DC 20005 Date Filed: 06/05/13 Debtor: Edison Mission Energy*	1029	Admin: Unliquidated Priority: Unliquidated Unsecured: Unliquidated	pgs. 7-8
2	PENSION BENEFIT GUARANTY CORPORATION OFFICE OF THE CHIEF COUNSEL ATTN COURTNEY L HANSEN, ESQ 1200 K ST NW STE 340 WASHINGTON, DC 20005 Date Filed: 06/05/13 Debtor: Edison Mission Energy*	1030	Admin: Unliquidated Priority: Unliquidated Unsecured: Unliquidated	pgs. 7-8
3	PENSION BENEFIT GUARANTY CORPORATION OFFICE OF THE CHIEF COUNSEL ATTN COURTNEY L HANSEN, ESQ 1200 K ST NW STE 340 WASHINGTON, DC 20005 Date Filed: 06/05/13 Debtor: Edison Mission Energy*	1031	Admin: Unliquidated Priority: Unliquidated Unsecured: Unliquidated	pgs. 7-8
4	PENSION BENEFIT GUARANTY CORPORATION OFFICE OF THE CHIEF COUNSEL ATTN COURTNEY L HANSEN, ESQ 1200 K ST NW STE 340 WASHINGTON, DC 20005 Date Filed: 06/05/13 Debtor: Edison Mission Energy*	1032	Admin: Unliquidated Priority: Unliquidated Unsecured: Unliquidated	pgs. 7-8
5	PENSION BENEFIT GUARANTY CORPORATION OFFICE OF THE CHIEF COUNSEL ATTN COURTNEY L HANSEN, ESQ 1200 K ST NW STE 340 WASHINGTON, DC 20005 Date Filed: 06/05/13 Debtor: Edison Mission Energy*	1033	Admin: Unliquidated Priority: Unliquidated Unsecured: Unliquidated	pgs. 7-8

Schedule 2 - PBGC Pension Claims

Twenty-Third 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	PENSION BENEFIT GUARANTY CORPORATION OFFICE OF THE CHIEF COUNSEL ATTN COURTNEY L HANSEN, ESQ 1200 K ST NW STE 340 WASHINGTON, DC 20005 Date Filed: 06/05/13 Debtor: Edison Mission Energy*	1034	Admin: Unliquidated Priority: Unliquidated Unsecured: Unliquidated	pgs. 7-8
7	PENSION BENEFIT GUARANTY CORPORATION OFFICE OF THE CHIEF COUNSEL ATTN COURTNEY L HANSEN, ESQ 1200 K ST NW STE 340 WASHINGTON, DC 20005 Date Filed: 06/05/13 Debtor: Edison Mission Energy*	1035	Admin: Unliquidated Priority: Unliquidated Unsecured: Unliquidated	pgs. 7-8
8	PENSION BENEFIT GUARANTY CORPORATION OFFICE OF THE CHIEF COUNSEL ATTN COURTNEY L HANSEN, ESQ 1200 K ST NW STE 340 WASHINGTON, DC 20005 Date Filed: 06/05/13 Debtor: Edison Mission Energy*	1036	Admin: Unliquidated Priority: Unliquidated Unsecured: Unliquidated	pgs. 7-8
9	PENSION BENEFIT GUARANTY CORPORATION OFFICE OF THE CHIEF COUNSEL ATTN COURTNEY L HANSEN, ESQ 1200 K ST NW STE 340 WASHINGTON, DC 20005 Date Filed: 06/05/13 Debtor: Edison Mission Energy*	1037	Admin: Unliquidated Priority: Unliquidated Unsecured: Unliquidated	pgs. 7-8

Total: \$0.00

* Denotes Claims filed Pursuant to the Order Approving Stipulation Permitting Pension Benefit Guaranty Corporation to File Consolidated Claims Under a Single Case Number (Docket No. 781). Consequently, each claim Pension Benefit Guaranty Corporation files under Case No. 12-49219 (JPC) shall represent a separate claim asserted against each of the seventeen Debtors.

