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

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The Schedules of Assets and Liabilities (collectively, the “Schedules”) and the Statements of Financial Affairs (collectively, the “Statements,” and together with the Schedules, the “Schedules and Statements”) filed by the above-captioned debtors and debtors in possession (collectively, the “Debtors”) were prepared pursuant to section 521 of title 11 of the United States Code (the “Bankruptcy Code”) and Rule 1007 of the Federal Rules of Bankruptcy Procedure (the “Bankruptcy Rules”) by management of the Debtors, with the assistance of the Debtors’ advisors, and are unaudited.

These Global Notes and Statement of Limitations, Methodologies, and Disclaimers Regarding the Debtors’ Schedules of Assets and Liabilities and Statements of Financial Affairs (the “Global Notes”) are incorporated by reference in, and comprise an integral part of, each Debtor’s Schedules and Statements, and should be referred to and considered in connection with any review of the Schedules and Statements.

While the Debtors have made reasonable efforts to ensure that the Schedules and Statements are as accurate and complete as possible under the circumstances, based on information that was available at the time of preparation, inadvertent errors, inaccuracies, or omissions may have occurred or the Debtors may discover subsequent information that requires material changes to the Schedules and Statements. Because the Schedules and Statements

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<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 Fuel Resources, Inc. (3014); Edison Mission Fuel Transportation, Inc. (3012); Edison Mission Holdings Co. (6940); Edison Mission Midwest Holdings Co. (6553); 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.

contain unaudited information, which is subject to further review, verification, and potential adjustment, there can be no assurance that the Schedules and Statements are complete.

The Schedules and Statements have been signed by Maria Rigatti, a Senior Vice President and the Chief Financial Officer of Debtor Edison Mission Energy and authorized officer of each other Debtor. In reviewing and signing the Schedules and Statements, Ms. Rigatti necessarily relied upon the efforts, statements, and representations of the Debtors' other personnel and advisors. Ms. Rigatti has not (and could not have) personally verified the accuracy of each such statement and representation, including statements and representations concerning amounts owed to creditors, classification of such amounts, and creditor addresses.

The Global Notes are in addition to any specific notes contained in any Debtor's Schedules or Statements. Furthermore, the fact that the Debtors have prepared Global Notes or specific notes with respect to any information in the Schedules and Statements and not to other information in the Schedules and Statements should not be interpreted as a decision by the Debtors to exclude the applicability of such Global Notes or specific notes to the rest of the Debtors' Schedules and Statements, as appropriate.

Disclosure of information in one or more Schedules, one or more Statements, or one or more exhibits or attachments to the Schedules or Statements, even if incorrectly placed, shall be deemed to be disclosed in the correct Schedules, Statements, exhibits, or attachments.

1. **Description of Cases.** On December 17, 2012 (the "Petition Date"), the Debtors filed voluntary petitions for relief under chapter 11 of the Bankruptcy Code in the United Bankruptcy Court for the Northern District of Illinois (the "Bankruptcy Court"). The Debtors' chapter 11 cases are jointly administered for procedural purposes only under *In re Edison Mission Energy, et al.*, Case No. 12-49219 (JPC) (Bankr. N.D. Ill.). On December 21, 2012, the Bankruptcy Court entered an amended order directing procedural consolidation and joint administration of the Debtors' chapter 11 cases [Docket No. 154]. On January 7, 2013, the United States Trustee for the Northern District of Illinois appointed a statutory committee of unsecured creditors pursuant to section 1102(a)(1) of the Bankruptcy Code [Docket No. 202]. The Debtors continue to operate their business and manage their properties as debtors in possession pursuant to sections 1107(a) and 1108 of the Bankruptcy Code.
2. **"As Of" Information Date.** It would be prohibitively expensive, unduly burdensome, and an inefficient use of resources of the Debtors for the Debtors to obtain current market valuations of all of their assets. Accordingly, the asset information provided herein, except as otherwise noted, represents the asset data of the Debtors as of November 30, 2012. Amounts ultimately realized may vary from net book value (or whatever value was ascribed) and such variance may be material. Accordingly, the Debtors reserve all of their rights to amend or adjust the value of each asset set forth herein. In addition, the amounts shown for total liabilities exclude items identified as "unknown," "disputed," "contingent," "unliquidated," or "undetermined," and, thus, ultimate liabilities may differ materially from those stated in the Schedules and Statements.

3. **General Reservation of Rights.** Reasonable efforts have been made to prepare and file complete and accurate Schedules and Statements; however, inadvertent errors or omissions may exist. The Debtors reserve all rights to amend or supplement the Schedules and Statements from time to time, in all respects, as may be necessary or appropriate, including the right to amend the Schedules and Statements with respect to any claim (“Claim”) description, designation, or Debtor against which the Claim is asserted; dispute or otherwise assert offsets or defenses to any Claim reflected in the Schedules and Statements as to amount, liability, priority, status, or classification; subsequently designate any Claim as “disputed,” “contingent,” or “unliquidated;” or object to the extent, validity, enforceability, priority, or avoidability of any Claim. Any failure to designate a Claim in the Schedules and Statements as “disputed,” “contingent,” or “unliquidated” does not constitute an admission by the Debtors that such Claim or amount is not “disputed,” “contingent,” or “unliquidated.” Listing a Claim does not constitute an admission of liability by the Debtor against which the Claim is listed or against any of the Debtors. Furthermore, nothing contained in the Schedules and Statements shall constitute a waiver of rights with respect to these chapter 11 cases, including issues involving Claims, substantive consolidation, defenses, equitable subordination, or causes of action arising under the provisions of chapter 5 of the Bankruptcy Code and any other relevant nonbankruptcy laws to recover assets or avoid transfers. Any specific reservation of rights contained elsewhere in the Global Notes does not limit in any respect the general reservation of rights contained in this paragraph.
4. **Basis of Presentation.** For financial reporting purposes, before the Petition Date, the Debtors prepared financial statements on a consolidated basis, which were audited annually before 2012. Combining the assets and liabilities set forth in the Schedules and Statements of the Debtors would result in amounts that would be substantially different from financial information that would be prepared on a consolidated basis under Generally Accepted Accounting Principles (“GAAP”). Therefore, the Schedules and Statements do not purport to represent financial statements prepared in accordance with GAAP nor are they intended to reconcile fully with the consolidated financial statements prepared by the Debtors. Unlike the consolidated financial statements, the Schedules and Statements reflect the assets and liabilities of each separate Debtor, except where otherwise indicated. Information contained in the Schedules and Statements has been derived from the Debtors’ books and records and historical financial statements. Moreover, given, among other things, the uncertainty surrounding the collection and ownership of certain assets and the valuation and nature of certain liabilities, to the extent that a Debtor shows more assets than liabilities, this is not an admission that the Debtor was solvent as of the Petition Date or at any time before the Petition Date. Likewise, to the extent a Debtor shows more liabilities than assets, this is not an admission that the Debtor was insolvent at the Petition Date or any time before the Petition Date.
5. **Comprehensive Enterprise.** The Debtors operate their business as a comprehensive enterprise and their financial affairs are complex. Before the Petition Date, the Debtors maintained a cash management and disbursement system in the ordinary course of their business (the “Cash Management System”). Disbursements under the Cash Management System were controlled primarily by personnel located at the Debtors’ headquarters. As described in further detail in the *Motion to Authorize Debtors to (A) Continue Using Cash*

*Management System; (B) Maintain Existing Bank Accounts and Business Forms; (C) Maintain Existing Investment Practices; (D) Continue Intercompany Transactions; and (E) Grant Superpriority Administrative Expense Status to Postpetition Intercompany Payments* (the “Cash Management Motion”) [Docket No. 8], certain payments in the Schedules and Statements may have been made by one legal entity on behalf of another legal entity through the operation of the Cash Management System or otherwise as a result of the Debtors’ operations. Further, due to the nature of the Debtors’ operations, certain Claims set forth in one legal entity’s Schedules and Statements may more appropriately be an obligation of another legal entity. Although diligent efforts have been made to set forth open payable amounts and Claims on the Schedules and Statements of the correct legal entity, the Debtors reserve the right to modify or amend the Schedules and Statements to attribute open payable amounts and Claims to a different legal entity, if necessary or appropriate.

6. ***Confidential or Sensitive Information.*** There may be instances in which certain information in the Schedules and Statements intentionally has been redacted due to the nature of an agreement between a Debtor and a third-party, concerns about the confidential or commercially sensitive nature of certain information, or concerns for the privacy of an individual. In addition, the very existence of certain agreements is (by the terms of such agreements) confidential. These agreements have been noted, however, as “Confidential” in the Schedules and Statements, where applicable. The alterations or redactions are limited only to what the Debtors believe is necessary.
7. ***Causes of Action.*** Despite their reasonable efforts to identify all known assets, the Debtors may not have listed all of their causes of action or potential causes of action against third-parties as assets in the Schedules and Statements, including causes of actions arising under the provisions of chapter 5 of the Bankruptcy Code and any other relevant nonbankruptcy laws to recover assets or avoid transfers. The Debtors reserve all of their rights with respect to any cause of action (including avoidance actions), controversy, right of setoff, cross claim, counterclaim, or recoupment and any claim on contracts or for breaches of duties imposed by law or in equity, demand, right, action, lien, indemnity, guaranty, suit, obligation, liability, damage, judgment, account, defense, power, privilege, license, and franchise of any kind or character whatsoever, known, unknown, fixed or contingent, matured or unmatured, suspected or unsuspected, liquidated or unliquidated, disputed or undisputed, secured or unsecured, assertable directly or derivatively, whether arising before, on, or after the Petition Date, in contract or in tort, in law or in equity, or pursuant to any other theory of law (collectively, “Causes of Action”) they may have, and neither the Global Notes nor the Schedules and Statements shall be deemed a waiver of any Claims or Causes of Action or in any way prejudice or impair the assertion of such Claims or Causes of Action.
8. ***Recharacterization.*** The Debtors have made reasonable efforts to characterize, classify, categorize, and designate correctly the Claims, assets, executory contracts, unexpired leases, interests, and other items reported in the Schedules and Statements. Nevertheless, due to the complexity and size of the Debtors’ business enterprise, the Debtors may have improperly characterized, classified, categorized, or designated certain items. The Debtors reserve all of their rights to recharacterize, reclassify, recategorize, or redesignate

items reported in the Schedules and Statements at a later time as necessary or appropriate as additional information becomes available, including as to existence of any Claim and the executory or unexpired nature (or non-executory or expired nature) of contracts or leases identified herein.

9. **Court Orders.** Pursuant to certain orders of the Bankruptcy Court entered in these chapter 11 cases (the “First and Second Day Orders”), the Debtors were authorized but not directed to pay, among other things, certain prepetition Claims of critical trade vendors, suppliers, and taxing authorities. Accordingly, these liabilities may have been or may be satisfied in accordance with such orders and, therefore, generally are not listed in the Schedules and Statements. Regardless of whether such Claims are listed in the Schedules and Statements, to the extent such Claims are paid pursuant to an order of the Bankruptcy Court (including the First and Second Day Orders), the Debtors reserve all rights to amend or supplement the Schedules and Statements as is necessary or appropriate.
10. **Liabilities.** The Debtors have sought to allocate liabilities between the prepetition and postpetition periods based on the information and research that was conducted in connection with the preparation of the Schedules and Statements. As additional information becomes available and further research is conducted, the allocation of liabilities between prepetition and postpetition periods may change. The Debtors reserve the right to amend the Schedules and Statements as they deem appropriate in this regard.
11. **Excluded Assets and Liabilities.** The Debtors have excluded certain categories of assets and liabilities from the Schedules and Statements, including certain deferred tax assets, accrued tax liabilities, and certain accrued expenses. The Debtors also have excluded rejection damage Claims of counterparties to executory contracts and unexpired leases that may be rejected, to the extent such damage Claims exist. In addition, certain immaterial or de minimis assets and liabilities may have been excluded.
12. **Intellectual Property Rights.** Exclusion of certain intellectual property shall not be construed to be an admission that such intellectual property rights have been abandoned, have been terminated, otherwise have expired by their terms, or have been assigned or otherwise transferred pursuant to a sale, acquisition, or other transaction. Conversely, inclusion of certain intellectual property shall not be construed to be an admission that such intellectual property rights have not been abandoned, have not been terminated, otherwise have not expired by their terms, or have not been assigned or otherwise transferred pursuant to a sale, acquisition, or other transaction. Accordingly, the Debtors reserve all of their rights with respect to the legal status of any and all intellectual property rights.
13. **Property and Equipment.** Unless otherwise indicated, owned property (including real property) and equipment are stated at net book value. The Debtors may lease furniture, fixtures, and equipment from certain third-party lessors. Any such leases are set forth in the Schedules and Statements. Nothing in the Schedules and Statements is or shall be construed as an admission as to the determination as to the legal status of any lease

(including whether any lease is a true lease or a financing arrangement), and the Debtors reserve all of their rights with respect thereto.

