

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)
)	

NOTICE OF DEBTORS’ MOTION FOR ENTRY OF AN ORDER (A) SETTING BAR DATES FOR FILING PROOFS OF CLAIM, INCLUDING SECTION 503(B)(9) CLAIMS, AND (B) APPROVING THE FORM AND MANNER OF NOTICE THEREOF

PLEASE TAKE NOTICE that on the **10th day of April, 2013, at 10:30 a.m. (Central Time)** or as soon thereafter as counsel may be heard, the Debtors shall appear before the Honorable Bankruptcy Judge Jacqueline P. Cox or any other judge who may be sitting in her place and stead, in Courtroom 680 in the United States Courthouse, 219 South Dearborn Street, Chicago, Illinois, and present the attached *Debtors’ Motion for Entry of an Order (A) Setting the Bar Dates for Filing Proofs of Claim, Including Section 503(b)(9) Claims, and (B) Approving the Form and Manner of Notice Thereof* (the “Motion”).

PLEASE TAKE FURTHER NOTICE that any objection to the Motion must be filed with the Court by **April 3, 2013, at 4:00 p.m. (Central Time)** and served by such time on (a) counsel to the Debtors; (b) the Office of the U.S. Trustee for the Northern District of Illinois; (c) members of and counsel to the official committee of unsecured creditors appointed to these chapter 11 cases; (d) the indenture trustee for the Debtors’ senior unsecured notes; (e) counsel to the ad hoc committee of certain holders of the Debtors’ senior unsecured notes; (f) the indenture trustee for the lessor notes related to the Debtors’ Powerton generating station in Pekin, Illinois, and units 7 and 8 of the Debtors’ Joliet, Illinois, generating station and the pass-through trustee for the related pass-through certificates; (g) counsel to the ad hoc committee of certain holders of pass-through certificates related to the Debtors’ Powerton and Joliet generating stations; (h) the owner trusts and the equity investors for the Debtors’ Powerton and Joliet generating stations (and their respective counsel, if known); (i) the lender under Debtor Edison Mission Energy’s letter-of-credit facility (j) the state attorneys general for states in which the Debtors conduct

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 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.

business; (k) United States Attorney for the Northern District of Illinois; (l) the Internal Revenue Service; (m) the Securities and Exchange Commission; (n) the Environmental Protection Agency and similar state environmental agencies for states in which the Debtors conduct business; and (o) those parties who have requested service of papers in this case pursuant to Rule 2002 of the Federal Rules of Bankruptcy Procedure and the *Order Establishing Certain Notice, Case Management and Administrative Procedures* [Docket No. 183].

PLEASE TAKE FURTHER NOTICE that copies of all documents filed in these chapter 11 cases are available free of charge by visiting the case website maintained by GCG, Inc., the Debtors' notice and claims agent for these chapter 11 cases, available at www.edisonmissionrestructuring.com or by calling (866) 241-6491. You may also obtain copies of any pleadings by visiting the Court's website at www.ilnb.uscourts.gov in accordance with the procedures and fees set forth therein.

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Dated: March 26, 2013

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UNITED STATES BANKRUPTCY COURT
NORTHERN DISTRICT OF ILLINOIS
EASTERN DIVISION

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In re:)	Chapter 11
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EDISON MISSION ENERGY, <u>et al.</u> , ¹)	Case No. 12-49219 (JPC)
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Debtors.)	(Jointly Administered)
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**DEBTORS’ MOTION FOR ENTRY
OF AN ORDER (A) SETTING BAR DATES FOR
FILING PROOFS OF CLAIM, INCLUDING SECTION 503(b)(9)
CLAIMS, AND (B) APPROVING THE FORM AND MANNER OF NOTICE THEREOF**

The above-captioned debtors and debtors in possession (collectively, the “Debtors”) state as follows in support of this motion (this “Motion”):

Relief Requested

1. By this Motion, the Debtors seek entry of an order (the “Order”), substantially in the form attached hereto as **Exhibit A** (a) establishing bar dates for claimants to file proofs of claim in these chapter 11 cases (collectively, the “Bar Dates”); (b) approving the notice thereof; and (c) granting such other relief as the Court deems just and proper.

2. Specifically, the Debtors request that the Court establish the Bar Dates as follows (each as more fully described below):

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 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.

- June 1, 2013, as the general deadline for Claimants² (other than governmental units) to file prepetition claims (including claims under section 503(b)(9) of the Bankruptcy Code) (the “General Bar Date”);
- June 15, 2013, as the deadline for governmental units to file prepetition claims (the “Governmental Bar Date”); and
- deadlines for Claimants to file Claims related to amended scheduled amounts or rejected executory contracts or unexpired leases.

Jurisdiction

3. The United States Bankruptcy Court for the Northern District of Illinois (the “Court”) has jurisdiction over this matter pursuant to 28 U.S.C. §§ 157 and 1334. This matter is a core proceeding within the meaning of 28 U.S.C. § 157(b)(2).

4. Venue is proper pursuant to 28 U.S.C. §§ 1408 and 1409.

5. The statutory bases for the relief requested herein are sections 105(a), 501, 502, 503, and 1111(a) of title 11 of the United States Code (the “Bankruptcy Code”), rules 2002(a)(7), 3001, 3002, 3003(c), and 5005(a) of the Federal Rules of Bankruptcy Procedure (the “Bankruptcy Rules”).

Background

6. Edison Mission Energy, together with its Debtor and non-Debtor affiliates, is a leading independent power producing enterprise specializing in developing, operating, and selling energy and capacity from over 40 generating facilities in 12 states and the Republic of

² As used herein, a “Claim” is any claim (as defined in section 101(5) of the Bankruptcy Code) that arose before the Petition Date, including any claim under section 503(b)(9) of the Bankruptcy Code, and a “Claimant” is any holder or purported holder of a Claim.

Turkey. The Debtors have approximately 950 employees and maintain headquarters in Chicago, Illinois and Santa Ana, California.

7. On December 17, 2012 (the "Petition Date"), each of the Debtors filed a petition with this Court under chapter 11 of the Bankruptcy Code. The Debtors continue to operate their businesses and manage their properties as debtors in possession pursuant to sections 1107(a) and 1108 of the Bankruptcy Code. On December 18, 2012, the Court entered an order [Docket No. 115] approving procedural consolidation and joint administration of these chapter 11 cases pursuant to Bankruptcy Rule 1015(b) (as amended by the Court's order entered on December 21, 2012 [Docket No. 154]). No party has requested the appointment of a trustee or examiner in these chapter 11 cases. On January 7, 2013, the U.S. Trustee for the Northern District of Illinois (the "U.S. Trustee") appointed an official committee of unsecured creditors (the "Committee") in these chapter 11 cases [Docket No. 202] (as amended on January 18, 2013 [Docket No. 308]).

The Bar Dates

I. The Need for a Bar Date

8. The Debtors anticipate a substantial number of holders of claims in these cases. On February 14, 2013, each of the Debtors filed schedules of assets and liabilities and statements of financial affairs as required pursuant to section 521 of the Bankruptcy Code [Docket Nos. 469-501] (collectively, the "Schedules"). The Debtors' Schedules include over 4,800 known creditors. Accordingly, the Debtors believe that their estates will benefit from the setting of a bar date through clear procedures to promptly and accurately identify the full nature, extent, and scope of all claims that may be asserted against their estates. To accomplish this, the Debtors require complete and accurate information regarding the nature, amount, and status of all such claims. Thus, the Debtors believe it is appropriate to begin the claims analysis and reconciliation

process in accordance with clearly established procedures that will limit confusion on the part of creditors and simplify the estates' claims administration process.

II. Proposed Bar Dates and Claim Filing Procedures

9. The Debtors intend to send notice of proposed bar dates on or about five (5) business days after the entry of the Order and to publish notice in newspapers, as described below, on or about the same date. More specifically, the Debtors propose the following deadlines and claim filing procedures:

A. Bar Dates

- a. **General Bar Date.** Except as otherwise stated in subparagraphs (b), (c), and (d) below, the General Bar Date for all entities and persons (as each is defined in sections 101(15) and 101(41) of the Bankruptcy Code, respectively) holding or wishing to assert a Claim to file a proof of such Claim (a "Proof of Claim") in these chapter 11 cases shall be June 1, 2013;
- b. **Governmental Bar Date.** The Governmental Bar Date, by which all governmental units (as defined in section 101(27) of the Bankruptcy Code) to file a Proof of Claim in these chapter 11 cases shall be 180 days after the Petition Date, June 15, 2013.
- c. **Amended Schedule Bar Date.** In the event that the Debtors amend their Schedules to reduce, delete, or change the status of a claim in the Schedules, the bar date for filing a Proof of Claim with respect to such Claim shall be the later of (i) the General Bar Date and (ii) 30 days after the applicable Claimant is served with notice that the Debtors have amended their Schedules reducing, deleting, or changing the status of such Claim (the "Amended Schedule Bar Date");
- d. **Rejection Claim Bar Date.** In the event that an order authorizing the rejection of an executory contract or unexpired lease is entered, except as otherwise set forth in such order, the bar date for filing a Proof of Claim based on the Debtors' rejection of such contract or lease shall be the latest of (i) the General Bar Date; (ii) 30 days after the date of the entry of any order authorizing the rejection of such executory contract or unexpired lease; and (iii) 30 days after the effective date of the rejection of such executory contract or unexpired lease (the "Rejection Claim Bar Date"); and

B. Claimants Required to File Proofs of Claim

10. Claimants with the following types of Claims are subject to the Bar Dates:

- a. any Claim that is listed in the Schedules as “contingent,” “unliquidated,” “disputed” (or any combination thereof) if the applicable Claimant desires to participate in these chapter 11 cases or share in any distribution in these chapter 11 cases on account of such Claim;
- b. any Claim that is listed in the Schedules that the applicable Claimant believes should be listed or classified other than as set forth in the Schedules;
- c. any Claim against the Debtors that is not listed in the applicable Schedules; and
- d. any Claim under section 503(b)(9) of the Bankruptcy Code for goods received by the Debtors within 20 days before the Petition Date.