Schedule 3

Deferred Executive Compensation and Retirement Benefits Claims

Schedule 3 - Deferred Executive Compensation and Retirement Benefits Claims

Twenty-Third 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	STEPHEN PHILLIP BARRETT C/O RUTAN & TUCKER LLP ATTN CAROLINE DJANG ESQ 611 ANTON BLVD STE 1400 COSTA MESA, CA 92626 Date Filed: 06/14/13 Debtor: Edison Mission Energy	1473	Unsecured: \$126,106.00*	pg. 8
2	JOANNE M COLLINS 223 20TH ST HUNTINGTON BEACH, CA 92648 Date Filed: 06/06/13 Debtor: Edison Mission Energy	1047	Unsecured: \$79,050.33	pg. 8
3	JOANNE M COLLINS 223 20TH ST HUNTINGTON BEACH, CA 92648 Date Filed: 06/06/13 Debtor: Edison Mission Energy	1048	Unsecured: Unliquidated	pg. 8
4	CYNTHIA DUBIN 14 STANLEY GARDENS W112N GREAT BRITAIN Date Filed: 06/17/13 Debtor: Edison Mission Energy	1599	Priority: \$133,864.08	pg. 8
5	JOHN P FINNERAN JR 21 ORRS MILLS RD SALISBURY MLS, NY 12577 Date Filed: 06/12/13 Debtor: Edison Mission Energy	1230	Unsecured: \$800,000.00	pg. 8
6	LYNN MC CUTCHEN GARDNER 1924 PORT WEYBRIDGE PL NEWPORT BEACH, CA 92660 Date Filed: 06/18/13 Debtor: Edison Mission Energy	1725	Unsecured: \$202,679.00	pg. 8
7	LEWIS K HASHIMOTO 136 S ARROYO BLVD PASADENA, CA 91105 Date Filed: 05/20/13 Debtor: Edison Mission Energy	741	Unsecured: \$862,855.64	pg. 8

Schedule 3 - Deferred Executive Compensation and Retirement Benefits Claims

Twenty-Third 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	
8	PHILIP HERRINGTON C/O SNELL & WILMER LLP ATTN BRETT H RAMSAUR 600 ANTON BLVD STE 1400 COSTA MESA, CA 92626 Date Filed: 06/17/13 Debtor: Edison Mission Energy	1709	Unsecured: \$311,936.02*	pg. 8
9	GREGORY C HOPPE 5104 N FOXGLOVE DR NW GIG HARBOR, WA 98332 Date Filed: 05/17/13 Debtor: Edison Mission Energy	722	Unsecured: \$377,242.65	pg. 8
10	PAUL JACOB 169 SAVIN HILL AVE APT 1 DORCHESTER, MA 02125 Date Filed: 06/14/13 Debtor: Edison Mission Energy	1378	Unsecured: \$436,014.92*	pg. 8
11	PAUL JACOB 169 SAVIN HILL AVE APT 1 DORCHESTER, MA 02125 Date Filed: 06/14/13 Debtor: Edison Mission Energy	1379	Unsecured: \$2,124,627.39*	pg. 8
12	RUSSELL KOELSCH 9655 TURTLEDOVE AVE FOUNTAIN VALLEY, CA 92708 Date Filed: 05/16/13 Debtor: Edison Mission Energy	666	Unsecured: \$59,881.50	pg. 8
13	GERARD LOUGHMAN C/O RUTAN & TUCKER LLP ATTN CAROLINE DJANG, ESQ 611 ANTON BLVD STE 1400 COSTA MESA, CA 92626 Date Filed: 06/17/13 Debtor: Edison Mission Energy	1708	Secured: \$361,102.69* Unsecured: \$685,130.30*	pg. 8