14. **Estimates.** To prepare and file the Schedules in accordance with the deadline established in these chapter 11 cases, management was required to make certain estimates and assumptions that affected the reported amounts of these assets and liabilities. The Debtors reserve all rights to amend the reported amounts of assets and liabilities to reflect changes in those estimates or assumptions.
15. **Fiscal Year.** Each Debtor's fiscal year ends on December 31."
16. **Currency** Unless otherwise indicated, all amounts are reflected in U.S. dollars.
17. **Umbrella or Master Agreements.** Contracts and leases listed in the Schedules and Statements may be umbrella or master agreements that cover relationships with some or all of the Debtors. Where relevant, such agreements have been listed in the Schedules and Statements only of the Debtor that signed the original umbrella or master agreement. Other Debtors, however, may be liable instead of, or together with, such Debtor on account of such agreements and the Debtors reserve all rights to amend the Schedules and Statements to reflect changes regarding the liability of the Debtors with respect to such agreements, if appropriate.
18. **Executory Contracts.** Although the Debtors have made diligent attempts to attribute an executory contract to its rightful Debtor, in certain instances, the Debtors may have inadvertently failed to do so due to the complexity and size of the Debtors' businesses. Accordingly, the Debtors reserve all of their rights with respect to the named parties of any and all executory contracts, including the right to amend Schedule G. In addition, although the Debtors have made diligence attempts to properly identify executory contracts and unexpired leases, the inclusion of a contract or lease on Schedule G does not constitute an admission as to the executory or unexpired nature (or non-executory or expired nature) of the contract or lease, or an admission as to the existence or validity of any Claims held by the counterparty to such contract or lease.
19. **Insiders.** The Debtors have attempted to include all payments made on or within 12 months before the Petition Date to any individual or entity deemed an "insider." As to each Debtor, an individual is designated as an "insider" if such individual, based on the totality of the circumstances, has at least a controlling interest in, or exercises sufficient authority over, the Debtor so as to unqualifiably dictate corporate policy and the disposition of corporate assets.

As to parent Debtor Edison Mission Energy, the following individuals are insiders who have received compensation from Edison Mission Energy within one year before the Petition Date: (a) the President (who also serves as a director); (b) the Senior Vice President and Chief Financial Officer; and (c) each of the two independent directors. In addition, the Senior Vice President and General Counsel of Edison Mission Energy is an insider with respect to Debtor Edison Mission Energy. This individual is compensated by

Debtor Midwest Generation EME, LLC, of which he serves as Vice President and director.

The listing of a party as an “insider” is not intended to be nor should be construed as a legal characterization of such party as an insider and does not act as an admission of any fact, Claim, right, or defense, and all such rights, Claims, and defenses are hereby expressly reserved.

20. ***Intercompany Transactions.*** As described in the *Motion to Authorize Continued Performance of Obligations under Intercompany and Shared Services Arrangements* [Docket No. 12] (the “Shared Services Motion”), Edison Mission Energy holds direct or indirect interests in approximately 282 subsidiaries, the vast majority of which are not debtors in these chapter 11 cases. The Schedules and Statements include certain intercompany transactions between the Debtors and the respective intercompany accounts payable and intercompany accounts receivable, if any, are set forth in the Schedules and Statements. Although diligent efforts have been made to set forth all, or all material, intercompany transactions, on the Schedules and Statements of the correct legal entity, the Debtors reserve the right to modify or amend the Schedules and Statements to include additional intercompany transactions or to attribute intercompany transactions to a different legal entity, if necessary or appropriate.
21. ***Totals.*** All totals that are included in the Schedules and Statements represent totals of all known amounts included in the Schedules and Statements. To the extent there are unknown, disputed, contingent, unliquidated, or otherwise undetermined amounts, the actual total may be different than the listed total. The description of an amount as “unknown,” “disputed,” “contingent,” “unliquidated,” or “undetermined” is not intended to reflect upon the materiality of such amount.
22. ***Setoffs.*** The Debtors incur certain offsets and other similar rights during the ordinary course of business. Offsets in the ordinary course can result from various items, including intercompany transactions, pricing discrepancies, returns, warranties, and other disputes between the Debtors and their suppliers. These offsets and other similar rights are consistent with the ordinary course of business in the Debtors’ industry and are not tracked separately. Therefore, although such offsets and other similar rights may have been accounted for when certain amounts were included in the Schedules, offsets are not independently accounted for, and as such, are excluded from the Debtors’ Schedules and Statements.
23. ***Guaranties and Other Secondary Liability Claims.*** The Debtors have used their best efforts to locate and identify guaranties and other secondary liability claims (collectively, the “Guaranties”) in their executory contracts, unexpired leases, debt instruments, and other such agreements; however, a review of these agreements, specifically the Debtors’ leases and contracts, is ongoing. Where such Guaranties have been identified, they have been included in the relevant Schedule for the Debtor or Debtors affected by such Guaranties. The Debtors have reflected the Guaranty obligations for both the primary obligor and the guarantors with respect to their secured financings and debt instruments on Schedule G. Guaranties with respect to the Debtors’



contracts and leases are not included on Schedule G and the Debtors believe that certain Guaranties embedded in the Debtors' executory contracts, unexpired leases, other secured financing, debt instruments, and similar agreements may exist and, to the extent they do, will be identified upon further review. Therefore, the Debtors reserve their rights to amend the Schedules to the extent additional Guaranties are identified.

24. ***Consolidated Identification of Interests.*** "As set forth above, the Schedules and Statements, in various instances, call for information that, if provided, would disclose the identities and personal contact information of certain individuals. The Debtors elected to present such sensitive information as consolidated line items of similar interests. The Debtors believe that producing information in this manner is necessary to both maintain valuable customer and vendor relationships and to protect the Debtors' propriety information.
25. ***Global Notes Control.*** In the event that the Schedules and Statements differ from the Global Notes, *the Global Notes shall control.*

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26. ***Schedule A.*** 'For those Debtors that own real property, such owned real estate is reported at book value, net of accumulated depreciation. The Debtors may have listed certain assets as real property when such assets are in fact personal property, or the Debtors may have listed certain assets as personal property when such assets are in fact real property. The Debtors reserve all of their rights to recategorize or recharacterize such asset holdings to the extent the Debtors determine that such holdings were listed incorrectly.
27. ***Schedule B.***"Despite their reasonable efforts to identify all known assets, the Debtors may not have listed all of their causes of action or potential causes of action against third parties as assets in the Schedules and Statements, including, but not limited to, avoidance actions arising under chapter 5 of the Bankruptcy Code and actions under other relevant nonbankruptcy laws to recover assets. The Debtors reserve all of their rights with respect to any claims, causes of action, or avoidance actions that they may have, and neither these Global Notes nor the Schedules and Statements shall be deemed a waiver of any such claims, causes of actions, or avoidance actions or in any way prejudice or impair the assertion of such claims
28. ***Schedules B(13) and B(14).*** Ownership interests in subsidiaries, partnerships, and joint ventures have been listed in Schedules B(13) and B(14) as an undetermined amount on account of the fact that the fair market value of such ownership is dependent on numerous variables and factors and may differ significantly from their net book value.
29. ***Uej gf wg'D\*38-0'***The Debtors have disclosed the net book value with respect to accounts receivable listed on Schedule B(16), which represents the amount of the accounts receivable netted by any "doubtful accounts." For purposes of Schedule B(16), "doubtful accounts" are those accounts that the Debtors have identified as unlikely to be paid given the amount of time such accounts have been outstanding and/or other factors.

30. **Schedule D.** Except as otherwise agreed pursuant to a stipulation, agreed order, or general order entered by the Bankruptcy Court that is or becomes final, the Debtors and their estates reserve their right to dispute or challenge the validity, perfection, or immunity from avoidance of any lien purported to be granted or perfected in any specific asset to a creditor listed on Schedule D of any Debtor. Moreover, although the Debtors may have scheduled claims of various creditors as secured claims for informational purposes, no current valuation of the Debtors' assets in which such creditors may have a lien has been undertaken. Further, while the Debtors have included the results of Uniform Commercial Code searches, the listing of such results is not nor shall it be deemed an admission as to the validity of any such lien. The Debtors reserve all rights to dispute or challenge the secured nature of any such creditor's claim or the characterization of the structure of any such transaction or any document or instrument related to such creditor's claim. The descriptions provided in Schedule D are intended to be a summary only. The Debtors have not included on Schedule D parties that may believe their claims are secured through setoff rights or inchoate statutory lien rights or real property lessors, utility companies, and other parties which may hold security deposits.
31. **Schedule E.** The listing of any claim on Schedule E does not constitute an admission by the Debtors that such claim is entitled to priority treatment under section 507 of the Bankruptcy Code. The Debtors reserve all of their rights to dispute the amount and the priority status of any claim on any basis at any time. All claims listed on the Debtors' Schedule E are claims owing to various taxing authorities to which the Debtors may potentially be liable. Certain of such claims, however, may be subject to ongoing audits and the Debtors are otherwise unable to determine with certainty the amount of many, if not all, of the remaining claims listed on Schedule E. Accordingly, the Debtors have listed all such claims as unknown in amount, pending final resolution of ongoing audits or other outstanding issues. The Debtors have not listed on Schedule E any tax, wage, or wage-related obligations which the Debtors have been granted authority to pay pursuant to a First Day or Second Day Order. The Debtors believe that all such claims have been or will be satisfied in the ordinary course during these chapter 11 cases pursuant to the authority granted in the relevant order.
32. **Schedule F.** The Debtors have attempted to relate all liabilities to each particular Debtor. Certain creditors listed on Schedule F may owe amounts to the Debtors and, as such, the Debtors may have valid setoff or recoupment rights with respect to such amounts. The amounts listed on Schedule F do not reflect any such right of setoff or recoupment and the Debtors reserve all rights to assert any such setoff or recoupment rights. Additionally, certain creditors may assert mechanics', materialman's, or other similar liens against the Debtors for amounts listed on Schedule F. The Debtors reserve their right to dispute or challenge the validity, perfection or immunity from avoidance of any lien purported to be perfected by a creditor listed on Schedule F of any Debtor.

In addition, certain claims listed on Schedule F may be entitled to priority under section 503(b)(9) of the Bankruptcy Code.

Schedule F contains information regarding pending litigation involving the Debtors. In certain instances, the Debtor that is the subject of the litigation is unclear or undetermined. To the extent that litigation involving a particular Debtor has been identified, such information is contained in the Schedule for that Debtor. The amounts for these potential claims are listed as undetermined and marked as contingent, unliquidated, and disputed in the Schedules.

