

**UNITED STATES BANKRUPTCY COURT
NORTHERN DISTRICT OF ILLINOIS
EASTERN DIVISION**

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

PROCEDURES FOR FILING OMNIBUS CLAIMS OBJECTIONS

1. Grounds for Omnibus Objections. In addition to those grounds expressly set forth in Bankruptcy Rule 3007(d), the Debtors² may file omnibus objections (each, an “Omnibus Objection”) to claims on the grounds that such claims, in part or in whole:

- a. are inconsistent with the Debtors’ book and records;
- b. fail to specify the asserted claim amount (other than “unliquidated”);
- c. seek recovery of amounts for which the Debtors are not liable;
- d. are incorrectly or improperly classified;
- e. have been formally withdrawn by the claimant through the filing of a pleading or through the entry of a Court order indicating withdrawal of the claim;
- f. are filed against non-debtors or are filed against multiple Debtors;
- g. fail to specify a Debtor against whom the claim is asserted;
- h. are disallowed pursuant to section 502 of the Bankruptcy Code; or

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

² All capitalized terms used but not otherwise defined shall have the meaning set forth in the Motion.

- i. fail to sufficiently specify the basis for the claim or provide sufficient supporting documentation therefor.

2. Facility Lease Claims Excluded. Notwithstanding anything herein to the contrary, any claims arising out of the “sale-leaseback” transaction relating to the Debtors’ Powerton and Joliet coal-fired power generating facilities are not subject to the Objection Procedures and shall not be included in an Omnibus Objection.

3. Form of Omnibus Objection. Each Omnibus Objection will be numbered consecutively, regardless of basis.

4. Supporting Documentation. To the extent appropriate, Omnibus Objections may include an affidavit or declaration that provides a factual basis for the Debtors’ objection to the claims, including from someone with personal knowledge of the Debtors’ books and records and the manner in which they are maintained that states that the affiant or the declarant has reviewed the claims included therein and applicable supporting information and documentation provided therewith, made reasonable efforts to research the claim on the Debtors’ books and records, and determined that the books and records do not reflect the debt or the amount of debt that is alleged in the claim.

5. Claims Exhibits. An exhibit listing the claims that are subject to the particular Omnibus Objection will be attached thereto. Each exhibit will include only the claims to which there is a common basis for the objection. Claims for which there is more than one basis for the objection will be referenced on each exhibit applicable thereto. The exhibits will include, without limitation, the following information alphabetized by claimant:

- a. the claims that are the subject of the Omnibus Objection and, if applicable, the proof of claim number related thereto from the claims register;
- b. the asserted amount of the claim;
- c. the grounds for the objection;

- d. a cross-reference to the section of the Omnibus Objection discussing such claim; and
- e. other information, as applicable, including: (i) the proposed classification of claims the Debtors seek to reclassify; (ii) the reduced claim amounts of claims the Debtors seek to reduce; or (iii) the surviving claims of claims the Debtors seek to expunge.

6. Objection Notice. Each Omnibus Objection will be accompanied by a customized objection notice, substantially in the form annexed to the Order as Exhibit 2 (the “Objection Notice”), tailored, as appropriate, to address a particular creditor, claim, or objection, which will:

- a. describe the basic nature of the objection;
- b. inform creditors that their rights may be affected by the objection;
- c. describe the procedures for filing a written response (each, a “Response”) to the objection, including all relevant dates and deadlines related thereto;
- d. identify the hearing date, if applicable, and related information; and
- e. describe how copies of proofs of claim, the Omnibus Objection, and other pleadings filed in the chapter 11 cases may be obtained.

7. Notice and Service. Each Omnibus Objection will be filed with the Court and served electronically using the Court’s electronic filing system, as authorized by paragraph 11 of the case management procedures attached as Exhibit 1 to the *Order Approving Case Management Procedures* [Docket No. 128], entered by the Court on December 19, 2012.