Schedule 3 - Deferred Executive Compensation and Retirement Benefits Claims

Twenty-Third 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	
14	PETER MICHALSKI C/O RINGSTAD & SANDERS LLP CHRISTOPHER A. MINIER, ESQ 2030 MAIN STREET SUITE 1600 IRVINE, CA 92614 Date Filed: 06/13/13 Debtor: Edison Mission Energy	1328	Unsecured: \$192,561.19	pg. 8
15	DENNIS R MIELKE 2023 FLAMINGO DR COSTA MESA, CA 92626 Date Filed: 06/11/13 Debtor: Edison Mission Energy	1218	Unsecured: \$1,020,823.96	pg. 8
16	CYNTHIA MORTENSEN 165 ALTA VISTA DR SEDONA, AZ 86351 Date Filed: 06/06/13 Debtor: Edison Mission Energy	1046	Priority: Unliquidated	pg. 8
17	HOWARD L MORTENSEN C/O CYNTHIA MORTENSON 165 ALTA VISTA DR SEDONA, AZ 86351 Date Filed: 06/06/13 Debtor: Edison Mission Energy	1045	Unsecured: Unliquidated	pg. 8
18	EDWARD R MULLER 502 20TH STREET SANTA MONICA, CA 90402 Date Filed: 05/10/13 Debtor: Edison Mission Energy	519	Unsecured: \$979,126.00	pg. 8
19	BERNARD PIAZZA 23 FIELD PT DOVE CANYON, CA 92679 Date Filed: 07/25/13 Debtor: Edison Mission Energy	1840	Unsecured: \$18,085.02	pg. 8
20	CHARLES L SWANSON 217 HEMLOCK PEKIN, IL 61554 Date Filed: 06/14/13 Debtor: Midwest Generation, LLC	1357	Unsecured: \$29,546.40	pg. 8

Schedule 3 - Deferred Executive Compensation and Retirement Benefits Claims

Twenty-Third 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	
21	WILLIAM P VON BLASINGAME C/O RUTAN & TUCKER LLP ATTN CAROLINE DJANG, ESQ 611 ANTON BLVD STE 1400 COSTA MESA, CA 92626 Date Filed: 06/12/13 Debtor: Edison Mission Energy	1241	Unsecured: \$486,236.28*	pg. 8
22	MARK E WALTERS 503 WEST THIRD STREET DELAVAN, IL 61734 Date Filed: 06/14/13 Debtor: Midwest Generation, LLC	1354	Priority: \$50,000.00	pg. 8
23	S LINN WILLIAMS 1526 POPLAR PL MCLEAN, VA 22101 Date Filed: 05/08/13 Debtor: Edison Mission Energy	485	Priority: \$358,297.00	pg. 8

Total: \$9,695,166.37

* Denotes an unliquidated component.

Schedule 4

Tax Claims

Schedule 4 - Tax Claims

Twenty-Third 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	FRANCHISE TAX BOARD BANKRUPTCY SECTION MS A340 PO BOX 2952 SACRAMENTO, CA 95812 Date Filed: 02/21/14 Debtor: Edison Mission Energy	2043	Secured: Unliquidated Priority: \$2,001,360.58 Unsecured: \$345,494.38	pg. 8-9
2	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	pg. 8-9
3	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	pg. 8-9
4	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	pg. 8-9
5	FRANCHISE TAX BOARD BANKRUPTCY SECTION MS A340 PO BOX 2952 SACRAMENTO, CA 95812 Date Filed: 02/21/14 Debtor: San Joaquin Energy Company	2047	Secured: Unliquidated Priority: \$1,581,976.66 Unsecured: \$247,816.23	pg. 8-9
6	FRANCHISE TAX BOARD BANKRUPTCY SECTION MS A340 PO BOX 2952 SACRAMENTO, CA 95812 Date Filed: 02/21/14 Debtor: Camino Energy Company	2048	Secured: Unliquidated Priority: \$3,260,526.65 Unsecured: \$502,905.18	pg. 8-9

Total: \$12,897,245.22