33. **Schedule G.** While the Debtors' existing books, records, and financial systems have been relied upon to identify and schedule executory contracts at each of the Debtors, and although reasonable efforts have been made to ensure the accuracy of Schedule G, inadvertent errors, omissions, or inclusions may have occurred. The Debtors do not make, and specifically disclaim, any representation or warranty as to the completeness or accuracy of the information set forth on Schedule G. The Debtors hereby reserve all of their rights to dispute the validity, status, or enforceability of any contract, agreement, or lease set forth in Schedule G and to amend or supplement Schedule G as necessary. The contracts, agreements, and leases listed on Schedule G may have expired or may have been modified, amended, or supplemented from time to time by various amendments, restatements, waivers, estoppel certificates, letters, memoranda, and other documents, instruments, and agreements that may not be listed therein despite the Debtors' use of reasonable efforts to identify such documents. Further, unless otherwise specified on Schedule G, each executory contract or unexpired lease listed thereon shall include all exhibits, schedules, riders, modifications, declarations, amendments, supplements, attachments, restatements, or other agreements made directly or indirectly by any agreement, instrument, or other document that in any manner affects such executory contract or unexpired lease, without respect to whether such agreement, instrument, or other document is listed thereon."

In some cases, the same supplier or provider appears multiple times in Schedule G. This multiple listing is intended to reflect distinct agreements between the applicable Debtor and such supplier or provider.

In the ordinary course of business, the Debtors may have issued numerous purchase orders for goods, supplies, product, services, and related items which, to the extent that such purchase orders constitute executory contracts, are not listed individually on Schedule G. To the extent that goods, supplies, or product were delivered or services performed under purchase orders before the Petition Date, vendors' claims with respect to such delivered goods, supplies, or product and performed services are included on Schedule F.

As a general matter, certain of the Debtors' executory contracts and unexpired leases could be included in more than one category. In those instances, one category has been chosen to avoid duplication. Further, the designation of a category is not meant to be wholly inclusive or descriptive of the entirety of the rights or obligations represented by such contract.

The Debtors hereby reserve all of their rights, claims, and causes of action with respect to the contracts and agreements listed on Schedule G, including the right to dispute or

challenge the characterization or the structure of any transaction, document, or instrument related to a creditor's claim, to dispute the validity, status, or enforceability of any contract, agreement, or lease set forth in Schedule G, and to amend or supplement Schedule G as necessary. The inclusion of a contract or lease on Schedule G does not constitute an admission as to the executory or unexpired nature (or non-executory or expired nature) of the contract or lease, or an admission as to the existence or validity of any Claims held by the counterparty to such contract or lease, and the Debtors reserve all rights in that regard, including that any agreement is not executory, has expired pursuant to its terms, or was terminated prepetition. Certain of the executory contracts and unexpired leases listed in Schedule G may have been assigned to, assumed by, or otherwise transferred to certain of the Debtors in connection with, among other things, acquisitions by the Debtors. The Debtors have attempted to list the appropriate Debtor parties to each contract, agreement, and lease on Schedule G, however, there may be instances in which other Debtor entities that are not parties to the contracts, agreements, and leases have been the primary entities conducting business in connection with these contracts, agreements, and leases. Accordingly, the Debtors have listed certain contracts, agreements, and leases on Schedule G of the Debtor entity corresponding to the applicable contracting entity on which may, upon further review, differ from the primary entity conducting business with the counterparty to that particular contract, agreement, or lease.

34. **Schedule H.** In the ordinary course of their businesses, the Debtors are involved in pending or threatened litigation and claims arising out of the conduct of their businesses. Certain "codebtors" identified in the Debtors' Schedules have not filed voluntary petitions for relief in these chapter 11 cases. Furthermore, some of these matters may involve multiple plaintiffs and defendants, some or all of whom may assert cross-claims and counter-claims against other parties. Because such claims are listed elsewhere in the Statement or Schedules, they have not been set forth individually on Schedule H. Further, the Debtors may not have identified certain guarantees that are embedded in the Debtors' executory contracts, unexpired leases, secured financings, debt instruments, and other such agreements."

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35. **Statement 2.** The response to Statement 2 represents the sum of all non-operating income items. These items include, among other things, interest income and net equity income from unconsolidated affiliates. Amounts listed on Statement 2 may vary from amounts listed as "other income" in the Debtors' previously-filed public filings as a result of such public filings including consolidated "other income" from non-debtor subsidiaries and such amounts listed on Statement 2 excluding net non-operating expenses or losses, and interest expense.
36. **Statement 3(b).** The response to Statement 3(b) does not include checks that were either voided or not presented before the Petition Date. Due to the Debtors' Cash Management System, certain payments reflected in certain Debtors' responses to Statement 3(b) and Statement 3(c) may relate to payments made to affiliates who, in turn, remitted such payments to vendors or other creditors providing services to the Debtor entity making

such payment. Furthermore, the response to Statement 3(b) does not include payments made to employees in the ordinary course of business such as payroll or expense reimbursements.

37. **Statement 3(c).** Unless otherwise indicated in a Debtor's response to Statement 3(c), the Debtors have included a comprehensive response to Statement 3(c) in Statement 23.
38. **Statement 4(a).** The Debtors reserve all of their rights and defenses with respect to any and all listed lawsuits and administrative proceedings. The listing of any such suits and proceedings shall not constitute an admission by the Debtors of any liabilities or that the actions or proceedings were correctly filed against the Debtors or any affiliates of the Debtors. The Debtors also reserve their rights to assert that neither any Debtor nor any non-Debtor affiliate is an appropriate party to such actions or proceedings. Furthermore, Debtor Edison Mission Energy, together with its Debtor and non-Debtor affiliates operates its business enterprise on a consolidated basis. As a result, from time to time, the Debtors and their personnel or advisors provide assistance to non-Debtor affiliates in connection with litigation and administrative proceedings. Certain of these proceedings have been identified in Statement 4(a). The inclusion of such proceedings shall not constitute an admission by the Debtors of any liabilities or that the actions or proceedings were correctly filed against the Debtors or any affiliates of the Debtors. Finally, to the extent the Debtors (formally or informally) dispute property valuations or tax assessments, such disputes are not listed on Statement 4(a).
39. **Statement 8.** The Debtors occasionally incur losses for a variety of reasons, including theft and property damage. The Debtors, however, may not have records of all such losses to the extent such losses do not have a material impact on the Debtors' businesses or are not reported for insurance purposes.
40. **Statement 9.** Debtor Edison Mission Energy made payments to certain professionals on behalf of the Debtors. The Debtors cross-reference the Edison Mission Energy Statement in response to Statement 9 for the other Debtor Statements.
41. **Statement 14.** Debtor Midwest Generation, LLC operates certain leased units that have been included in their responses to Schedule G, and are not included in response to Statement 14.
42. **Statement 17.** The Debtors have operated over a substantial period of time and, as a result, may no longer possess the relevant records, or the records may no longer be complete or reasonably accessible (including, for example, records concerning gifts provided by certain Debtors to local charitable organizations during the 12-month period before the Petition Date). In addition, certain statutory document retention periods may have lapsed. Furthermore, certain individuals who once possessed responsive information may no longer be employed by the Debtors. As a result, it may not be reasonably possible to identify and supply the requested information for every "notice" responsive to Statement 17(a) and Statement 17(b), or every "proceeding" responsive to Statement 17(c). Nonetheless, the Debtors have devoted substantial internal and external resources to identify and provide the requested information for as many responsive

notices as reasonably possible. The Debtors reserve the right to supplement or amend its response in the future if additional information becomes available.

Furthermore, the responses to Statements 17(a), 17(b), and 17(c) identify the primary applicable Environmental Law or Environmental Laws and do not necessarily reflect all applicable Environmental Laws, such as occupational safety, health, or transportation laws.

43. **Schedule 17(b).** This response does not list routine reports and submissions concerning permitted discharges resulting from normal operations where such reports and submissions were made in compliance with regulatory requirements, such as monthly discharge monitoring reports, quarterly and annual air emissions reports, quarterly and annual groundwater monitoring reports, and annual toxic release inventory reports
44. **Statement 19(b).** During the two years preceding the Petition Date, PricewaterhouseCoopers audited the books of account and records of Edison Mission Energy, Midwest Generation, LLC, and the Debtors' consolidated business enterprise. PricewaterhouseCoopers did not audit the books of account and records of any Debtor other than Edison Mission Energy and Midwest Generation, LLC.
45. **Statement 19(d).** Debtors Edison Mission Energy and Midwest Generation, LLC have, from time to time, filed periodic reports with the Securities and Exchange Commission. As a result, in the ordinary course, consolidated financial information with respect to these Debtors, as well as other Debtors, may have been provided to banks, customers, suppliers, rating agencies, and other various interested parties.
46. **Statement 23.** Unless otherwise indicated in a Debtor's response to Statement 3(c), the Debtors have included a comprehensive response to Statement 3(c) in Statement 23.

As described in the Shared Services Motion and the Cash Management Motion, in the ordinary course of business, certain Debtors maintain business relationships with their Debtor and non-Debtor affiliates, including Edison International ("EIX") and Southern California Edison ("SCE"), resulting in intercompany receivables and payables (collectively, the "Intercompany Claims"). The Bankruptcy Court authorized the Debtors to engage in the transactions that give rise to the Intercompany Claims under the First and Second Day Orders. Requiring the Debtors to list each Intercompany Claim that arose during the 12-month period before the Petition Date in the Statements would impose unreasonable administrative burdens on the Debtors. Accordingly, the response to Statement 3c/23 only sets forth the Intercompany Claims among the Debtors and EIX, SCE, and other structurally senior entities that hold direct or indirect equity interests in Edison Mission Energy.

Statement 23 also discloses compensation provided to "insider" employees. Further information regarding compensation provided to insider employees is set forth in paragraph 19 above. As discussed above, the inclusion of a party as an "insider" is not intended to be nor should be construed as a legal characterization of such party as an

insider and does not act as an admission of any fact, Claim, right, or defense, and all such rights, Claims, and defenses are hereby expressly reserved.

47. **Statement 25.** A non-Debtor affiliate of Edison Mission Energy, Southern California Edison, sponsors the Edison 401(k) Savings Plan and the Southern California Edison Retirement Plan. In accordance with certain intercompany arrangements, Southern California Edison funds payments on behalf of the Debtors' employees that participate in the Edison 401(k) Savings Plan and the Southern California Edison Retirement Plan, which payments are charged back to the applicable Debtors that employ such employees in accordance with certain intercompany billing arrangements. The Debtors reserve all of their rights with respect to their responses to Statement 25.

UNITED STATES BANKRUPTCY COURT  
Northern District of Illinois

In re: **Midwest Generation EME, LLC**

Case No. **12-49228 (JPC)**

Debtor

**STATEMENT OF FINANCIAL AFFAIRS**

This statement is to be completed by every debtor. Spouses filing a joint petition may file a single statement on which the information for both spouses is combined. If the case is filed under chapter 12 or chapter 13, a married debtor must furnish information for both spouses whether or not a joint petition is filed, unless the spouses are separated and a joint petition is not filed. An individual debtor engaged in business as a sole proprietor, partner, family farmer, or self-employed professional, should provide the information requested on this statement concerning all such activities as well as the individual's personal affairs. To indicate payments, transfers and the like to minor children, state the child's initials and the name and address of the child's parent or guardian, such as "A.B., a minor child, by John Doe, guardian." Do not disclose the child's name. See 11 U.S.C. §112 and Fed. R. Bankr. P. 1007(m).

Questions 1 - 18 are to be completed by all debtors. Debtors that are or have been in business, as defined below, also must complete Questions 19 - 25. **If the answer to an applicable question is "None," mark the box labeled "None."** If additional space is needed for the answer to any question, use and attach a separate sheet properly identified with the case name, case number (if known), and the number of the question.

*DEFINITIONS*

*"In business."* A debtor is "in business" for the purpose of this form if the debtor is a corporation or partnership. An individual debtor is "in business" for the purpose of this form if the debtor is or has been, within six years immediately preceding the filing of this bankruptcy case, any of the following: an officer, director, managing executive, or owner of 5 percent or more of the voting or equity securities of a corporation; a partner, other than a limited partner, of a partnership; a sole proprietor or self-employed full-time or part-time. An individual debtor also may be "in business" for the purpose of this form if the debtor engages in a trade, business, or other activity, other than as an employee, to supplement income from the debtor's primary employment.

