

EDISON MISSION ENERGY  
 Form 10-K/A  
 March 24, 2014

UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

**FORM 10-K/A**

**Amendment No. 1**

ANNUAL REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934

For the fiscal year ended December 31, 2013

| Commission File Number | Exact name of registrants as specified in their charters, addresses of principal executive offices, telephone numbers and states of incorporation | I.R.S. Employer Identification No. |
|------------------------|---|------------------------------------|
| <b>333-68630</b>       | <b>EDISON MISSION ENERGY</b>  | <b>95-4031807</b>                  |
|                        | 3 MacArthur Place, Suite 100<br>Santa Ana, California 92707 714-513-8000<br>State of Incorporation: Delaware                                      |                                    |
| <b>333-59348</b>       | <b>MIDWEST GENERATION, LLC</b>  | <b>33-0868558</b>                  |
|                        | 235 Remington Boulevard, Suite A<br>Bolingbrook, Illinois 60440 630-771-7800<br>State of Incorporation: Delaware                                  |                                    |

Securities registered pursuant to Section 12(b) of the Act:

| Registrant              | Title of each Class | Name of each exchange on which registered |
|-------------------------|---------------------|---|
| Edison Mission Energy   | None                | not applicable                            |
| Midwest Generation, LLC | None                | not applicable                            |

Securities registered pursuant to Section 12(g) of the Act:

| Registrant              | Title of each Class                      | Name of each exchange on which registered |
|-------------------------|--|---|
| Edison Mission Energy   | Common Stock, par value \$0.01 per share | not applicable                            |
| Midwest Generation, LLC | None                                     | not applicable                            |

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Indicate by check mark if the registrant is a well-known seasoned issuer, as defined in Rule 405 of the Securities Act.

Edison Mission Energy YES  NO  Midwest Generation, LLC YES  NO

Indicate by check mark if the registrant is not required to file reports pursuant to Section 13 or Section 15(d) of the Act.

Edison Mission Energy YES  NO  Midwest Generation, LLC YES  NO

Indicate by check mark whether the registrant (1) has filed all reports required to be filed by Section 13 or 15(d) of the Securities Exchange Act of 1934 during the preceding 12 months (or for such shorter period that the registrant was required to file such reports), and (2) has been subject to such filing requirements for the past 90 days.

Edison Mission Energy YES  NO  Midwest Generation, LLC YES  NO

Indicate by check mark if disclosure of delinquent filers pursuant to Item 405 of Regulation S-K is not contained herein, and will not be contained, to the best of registrant's knowledge, in definitive proxy or information statements incorporated by reference in Part III of this Form 10-K or any amendment to this Form 10-K.

Edison Mission Energy  Midwest Generation, LLC

Indicate by check mark whether the registrant has submitted electronically and posted on its corporate Web site, if any, every Interactive Data File required to be submitted and posted pursuant to Rule 405 of Regulation S-T (§232.405 of this chapter) during the preceding 12 months (or for such shorter period that the registrant was required to submit and post such files).

Edison Mission Energy YES  NO  Midwest Generation, LLC YES  NO

Indicate by check mark whether the registrant is a large accelerated filer, an accelerated filer, a non-accelerated filer or a smaller reporting company. See the definitions of "large accelerated filer," "accelerated filer" and "smaller reporting company" in Rule 12b-2 of the Exchange Act. (Check one):

|                         |   |   |  |   |
|-------------------------|---|---|--|---|
| Edison Mission Energy   | Large accelerated filer <input type="radio"/> | Accelerated filer <input type="radio"/> | Non-accelerated filer <input checked="" type="radio"/> | Smaller reporting company <input type="radio"/> |
| Midwest Generation, LLC | Large accelerated filer <input type="radio"/> | Accelerated filer <input type="radio"/> | Non-accelerated filer <input checked="" type="radio"/> | Smaller reporting company <input type="radio"/> |

Indicate by check mark whether the registrant is a shell company (as defined in Rule 12b-2 of the Exchange Act).