C. Claimants Not Required to File Proofs of Claim

11. Claimants with the following types of Claims are *not* required to file a Proof of Claim on or before the Bar Dates:

- a. any Claims listed in the Debtors’ Schedules or any amendments thereto, which are *not* listed as “contingent,” “unliquidated,” “disputed,” (or any combination thereof) and are *not* disputed by the Claimant holding such Claim as to nature, amount, or classification;
- b. any Claims for which a Proof of Claim has already been filed with the Court;
- c. any Claims that are limited exclusively to the repayment of principal, interest and/or other applicable fees, and charges (“Debt Claim”) owed under any bond debenture or note issued by the Debtors (a “Debt Instrument”); provided, however: (i) an indenture trustee under a Debt Instrument (the “Indenture Trustee”)³ must file one Proof of Claim, on or before the General Bar Date, with respect to all of the amounts owed under such Debt Instruments and (ii) any holder of a Debt Claim wishing to assert a Claim, other than a Debt Claim, arising out of or relating to a Debt Instrument must file a Proof of Claim on or before the General Bar Date, unless another exception in this paragraph 10 applies;

³ Indenture Trustee as defined in this Motion includes, but is not limited to, the indenture trustee for the Debtors’ senior unsecured notes.

- d. any Claims previously allowed by, or paid pursuant to, an order of the Court; and
- e. any Claims allowable under section 503(b) and 507(a)(1) of the Bankruptcy Code as administrative expenses of the Debtors' chapter 11 cases, with the exception of Claims allowable under section 503(b)(9) of the Bankruptcy Code, which shall be filed as provided above.

D. Proofs of Claim

12. To be validly and properly filed, a signed original of the completed Proof of Claim, together with accompanying documentation, must be delivered to the Garden City Group, Inc. (the "Claims Agent") at the address set forth on the bar date notice, the form of which is annexed as Exhibit 1 to the Order (the "Bar Date Notice"), so as to be received no later than 4:00 p.m. (prevailing Central Time) on the applicable Bar Date.

13. Each Proof of Claim must: (a) be written in English; (b) include a Claim amount denominated in United States dollars; (c) conform substantially with the applicable Proof of Claim form included with the Bar Date Notice or Official Form 10; and (d) be signed by the Claimant or, if the Claimant is not an individual, by an authorized agent of the Claimant.

14. Each Proof of Claim must include supporting documentation (or, if such documentation is voluminous, a summary of such documentation) or an explanation as to why such documentation is not available. However, a Proof of Claim may be submitted without supporting documentation upon the prior written consent of the Debtors. Any such Claimant that received such written consent shall be required to submit such written consent to the Debtors no later than 10 days from the date of the Debtors' request for written consent that such Claimant's Claim may be submitted without supporting documentation.

15. Claimants may submit Proofs of Claim in person, by courier service, overnight delivery, or first class U.S. mail only; submission by facsimile and electronic mail shall *not* be accepted. A Proof of Claim shall be deemed filed when *actually received* by the Claims Agent

(not the date of the postmark). If a Claimant wishes to receive acknowledgment of receipt of such Claimant's Proof of Claim, such Claimant must submit a copy of the Proofs of Claim and a self-addressed, stamped envelope to the Claims Agent along with the original Proof of Claim.

E. Proposed Notice Procedures

16. To provide notice of the Bar Dates to all parties in interest, the Debtors propose that the Claims Agent serve the Bar Date Notice by first class U.S. mail, postage prepaid, on all known Claimants, to the address of the Claimant as it appears on the Debtors' books and records, no later than five business days after the entry of the Order. This ensures that all parties in interest will have 45 days notice of the Bar Dates.⁴ Furthermore, the Debtors intend, out of an abundance of caution, to send the Bar Date Notice to persons or entities who are not listed on the Schedules but appear in the Debtors' records as parties to transactions with the Debtors before the Petition Date. Providing such notice will enable any party in interest inadvertently omitted from the Schedules to receive notice of the Bar Dates and to file a Proof of Claim, if necessary

17. In addition, the Debtors intend to publish the Bar Date Notice (modified for publication) once in each of *The Chicago Tribune* and the national edition of *The New York Times*. Such notices shall be published no less than 30 days before the earliest Bar Date. The Debtors also request authorization to enter into such transactions to cause such publication to be made and to make reasonable payments required for such publications. The Debtors submit that such publication will provide sufficient notice to unknown creditors and Claimants who do not otherwise receive the Bar Date Notice by mail.

⁴ Parties in interest will have at least 30 days notice of the Bar Dates once the Order is entered, but all parties in interest will have advance notice of the Debtors' proposed Bar Dates for no less than 45 days after this Motion is filed with the Bankruptcy Court and served according to the Court's *Order Approving Case Management Procedures* [Docket No. 128].

F. Effect of the Bar Dates

18. The Debtors propose that, pursuant to Bankruptcy Rule 3003(c)(2),⁵ any Claimant, including any Claimant holding a Claim arising under section 503(b)(9) of the Bankruptcy Code (as discussed herein), who is required, but fails, to file a Proof of Claim in accordance with the Order on or before the applicable Bar Date, or by other order of the Court, shall be forever barred, stopped, and enjoined from asserting such Claim against the Debtors (or filing a Proof of Claim with respect thereto). Furthermore, the Debtors' property shall be forever discharged from any and all indebtedness or liability with respect to such Claim, and such holder shall not (a) be treated as a creditor with respect to such Claim; (b) be permitted to vote to accept or reject any plan of reorganization filed in these chapter 11 cases; (c) participate in any distribution in these chapter 11 cases on account of such Claim; or (d) be permitted to receive further notices regarding such Claim.

Basis for Relief

A. The General Bar Date is Appropriate.

19. Courts routinely set bar dates by which claimants must file their proofs of claim for alleged claims that are unscheduled or scheduled as disputed, contingent, or unliquidated. 11 U.S.C. § 1111(a); FED. R. BANKR. P. 3003(c)(2). Courts set bar dates because they are essential to the effective and efficient administration of a bankruptcy case. See In re J.S. II, L.L.C., 389 B.R. 563, 566 (Bankr. N.D. Ill. 2008) (noting that bar dates “are integral to the bankruptcy case, allowing efficient administration of the case and effective resolution of disputes”); In re Nat'l Steel Corp., 316 B.R. 510, 514 (Bankr. N.D. Ill. 2004) (“[F]ixing a bar date is not merely a routine step, but rather it promotes efficiency in the reorganization process by promptly

⁵ Bankruptcy Rule 3003(c)(2) provides, in pertinent part, that “[a]ny creditor or equity security holder whose claim or interest is not scheduled or scheduled as disputed, contingent, or unliquidated shall file a proof of claim or interest within the time prescribed by [the Bankruptcy Rules].” FED. R. BANKR. P. 3003(c)(2).

identifying claims that the plan must consider for the Debtor and other plan proponents.”)
(internal citations omitted).

20. Bankruptcy Rule 3003(c)(3) provides that the Court shall fix the time within which proofs of claims must be filed in a chapter 11 case pursuant to section 501 of the Bankruptcy Code. Bankruptcy Rule 3003(c)(2) provides that any creditor whose claim is not scheduled in the debtor’s schedules or whose claim is scheduled as disputed, contingent or unliquidated must file a proof of claim. The local bankruptcy rules for the United States Bankruptcy Court for the Northern District of Illinois (the “Local Bankruptcy Rules”) do not specify a time by which proofs of claim must be filed in these chapter 11 cases.

21. Naturally, the Debtors’ prospects for a confirming a viable plan of reorganization will depend, at least in part, on the Debtor having certainty about the scope and size of the claims that will be asserted against their estates. Moreover, the likelihood of confirming a plan of reorganization that garners the support of the Debtors’ key stakeholder constituencies could be significantly forestalled until some definite answers regarding the number and amount of claims are determined with precision. Thus, it is essential to ascertain the full nature, extent, and scope of the claims asserted against the Debtors and their estates.