*"Insider."* The term "insider" includes but is not limited to: relatives of the debtor; general partners of the debtor and their relatives; corporations of which the debtor is an officer, director, or person in control; officers, directors, and any owner of 5 percent or more of the voting or equity securities of a corporate debtor and their relatives; affiliates of the debtor and insiders of such affiliates; any managing agent of the debtor. 11 U.S.C. § 101.

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None **1. Income from employment or operation of business**

State the gross amount of income the debtor has received from employment, trade, or profession, or from operation of the debtor's business, including part-time activities either as an employee or in independent trade or business, from the beginning of this calendar year to the date this case was commenced. State also the gross amounts received during the **two years** immediately preceding this calendar year. (A debtor that maintains, or has maintained, financial records on the basis of a fiscal rather than a calendar year may report fiscal year income. Identify the beginning and ending dates of the debtor's fiscal year.) If a joint petition is filed, state income for each spouse separately. (Married debtors filing under chapter 12 or chapter 13 must state income of both spouses whether or not a joint petition is filed, unless the spouses are separated and a joint petition is not filed.)

AMOUNT  
**\$28,362.30**

SOURCE  
**YTD 11/30/12 - Operating Revenues**



None  **2. Income other than from employment or operation of business**

State the amount of income received by the debtor other than from employment, trade, profession, operation of the debtor's business during the **two years** immediately preceding the commencement of this case. Give particulars. If a joint petition is filed, state income for each spouse separately. (Married debtors filing under chapter 12 or chapter 13 must state income for each spouse whether or not a joint petition is filed, unless the spouses are separated and a joint petition is not filed.)

AMOUNT	SOURCE
<b>\$2,123.68</b>	<b>YTD 11/30/12 - Interest Income, Net</b>
<b>\$9,454.97</b>	<b>YTD 11/30/12 - Other Income, Net</b>
<b>\$10,072.09</b>	<b>FYE 12/31/11 - Other Income, Net</b>
<b>\$3,615.23</b>	<b>FYE 12/31/10 - Other Income, Net</b>

None  **3. Payments to creditors**

*Complete a. or b., as appropriate, and c.*

a. *Individual or joint debtor(s) with primarily consumer debts:* List all payments on loans, installment purchases of goods or services, and other debts to any creditor made within **90 days** immediately preceding the commencement of this case unless the aggregate value of all property that constitutes or is affected by such transfer is less than \$600. Indicate with an asterisk (\*) any payments that were made to a creditor on account of a domestic support obligation or as part of an alternative repayment schedule under a plan by an approved nonprofit budgeting and credit counseling agency. (Married debtors filing under chapter 12 or chapter 13 must include payments by either or both spouses whether or not a joint petition is filed, unless the spouses are separated and a joint petition is not filed.)

NAME AND ADDRESS OF CREDITOR	DATES OF PAYMENTS	AMOUNT PAID	AMOUNT STILL OWING
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None  b. *Debtor whose debts are not primarily consumer debts:* List each payment or other transfer to any creditor made within **90 days** immediately preceding the commencement of the case unless the aggregate value of all property that constitutes or is affected by such transfer is less than \$5,850\*. If the debtor is an individual, indicate with an asterisk (\*) any payments that were made to a creditor on account of a domestic support obligation or as part of an alternative repayment schedule under a plan by an approved nonprofit budgeting and credit counseling agency. (Married debtors filing under chapter 12 or chapter 13 must include payments and other transfers by either or both spouses whether or not a joint petition is filed, unless the spouses are separated and a joint petition is not filed.)

NAME AND ADDRESS OF CREDITOR	DATES OF PAYMENTS/ TRANSFERS	AMOUNT PAID OR VALUE OF TRANSFERS	AMOUNT STILL OWING
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**See Attachment 3b**

*\*Amount subject to adjustment on 4/01/13, and every three years thereafter with respect to cases commenced on or after the date of adjustment.*

None  c. *All debtors:* List all payments made within **one year** immediately preceding the commencement of this case to or for the benefit of creditors who are or were insiders. (Married debtors filing under chapter 12 or chapter 13 must include payments by either or both spouses whether or not a joint petition is filed, unless the spouses are separated and a joint petition is not filed.)

NAME AND ADDRESS OF CREDITOR	RELATIONSHIP TO DEBTOR	DATE OF PAYMENT	AMOUNT PAID	AMOUNT STILL OWING
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**See Response to SoFA 23**

None  **4. Suits and administrative proceedings, executions, garnishments and attachments**

a. List all suits and administrative proceedings to which the debtor is or was a party within **one year** immediately preceding the filing of this bankruptcy case. (Married debtors filing under chapter 12 or chapter 13 must include information concerning either or both spouses whether or not a joint petition is filed, unless the spouses are separated and a joint petition is not filed.)

CAPTION OF SUIT AND CASE NUMBER	NATURE OF PROCEEDING	COURT OR AGENCY AND LOCATION	STATUS OR DISPOSITION
<b>See Attachment 4a</b>			

None  **b. Describe all property that has been attached, garnished or seized under any legal or equitable process within **one year** immediately preceding the commencement of this case. (Married debtors filing under chapter 12 or chapter 13 must include information concerning property of either or both spouses whether or not a joint petition is filed, unless the spouses are separated and a joint petition is not filed.)**

NAME AND ADDRESS OF PERSON FOR WHOSE BENEFIT PROPERTY WAS SEIZED	DATES OF SEIZURE	DESCRIPTION AND VALUE OF PROPERTY
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None  **5. Repossessions, foreclosures and returns**

List all property that has been repossessed by a creditor, sold at a foreclosure sale, transferred through a deed in lieu of foreclosure or returned to the seller, within **one year** immediately preceding the commencement of this case. (Married debtors filing under chapter 12 or chapter 13 must include information concerning property of either or both spouses whether or not a joint petition is filed, unless the spouses are separated and a joint petition is not filed.)

NAME AND ADDRESS OF CREDITOR OR SELLER	DATE OF REPOSSESSION, FORECLOSURE SALE, TRANSFER OR RETURN	DESCRIPTION AND VALUE OF PROPERTY
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None  **6. Assignments and receiverships**

a. Describe any assignment of property for the benefit of creditors made within **120 days** immediately preceding the commencement of this case. (Married debtors filing under chapter 12 or chapter 13 must include any assignment by either or both spouses whether or not a joint petition is filed, unless the spouses are separated and a joint petition is not filed.)

NAME AND ADDRESS OF ASSIGNEE	DATE OF ASSIGNMENT	TERMS OF ASSIGNMENT OR SETTLEMENT
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None  b. List all property which has been in the hands of a custodian, receiver, or court-appointed official within **one year** immediately preceding the commencement of this case. (Married debtors filing under chapter 12 or chapter 13 must include information concerning property of either or both spouses whether or not a joint petition is filed, unless the spouses are separated and a joint petition is not filed.)

NAME AND ADDRESS OF CUSTODIAN	NAME AND LOCATION OF COURT CASE TITLE & NUMBER	DATE OF ORDER	DESCRIPTION AND VALUE OF PROPERTY
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None  **7. Gifts**  
 List all gifts or charitable contributions made within **one year** immediately preceding the commencement of this case except ordinary and usual gifts to family members aggregating less than \$200 in value per individual family member and charitable contributions aggregating less than \$100 per recipient. (Married debtors filing under chapter 12 or chapter 13 must include gifts or contributions by either or both spouses whether or not a joint petition is filed, unless the spouses are separated and a joint petition is not filed.)

NAME AND ADDRESS OF PERSON OR ORGANIZATION	RELATIONSHIP TO DEBTOR, IF ANY	DATE OF GIFT	DESCRIPTION AND VALUE OF GIFT
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**See Attachment 7**

None  **8. Losses**  
 List all losses from fire, theft, other casualty or gambling within **one year** immediately preceding the commencement of this case **or since the commencement of this case**. (Married debtors filing under chapter 12 or chapter 13 must include losses by either or both spouses whether or not a joint petition is filed, unless the spouses are separated and a joint petition is not filed.)

DESCRIPTION AND VALUE OF PROPERTY	DESCRIPTION OF CIRCUMSTANCES AND, IF LOSS WAS COVERED IN WHOLE OR IN PART BY INSURANCE, GIVE PARTICULARS	DATE OF LOSS
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None  **9. Payments related to debt counseling or bankruptcy**  
 List all payments made or property transferred by or on behalf of the debtor to any persons, including attorneys, for consultation concerning debt consolidation, relief under the bankruptcy law or preparation of a petition in bankruptcy within **one year** immediately preceding the commencement of this case.

NAME AND ADDRESS OF PAYEE	DATE OF PAYMENT, NAME OF PAYER IF OTHER THAN DEBTOR	AMOUNT OF MONEY OR DESCRIPTION AND VALUE OF PROPERTY
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**See Response to SoFA 9 of Edison Mission Energy**

None **10. Other transfers**

- a. List all other property, other than property transferred in the ordinary course of the business or financial affairs of the debtor, transferred either absolutely or as security within **two years** immediately preceding the commencement of this case. (Married debtors filing under chapter 12 or chapter 13 must include transfers by either or both spouses whether or not a joint petition is filed, unless the spouses are separated and a joint petition is not filed.)

NAME AND ADDRESS OF TRANSFEREE	RELATIONSHIP TO DEBTOR	DATE	DESCRIBE PROPERTY TRANSFERRED AND VALUE RECEIVED
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- None  b. List all property transferred by the debtor within ten years immediately preceding the commencement of this case to a self-settled trust or similar device of which the debtor is a beneficiary.

NAME OF TRUST OR OTHER DEVICE	DATE(S) OF TRANSFER(S)	AMOUNT OF MONEY OR DESCRIPTION AND VALUE OF PROPERTY OR DEBTOR'S INTEREST IN PROPERTY
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None **11. Closed financial accounts**

- List all financial accounts and instruments held in the name of the debtor or for the benefit of the debtor which were closed, sold, or otherwise transferred within **one year** immediately preceding the commencement of this case. Include checking, savings, or other financial accounts, certificates of deposit, or other instruments; shares and share accounts held in banks, credit unions, pension funds, cooperatives, associations, brokerage houses and other financial institutions. (Married debtors filing under chapter 12 or chapter 13 must include information concerning accounts or instruments held by or for either or both spouses whether or not a joint petition is filed, unless the spouses are separated and a joint petition is not filed.)

NAME AND ADDRESS OF INSTITUTION	TYPE OF ACCOUNT, LAST FOUR DIGITS OF ACCOUNT NUMBER, AND AMOUNT OF FINAL BALANCE	AMOUNT AND DATE OF SALE OR CLOSING
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None **12. Safe deposit boxes**

- List each safe deposit or other box or depository in which the debtor has or had securities, cash, or other valuables within **one year** immediately preceding the commencement of this case. (Married debtors filing under chapter 12 or chapter 13 must include boxes or depositories of either or both spouses whether or not a joint petition is filed, unless the spouses are separated and a joint petition is not filed.)

NAME AND ADDRESS OF BANK OR OTHER DEPOSITORY	NAMES AND ADDRESSES OF THOSE WITH ACCESS TO BOX OR DEPOSITORY	DESCRIPTION OF CONTENTS	DATE OF TRANSFER OR SURRENDER, IF ANY
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None **13. Setoffs**



List all setoffs made by any creditor, including a bank, against a debt or deposit of the debtor within **90 days** preceding the commencement of this case. (Married debtors filing under chapter 12 or chapter 13 must include information concerning either or both spouses whether or not a joint petition is filed, unless the spouses are separated and a joint petition is not filed.)

NAME AND ADDRESS OF CREDITOR	DATE OF SETOFF	AMOUNT OF SETOFF
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None **14. Property held for another person**



List all property owned by another person that the debtor holds or controls.

NAME AND ADDRESS OF OWNER	DESCRIPTION AND VALUE OF PROPERTY	LOCATION OF PROPERTY
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None **15. Prior address of debtor**



If debtor has moved within **three years** immediately preceding the commencement of this case, list all premises which the debtor occupied during that period and vacated prior to the commencement of this case. If a joint petition is filed, report also any separate address of either spouse.

