

UNITED STATES BANKRUPTCY COURT  
NORTHERN DISTRICT OF ILLINOIS  
EASTERN DIVISION

\_\_\_\_\_) )  
In re: ) Chapter 11  
) )  
EDISON MISSION ENERGY, et al.,<sup>1</sup> ) Case No. 12-49219 (JPC)  
) )  
Debtors. ) (Jointly Administered)  
) )  
\_\_\_\_\_) Re: Docket No. 2289

**AMENDED 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(AMENDED AND SUPERSEDED CLAIMS AND NO-LIABILITY CLAIMS)**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 and 3-4 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

<sup>1</sup> The Debtors in these chapter 11 cases, along with the last four digits of each Debtor's federal tax identification number, include: Edison Mission Energy (1807); Camino Energy Company (2601); Chestnut Ridge Energy Company (6590); Edison Mission Energy Fuel Services, LLC (4630); Edison Mission Finance Co. (9202); Edison Mission Fuel Resources, Inc. (3014); Edison Mission Fuel Transportation, Inc. (3012); Edison Mission Holdings Co. (6940); Edison Mission Midwest Holdings Co. (6553); EME Homer City Generation L.P. (6938); Homer City Property Holdings, Inc. (1685); Midwest Finance Corp. (9350); Midwest Generation EME, LLC (1760); Midwest Generation, LLC (8558); Midwest Generation Procurement Services, LLC (2634); Midwest Peaker Holdings, Inc. (5282); Mission Energy Westside, Inc. (0657); San Joaquin Energy Company (1346); Southern Sierra Energy Company (6754); and Western Sierra Energy Company (1447). The location of the Reorganization Trust's service address is: 3 MacArthur Place, Suite 100, Santa Ana, California 92707.

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.<sup>2</sup>

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

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

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<sup>2</sup> The Reorganization Trust and Pension Benefit Guaranty Corporation ("PBGC") entered into a stipulation dated May 20, 2014 (the "PBGC Stipulation"), regarding the PBGC Pension Claims set forth on Schedule 2 to the original order submitted in connection with the Objection. By separate order approving the PBGC Stipulation, the PBGC Pension Claims were withdrawn with prejudice, and the Objection was resolved with respect to those claims.

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

7. Except as provided in this Order, nothing in this Order will be construed as: (a) an admission or finding as to the validity of any claim against 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.

8. 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 3-4** 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.

9. Each Claim and the objections by the Reorganization Trust to such Claim, as addressed in the Objection and set forth on Schedules 1 and 3-4, 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.

10. The Reorganization Trust is authorized to take all actions necessary to effectuate the relief granted pursuant to this Order in accordance with the Objection.

11. The Court retains jurisdiction with respect to all matters arising from or related to the implementation of this Order.

Dated: May 21, 2014  
Chicago, Illinois

J. Cox Jacqueline P. Cox  
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
	CLAIM NO.	CLAIM AMOUNT	NAME	CLAIM NO.	
1	ILLINOIS DEPARTMENT OF REVENUE BANKRUPTCY SECTION PO BOX 64338 CHICAGO, IL 60664  Date Filed: 04/23/13 Debtor: Midwest Generation, LLC	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

[Omitted]

**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**