22. Bankruptcy courts in this district regularly grant the relief requested herein. See, e.g., In re Shorebank Corp., No. 12-00581 (ABG) (Bankr. N.D. Ill. Jan. 12, 2012); In re Clare Oaks, No. 11-48903 (PSH) (Bankr. N.D. Ill. Dec. 13, 2012); In re Corus Bankshares, Inc., No. 10-23881 (PSH) (Bankr. N.D. Ill. July 9, 2010); In re Hartmarx Corp., No. 09-02046 (Bankr. N.D. Ill. May 5, 2009); In re Kimball Hill Inc., No. 08-10095 (Bankr. N.D. Ill. June 11, 2008); In re Select Snacks, Inc., No. 07-18769 (Bankr. N.D. Ill. Nov. 8, 2007); In re Enesco Group, Inc.,

No. 07-00565 (Bankr. N.D. Ill. Feb. 28, 2007); In re UAL Corp., No. 02-B-48191 (ERW) (Bankr. N.D. Ill. Feb. 27, 2003).

B. The Governmental Bar Date is Appropriate.

23. Pursuant to section 502(b)(9) of the Bankruptcy Code, the “claim of a governmental unit shall be timely filed if it is filed before 180 days after the date of the order for relief or such later time as the Federal Rules of Bankruptcy Procedure may provide[.]” 11 U.S.C. § 502(b)(9).

24. Bankruptcy courts in this district regularly set the bar date for governmental units as 180 days after a debtor’s petition date. See, e.g., In re Clare Oaks, No. 11-48903 (PSH) (Bankr. N.D. Ill. Dec. 13, 2012); In re Corus Bankshares, Inc., No. 10-23881 (PSH) (Bankr. N.D. Ill. July 9, 2010); In re Hartmarx Corp., No. 09-02046 (Bankr. N.D. Ill. May 5, 2009); In re Kimball Hill, Inc., No. 08-10095 (Bankr. N.D. Ill. June 11, 2008); In re Select Snacks, Inc., No. 07-19769 (Bankr. N.D. Ill. Nov. 8, 2007). As such, the Debtors respectfully request such relief in these chapter 11 cases.

C. The Bar Dates Should Apply to Section 503(b)(9) Claims.

25. Section 503(b)(9) of the Bankruptcy Code does not set a date by which such claims must be asserted, but any Claims arising under section 503(b)(9) arose prepetition, and the applicable Claimants should be aware of such Claims well before the General Bar Date. Courts in this district have required filing of a Proof of Claim for Claims arising under section 503(b)(9). See, e.g., In re Clare Oaks, No. 11-48903 (PSH) (Bankr. N.D. Ill. Dec. 13, 2012); In re Corus Bankshares, Inc., No. 10-23881 (PSH) (Bankr. N.D. Ill. July 9, 2010); In re Hartmarx Corp., No. 09-02046 (Bankr. N.D. Ill. May 5, 2009); In re Kimball Hill, Inc., No. 08-10095 (Bankr. N.D. Ill. June 11, 2008); In re Select Snacks, Inc., No. 07-19769 (Bankr. N.D. Ill. Nov. 8, 2007). Approval of the Bar Dates and related procedures with respect to Claims under section

503(b)(9) of the Bankruptcy Code in this case would, among other things, permit an expeditious determination of such Claims and, therefore, assist the Debtors with formulating their chapter 11 plan without prejudicing any of the Claimants. As such, the Debtors respectfully request that the Bar Dates apply to, among others, Claims under section 503(b)(9) of the Bankruptcy Code.

D. The Proposed Notice Procedures are Adequate and Sufficient.

26. The setting of the Bar Dates will not come at the expense of the Claimants. The General Bar Date provides Claimants approximately 135 days from the Petition Date to file Proofs of Claim. As noted above, the Debtors filed the Schedules on February 14, 2013. The Schedules will have been publicly available to Claimants and other parties in interest for approximately 76 days before the General Bar Date. This should afford parties ample time to review the Schedules and determine whether or not they need to file Proof of Claims in advance of the respective Bar Dates. Accordingly, no party will be prejudiced by the Debtors' request to set the Bar Date thirty days from the Bar Date notice.

27. In addition, the Debtors will provide notice by publication of the Bar Dates in *The Chicago Tribune* and *The New York Times*. See In re CMC Heartland Partners, 974 F.2d 775, 789 (7th Cir. 1992) (noting that publication in national newspapers may provide sufficient notice of claims bar date). Consequently, the Debtors submit that their proposed notice procedures will ensure that the Bar Dates will leave the rights of Claimants unimpaired while facilitating the expeditious administration of their estates.

Reservation of Rights

28. Nothing contained herein is intended or should be construed as an admission as to the validity of any claim against the Debtors, a waiver of the Debtors' rights to dispute any claim, or an approval or assumption of any agreement, contract or lease under section 365 of the

Bankruptcy Code. The Debtors expressly reserve their rights to contest any Claim or Proof of Claim.

Notice

29. The Debtors have provided notice of this Motion to: (a) the Office of the U.S. Trustee; (b) the Committee; (c) the indenture trustee for the Debtors' senior unsecured notes; (d) counsel to the ad hoc committee of certain holders of the Debtors' senior unsecured notes; (e) the indenture trustee for the lessor notes related to the Debtors' Powerton generating station in Pekin, Illinois, and units 7 and 8 of the Debtors' Joliet, Illinois, generating station and the pass-through trustee for the related pass-through certificates; (f) counsel to the ad hoc committee of certain holders of pass-through certificates related to the Debtors' Powerton and Joliet generating stations; (g) the owner trusts and the equity investors for the Debtors' Powerton and Joliet generating stations (and their respective counsel, if known); (h) the state attorneys general for states in which the Debtors conduct business; (i) United States Attorney for the Northern District of Illinois; (j) the Internal Revenue Service; (k) the Securities and Exchange Commission; and (l) the Environmental Protection Agency and similar state environmental agencies for states in which the Debtors conduct business. In light of the nature of the relief requested herein, the Debtors respectfully submit that no further notice is necessary.

No Prior Request

30. No prior request for the relief sought in this Motion has been made to this or any other court.

[Remainder of page intentionally left blank.]

WHEREFORE, the Debtors respectfully request that the Court enter an order, substantially in the form attached hereto as **Exhibit A**, (a) granting the relief requested herein and (b) granting such other and further relief as the Court deems appropriate.

Dated: March 26, 2013

/s/ David R. Seligman, P.C.

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and Conflicts Counsel to the other Debtors
and Debtors in Possession*

EXHIBIT A

Proposed Order

UNITED STATES BANKRUPTCY COURT
NORTHERN DISTRICT OF ILLINOIS
Eastern Division

In Re:) BK No.: 12-49219
EDISON MISSION ENERGY, et al.,) (Jointly Administered)
) Chapter: 11
) Honorable Jacqueline Cox
)
)
Debtor(s))

Re: Docket No. _____

**ORDER (A) SETTING BAR DATES FOR FILING
PROOFS OF CLAIM, INCLUDING 503(B)(9) PROOFS OF
CLAIM AND (B) APPROVING THE FORM AND MANNER OF NOTICE THEREOF**

Upon the motion (the “Motion”) of the above-captioned debtors and debtors in possession (collectively, the “Debtors”) for entry of an order (this “Order”) (a) setting bar dates for filing proofs of claim and (b) approving the form and manner of notice thereof, all as more fully set forth in the Motion; and the Court having found that the Court has jurisdiction over this matter pursuant to 28 U.S.C. §§ 157 and 1334; and the Court having found that this is a core proceeding pursuant to 28 U.S.C. § 157(b)(2); and the Court having found that venue of this proceeding and the Motion in this district is proper pursuant to 28 U.S.C. §§ 1408 and 1409; and the Court having found that the relief requested in the Motion is in the best interests of the Debtors’ estates, their creditors, and other parties in interest; and the Court having found that the Debtors provided appropriate notice of the Motion and the opportunity for a hearing on the Motion under the circumstances; and the Court having reviewed the Motion and having heard the statements in support of the relief requested therein at a hearing before the Court (the “Hearing”); and the Court having determined that the legal and factual bases set forth in the Motion and at the Hearing establish just cause for the relief granted herein; and upon all of the proceedings had before the Court; and after due deliberation and sufficient cause appearing therefor, it is HEREBY ORDERED THAT:

1. The Motion is granted as set forth herein. Capitalized terms used but not otherwise defined herein shall have the meanings ascribed to them in the Motion.
2. Except as otherwise set forth herein, all Claimants (other than governmental units) holding or wishing to assert a Claim that arose before the Petition Date against the Debtors in these chapter 11 cases are required to file a Proof of Claim by June 1, 2013, the General Bar Date.
3. Except as otherwise set forth herein, the Bar Date for all governmental units to file a Proof of Claim in these chapter 11 cases is June 15, 2013.
4. In the event that the Debtors amend their Schedules to reduce, delete, or change the status of a Claim in the Schedules, the bar date for filing a Proof of Claim with respect to such Claim shall be the later of (i) the General Bar Date and (ii) 30 days after the applicable Claimant is served with notice that the Debtors have amended their Schedules reducing, deleting, or changing the status of such Claim.
5. Except as otherwise set forth in any order authorizing the rejection of an executory contract or unexpired lease, the Bar Date by which a Proof of Claim relating to the Debtors’ rejection of such

contract or lease must be filed by the latest of: (a) the General Bar Date; (b) 30 days after the date of the entry of any order authorizing the rejection of an executory contract or unexpired lease; and (c) 30 days after the effective date of the rejection of such executory contract or unexpired lease.