ADDRESS	NAME USED	DATES OF OCCUPANCY
<b>440 S. LaSalle, Suite 3500 Chicago, IL 60605</b>	<b>Midwest Generation EME, LLC</b>	<b>06/15/99 to 11/30/11</b>

None **16. Spouses and Former Spouses**



If the debtor resides or resided in a community property state, commonwealth, or territory (including Alaska, Arizona, California, Idaho, Louisiana, Nevada, New Mexico, Puerto Rico, Texas, Washington, or Wisconsin) within **eight years** immediately preceding the commencement of the case, identify the name of the debtor's spouse and of any former spouse who resides or resided with the debtor in the community property state.

NAME

None **17. Environmental Information.**



For the purpose of this question, the following definitions apply:

"Environmental Law" means any federal, state, or local statute or regulation regulating pollution, contamination, releases of hazardous or toxic substances, wastes or material into the air, land, soil, surface water, groundwater, or other medium, including, but not limited to, statutes or regulations regulating the cleanup of these substances, wastes, or material.

"Site" means any location, facility, or property as defined under any Environmental Law, whether or not presently or formerly owned or operated by the debtor, including, but not limited to, disposal sites.

"Hazardous Material" means anything defined as a hazardous waste, hazardous substance, toxic substance, hazardous material, pollutant, or contaminant or similar term under an Environmental Law.

a. List the name and address of every site for which the debtor has received notice in writing by a governmental unit that it may be liable or potentially liable under or in violation of an Environmental Law. Indicate the governmental unit, the date of the notice, and, if known, the Environmental Law:

SITE NAME AND ADDRESS	NAME AND ADDRESS OF GOVERNMENTAL UNIT	DATE OF NOTICE	ENVIRONMENTAL LAW
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None b. List the name and address of every site for which the debtor provided notice to a governmental unit of a release of Hazardous Material. Indicate the governmental unit to which the notice was sent and the date of the notice.



SITE NAME AND ADDRESS	NAME AND ADDRESS OF GOVERNMENTAL UNIT	DATE OF NOTICE	ENVIRONMENTAL LAW
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None c. List all judicial or administrative proceedings, including settlements or orders, under any Environmental Law with respect to which the debtor is or was a party. Indicate the name and address of the governmental unit that is or was a party to the proceeding, and the docket number.



NAME AND ADDRESS OF GOVERNMENTAL UNIT	DOCKET NUMBER	STATUS OR DISPOSITION
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None  **18. Nature, location and name of business**

a. *If the debtor is an individual*, list the names, addresses, taxpayer-identification numbers, nature of the businesses, and beginning and ending dates of all businesses in which the debtor was an officer, director, partner, or managing executive of a corporation, partner in a partnership, sole proprietor, or was self-employed in a trade, profession, or other activity either full- or part-time within **six years** immediately preceding the commencement of this case, or in which the debtor owned 5 percent or more of the voting or equity securities within **six years** immediately preceding the commencement of this case.

*If the debtor is a partnership*, list the names, addresses, taxpayer-identification numbers, nature of the businesses, and beginning and ending dates of all businesses in which the debtor was a partner or owned 5 percent or more of the voting or equity securities, within **six years** immediately preceding the commencement of this case.

*If the debtor is a corporation*, list the names, addresses, taxpayer-identification numbers, nature of the businesses, and beginning and ending dates of all businesses in which the debtor was a partner or owned 5 percent or more of the voting or equity securities within **six years** immediately preceding the commencement of this case.

NAME	LAST FOUR DIGITS OF SOCIAL-SECURITY OR OTHER INDIVIDUAL TAXPAYER-I.D. NO. (ITIN)/ COMPLETE EIN	ADDRESS	NATURE OF BUSINESS	BEGINNING AND ENDING DATES
Edison Mission Midwest Holdings Co.	33-0866553	500 West Madison Street, Suite 2640 Chicago, IL 60661	Owns 100% ownership interest in Midwest Generation, LLC	06/28/99 to Present

None  b. Identify any business listed in response to subdivision a., above, that is "single asset real estate" as defined in 11 U.S.C. § 101.

NAME	ADDRESS
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The following questions are to be completed by every debtor that is a corporation or partnership and by any individual debtor who is or has been, within **six years** immediately preceding the commencement of this case, any of the following: an officer, director, managing executive, or owner of more than 5 percent of the voting or equity securities of a corporation; a partner, other than a limited partner, of a partnership, a sole proprietor, or self-employed in a trade, profession, or other activity, either full- or part-time.

*(An individual or joint debtor should complete this portion of the statement only if the debtor is or has been in business, as defined above, within six years immediately preceding the commencement of this case. A debtor who has not been in business within those six years should go directly to the signature page.)*

None  **19. Books, records and financial statements**

a. List all bookkeepers and accountants who within **two years** immediately preceding the filing of this bankruptcy case kept or supervised the keeping of books of account and records of the debtor.

NAME AND ADDRESS	DATES SERVICES RENDERED
See Attachment 19a	

None  b. List all firms or individuals who within **two years** immediately preceding the filing of this bankruptcy case have audited the books of account and records, or prepared a financial statement of the debtor.

NAME ADDRESS DATES SERVICES RENDERED  
**See Response to SoFA 19b of Edison Mission Energy**

None  c. List all firms or individuals who at the time of the commencement of this case were in possession of the books of account and records of the debtor. If any of the books of account and records are not available, explain.

NAME ADDRESS  
**Aaron Moss 3 MacArthur Place  
Santa Ana, CA 92707**  
  
**Maria Rigatti 3 MacArthur Place  
Santa Ana, CA 92707**

None  d. List all financial institutions, creditors and other parties, including mercantile and trade agencies, to whom a financial statement was issued by the debtor within **two years** immediately preceding the commencement of this case.

NAME AND ADDRESS DATE ISSUED  
**See Attachment 19d**

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None  **20. Inventories**

a. List the dates of the last two inventories taken of your property, the name of the person who supervised the taking of each inventory, and the dollar amount and basis of each inventory.

DATE OF INVENTORY INVENTORY SUPERVISOR DOLLAR AMOUNT OF INVENTORY  
(Specify cost, market or other basis)



None  b. List the name and address of the person having possession of the records of each of the inventories reported in a., above.

DATE OF INVENTORY NAME AND ADDRESSES OF CUSTODIAN OF INVENTORY RECORDS

None  **21. Current Partners, Officers, Directors and Shareholders**

a. If the debtor is a partnership, list the nature and percentage of partnership interest of each member of the partnership.

NAME AND ADDRESS NATURE OF INTEREST PERCENTAGE OF INTEREST

None  b. If the debtor is a corporation, list all officers and directors of the corporation, and each stockholder who directly or indirectly owns, controls, or holds 5 percent or more of the voting or equity securities of the corporation.

NAME AND ADDRESS TITLE NATURE AND PERCENTAGE NAME AND OF STOCK OWNERSHIP  
**See Attachment 21b**

None  **22. Former partners, officers, directors and shareholders**

a. If the debtor is a partnership, list each member who withdrew from the partnership within **one year** immediately preceding the commencement of this case.

NAME ADDRESS DATE OF WITHDRAWAL

None  b. If the debtor is a corporation, list all officers or directors whose relationship with the corporation terminated within **one year** immediately preceding the commencement of this case.

NAME AND ADDRESS TITLE DATE OF TERMINATION  
**Steven D. Eisenberg Vice President 01/01/12**  
**Mark Mikulka Vice President 01/25/12**

None  **23. Withdrawals from a partnership or distributions by a corporation**

If the debtor is a partnership or corporation, list all withdrawals or distributions credited or given to an insider, including compensation in any form, bonuses, loans, stock redemptions, options exercised and any other perquisite during **one year** immediately preceding the commencement of this case.

NAME & ADDRESS OF RECIPIENT	RELATIONSHIP TO DEBTOR	DATE AND PURPOSE OF WITHDRAWAL	AMOUNT OF MONEY OR DESCRIPTION AND VALUE OF PROPERTY
<b>See Attachment 23</b>			

None  **24. Tax Consolidation Group.**

If the debtor is a corporation, list the name and federal taxpayer-identification number of the parent corporation of any consolidated group for tax purposes of which the debtor has been a member at any time within **six years** immediately preceding the commencement of the case.

NAME OF PARENT CORPORATION	TAXPAYER-IDENTIFICATION NUMBER (EIN)
<b>Edison International</b>	<b>95-4137452</b>

None  **25. Pension Funds.**

If the debtor is not an individual, list the name and federal taxpayer-identification number of any pension fund to which the debtor, as an employer, has been responsible for contributing at any time within **six years** immediately preceding the commencement of the case.

NAME OF PENSION FUND	TAXPAYER-IDENTIFICATION NUMBER (EIN)
<b>Edison 401(k) Savings Plan</b>	<b>95-3225971</b>
<b>Southern California Edison Company Retirement Plan</b>	<b>95-3225971</b>

\* \* \* \* \*


[If completed by an individual or individual and spouse]

I declare under penalty of perjury that I have read the answers contained in the foregoing statement of financial affairs and any attachments thereto and that they are true and correct.

Date \_\_\_\_\_ Signature of Debtor \_\_\_\_\_  
Date \_\_\_\_\_ Signature of Joint Debtor (if any) \_\_\_\_\_

[If completed on behalf of a partnership or corporation]

I declare under penalty of perjury that I have read or directed the review of the answers contained in the foregoing statement of financial affairs and any attachments thereto and that they are true and correct to the best of my knowledge, information and belief.

Date 02/14/13 \_\_\_\_\_ Signature  \_\_\_\_\_  
Print Name and Title Maria Rigatti \_\_\_\_\_  
**Senior Vice President and Chief Financial Officer of Edison Mission Energy**

[An individual signing on behalf of a partnership or corporation must indicate position or relationship to debtor.]

Penalty for making a false statement: Fine of up to \$500,000 or imprisonment for up to 5 years, or both. 18 U.S.C. §§ 152 and 3571

**DECLARATION AND SIGNATURE OF NON-ATTORNEY BANKRUPTCY PETITION PREPARER (See 11 U.S.C. § 110)**

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

Printed or Typed Name and Title, if any, of Bankruptcy Petition Preparer \_\_\_\_\_ Social-Security No. (Required by 11 U.S.C. § 110.) \_\_\_\_\_

If the bankruptcy petition preparer is not an individual, state the name, title (if any), address, and social-security number of the officer, principal, responsible person, or partner who signs this document.

Address \_\_\_\_\_

Signature of Bankruptcy Petition Preparer \_\_\_\_\_ Date \_\_\_\_\_

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

If more than one person prepared this document, attach additional signed sheets conforming to the appropriate Official Form for each person

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

**Midwest Generation EME, LLC**

**STATEMENT OF FINANCIAL AFFAIRS**

**ATTACHMENT 3b**

**(3b) Payments to Creditors within 90 days**

Note: For "Amount Still Owing" as of the petition date, please refer to Schedules D, E and F of the Debtor's Bankruptcy Schedules.

NAME AND ADDRESS OF CREDITOR	DATES OF PAYMENTS	AMOUNT PAID	AMOUNT STILL OWING
ABM JANITORIAL SERVICES MIDWEST LLC 180 N. LASALLE STREET CHICAGO, IL 60601	09/24/12	\$637.00	
	10/09/12	\$5,263.75	
	10/22/12	\$28.65	
	10/29/12	\$5,263.75	
	11/21/12	\$6,129.38	
			<u>\$17,322.53</u>
CAPITOL CONSULTING GROUP IL, LLC 350 WEST 22ND STREET LOMBARD, IL 60148	10/11/12	\$6,500.00	
	11/08/12	\$6,500.00	
	12/06/12	\$6,500.00	
			<u>\$19,500.00</u>
CARLOS J DIAZ 500 WEST MADISON STREET, SUITE 2640 CHICAGO, IL 60661	10/11/12	\$3,234.02	
	11/29/12	\$2,893.31	
			<u>\$6,127.33</u>
CHICAGO YOUTH BOXING CLUB 2300 S. MILLARD CHICAGO, IL 60623	10/01/12	\$7,500.00	
CHICAGOLAND CHAMBER 200 E. RANDOLPH ST. CHICAGO, IL 60601	12/12/12	\$6,655.00	

**STATEMENT OF FINANCIAL AFFAIRS**

**ATTACHMENT 3b**

**(3b) Payments to Creditors within 90 days**

Note: For "Amount Still Owing" as of the petition date, please refer to Schedules D, E and F of the Debtor's Bankruptcy Schedules.