8. Omnibus Hearings. Each Omnibus Objection shall be set for hearing no less than 30 days after service of the Omnibus Objection (the “Hearing”). In the Debtors’ sole discretion, and after notice to the affected claimant, the Debtors may adjourn the Hearing on the Omnibus Objection to a subsequent hearing date. For claims subject to an Omnibus Objection and with respect to which either (a) no Response is filed in accordance with the proposed response procedures and no appearance is made at the Hearing or (b) a Response is filed in accordance with the proposed response procedures but such Response is resolved prior to the Hearing, the Debtors may request at the Hearing that the Court enter an order granting the Omnibus Objection

with respect to such claim. Contested claims for which (a) a Response is filed in accordance with the proposed response procedures but such Response is not resolved prior to the Hearing and (b) an appearance is made at the Hearing may be heard at the Hearing or adjourned to a subsequent hearing date in the Debtors' sole discretion. If a subsequent hearing is determined to be necessary, the Debtors shall file with the Court and serve on the affected claimants a notice of the hearing (the date of which shall be determined in consultation with the affected claimant(s)).

9. Contested Matter. Each claim subject to an Omnibus Objection and the Response thereto shall constitute a separate contested matter as contemplated by Bankruptcy Rule 9014, and any order entered by the Court will be deemed a separate order with respect to such claim. The Debtors may, in their discretion and in accordance with the Settlement Procedures, other orders of this Court, and the provisions of the Bankruptcy Code and Bankruptcy Rules, settle the priority, amount, and validity of such contested claims without any further notice to or action, order, or approval of the Court.

Responses to Omnibus Objections

10. Parties Required to File a Response. Any party who disagrees with an objection is required to file a Response in accordance with the procedures set forth herein and to appear at the Hearing. If a claimant whose claim is subject to an Omnibus Objection does not file and serve a Response in compliance with the procedures below or fails to appear at the Hearing, the Court may grant the objection with respect to such claim without further notice to the claimant.

11. Response Contents. Each Response must contain the following (at a minimum):
- a. a caption stating the name of the Court, the name of the Debtors, the case number, and the Omnibus Objection to which the Response is directed;
 - b. a concise statement setting forth the reasons why the Court should not grant the objection with respect to such claim, including the factual and legal bases upon which the claimant will rely in opposing the Omnibus Objection;
 - c. a copy of any other documentation or other evidence of the claim, to the extent not already included with the claim, upon which the claimant will

rely in opposing the objection; provided, however, that the claimant need not disclose confidential, proprietary, or otherwise protected information in the Response; and, provided, further, that the claimant shall disclose to the Debtors, the Committee, and the Noteholder Group all information and provide copies of all documents that the claimant believes to be confidential, proprietary, or otherwise protected and upon which the claimant intends to rely in support of its claim, subject to appropriate confidentiality constraints;

- d. a declaration or other statement of a person with personal knowledge of the relevant facts that support the Response; and
- e. the following contact information for the responding party:
 - (i) the name, address, telephone number, and email address of the responding claimant or the name, address, telephone number, and email address of the claimant’s attorney or designated representative to whom the attorneys for the Debtors should serve a reply to the Response, if any; or
 - (ii) the name, address, telephone number, and email address of the party with authority to reconcile, settle, or otherwise resolve the objection on the claimant’s behalf.

12. Filing and Service of the Response. A Response will be deemed timely only if it is filed with the Court and actually received by 4:00 p.m. (prevailing Central Time) on the day that is twenty (20) calendar days from the date the Omnibus Objection is served (the “Response Deadline”) by the following parties (the “Notice Parties”):

Debtors	Counsel to Debtors
Edison Mission Energy 3 MacArthur Place #100 Santa Ana, California 92707 Attn: Crystal Needham - and - Edison Mission Energy Midwest Generation, LLC 440 South LaSalle Street #3500 Chicago, Illinois 60605 Attn: Daniel D. McDevitt	Kirkland & Ellis LLP 300 North LaSalle Street Chicago, Illinois 60654 Attn: David Seligman, P.C. and Brad Weiland - and - Kirkland & Ellis LLP 601 Lexington Avenue New York, New York 10022 Attn: Joshua A. Sussberg

[Notice Parties Continued on Following Page.]