6. The Bar Dates apply to all Claims held or to be asserted against the Debtors, including the following:

a. any Claim that is listed in the Schedules as “contingent,” “unliquidated,” “disputed” (or any combination thereof) if the applicable Claimant desires to participate in these chapter 11 cases or share in any distribution in these chapter 11 cases on account of such Claim;

b. any Claim that is listed in the Schedules that the applicable Claimant believes should be listed or classified other than as set forth in the Schedules;

c. any Claim against the Debtors that is not listed in the applicable Schedules; and

d. any Claim under section 503(b)(9) of the Bankruptcy Code for goods received by the Debtors within 20 days before the Petition Date.

7. A Proof of Claim need not be filed by any Claimant holding or wishing to assert Claims against the Debtors of the types set forth in clauses (a) through (e) below:

a. any Claims listed in the Debtors’ Schedules or any amendments thereto, which are not listed as “contingent,” “unliquidated,” “disputed” (or any combination thereof) and are not disputed by the Claimant holding such Claim as to nature, amount, or classification;

b. any Claims for which a Proof of Claim has already been filed with the Court;

c. any Claims that are limited exclusively to the repayment of principal, interest and/or other applicable fees, and charges (“Debt Claim”) owed under any bond debenture or note issued by the Debtors (a “Debt Instrument”); provided, however: (i) an indenture trustee under a Debt Instrument (the “Indenture Trustee”) must file one Proof of Claim, on or before the General Bar Date, with respect to all of the amounts owed under such Debt Instruments and (ii) any holder of a Debt Claim wishing to assert a Claim, other than a Debt Claim, arising out of or relating to a Debt Instrument must file a Proof of Claim on or before the General Bar Date, unless another exception in this paragraph 10 applies;

d. any Claims previously allowed by, or paid pursuant to, an order of the Court; and

e. any Claims allowable under section 503(b) and 507(a)(1) of the Bankruptcy Code as administrative expenses of the Debtors’ chapter 11 cases, with the exception of Claims allowable under section 503(b)(9) of the Bankruptcy Code, which shall be filed as provided above.

8. The Debtors retain the right to: (a) dispute and assert offsets or defenses against any filed Claim or any Claim whether or not listed or reflected in the Schedules as to the nature, amount, liability, classification, or otherwise of such Claim; and (b) subsequently designate any Claim as contingent, unliquidated, or disputed.

9. Pursuant to Bankruptcy Rule 3003(c)(2), any Claimant, including any Claimant holding a Claim arising under section 503(b)(9) of the Bankruptcy Code, who is required, but fails, to file a Proof of

Claim in accordance with this Order on or before the applicable Bar Date, or by other order of the Court, shall be forever barred, stopped, and enjoined from asserting such Claim against the Debtors (or filing a Proof of Claim with respect thereto), and the Debtors' property shall be forever discharged from any and all indebtedness or liability with respect to such Claim, and such holder shall not (a) be treated as a creditor with respect to such Claim; (b) be permitted to vote to accept or reject any plan of reorganization filed in these chapter 11 cases; (c) participate in any distribution in these chapter 11 cases on account of such Claim; or (d) be permitted to receive further notices regarding such Claim.

10. For any Proof of Claim to be validly and properly filed, a signed original of the completed Proof of Claim, together with accompanying documentation, must be delivered to the Claims Agent at the address set forth on the Bar Date Notice attached hereto as Exhibit 1 so as to be received no later than 4:00 p.m. (prevailing Central Time) on the respective Bar Date.

11. Each Proof of Claim must: (a) be written in English; (b) include a Claim amount denominated in United States dollars; (c) conform substantially with the applicable Proof of Claim form included with the Bar Date Notice or Official Form 10; and (d) be signed by the Claimant or if the Claimant is not an individual, by an authorized agent of the Claimant.

12. Each Proof of Claim must include supporting documentation (or, if such documentation is voluminous, include a summary of such documentation) or an explanation as to why such documentation is not available; provided, that a Proof of Claim may be submitted without supporting documentation upon the prior written consent of the Debtors and any other party in interest; provided further that any Claimant that received such written consent shall be required to transmit such written consent to the Debtors or other party in interest upon request no later than 10 days from the date of such request.

13. Claimants are permitted to submit Proofs of Claim in person, by courier service, overnight delivery, or first class U.S. mail only; facsimile and electronic mail submissions are not acceptable. Proofs of Claim are deemed filed when actually received by the Claims Agent (not the date of the postmark). If a Claimant wishes to receive acknowledgment of receipt of such Claimant's Proof of Claim, such Claimant must submit a copy of the Proof of Claim and a self-addressed, stamped envelope to the Claims Agent along with the original Proof of Claim.

14. The form of the Bar Date Notice annexed hereto as Exhibit 1 is approved and shall be deemed adequate and sufficient. The Bar Date Notice shall be mailed by the Claims Agent by first class U.S. mail, postage prepaid, to the address of the Claimant as it appears on the Debtors' books and records no later than five days after the entry of the Proposed Order, but in no event later than 30 days before the earliest Bar Date, to all known Claimants holding potential Claims.

15. The Debtors are directed to give notice of the Bar Dates by publishing the Bar Date Notice once each in The Chicago Tribune and the national edition of The New York Times. Additionally, the Debtors are hereby authorized, but not required, to publish the Bar Date Notice at such times and in such trade or other publications as the Debtors shall determine. Such notices, if published, shall be published on or before 30 days before the earliest Bar Date.

16. The Debtors are authorized to enter into such transactions to cause such publication to be made and to make reasonable payments required for such publications.

17. Provision of notice of the Bar Dates as set forth in this Order, in the manner set forth herein,

constitutes adequate and sufficient notice of each of the Bar Dates and is deemed to satisfy all applicable notice requirements.

18. All Claimants that rely on the Schedules with respect to filing a Proof of Claim in these chapter 11 cases are responsible for determining that their Claims are accurately listed therein.

19. The Debtors are authorized to take all actions necessary to effectuate the relief granted pursuant to this Order in accordance with the Motion.

20. All time periods set forth in this Order shall be calculated in accordance with Bankruptcy Rule 9006(a).

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

22. Notwithstanding the possible applicability of Bankruptcy Rules 6004(h), 7062, 9014 or otherwise, the terms and conditions of this Order shall be immediately effective and enforceable upon its entry.

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

Enter:

Dated:

United States Bankruptcy Judge

Prepared by:

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David R. Seligman, P.C.
Sarah Hiltz Seewer
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- and -

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Counsel to the Debtors
and Debtors in Possession
Other than Camino Energy Company

- and -

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Counsel to Debtor Camino Energy Company
and Conflicts Counsel to the other Debtors
and Debtors in Possession

EXHIBIT 1

Bar Date Notice

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

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

NOTICE OF BAR DATES FOR FILING PROOFS OF CLAIMS

TO: ALL ENTITIES WHO MAY HAVE CLAIMS AGAINST THE DEBTORS:

PLEASE TAKE NOTICE THAT on April __, 2013, the Bankruptcy Court entered an order [Docket No. __] in the jointly administered chapter 11 cases of Edison Mission Energy and its debtor affiliates (the "Bar Date Order") establishing **June 1, 2013** as the general claims bar date (the "General Bar Date") and **June 15, 2013** as the governmental unit claims bar date (the "Governmental Bar Date," and along with the General Bar Date, the Amended Schedule Bar Date (as defined herein) and the Rejection Claim Bar Date (as defined herein), the "Bar Dates").

Pursuant to the Bar Date Order, all entities (as defined in section 101(15) of the Bankruptcy Code, 11 U.S.C. §§ 101-1532 (the "Bankruptcy Code")) holding or wishing to assert a claim (as defined in section 101(5) of the Bankruptcy Code) that arose before December 17, 2012 (the "Petition Date") against the Debtors (collectively, the "Claims" and the holders of such Claims, collectively, the "Claimants") are required to file proof of such Claim (the "Proof of Claim") in these chapter 11 cases by the applicable Bar Dates, unless otherwise provided herein.