NAME AND ADDRESS OF CREDITOR	DATES OF PAYMENTS	AMOUNT PAID	AMOUNT STILL OWING
CHRISTOPHER T KOLLROSS 500 WEST MADISON STREET, SUITE 2640 CHICAGO, IL 60661	09/24/12	\$9,074.83	
	10/18/12	\$1,219.16	
	10/22/12	\$2,846.96	
	11/13/12	\$1,776.32	
	12/03/12	\$1,519.41	
			<u>\$16,436.68</u>
CITIBANK PO BOX 6575 THE LAKES, NV 88901	10/04/12	\$31,998.79	
	11/01/12	\$10,805.00	
	11/01/12	\$40,296.40	
	11/29/12	\$34,512.10	
	12/12/12	\$43,729.37	
			<u>\$161,341.66</u>
COGENT COMMUNICATIONS, INC. PO BOX 791087 BALTIMORE, MD 21279	09/20/12	\$1,045.00	
	10/18/12	\$1,015.00	
	10/29/12	\$4,220.00	
	11/21/12	\$1,920.00	
			<u>\$8,200.00</u>
COMMONWEALTH EDISON COMPANY TWO LINCOLN CENTRE, 9TH FLOOR OAKBROOK TERRACE, IL 60181	11/13/12	\$8,055.26	
CURRY & ASSOCIATES LLC 4804 FLETCHER LANE MT. ZION, IL 62549	10/11/12	\$4,000.00	
	11/08/12	\$4,000.00	

**Midwest Generation EME, LLC**

**STATEMENT OF FINANCIAL AFFAIRS**

**ATTACHMENT 3b**

**(3b) Payments to Creditors within 90 days**

Note: For "Amount Still Owing" as of the petition date, please refer to Schedules D, E and F of the Debtor's Bankruptcy Schedules.

NAME AND ADDRESS OF CREDITOR	DATES OF PAYMENTS	AMOUNT PAID	AMOUNT STILL OWING
CURRY & ASSOCIATES LLC 4804 FLETCHER LANE MT. ZION, IL 62549	12/12/12	\$4,000.00	\$12,000.00
DIRECT LINE TO COMPLIANCE, INC. 9555 W SAM HOUSTON PKWY. S, SUITE 1 HOUSTON, TX 77099	12/06/12	\$70,523.46	
EDISON INTERNATIONAL 2244 WALNUT GROVE AVENUE ROSEMEAD, CA 91770	09/26/12	\$1,494,800.00	
	09/27/12	\$559,762.25	
	09/28/12	\$75,577.23	
	10/03/12	\$165,800.00	
	10/11/12	\$664,119.28	
	10/25/12	\$700,071.32	
	10/29/12	\$5,566.16	
	10/31/12	\$1,822.44	
	11/05/12	\$101,100.00	
	11/08/12	\$1,016,303.75	
	11/21/12	\$286,301.35	
	12/05/12	\$101,036.24	
	12/06/12	\$3,621,847.09	
		\$8,794,107.11	
EPSA ELECTRIC POWER SUPPLY ASSOC. 1401 NEW YORK AVE., NW 11TH FLOOR WASHINGTON, DC 20005	11/21/12	\$7,968.76	
FEDERAL EXPRESS PO BOX 94515 PALATINE, IL 60094	09/27/12	\$556.98	
	10/04/12	\$718.56	

**STATEMENT OF FINANCIAL AFFAIRS**

**ATTACHMENT 3b**

**(3b) Payments to Creditors within 90 days**

Note: For "Amount Still Owing" as of the petition date, please refer to Schedules D, E and F of the Debtor's Bankruptcy Schedules.

NAME AND ADDRESS OF CREDITOR	DATES OF PAYMENTS	AMOUNT PAID	AMOUNT STILL OWING
FEDERAL EXPRESS PO BOX 94515 PALATINE, IL 60094	10/11/12	\$2,260.68	
	10/22/12	\$635.57	
	10/29/12	\$753.04	
	11/08/12	\$655.53	
	11/15/12	\$1,626.95	
			<u>\$7,207.31</u>
FOLEY & LARDNER LLP 321 NORTH CLARK ST. CHICAGO, IL 60610	09/20/12	\$2,679.00	
	10/11/12	\$6,000.00	
	10/22/12	\$3,021.00	
	11/08/12	\$6,000.00	
	12/06/12	\$6,000.00	
			<u>\$23,700.00</u>
GADS HILL CENTER 191 W. CULLERTON STREET CHICAGO, IL 60608	10/01/12	\$10,000.00	
GE ENERGY SERVICES 12505 COLLECTION CENTRE CHICAGO, IL 60693	11/13/12	\$101,788.12	
GRM INFORMATION MANAGEMENT SRVCS 2211 SOUTH THROOP STREET CHICAGO, IL 60608	10/22/12	\$8,373.73	
	11/01/12	\$13,000.34	
	11/26/12	\$6,115.19	
			<u>\$27,489.26</u>

**Midwest Generation EME, LLC**

**STATEMENT OF FINANCIAL AFFAIRS**

**ATTACHMENT 3b**

**(3b) Payments to Creditors within 90 days**

Note: For "Amount Still Owing" as of the petition date, please refer to Schedules D, E and F of the Debtor's Bankruptcy Schedules.

NAME AND ADDRESS OF CREDITOR	DATES OF PAYMENTS	AMOUNT PAID	AMOUNT STILL OWING	
HANOU ENERGY CONSULTING, LLC 1204 STERLING DR ANNAPOLIS, MD 21403	12/06/12	\$15,000.00		
HOLZMACHER CONSULTING INC 7790 KUNZ RD. ROCHESTER, IL 62563	10/11/12	\$6,250.00		
	11/08/12	\$6,250.00		
	12/06/12	\$6,250.00		
			<u>\$18,750.00</u>	
IERG ILLINOIS ENVIRONMENTAL REG GROUP 215 EAST ADAMS STREET SPRINGFIELD, IL 62701	11/21/12	\$7,850.00		
ILLINOIS ENERGY ASSOCIATION ONE W. OLD STATE CAPITOL PLAZA SPRINGFIELD, IL 92701	10/22/12	\$104.34		
	11/08/12	\$207.88		
	12/10/12	\$75,000.00		
			<u>\$75,312.22</u>	
ILLINOIS GOVERNMENTAL CONSULTING GROUP 500 N. DEARBORN CHICAGO, IL 60610	10/11/12	\$6,000.00		
	11/08/12	\$6,000.00		
	12/06/12	\$6,000.00		
			<u>\$18,000.00</u>	



Midwest Generation EME, LLC

STATEMENT OF FINANCIAL AFFAIRS

ATTACHMENT 3b

(3b) Payments to Creditors within 90 days

Note: For "Amount Still Owing" as of the petition date, please refer to Schedules D, E and F of the Debtor's Bankruptcy Schedules.

NAME AND ADDRESS OF CREDITOR	DATES OF PAYMENTS	AMOUNT PAID	AMOUNT STILL OWING
ILLINOIS MANUFACTURERS' ASSOC 220 EAST ADAMS STREET SPRINGFIELD, IL 62701	11/01/12	\$7,250.00	
INDEPENDENT ENERGY PRODUCERS ASSOCIATION 1215 K STREET, SUITE 900 SACRAMENTO, CA 95814	11/15/12	\$55,000.00	
INFINITY MATH, SCIENCE, AND TECHNOLOGY HIGH SCHOOL 3120 S. KOSTNER AVENUE CHICAGO, IL 60623	10/01/12	\$7,500.00	
JASCULCA TERMAN AND ASSOCIATES, INC. 730 NORTH FRANKLIN STREET CHICAGO, IL 60610	09/27/12	\$84.90	
	10/11/12	\$10,000.00	
	10/22/12	\$207.36	
	11/08/12	\$10,000.00	
	11/21/12	\$789.09	
	12/06/12	\$10,000.00	
		<u>\$31,081.35</u>	
JAY D. DOHERTY & ASSOCIATES 210 E. PEARSON ST. CHICAGO, IL 60611	10/11/12	\$6,000.00	
	11/08/12	\$6,000.00	
	12/06/12	\$6,000.00	
		<u>\$18,000.00</u>	

**STATEMENT OF FINANCIAL AFFAIRS**

**ATTACHMENT 3b**

**(3b) Payments to Creditors within 90 days**

Note: For "Amount Still Owing" as of the petition date, please refer to Schedules D, E and F of the Debtor's Bankruptcy Schedules.

NAME AND ADDRESS OF CREDITOR	DATES OF PAYMENTS	AMOUNT PAID	AMOUNT STILL OWING
JOHN C KENNEDY 500 WEST MADISON STREET, SUITE 2640 CHICAGO, IL 60661	09/24/12	\$1,360.57	
	10/01/12	\$1,915.72	
	10/15/12	\$1,799.15	
	10/25/12	\$1,833.73	
	11/05/12	\$3,404.02	
	11/13/12	\$956.13	
	12/06/12	\$672.10	
			<u>\$11,941.42</u>
JOHN T. O'CONNELL, LTD 129 INDIAN WOOD LANE INDIAN HEAD PARK, IL 60525	10/11/12	\$6,500.00	
	11/08/12	\$6,500.00	
	12/06/12	\$6,500.00	
			<u>\$19,500.00</u>
LATISYS-IRVINE, LLC 17222 VON KARMAN IRVINE, CA 92614	09/20/12	\$40,609.82	
	10/18/12	\$40,965.82	
	11/15/12	\$150.00	
	11/21/12	\$36,390.92	
			<u>\$118,116.56</u>
LESLIE S SEIFERT 500 WEST MADISON STREET, SUITE 2640 CHICAGO, IL 60661	09/20/12	\$961.74	
	09/24/12	\$63.74	
	10/01/12	\$930.38	
	10/11/12	\$96.72	
	10/18/12	\$1,530.98	
	10/29/12	\$810.30	
	11/08/12	\$213.45	
	11/15/12	\$300.99	
	11/29/12	\$957.75	
		<u>\$5,866.05</u>	

**Midwest Generation EME, LLC**

**STATEMENT OF FINANCIAL AFFAIRS**

**ATTACHMENT 3b**

**(3b) Payments to Creditors within 90 days**

Note: For "Amount Still Owing" as of the petition date, please refer to Schedules D, E and F of the Debtor's Bankruptcy Schedules.

NAME AND ADDRESS OF CREDITOR	DATES OF PAYMENTS	AMOUNT PAID	AMOUNT STILL OWING
MIDCO INC. 16W221 SHORE COURT BURR RIDGE, IL 60527	10/15/12	\$23,241.00	
	10/18/12	\$2,982.50	
	10/22/12	\$312.00	
			<u>\$26,535.50</u>
NATIONAL ASSOCIATION OF MANUFACTURES ATTN: ACCT DEPARTMENT 1331 PENNSYLVANIA AVENUE WASHINGTON, DC 20004	09/24/12	\$7,500.00	
NATIONAL SAFETY COUNCIL 1121 SPRINGLAKE DRIVE ITASCA, IL 60143	10/04/12	\$11,587.00	
NICOLAY & DART LLC 33 N. DEARBORN ST CHICAGO, IL 60602	10/11/12	\$6,500.00	
	11/08/12	\$6,500.00	
	12/06/12	\$6,500.00	
			<u>\$19,500.00</u>
PER SE GROUP, INC. 310 SOUTH HALE STREET WHEATON, IL 60187	09/27/12	\$1,328.18	
	10/04/12	\$2,490.34	
	10/11/12	\$2,490.34	
	10/18/12	\$2,988.41	
	10/25/12	\$2,988.41	
	10/29/12	\$2,683.20	
	11/08/12	\$5,534.10	
	11/15/12	\$2,012.40	
	12/13/12	\$2,355.10	
		<u>\$24,870.48</u>	

**STATEMENT OF FINANCIAL AFFAIRS**

**ATTACHMENT 3b**

**(3b) Payments to Creditors within 90 days**

Note: For "Amount Still Owing" as of the petition date, please refer to Schedules D, E and F of the Debtor's Bankruptcy Schedules.