Counsel to Debtor Camino Energy Company	Counsel to Committee
<p style="text-align: center;">McDonald Hopkins LLC 300 North LaSalle Street, Suite 2100 Chicago, Illinois 60654 Attn: David A. Agay and Joshua Gadharf</p>	<p style="text-align: center;">Akin Gump Strauss Hauer & Feld LLP One Bryant Park Bank of America Tower New York, New York 10036 Attn: Ira S. Dizengoff, Arik Preis, and Jason Rubin</p> <p style="text-align: center;">- and -</p> <p style="text-align: center;">Perkins Coie LLP 131 South Dearborn Street, Suite 1700 Chicago, Illinois 60603 Attn: David M. Neff and Brian Audette</p>
Counsel to Noteholder Group	United States Trustee
<p style="text-align: center;">Ropes & Gray LLP 1211 Avenue of the Americas New York, New York 10036 Attn: Keith H. Wofford</p> <p style="text-align: center;">- and -</p> <p style="text-align: center;">Ropes & Gray LLP Prudential Tower 800 Boylston Street Boston, Massachusetts 02199 Attn: Stephen Moeller-Sally and Brian Rooder</p>	<p style="text-align: center;">Office of the U.S. Trustee, Region 11 219 South Dearborn Street, Room 873 Chicago, Illinois 60604 Attn: Katy Gleason</p>

13. Discovery. If the Debtors determine that discovery is necessary in advance of a hearing on an Omnibus Objection, the Debtors will serve notice on the affected claimant and its counsel of record that the scheduled hearing will be treated as a status conference during which the parties will request that the Court issue a scheduling order to facilitate dismissal or resolution of the litigation. Such notice may be incorporated into the initial agenda letter for the hearing, or may be provided by separate notice.

14. Failure to Respond. A Response that is not filed and served in accordance with the procedures set forth herein may not be considered by the Court at the Hearing. **Absent reaching an agreement with the Debtors resolving the objection to a claim (as described in the Objection Notice), failure to timely file and serve a Response as set forth herein or to appear at the Hearing may result in the Court granting the Omnibus Objection without**

further notice or hearing. Upon entry of an order sustaining an Omnibus Objection, affected creditors will be served with such order.

15. Reply to a Response. The Debtors shall be permitted to file a reply to any Response no later than two business days before the hearing with respect to the relevant Omnibus Objection.

Miscellaneous

16. Additional Information. Copies of these procedures, the Motion, the Order, or any other pleadings (the "Pleadings") filed in these chapter 11 cases are available at no cost at the Debtors' restructuring website www.edisonmissionrestructuring.com. Copies of the Pleadings may also be obtained upon written request to GCG, Inc., the Debtors' noticing and claims agent, at the following addresses: (a) by first-class mail: Edison Mission Energy, et al., c/o GCG, Inc., PO Box 9942, Dublin, Ohio 43017-5942 or (b) by messenger or overnight delivery: Edison Mission Energy Claims Processing, c/o GCG, Inc., 5151 Blazer Parkway, Suite A, Dublin, OH 43017. You may also obtain copies of any of the Pleadings filed in these chapter 11 cases for a fee via PACER at <http://www.ilnb.uscourts.gov>.

17. Reservation of Rights. NOTHING IN ANY OMNIBUS OBJECTION OR OBJECTION NOTICE IS INTENDED OR SHALL BE DEEMED TO CONSTITUTE (A) AN ADMISSION OR FINDING AS TO THE VALIDITY OF ANY CLAIM AGAINST A DEBTOR ENTITY; (B) A WAIVER OF THE RIGHT OF THE DEBTORS, THE COMMITTEE, OR THE NOTEHOLDER GROUP TO DISPUTE OR OBJECT TO ANY CLAIM ON ANY GROUNDS; (C) A WAIVER OF THE RIGHT OF THE DEBTORS TO ASSERT COUNTERCLAIMS, RIGHTS OF OFFSET OR RECOUPMENT, DEFENSES, OBJECT TO CLAIMS (OR OTHER CLAIMS OR CAUSES OF ACTION OF A CLAIMANT) ON ANY GROUNDS NOT PREVIOUSLY RAISED IN AN OBJECTION, UNLESS THE COURT HAS ALLOWED A CLAIM OR ORDERED OTHERWISE, OR SEEK TO

ESTIMATE ANY CLAIM AT A LATER DATE (AFFECTED PARTIES WILL BE PROVIDED APPROPRIATE NOTICE THEREOF AT SUCH TIME); (D) A PROMISE OR REQUIREMENT TO PAY ANY CLAIM; (E) A REQUEST OR AUTHORIZATION TO ASSUME ANY AGREEMENT, CONTRACT, OR LEASE PURSUANT TO SECTION 365 OF THE BANKRUPTCY CODE; OR (F) A WAIVER OF THE RIGHTS OF THE DEBTORS, THE COMMITTEE, OR THE NOTEHOLDER GROUP UNDER THE BANKRUPTCY CODE OR ANY OTHER APPLICABLE LAW.

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