1. WHO MUST FILE A PROOF OF CLAIM

Claimants holding or wishing to assert Claims against the Debtors must file a Proof of Claim on or before the applicable Bar Dates with respect to the following Claims, unless otherwise provided herein: (a) any Claim that is listed in the Debtors' schedules of assets and

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 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.

liabilities (the “Schedules”) as “contingent,” “unliquidated,” “disputed” (or any combination thereof) if the holder of such Claim desires to participate in any of these chapter 11 cases or share in any distribution in these chapter 11 cases account of such Claim; (b) any Claim that is listed in the Schedules that the holder of such Claim believes should be listed or classified other than as set forth in the Schedules; (c) any Claim against the Debtors that is not listed in the applicable Schedules; and (d) any Claim under section 503(b)(9) of the Bankruptcy Code for goods received by the Debtors within 20 days before the Petition Date.

Any Claimant whose Claim has been reduced, deleted, or the status of which has been changed in connection with the Debtors amending the Schedules must file a Proof of Claim with respect to such Claim on or before the later of: (i) the applicable Bar Dates; and (ii) 30 days after such Claimant is served with notice that the Debtors have amended their Schedules (the “Amended Schedule Bar Date”).

2. WHO NEED *NOT* FILE A PROOF OF CLAIM

A Proof of Claim need *not* be filed on or before the applicable Bar Dates for Claims asserted against the Debtors of the types set forth below:

- (a) any Claims listed in the Debtors’ Schedules or any amendments thereto, which are not listed as “contingent,” “unliquidated,” “disputed” (or any combination thereof) and are not disputed by the Claimant holding such Claim as to nature, amount, or classification;
- (b) any Claims for which a Proof of Claim has already been filed with the Court;
- (c) any Claims that are limited exclusively to the repayment of principal, interest and/or other applicable fees, and charges (“Debt Claim”) owed under any bond debenture or note issued by the Debtors (a “Debt Instrument”); provided, however: (i) an indenture trustee under a Debt Instrument (the “Indenture Trustee”) must file one Proof of Claim, on or before the General Bar Date, with respect to all of the amounts owed under such Debt Instruments and (ii) any holder of a Debt Claim wishing to assert a Claim, other than a Debt Claim, arising out of or relating to a Debt Instrument must file a Proof of Claim on or before the General Bar Date, unless another exception in this paragraph 10 applies;
- (d) any Claims previously allowed by, or paid pursuant to, an order of the Court; and
- (e) any Claims allowable under section 503(b) and 507(a)(1) of the Bankruptcy Code as administrative expenses of the Debtors’ chapter 11 cases, with the exception of Claims allowable under section 503(b)(9) of the Bankruptcy Code, which shall be filed as provided above.

3. CLAIMS BASED ON REJECTION OF EXECUTORY CONTRACTS AND UNEXPIRED LEASES

For a Claim that arises out of the rejection of an executory contract or an unexpired lease, the Claimant holding such Claim must file a Proof of Claim on or before the latest of: (a) the

applicable Bar Dates; (b) 30 days after the date of entry of any order authorizing the rejection of an executory contract or unexpired lease; and (c) 30 days after the effective date of the rejection of such executory contract or unexpired lease (the "Rejection Bar Date").

4. WHEN AND WHERE TO FILE PROOFS OF CLAIM

Except as provided herein, the Bar Date Order requires that any Claims against the Debtors be filed with the claims agent appointed by the Bankruptcy Court, the Garden City Group, Inc. (the "Claims Agent"), by submitting a Proof of Claim, so that such Proof of Claim is *actually received* on or before 4:00 p.m. (prevailing Central Time) on the applicable Bar Date at the following address:

If by regular mail
Edison Mission Energy. et al.
c/o GCG, Inc.
P.O. Box 9942
Dublin, OH 43017-5942

or

If by messenger or overnight delivery
Edison Mission Energy Claims Processing
c/o GCG, Inc.
5151 Blazer Parkway, Suite A
Dublin, OH 43017

Proofs of Claim are deemed filed only when they are actually received by the Claims Agent (not the date of the postmark). Submission by facsimile and electronic mail will *not* be accepted.

5. CONSEQUENCES OF FAILURE TO FILE A PROOF OF CLAIM BY THE BAR DATES

PLEASE TAKE NOTICE THAT ANY CLAIMANT THAT IS REQUIRED TO FILE A PROOF OF CLAIM IN THESE CHAPTER 11 CASES BUT FAILS TO DO SO BY ON OR BEFORE 4:00 P.M. (PREVAILING CENTRAL TIME) ON THE APPLICABLE BAR DATE MAY BE FOREVER BARRED, ESTOPPED, AND ENJOINED FROM: (i) ASSERTING ANY CLAIM AGAINST THE DEBTORS (OR FILING A PROOF OF CLAIM WITH RESPECT THERETO) THAT (A) IS NOT LISTED IN THE SCHEDULES, (B) IS IN AN AMOUNT THAT EXCEEDS THE AMOUNT, IF ANY, THAT IS SET FORTH IN THE SCHEDULES OR (C) IS OF A DIFFERENT NATURE OR IN A DIFFERENT CLASSIFICATION (ANY SUCH CLAIM IS REFERRED TO AS AN "UNSCHEDULED CLAIM"); AND (ii) VOTING UPON, OR RECEIVING DISTRIBUTIONS UNDER, ANY PLAN OF REORGANIZATION IN RESPECT OF AN UNSCHEDULED CLAIM; AND THE DEBTORS AND ITS PROPERTY WILL BE FOREVER DISCHARGED FROM ANY AND ALL

INDEBTEDNESS OR LIABILITY WITH RESPECT TO SUCH UNSCHEDULED CLAIM.

6. ACCESS TO PROOFS OF CLAIM

A Proof of Claim form and a copy of the Bar Date Order may be obtained by contacting the Claims Agent at GCG, Inc., P.O. Box 9942, Dublin, Ohio, 43017-5942, Telephone: 1-866-241-6491 or by accessing the Claims Agent's case website at www.edisonmissionrestructuring.com. The Claims Agent cannot advise you whether you should file a Proof of Claim. Notwithstanding anything set forth in this Notice of Bar Dates, the Debtors retain the right to: (i) dispute and assert offsets or defenses against any filed Claim or any Claim listed or reflected in the Schedules as to the nature, amount, liability, classification or otherwise of such Claim; and (ii) subsequently designate any Claim as contingent, unliquidated, disputed, or any combination thereof.

The fact that you received this Notice does not mean that you have a Claim against the Debtors. You should consult your own attorney or other professional advisor to determine whether you hold a Claim against the Debtors. Neither the Debtors' counsel nor the Bankruptcy Court Clerk's Office can give you legal advice.

Chicago, Illinois

Dated: _____, 2013

EDISON MISSION ENERGY, et al.
Debtors

7. **Documents:** Attached are **redacted** copies of any documents that support the claim, such as promissory notes, purchase orders, invoices, itemized statements of running accounts, contracts, judgments, mortgages, and security agreements. If the claim is secured, box 4 has been completed, and **redacted** copies of documents providing evidence of perfection of a security interest are attached. (See instruction #7, and the definition of "redacted".)

DO NOT SEND ORIGINAL DOCUMENTS. ATTACHED DOCUMENTS MAY BE DESTROYED AFTER SCANNING.

If the documents are not available, please explain: _____

8. **Signature:** (See instruction #8)
Check the appropriate box.

- I am the creditor
- I am the creditor's authorized agent.
(Attach copy of power of attorney, if any.)
- I am the trustee, or the Debtor, or their authorized agent. (See Bankruptcy Rule 3004.)
- I am a guarantor, surety, indorser, or other codebtor. (See Bankruptcy Rule 3005.)

I declare under penalty of perjury that the information provided in this claim is true and correct to the best of my knowledge, information, and reasonable belief.

Print Name: _____

Title: _____ (Signature) _____ (Date)

Company: _____
Address and telephone number (if different from notice address above):

Telephone number: _____ email: _____

Penalty for presenting fraudulent claim: Fine of up to \$500,000 or imprisonment for up to 5 years, or both. 18 U.S.C. §§ 152 and 3571.

INSTRUCTIONS FOR PROOF OF CLAIM FORM

The instructions and definitions below are general explanations of the law. In certain circumstances, such as bankruptcy cases not filed voluntarily by the Debtor, exceptions to these general rules may apply. The attorneys for the Debtors and their court-appointed claims agent, GCG, are not authorized and are not providing you with any legal advice.

PLEASE SEND YOUR ORIGINAL, COMPLETED CLAIM FORM AS FOLLOWS: **IF BY MAIL:** EDISON MISSION ENERGY, ET AL., c/o GCG, P.O. BOX 9942, DUBLIN, OH 43017-5942. **IF BY HAND OR OVERNIGHT COURIER:** EDISON MISSION ENERGY, ET AL., c/o GCG, 5151 BLAZER PARKWAY, SUITE A, DUBLIN, OH 43017. ANY PROOF OF CLAIM SUBMITTED BY FACSIMILE OR EMAIL WILL NOT BE ACCEPTED.