NAME AND ADDRESS OF CREDITOR	DATES OF PAYMENTS	AMOUNT PAID	AMOUNT STILL OWING
PILSEN ALLIANCE 1831 S. RACINE, 3RD FLOOR CHICAGO, IL 60608	10/22/12	\$10,000.00	
PILSEN ELEMENTARY COMMUNITY ACADEMY 1420 W 17TH STREET CHICAGO, IL 60608	10/01/12	\$10,000.00	
PILSEN ENVIRONMENTAL RIGHTS AND REFORM ORGANIZATION 2113 W. 21ST PLACE CHICAGO, IL 60608	10/01/12	\$10,000.00	
PILSEN NEIGHBORS 2026 SOUTH BLUE ISLAND AVE. CHICAGO, IL 60608	10/04/12 12/06/12	\$10,000.00 \$10,000.00 \$20,000.00	
PJM POWER PROVIDERS 1060 FIRST AVENUE KING OF PRUSSIA, PA 19406	11/15/12	\$75,000.00	
RAYMOND VUKOVICH 1703 HYDE PARK AVENUE WAUKEGAN, IL 60085	10/11/12 11/08/12 12/06/12	\$2,500.00 \$2,500.00 \$2,500.00 \$7,500.00	

**Midwest Generation EME, LLC**

**STATEMENT OF FINANCIAL AFFAIRS**

**ATTACHMENT 3b**

**(3b) Payments to Creditors within 90 days**

Note: For "Amount Still Owing" as of the petition date, please refer to Schedules D, E and F of the Debtor's Bankruptcy Schedules.

NAME AND ADDRESS OF CREDITOR	DATES OF PAYMENTS	AMOUNT PAID	AMOUNT STILL OWING
REMQUAD OFFICE COMPANY, LLC C/O CENTERLINE REAL ESTATE SERVICE 645 TOLLGATE ROAD ELGIN, IL 60123	09/20/12	\$39,545.48	
	11/01/12	\$39,545.48	
	11/29/12	\$39,770.48	
			<u>\$118,861.44</u>
TAYLOR UHE LLC 312 SOUTH FOURTH STREET SPRINGFIELD, IL 62701	10/11/12	\$12,500.00	
	11/08/12	\$12,500.00	
	12/12/12	\$12,500.00	
			<u>\$37,500.00</u>
THE SCOFIELD COMPANY 730 N. FRANKLIN, SUITE 310 CHICAGO, IL 60610	10/04/12	\$11,000.00	
	11/15/12	\$11,000.00	
			<u>\$22,000.00</u>
UNIVERSIDAD POPULAR 2801 S. HAMLIN CHICAGO, IL 60623	10/01/12	\$7,500.00	
YOUTH TECHNOLOGY CORPS BENTON HOUSE 3052 S. GRATTEN AVENUE CHICAGO, IL 60608	10/01/12	\$10,000.00	
	11/29/12	\$10,000.00	
			<u>\$20,000.00</u>

**Midwest Generation EME, LLC  
STATEMENT OF FINANCIAL AFFAIRS  
ATTACHMENT 4a**

**(4a) Suits and Administrative Proceedings Within One Year**

<b>CAPTION OF SUIT</b>	<b>CASE NUMBER</b>	<b>NATURE OF PROCEEDING</b>	<b>COURT OR AGENCY AND LOCATION</b>	<b>STATUS OR DISPOSITION</b>
Becky Knight, Individually and as Special Administrator of the Estate of John V. Lindemann vs. Midwest Generation EME, LLC, <i>et al.</i>	12-L-870	Personal Injury Claim	Circuit Court of Madison County, IL - Madison County, IL	Dismissed
David Luna vs. CBS Corporation, <i>et al.</i>	1:12-CV-9515	Personal Injury Claim	US District Court, Northern District of Illinois - Chicago, IL	Pending
Margaret A. Bulanda, Individually and as Special Administrator of Estate of John Oliphant vs. Midwest Generation EME, LLC, <i>et al.</i>	11-cv-01682	Personal Injury Claim	US District Court, Northern District of Illinois - Chicago, IL	Dismissed
Parnell H. Kaiser vs. Midwest Generation EME, LLC, <i>et al.</i>	11-1121	Personal Injury Claim	US District Court, Central District of Illinois - Peoria, IL	Dismissed
Tristan vs. Midwest Generation, LLC, <i>et al.</i>	08 L 801	Personal Injury Claim	Will County Circuit Court - Will County, IL	Settled

**Midwest Generation EME, LLC  
STATEMENT OF FINANCIAL AFFAIRS  
ATTACHMENT 7**

**(7) Gifts and Charitable Contributions Within One Year**

NAME AND ADDRESS OF PERSON OR ORGANIZATION	RELATIONSHIP TO DEBTOR, IF ANY	DATE OF GIFT	DESCRIPTION AND VALUE OF GIFT
Chicago Youth Boxing Club		09/25/12	\$7,500.00
Gads Hill Center		09/25/12	\$10,000.00
Infinity Math, Science, and		09/25/12	\$7,500.00
Jaime Esposito International Myeloma		09/30/12	\$150.00
Little Village Environmental		09/25/12	\$5,000.00
Pilsen Elementary Community Academy		09/25/12	\$10,000.00
Pilsen Environmental Rights		09/20/12	\$10,000.00
		09/20/12	\$10,000.00
		09/25/12	\$10,000.00
			\$30,000.00
ShrinersHospital		07/31/12	\$150.00
Universidad Popular		09/24/12	\$7,500.00
Veronica Hillman		12/31/12	\$150.00
Will County Habitat for Humanity		04/13/12	\$1,666.66
Youth Technology Corps		09/25/12	\$10,000.00
Zapata Academy		09/25/12	\$4,500.00

**Midwest Generation EME, LLC  
STATEMENT OF FINANCIAL AFFAIRS  
ATTACHMENT 19a**

**(19a) Bookkeepers and Accountants Who Within Two Years Immediately Preceding the Filing of the Bankruptcy Case Kept or Supervised the Keeping of Books of Account and Records of the Debtor.**

<b>NAME AND ADDRESS</b>	<b>TITLE</b>	<b>DATES SERVICES RENDERED</b>
Aaron Moss 3 MacArthur Place Santa Ana, CA 92707	Vice President and Controller of Edison Mission Energy	10/10/11 to Present
Joanne Collins 3 MacArthur Place Santa Ana, CA 92707	Former Vice President and Controller of Edison Mission Energy	Through 10/10/11
John Finneran 3 MacArthur Place Santa Ana, CA 92707	Former Senior Vice President and Chief Financial Officer of Edison Mission Energy	Through 12/20/10
Maria Rigatti 3 MacArthur Place Santa Ana, CA 92707	Senior Vice President and Chief Financial Officer of Edison Mission Energy	12/20/10 to Present



**Midwest Generation EME, LLC  
STATEMENT OF FINANCIAL AFFAIRS  
ATTACHMENT 19d**

**(19d) Financial Institutions, Creditors and Other Parties to Whom a  
Financial Statement Was Issued Within Two Years**

**NAME AND ADDRESS**

**DATE ISSUED**

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Pursuant to the requirements of the Securities Exchange Act of 1934, as amended, Midwest Generation EME, LLC has filed with the U.S. Securities and Exchange Commission (the "SEC") reports on Form 8-K, Form 10-Q, and Form 10-K. These SEC filings contain consolidated financial information relating to the Debtors. Additionally, consolidated financial information for the Debtors is posted on the company's website at [www.edison.com](http://www.edison.com). Because the SEC filings and the website are of public record, the Debtors do not maintain records of the parties that requested or obtained copies of any of the SEC filings from the SEC or the Debtors.

In addition, Midwest Generation EME, LLC provided financial statements to:

Citigroup  
Attn Brian Magos  
388 Greenwich St., 21st Fl  
New York, NY 10013

**Midwest Generation EME, LLC  
STATEMENT OF FINANCIAL AFFAIRS  
ATTACHMENT 21b**

**(21b) Current Partners, Officers, Directors and Shareholders**

NAME	TITLE	ADDRESS	NATURE AND PERCENTAGE OF STOCK OWNERSHIP
Edison Mission Energy		3 MacArthur Place, Suite 100 Santa Ana, CA 92707	100% membership interest
Donald Claybaugh	Vice President	235 Remington Blvd., Suite A Bolingbrook, IL 60440	
Karen House	Vice President	235 Remington Blvd., Suite A Bolingbrook, IL 60440	
John C. Kennedy	Vice President	235 Remington Blvd., Suite A Bolingbrook, IL 60440	
Fred W. McCluskey	Vice President	235 Remington Blvd., Suite A Bolingbrook, IL 60440	
Daniel D. McDevitt	Vice President and Director	500 W. Madison St, Suite 2640 Chicago, IL 60661	
Douglas R. McFarlan	President and Director	500 W. Madison St, Suite 2640 Chicago, IL 60661	
Aaron Moss	Vice President and Controller	3 MacArthur Place, Suite 100 Santa Ana, CA 92707	
Crystal S. Needham	Vice President and Secretary	3 MacArthur Place, Suite 100 Santa Ana, CA 92707	
William M. Petmecky III	Vice President and Treasurer	3 MacArthur Place, Suite 100 Santa Ana, CA 92707	
Maria Rigatti	Vice President, Chief Financial Officer and Director	3 MacArthur Place, Suite 100 Santa Ana, CA 92707	
Cindy Van Dran	Assistant Secretary	3 MacArthur Place, Suite 100 Santa Ana, CA 92707	
Andrea Wood	Vice President	3 MacArthur Place, Suite 100 Santa Ana, CA 92707	

**Midwest Generation EME, LLC  
STATEMENT OF FINANCIAL AFFAIRS  
ATTACHMENT 23**

**(23) Withdrawals/Distributions to Insiders**

NAME AND ADDRESS OF RECIPIENT	RELATIONSHIP TO DEBTOR, IF ANY	DATE OF PAYMENTS	PURPOSE OF PAYMENT	AMOUNT PAID
Edison International 2244 Walnut Grove Avenue Rosemead, CA 91770	Affiliate	12/23/11	Intercompany Services	\$593,428.55
		01/23/12	Intercompany Services	\$196,026.69
		02/23/12	Intercompany Services	\$100,365.11
		03/21/12	Intercompany Services	\$88,453.24
		04/23/12	Intercompany Services	\$93,907.54
		05/17/12	Intercompany Services	\$641,024.86
		05/23/12	Intercompany Services	\$91,900.00
		05/23/12	Payroll and Benefits Funding	\$127,000.00
		05/23/12	Payroll and Benefits Funding	\$378,768.00
		05/23/12	Payroll and Benefits Funding	\$510,921.28
		05/29/12	Payroll and Benefits Funding	\$46,563.89
		06/04/12	Intercompany Services	\$91,900.00
		06/06/12	Payroll and Benefits Funding	\$507,666.44
		06/11/12	Payroll and Benefits Funding	\$253,614.24
		06/15/12	Intercompany Services	\$2,616.66
		06/20/12	Payroll and Benefits Funding	\$706,916.98
		07/02/12	Intercompany Services	\$94,500.00
		07/03/12	Payroll and Benefits Funding	\$546,467.33
		07/18/12	Payroll and Benefits Funding	\$532,202.95
		08/01/12	Intercompany Services	\$88,704.43
		08/01/12	Payroll and Benefits Funding	\$535,801.32
		08/15/12	Payroll and Benefits Funding	\$515,569.28
		08/20/12	Intercompany Services	\$1,019.93
		08/29/12	Payroll and Benefits Funding	\$463,450.82
		09/04/12	Intercompany Services	\$95,500.00
		09/12/12	Payroll and Benefits Funding	\$556,656.34
		09/18/12	Payroll and Benefits Funding	\$1,494,800.00
		09/21/12	Intercompany Services	\$75,577.23
		09/26/12	Payroll and Benefits Funding	\$559,762.25
		10/01/12	Intercompany Services	\$165,800.00
10/10/12	Payroll and Benefits Funding	\$664,119.28		
10/18/12	Intercompany Services	\$5,566.16		
10/24/12	Payroll and Benefits Funding	\$700,071.32		
10/29/12	Payroll and Benefits Funding	\$1,822.44		
11/01/12	Intercompany Services	\$101,100.00		
11/07/12	Payroll and Benefits Funding	\$1,016,303.75		
11/20/12	Payroll and Benefits Funding	\$286,301.35		
11/27/12	Insurance	(\$463.76)		
12/03/12	Intercompany Services	\$101,500.00		
12/05/12	Payroll and Benefits Funding	\$3,621,847.09		
				\$16,655,052.99

**Midwest Generation EME, LLC  
STATEMENT OF FINANCIAL AFFAIRS  
ATTACHMENT 23**

**(23) Withdrawals/Distributions to Insiders**

<b>NAME AND ADDRESS OF RECIPIENT</b>	<b>RELATIONSHIP TO DEBTOR, IF ANY</b>	<b>DATE OF PAYMENTS</b>	<b>PURPOSE OF PAYMENT</b>	<b>AMOUNT PAID</b>
Daniel D. McDevitt 500 W. Madison Street Suite 2640 Chicago, IL 60661	Senior Vice President and General Counsel of Edison Mission Energy and Vice President and Director of Midwest Generation EME, LLC	December 2011	Salary	\$23,375.00
		January 2012	Salary	\$23,375.00
		01/23/12	Expense Reimbursement	\$252.62
		February 2012	Salary	\$23,375.00
		02/16/12	Expense Reimbursement	\$2,649.59
		03/01/12	Bonus Compensation	\$165,500.00
		March 2012	Salary	\$25,241.67
		April 2012	Salary	\$25,241.67
		04/05/12	Expense Reimbursement	\$220.52
		May 2012	Salary	\$25,241.67
		05/03/12	Expense Reimbursement	\$2,082.41
		05/31/12	Expense Reimbursement	\$1,151.42
		June 2012	Salary	\$25,241.67
		06/28/12	Expense Reimbursement	\$307.47
		July 2012	Salary	\$25,241.67
		07/05/12	Expense Reimbursement	\$1,505.10
		August 2012	Salary	\$25,241.67
		08/23/12	Expense Reimbursement	\$2,071.61
		08/30/12	Expense Reimbursement	\$1,486.77
		September 2012	Salary	\$25,241.67
09/20/12	Expense Reimbursement	\$55.00		
09/24/12	Expense Reimbursement	\$1,319.60		
October 2012	Salary	\$25,241.67		
10/29/12	Expense Reimbursement	\$84.00		
November 2012	Salary	\$25,241.67		
11/05/12	Expense Reimbursement	\$1,691.55		
December 2012	Salary	\$25,241.67		
12/03/12	Expense Reimbursement	\$374.00		
12/07/12	Bonus Compensation	\$166,600.00		
				<u>\$669,893.33</u>

**Edison International Stock Options**

<b>GRANT ACTIVITY</b>							
<b>Grant Date</b>	<b>Grant Type</b>	<b>Grant Price</b>	<b>Expiration Date</b>	<b>Granted</b>	<b>Exercised</b>	<b>Outstanding</b>	<b>Potential Value</b>
03/05/12	NQ	\$43.1000	01/03/22	23,356.0000	0.0000	23,356.0000	\$80,811.76

**Midwest Generation EME, LLC  
STATEMENT OF FINANCIAL AFFAIRS  
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**(23) Withdrawals/Distributions to Insiders**

NAME AND ADDRESS OF RECIPIENT		RELATIONSHIP TO DEBTOR, IF ANY	DATE OF PAYMENTS	PURPOSE OF PAYMENT		AMOUNT PAID	
<b>RSU PERFORMANCE SHARES</b>							
Award Number	Award Date	Award Type	Awarded	Target	Potential Value	Next Vest Date	Next Vest Quantity
P2012E136K	03/05/12	PSS	356.5082	354.0000	\$16,627.54	12/31/14	356.5082
P2012E136C	03/05/12	PSS	356.5082	354.0000	\$16,627.54	12/31/14	356.5082
P2012T136K	03/05/12	PSS	242.7074	241.0000	\$11,319.87	12/31/14	242.7074
P2012T136C	03/05/12	PSS	242.7074	241.0000	\$11,319.87	12/31/14	242.7074
RSU2012136	03/05/12	RSU	1,425.0255	NA	\$66,463.19	01/02/15	1,425.0255
DVR2012136	03/05/12	RSU	10.9177	NA	\$509.20	01/02/15	10.9177
DVP12T136K	03/05/12	PSS	1.8595	1.8464	\$86.73	12/31/14	1.8595
DVP12T136C	03/05/12	PSS	1.8595	1.8464	\$86.73	12/31/14	1.8595
DVP12E136K	03/05/12	PSS	2.7314	2.7122	\$127.39	12/31/14	2.7314
DVP12E136C	03/05/12	PSS	2.7314	2.7122	\$127.39	12/31/14	2.7314

<b>EXERCISED ACTIVITY</b>		
EXERCISE DATE	EXERCISE PRICE	OPTIONS EXERCISED
05/31/12	24.84	4,848

<b>VESTING ACTIVITY</b>				
GRANT DATE	OPTIONS GRANTED	OPTIONS OUTSTANDING	NUMBER OF OPTIONS	VEST DATE
03/03/09	19,391	4,847	4,848	01/02/12
03/03/10	14,254	10,690	3,564	01/02/12
03/03/11	13,581	13,581	3,396	01/02/12

Douglas R McFarlan 500 W. Madison Street Suite 2640 Chicago, IL 60661	President and Director of	December 2011	Salary	\$23,208.33
	Midwest Generation EME, LLC	12/19/11	Expense Reimbursement	\$148.87
		January 2012	Salary	\$23,208.33
		01/26/12	Expense Reimbursement	\$240.00
		February 2012	Salary	\$23,208.33
		02/16/12	Expense Reimbursement	\$302.00
		02/23/12	Expense Reimbursement	\$393.87
		March 2012	Salary	\$25,016.67
		03/01/12	Bonus Compensation	\$244,000.00
		03/12/12	Expense Reimbursement	\$85.00
		03/19/12	Expense Reimbursement	\$259.91
		03/26/12	Expense Reimbursement	\$99.00
		April 2012	Salary	\$25,016.67
		04/05/12	Expense Reimbursement	\$205.00
		04/16/12	Expense Reimbursement	\$177.00
		04/26/12	Expense Reimbursement	\$159.00
		May 2012	Salary	\$25,016.67
		05/07/12	Expense Reimbursement	\$118.00
		05/29/12	Expense Reimbursement	\$157.00
		June 2012	Salary	\$25,016.67

**Midwest Generation EME, LLC  
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**(23) Withdrawals/Distributions to Insiders**

<u>NAME AND ADDRESS OF RECIPIENT</u>	<u>RELATIONSHIP TO DEBTOR, IF ANY</u>	<u>DATE OF PAYMENTS</u>	<u>PURPOSE OF PAYMENT</u>	<u>AMOUNT PAID</u>
Douglas R McFarlan 500 W. Madison Street Suite 2640 Chicago, IL 60661	President and Director of Midwest Generation EME, LLC	06/11/12	Expense Reimbursement	\$387.00
		06/18/12	Expense Reimbursement	\$517.23
		July 2012	Salary	\$25,016.67
		07/19/12	Expense Reimbursement	\$131.48
		07/26/12	Expense Reimbursement	\$115.00
		07/30/12	Expense Reimbursement	\$143.00
		August 2012	Salary	\$25,016.67
		08/16/12	Expense Reimbursement	\$368.98
		08/27/12	Expense Reimbursement	\$215.57
		September 2012	Salary	\$25,016.67
		October 2012	Salary	\$25,016.67
		10/04/12	Expense Reimbursement	\$442.48
		10/18/12	Expense Reimbursement	\$102.00
		10/29/12	Expense Reimbursement	\$169.00
		November 2012	Salary	\$25,016.67
		11/08/12	Expense Reimbursement	\$176.00
		11/21/12	Expense Reimbursement	\$344.00
11/29/12	Expense Reimbursement	\$99.00		
December 2012	Salary	\$25,016.67		
12/07/12	Bonus Compensation	\$165,110.00		
			<u>\$734,457.06</u>	

**Edison International Stock Options <sup>1</sup>**

<b>GRANT ACTIVITY</b>							
Grant Date	Grant Type	Grant Price	Expiration Date	Granted	Exercised	Outstanding	Potential Value
03/05/12	NQ	\$43.1000	01/03/22	27,174.0000	0.0000	27174.0000	\$68,206.74

<b>RSU PERFORMANCE SHARES</b>							
Award Number	Award Date	Award Type	Awarded	Target	Potential Value	Next Vest Date	Next Vest Quantity
P2012E137C	03/05/12	PSS	419.9969	411.0000	\$19,156.06	12/31/14	419.9969
P2012E137K	03/05/12	PSS	421.0191	412.0000	\$19,202.68	12/31/14	421.0191
P2012T137C	03/05/12	PSS	286.1293	280.0000	\$13,050.36	12/31/14	286.1293
P2012T137K	03/05/12	PSS	286.1293	280.0000	\$13,050.36	12/31/14	286.1293
RSU2012137	03/05/12	RSU	1,682.0323	NA	\$76,717.49	01/02/15	1,682.0323

<b>EXERCISED ACTIVITY</b>		
EXERCISE DATE	EXERCISE PRICE	OPTIONS EXERCISED
03/08/12	24.84	3,677
03/08/12	33.30	1,323
03/09/12	33.30	4,830
03/09/12	37.96	4,517
03/30/12	24.84	5,000
06/29/12	44.295	3,572
06/29/12	24.84	4,848

**Midwest Generation EME, LLC  
STATEMENT OF FINANCIAL AFFAIRS  
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**(23) Withdrawals/Distributions to Insiders**

NAME AND ADDRESS OF RECIPIENT	RELATIONSHIP TO DEBTOR, IF ANY	DATE OF PAYMENTS	PURPOSE OF PAYMENT	AMOUNT PAID
<b>VESTING ACTIVITY</b>				
<b>GRANT DATE</b>	<b>OPTIONS GRANTED</b>	<b>OPTIONS OUTSTANDING</b>	<b>NUMBER OF OPTIONS</b>	<b>VEST DATE</b>
03/03/09	34,707	8,676	8,677	01/02/12
03/03/11	24,613	12,305	6,154	01/02/12
03/03/10	22,065	16,548	5,517	01/02/12
Southern California Edison 2131 Walnut Grove Avenue Rosemead, CA 91770	Affiliate	12/30/11 01/09/12 01/23/12 02/07/12 02/17/12 03/01/12 03/16/12 03/30/12 04/12/12 04/25/12 04/30/12 05/09/12 05/14/12 05/21/12	Payroll and Benefits Funding Payroll and Benefits Funding Payroll and Benefits Funding Payroll and Benefits Funding Payroll and Benefits Funding Payroll and Benefits Funding Payroll and Benefits Funding Payroll and Benefits Funding Payroll and Benefits Funding Payroll and Benefits Funding Payroll and Benefits Funding Payroll and Benefits Funding Payroll and Benefits Funding Payroll and Benefits Funding	\$524,867.76 \$917,063.65 \$1,494,617.52 \$886,476.36 \$1,974,010.04 \$9,056,838.18 \$972,760.06 \$555,369.73 \$587,291.49 \$358,581.00 \$460,320.19 \$503,363.19 \$17,350.59 <u>\$116,946.92</u> \$18,425,856.68

<sup>1</sup>These stock options were granted by non-debtor affiliate, Edison International, and are being disclosed out of an abundance of caution.