THE GENERAL BAR DATE IN THESE CHAPTER 11 CASES IS JUNE 1, 2013 AT 4:00 P.M. (PREVAILING CENTRAL TIME)
THE GOVERNMENTAL BAR DATE IN THESE CHAPTER 11 CASES IS JUNE 15, 2013 AT 4:00 P.M. (PREVAILING CENTRAL TIME)

Items to be completed in Proof of Claim Form

Court, Name of Debtor, and Case Number:

These chapter 11 cases were commenced in the United States Bankruptcy Court for the Northern District of Illinois on December 17, 2012 (the "Petition Date"). You should select the Debtor against which you are asserting your claim.

A SEPARATE PROOF OF CLAIM FORM MUST BE FILED AGAINST EACH DEBTOR.

Creditor's Name and Address:

Fill in the name of the person or entity asserting a claim and the name and address of the person who should receive notices issued during the bankruptcy case. Please provide us with a valid email address. A separate space is provided for the payment address if it differs from the notice address. The creditor has a continuing obligation to keep the court informed of its current address. See Federal Rule of Bankruptcy Procedure (FRBP) 2002(g).

1. Amount of Claim as of Date Case Filed:

State the total amount owed to the creditor on the date of the bankruptcy filing. Follow the instructions concerning whether to complete items 4 and 5. Check the box if interest or other charges are included in the claim.

2. Basis for Claim:

State the type of debt or how it was incurred. Examples include goods sold, money loaned, services performed, personal injury/wrongful death, car loan, mortgage note, and credit card. If the claim is based on delivering health care goods or services, limit the disclosure of the goods or services so as to avoid embarrassment or the disclosure of confidential health care information. You may be required to provide additional disclosure if an interested party objects to your claim.

3. Last Four Digits of Any Number by Which Creditor Identifies Debtor:

State only the last four digits of the Debtor's account or other number used by the creditor to identify the Debtor.

3a. Debtor May Have Scheduled Account As:

Report a change in the creditor's name, a transferred claim, or any other information that clarifies a difference between this proof of claim and the claim as scheduled by the Debtor.

3b. Uniform Claim Identifier:

If you use a uniform claim identifier, you may report it here. A uniform claim identifier is an optional 24-character identifier that certain large creditors use to facilitate electronic payment in chapter 13 cases.

4. Secured Claim:

Check whether the claim is fully or partially secured. Skip this section if the claim is entirely unsecured. (See Definitions.) If the claim is secured, check the box for the nature and value of property that secures the claim, attach copies of lien documentation, and state, as of the date of the bankruptcy filing, the annual interest rate (and whether it is fixed or variable), and the amount past due on the claim.

5. Amount of Claim Entitled to Priority Under 11 U.S.C. § 507(a):

If any portion of the claim falls into any category shown, check the appropriate box(es) and state the amount entitled to priority. (See Definitions.) A claim may be partly priority and partly non-priority. For example, in some of the categories, the law limits the amount entitled to priority.

6. Credits:

An authorized signature on this proof of claim serves as an acknowledgment that when calculating the amount of the claim, the creditor gave the Debtor credit for any payments received toward the debt.

7. Documents:

Attach redacted copies of any documents that show the debt exists and a lien secures the debt. You must also attach copies of documents that evidence perfection of any security interest. You may also attach a summary in addition to the documents themselves. FRBP 3001(c) and (d). If the claim is based on delivering health care goods or services, limit disclosing confidential health care information. Do not send original documents, as attachments may be destroyed after scanning.

8. Date and Signature:

The individual completing this proof of claim must sign and date it. FRBP 9011. If the claim is filed electronically, FRBP 5005(a)(2) authorizes courts to establish local rules specifying what constitutes a signature. If you sign this form, you declare under penalty of perjury that the information provided is true and correct to the best of your knowledge, information, and reasonable belief. Your signature is also a certification that the claim meets the requirements of FRBP 9011(b). Whether the claim is filed electronically or in person, if your name is on the signature line, you are responsible for the declaration. Print the name and title, if any, of the creditor or other person authorized to file this claim. State the filer's address and telephone number if it differs from the address given on the top of the form for purposes of receiving notices. If the claim is filed by an authorized agent, attach a complete copy of any power of attorney, and provide both the name of the individual filing the claim and the name of the agent. If the authorized agent is a servicer, identify the corporate servicer as the company. Criminal penalties apply for making a false statement on a proof of claim.

DEFINITIONS

INFORMATION

Debtor

A Debtor is the person, corporation, or other entity that has filed a bankruptcy case.

Creditor

A creditor is the person, corporation, or other entity to whom the Debtor owes a debt that was incurred before the date of the bankruptcy filing. See 11 U.S.C. § 101 (10).

Claim

A claim is the creditor's right to receive payment for a debt owed by the Debtor on the date of the bankruptcy filing. See 11 U.S.C. § 101 (5). A claim may be secured or unsecured.

Proof of Claim

A proof of claim is a form used by the creditor to indicate the amount of the debt owed by the Debtor on the date of the bankruptcy filing. The creditor must file the form with GCG as described in the instructions above and in the Bar Date Notice.

Secured Claim Under 11 U.S.C. § 506 (a)

A secured claim is one backed by a lien on property of the Debtor. The claim is secured so long as the creditor has the right to be paid from the property prior to other creditors. The amount of the secured claim cannot exceed the value of the property. Any amount owed to the creditor in excess of the value of the property is an unsecured claim. Examples of liens on property include a mortgage on real estate or a security interest in a car. A lien may be voluntarily granted by a Debtor or may be obtained through a court proceeding. In some states, a court judgment is a lien. A claim also may be secured if the creditor owes the Debtor money (has a right to setoff).

Unsecured Claim

An unsecured claim is one that does not meet the requirements of a secured claim. A claim may be partly unsecured if the amount of the claim exceeds the value of the property on which the creditor has a lien.

Claim Entitled to Priority Under 11 U.S.C. § 507 (a)

Priority claims are certain categories of unsecured claims that are paid from the available money or property in a bankruptcy case before other unsecured claims.

Redacted

A document has been redacted when the person filing it has masked, edited out, or otherwise deleted, certain information. A creditor must show only the last four digits of any social-security, individual's tax-identification, or financial-account number, only the initials of a minor's name, and only the year of any person's date of birth. If the claim is based on the delivery of health care goods or services, limit the disclosure of the goods or services so as to avoid embarrassment or the disclosure of confidential health care information.

Evidence of Perfection

Evidence of perfection may include a mortgage, lien, certificate of title, financing statement, or other document showing that the lien has been filed or recorded.

Acknowledgment of Filing of Claim

To receive a date-stamped copy of your proof of claim form, please provide a self-addressed stamped envelope and a copy of your proof of claim form when you submit the original to GCG. You will also receive an acknowledgment letter from GCG after your proof of claim form has been processed.

Offers to Purchase a Claim

Certain entities are in the business of purchasing claims for an amount less than the face value of the claims. One or more of these entities may contact the creditor and offer to purchase the claim. Some of the written communications from these entities may easily be confused with official court documentation or communications from the Debtor. These entities do not represent the bankruptcy court or the Debtor. The creditor has no obligation to sell its claim. However, if the creditor decides to sell its claim, any transfer of such claim is subject to FRBP 3001(e), any applicable provisions of the Bankruptcy Code (11 U.S.C. § 101 et seq.), and any applicable orders of the bankruptcy court.

Display of Proof of Claim on Case Administration Website

As the official claims agent, and in accordance with Federal Bankruptcy Rule 9037(g), GCG will display the first page of your proof of claim form on the case administration website. Please be aware that any personal information not otherwise redacted on your proof of claim form will be displayed over the internet.

Indicate on the face of the Proof of Claim form the Debtor against which you assert a claim.

Choose only one Debtor for each Proof of Claim form.

Edison Mission Energy 12-49219
Camino Energy Company 12-49222
Chestnut Ridge Energy Company 12-49220
Edison Mission Energy Fuel Services, LLC 12-49221
Edison Mission Fuel Resources, Inc. 12-49223
Edison Mission Fuel Transportation, Inc. 12-49224
Edison Mission Holdings Co. 12-49225
Edison Mission Midwest Holdings Co. 12-49226
Midwest Finance Corp. 12-49227
Midwest Generation EME, LLC 12-49228
Midwest Generation, LLC 12-49218
Midwest Generation Procurement Services, LLC 12-49229
Midwest Peaker Holdings, Inc. 12-49230
Mission Energy Westside, Inc. 12-49231
San Joaquin Energy Company 12-49232
Southern Sierra Energy Company 12-49233
Western Sierra Energy Company 12-49234



UNITED STATES BANKRUPTCY COURT FOR THE NORTHERN DISTRICT OF ILLINOIS				PROOF OF CLAIM	
Name of Debtor (Check Only One): <input type="checkbox"/> Edison Mission Energy <input type="checkbox"/> Camino Energy Company <input type="checkbox"/> Chestnut Ridge Energy Company <input type="checkbox"/> Edison Mission Energy Fuel Services, LLC <input type="checkbox"/> Edison Mission Fuel Resources, Inc. <input type="checkbox"/> Edison Mission Fuel Transportation, Inc. <input type="checkbox"/> Edison Mission Holdings Co. <input type="checkbox"/> Edison Mission Midwest Holdings Co. <input type="checkbox"/> Midwest Finance Corp.	Case No. 12-49219 12-49222 12-49220 12-49221 12-49223 12-49224 12-49225 12-49226 12-49227	Name of Debtor (Check Only One): <input type="checkbox"/> Midwest Generation EME, LLC <input type="checkbox"/> Midwest Generation, LLC <input type="checkbox"/> Midwest Generation Procurement Services, LLC <input type="checkbox"/> Midwest Peaker Holdings, Inc. <input type="checkbox"/> Mission Energy Westside, Inc. <input type="checkbox"/> San Joaquin Energy Company <input type="checkbox"/> Southern Sierra Energy Company <input type="checkbox"/> Western Sierra Energy Company	Case No. 12-49228 12-49218 12-49229 12-49230 12-49231 12-49232 12-49233 12-49234	<u>Your Claim is Scheduled As Follows:</u> If an amount is identified above, you have a claim scheduled by one of the Debtors as shown. (This scheduled amount of your claim may be an amendment to a previously scheduled amount.) If you agree with the amount and priority of your claim as scheduled by the Debtor and you have no other claim against the Debtor, you do not need to file this proof of claim form, EXCEPT AS FOLLOWS: If the amount shown is listed as any of DISPUTED, UNLIQUIDATED, or CONTINGENT, a proof of claim MUST be filed in order to receive any distribution in respect of your claim. If you have already filed a proof of claim in accordance with the attached instructions, you need not file again.	
NOTE: Do not use this form to make a claim for an administrative expense that arises after the bankruptcy filing. You may file a request for payment of an administrative expense according to 11 U.S.C. § 503.					
Name of Creditor (the person or other entity to whom the Debtor owes money or property): Name and address where notices should be sent: Telephone number: Email Address:	<input type="checkbox"/> Check this box to indicate that this claim amends a previously filed claim. Court Claim Number: _____ (If known) Filed on: _____		<input type="checkbox"/> Check this box if you are aware that anyone else has filed a proof of claim relating to this claim. Attach copy of statement giving particulars.		
Name and address where payment should be sent (if different from above): Telephone number: Email Address:	<input type="checkbox"/> Check this box if you are aware that anyone else has filed a proof of claim relating to this claim. Attach copy of statement giving particulars.		If an amount is identified above, you have a claim scheduled by one of the Debtors as shown. (This scheduled amount of your claim may be an amendment to a previously scheduled amount.) If you agree with the amount and priority of your claim as scheduled by the Debtor and you have no other claim against the Debtor, you do not need to file this proof of claim form, EXCEPT AS FOLLOWS: If the amount shown is listed as any of DISPUTED, UNLIQUIDATED, or CONTINGENT, a proof of claim MUST be filed in order to receive any distribution in respect of your claim. If you have already filed a proof of claim in accordance with the attached instructions, you need not file again.		
1. Amount of Claim as of Date Case Filed: \$ _____ If all or part of the claim is secured, complete item 4. If all or part of the claim is entitled to priority, complete item 5. If all or part of the claim arises from the value of any goods received by the Debtor within 20 days before December 17, 2012, the date of commencement of the above case, in which the goods have been sold to the Debtor in the ordinary course of such Debtor's business, pursuant to 11 U.S.C. § 503(b)(9), complete item 6. <input type="checkbox"/> Check this box if the claim includes interest or other charges in addition to the principal amount of the claim. Attach a statement that itemizes interest or charges.					
2. Basis for Claim: (See instruction #2)					
3. Last four digits of any number by which creditor identifies Debtor: _____	3a. Debtor may have scheduled account as: _____ (See instruction #3a)	3b. Uniform Claim Identifier (optional): _____ (See instruction #3b)			
4. Secured Claim (See instruction #4) Check the appropriate box if the claim is secured by a lien on property or a right of setoff, attach required redacted documents, and provide the requested information.					
Nature of property or right of setoff: <input type="checkbox"/> Real Estate <input type="checkbox"/> Motor Vehicle <input type="checkbox"/> Other Describe: _____ Value of Property: \$ _____ Annual Interest Rate _____ % <input type="checkbox"/> Fixed or <input type="checkbox"/> Variable (when case was filed)	Amount of arrearage and other charges, as of the time case was filed, included in secured claim, if any: \$ _____ Basis for perfection: _____ Amount of Secured Claim: \$ _____ Amount Unsecured: \$ _____				
5. Amount of Claim Entitled to Priority under 11 U.S.C. § 507 (a). If any part of the claim falls into one of the following categories, check the box specifying the priority and state the amount.					
<input type="checkbox"/> Domestic support obligations under 11 U.S.C. § 507 (a)(1)(A) or (a)(1)(B). <input type="checkbox"/> Up to \$2,600* of deposits toward purchase, lease, or rental of property or services for personal, family, or household use – 11 U.S.C. § 507 (a)(7).	<input type="checkbox"/> Wages, salaries, or commissions (up to \$11,725*) earned within 180 days before the case was filed or the Debtor's business ceased, whichever is earlier – 11 U.S.C. § 507 (a)(4). <input type="checkbox"/> Taxes or penalties owed to governmental units – 11 U.S.C. § 507 (a)(8).	<input type="checkbox"/> Contributions to an employee benefit plan – 11 U.S.C. § 507 (a)(5). <input type="checkbox"/> Other – Specify applicable paragraph of 11 U.S.C. § 507 (a)(____).	Amount entitled to priority: \$ _____		
*Amounts are subject to adjustment on 4/1/13 and every 3 years thereafter with respect to cases commenced on or after the date of adjustment.					
6. Claim Pursuant to 11 U.S.C. § 503(b)(9): Indicate the amount of your claim arising from the value of any goods received by the Debtor within 20 days before December 17, 2012, the date of commencement of the above cases, in which the goods have been sold to the Debtor in the ordinary course of such Debtor's business. Attach documentation supporting such claim. \$ _____					
7. Credits. The amount of all payments on this claim has been credited for the purpose of making this proof of claim. (See instruction #7)					

8. Documents: Attached are **redacted** copies of any documents that support the claim, such as promissory notes, purchase orders, invoices, itemized statements of running accounts, contracts, judgments, mortgages, and security agreements. [If the claim is secured, box 4 has been completed, and **redacted** copies of documents providing evidence of perfection of a security interest are attached. (See instruction #8, and the definition of "redacted".)]
 DO NOT SEND ORIGINAL DOCUMENTS. ATTACHED DOCUMENTS MAY BE DESTROYED AFTER SCANNING.
 If the documents are not available, please explain: _____

9. Signature: (See instruction #9) Check the appropriate box.
 I am the creditor I am the creditor's authorized agent. I am the trustee, or the Debtor, or their authorized agent. (See Bankruptcy Rule 3004.) I am a guarantor, surety, indorser, or other codebtor. (See Bankruptcy Rule 3005.)
 (Attach copy of power of attorney, if any.)
 I declare under penalty of perjury that the information provided in this claim is true and correct to the best of my knowledge, information, and reasonable belief.
 Print Name: _____
 Title: _____ (Signature) _____ (Date)
 Company: _____
 Address and telephone number (if different from notice address above):

 Telephone number: _____ email: _____

Penalty for presenting fraudulent claim: Fine of up to \$500,000 or imprisonment for up to 5 years, or both. 18 U.S.C. §§ 152 and 3571.

INSTRUCTIONS FOR PROOF OF CLAIM FORM

The instructions and definitions below are general explanations of the law. In certain circumstances, such as bankruptcy cases not filed voluntarily by the Debtor, exceptions to these general rules may apply. The attorneys for the Debtors and their court-appointed claims agent, GCG, are not authorized and are not providing you with any legal advice.

PLEASE SEND YOUR ORIGINAL, COMPLETED CLAIM FORM AS FOLLOWS: **IF BY MAIL:** EDISON MISSION ENERGY, ET AL., c/o GCG, P.O. BOX 9942, DUBLIN, OH 43017-5942. **IF BY HAND OR OVERNIGHT COURIER:** EDISON MISSION ENERGY, ET AL., c/o GCG, 5151 BLAZER PARKWAY, SUITE A, DUBLIN, OH 43017. ANY PROOF OF CLAIM SUBMITTED BY FACSIMILE OR EMAIL WILL NOT BE ACCEPTED.

THE GENERAL BAR DATE IN THESE CHAPTER 11 CASES IS JUNE 1, 2013 AT 4:00 P.M. (PREVAILING CENTRAL TIME)
 THE GOVERNMENTAL BAR DATE IN THESE CHAPTER 11 CASES IS JUNE 15, 2013 AT 4:00 P.M. (PREVAILING CENTRAL TIME)

Items to be completed in Proof of Claim Form

Court, Name of Debtor, and Case Number:
 These chapter 11 cases were commenced in the United States Bankruptcy Court for the Northern District of Illinois on December 17, 2012 (the "Petition Date"). You should select the Debtor against which you are asserting your claim.
A SEPARATE PROOF OF CLAIM FORM MUST BE FILED AGAINST EACH DEBTOR.
Creditor's Name and Address:
 Fill in the name of the person or entity asserting a claim and the name and address of the person who should receive notices issued during the bankruptcy case. Please provide us with a valid email address. A separate space is provided for the payment address if it differs from the notice address. The creditor has a continuing obligation to keep the court informed of its current address. See Federal Rule of Bankruptcy Procedure (FRBP) 2002(g).
1. Amount of Claim as of Date Case Filed:
 State the total amount owed to the creditor on the Petition Date. Follow the instructions concerning whether to complete items 4, 5 and 6. Check the box if interest or other charges are included in the claim.
2. Basis for Claim:
 State the type of debt or how it was incurred. Examples include goods sold, money loaned, services performed, personal injury/wrongful death, car loan, mortgage note, and credit card. If the claim is based on delivering health care goods or services, limit the disclosure of the goods or services so as to avoid embarrassment or the disclosure of confidential health care information. You may be required to provide additional disclosure if an interested party objects to your claim.
3. Last Four Digits of Any Number by Which Creditor Identifies Debtor: State only the last four digits of the Debtor's account or other number used by the creditor to identify the Debtor.
3a. Debtor May Have Scheduled Account As:
 Report a change in the creditor's name, a transferred claim, or any other information that clarifies a difference between this proof of claim and the claim as scheduled by the Debtor.
3b. Uniform Claim Identifier:
 If you use a uniform claim identifier, you may report it here. A uniform claim identifier is an optional 24-character identifier that certain large creditors use to facilitate electronic payment in chapter 13 cases.
4. Secured Claim:
 Check whether the claim is fully or partially secured. Skip this section if the claim is entirely unsecured. (See Definitions.) If the claim is secured, check the box for the nature and value of property that secures the claim, attach copies of lien documentation, and state, as of the date of the bankruptcy filing, the annual interest rate (and whether it is fixed or variable), and the amount past due on the claim.

5. Amount of Claim Entitled to Priority Under 11 U.S.C. § 507(a):
 If any portion of your claim falls in one or more of the listed categories, check the appropriate box(es) and state the amount entitled to priority. (See DEFINITIONS, below.) A claim may be partly priority and partly non-priority. For example, in some of the categories, the law limits the amount entitled to priority.
6. Claim Pursuant to 11 U.S.C. § 503 (b)(9):
 If you have a claim arising from the value of any goods received by the Debtor within 20 days before December 17, 2012, the date of commencement of the above cases, in which the goods have been sold to the Debtor in the ordinary course of the Debtor's business, state the amount of such claim and attach documentation supporting such claim. (See DEFINITIONS, below.)
7. Credits:
 An authorized signature on this proof of claim serves as an acknowledgment that when calculating the amount of the claim, the creditor gave the Debtor credit for any payments received toward the debt.
8. Documents:
 Attach redacted copies of any documents that show the debt exists and a lien secures the debt. You must also attach copies of documents that evidence perfection of any security interest. You may also attach a summary in addition to the documents themselves. FRBP 3001(c) and (d). If the claim is based on delivering health care goods or services, limit disclosing confidential healthcare information. Do not send original documents, as attachments may be destroyed after scanning.
9. Date and Signature:
 The individual completing this proof of claim must sign and date it. FRBP 9011. If the claim is filed electronically, FRBP 5005(a)(2) authorizes courts to establish local rules specifying what constitutes a signature. If you sign this form, you declare under penalty of perjury that the information provided is true and correct to the best of your knowledge, information, and reasonable belief. Your signature is also a certification that the claim meets the requirements of FRBP 9011(b). Whether the claim is filed electronically or in person, if your name is on the signature line, you are responsible for the declaration. Print the name and title, if any, of the creditor or other person authorized to file this claim. State the filer's address and telephone number if it differs from the address given on the top of the form for purposes of receiving notices. If the claim is filed by an authorized agent, attach a complete copy of any power of attorney, and provide both the name of the individual filing the claim and the name of the agent. If the authorized agent is a servicer, identify the corporate servicer as the company. Criminal penalties apply for making a false statement on a proof of claim.

DEFINITIONS

INFORMATION

Debtor

A Debtor is the person, corporation, or other entity that has filed a bankruptcy case.

Creditor

A creditor is the person, corporation, or other entity to whom the Debtor owes a debt that was incurred before the date of the bankruptcy filing. See 11 U.S.C. § 101(10).

Claim

A claim is the creditor's right to receive payment for a debt owed by the Debtor on the date of the bankruptcy filing. See 11 U.S.C. § 101(5). A claim may be secured or unsecured.

Proof of Claim

A proof of claim is a form used by the creditor to indicate the amount of the debt owed by the Debtor on the date of the bankruptcy filing. The creditor must file the form with GCG as described in the instructions above and in the Bar Date Notice.

Section 503(b)(9) Claim

A Section 503(b)(9) claim is a claim for the value of any goods received by the Debtor within 20 days before the date of commencement of a bankruptcy case in which the goods have been sold to the Debtor in the ordinary course of such Debtor's business.

Secured Claim Under 11 U.S.C. § 506(a)

A secured claim is one backed by a lien on property of the Debtor. The claim is secured so long as the creditor has the right to be paid from the property prior to other creditors. The amount of the secured claim cannot exceed the value of the property. Any amount owed to the creditor in excess of the value of the property is an unsecured claim. Examples of liens on property include a mortgage on real estate or a security interest in a car. A lien may be voluntarily granted by a Debtor or may be obtained through a court proceeding. In some states, a court judgment is a lien. A claim also may be secured if the creditor owes the Debtor money (has a right to setoff).

Unsecured Claim

An unsecured claim is one that does not meet the requirements of a secured claim. A claim may be partly unsecured if the amount of the claim exceeds the value of the property on which the creditor has a lien.

Claim Entitled to Priority Under 11 U.S.C. § 507(a)

Priority claims are certain categories of unsecured claims that are paid from the available money or property in a bankruptcy case before other unsecured claims.

Redacted

A document has been redacted when the person filing it has masked, edited out, or otherwise deleted, certain information. A creditor must show only the last four digits of any social-security, individual's tax-identification, or financial-account number, only the initials of a minor's name, and only the year of any person's date of birth. If the claim is based on the delivery of health care goods or services, limit the disclosure of the goods or services so as to avoid embarrassment or the disclosure of confidential health care information.

Evidence of Perfection

Evidence of perfection may include a mortgage, lien, certificate of title, financing statement, or other document showing that the lien has been filed or recorded.

Acknowledgment of Filing of Claim

To receive a date-stamped copy of your proof of claim form, please provide a self-addressed stamped envelope and a copy of your proof of claim form when you submit the original to GCG. You will also receive an acknowledgment letter from GCG after your proof of claim form has been processed.

Offers to Purchase a Claim

Certain entities are in the business of purchasing claims for an amount less than the face value of the claims. One or more of these entities may contact the creditor and offer to purchase the claim. Some of the written communications from these entities may easily be confused with official court documentation or communications from the Debtor. These entities do not represent the bankruptcy court or the Debtor. The creditor has no obligation to sell its claim. However, if the creditor decides to sell its claim, any transfer of such claim is subject to FRBP 3001(e), any applicable provisions of the Bankruptcy Code (11 U.S.C. § 101 et seq.), and any applicable orders of the bankruptcy court.

Display of Proof of Claim on Case Administration Website

As the official claims agent, and in accordance with Federal Bankruptcy Rule 9037(g), GCG will display the first page of your proof of claim form on the case administration website. Please be aware that any personal information not otherwise redacted on your proof of claim form will be displayed over the internet.

Indicate on the face of the Proof of Claim form the Debtor against which you assert a claim.

Choose only one Debtor for each Proof of Claim form.

Edison Mission Energy 12-49219
Camino Energy Company 12-49222
Chestnut Ridge Energy Company 12-49220
Edison Mission Energy Fuel Services, LLC 12-49221
Edison Mission Fuel Resources, Inc. 12-49223
Edison Mission Fuel Transportation, Inc. 12-49224
Edison Mission Holdings Co. 12-49225
Edison Mission Midwest Holdings Co. 12-49226
Midwest Finance Corp. 12-49227
Midwest Generation EME, LLC 12-49228
Midwest Generation, LLC 12-49218
Midwest Generation Procurement Services, LLC 12-49229
Midwest Peaker Holdings, Inc. 12-49230
Mission Energy Westside, Inc. 12-49231
San Joaquin Energy Company 12-49232
Southern Sierra Energy Company 12-49233
Western Sierra Energy Company 12-49234