Edison Mission Energy YES  NO  Midwest Generation, LLC YES  NO

Aggregate market value of the registrant's Common Stock held by non-affiliates of Edison Mission Energy as of March 15, 2014: \$0. Number of shares outstanding of Edison Mission Energy's Common Stock as of March 15, 2014: 100 shares (all shares held by an affiliate of Edison Mission Energy).

**This combined Form 10-K is filed separately by two registrants: Edison Mission Energy and Midwest Generation, LLC. Information contained herein relating to any individual registrant is filed by such registrant solely on its own behalf. Each registrant makes no representation as to information relating exclusively to the other registrant.**

**EXPLANATORY NOTE**

This Amendment No. 1 on Form 10-K/A (this Amendment No. 1) amends the Annual Report on Form 10-K for the year ended December 31, 2013 of Edison Mission Energy (EME) and Midwest Generation, LLC (Midwest Generation), which was originally filed with the Securities and Exchange Commission (the SEC) on March 12, 2014 (the Original Filing). EME and Midwest Generation are filing this Amendment No. 1 to provide the information required by Part III of such Form 10-K, Items 10, 11, 12 and 13.

This Amendment No. 1 does not update any other disclosures in the Original Filing to reflect developments since the original date of filing.

The following items of the Original Filing on the annual report on Form 10-K are amended and restated in their entirety by this Amendment No. 1:

Item 10. Directors, Executive Officers and Corporate Governance

Item 11. Executive Compensation

Item 12. Security Ownership of Certain Beneficial Owners and Management and Related Stockholder Matters; and

Item 13. Certain Relationships and Related Transactions, and Director Independence.

This Amendment No. 1 also sets forth an amended Item 15. Exhibits and Financial Schedules in its entirety and includes the new certifications from EME's and Midwest Generation's principal executive officer and principal financial officer.

Unaffected items have not been repeated in this Amendment No. 1.

**PART III**

**ITEM 10. DIRECTORS, EXECUTIVE OFFICERS AND CORPORATE GOVERNANCE**

**EME - DIRECTORS**

**FREDERIC F. BRACE, INDEPENDENT DIRECTOR**

Mr. Brace, age 56, was elected to EME's board of directors on July 10, 2012. Mr. Brace also serves as President of Niko Resources Ltd. Mr. Brace served as Executive Vice President, Chief Administrative Officer and Chief Restructuring Officer of The Great Atlantic & Pacific Tea Company, a retail food business, from August 2010 to March 2012 and as Chief Financial Officer from March 2011 to March 2012. In December 2010 The Great Atlantic & Pacific Tea Company filed for protection under Chapter 11 of the Bankruptcy Code; it emerged from bankruptcy in March 2011. Mr. Brace served as Executive Vice President and Chief Financial Officer of UAL Corporation, an air transportation company, from 2002 to 2008, Senior Vice President from 1999 to 2001 and held various other management positions since 1988. In December 2002, UAL filed for protection under Chapter 11 of the Bankruptcy Code; it emerged from bankruptcy in 2006. Mr. Brace currently serves as a director of Anixter International and formerly served as a director of The Great Atlantic & Pacific Tea Company, of Bearingpoint, Inc., and of SIRVA, Inc. Mr. Brace earned a bachelor's degree in Industrial Engineering from the University of Michigan and an MBA from the University of Chicago. As a result of these and other professional experiences, Mr. Brace possesses particular knowledge and experience in complex restructurings, strategic planning and leadership of complex organizations, and board practices of other major corporations that strengthen the Board of Directors' collective qualifications, skills and experience.

**PEDRO J. PIZARRO, DIRECTOR AND PRESIDENT**

Mr. Pizarro, age 48, has been a director and the President of EME since January 1, 2011. Mr. Pizarro joined Edison International (EIX), EME's ultimate parent company, in 1999 as Director of Strategic Planning. He was elected vice president of Technology Business Development in 2000, and the following year moved to Southern California Edison (SCE) as vice president of Strategy and Business Development and general manager of Edison Carrier Solutions. Mr. Pizarro was elected vice president of Power Procurement in 2004, senior vice president in 2005, and executive vice president of Power Operations in 2008. Previously, Mr. Pizarro

was a senior engagement manager with McKinsey & Company. Mr. Pizarro earned a Ph.D. in Chemistry from the California Institute of Technology in 1994 and held National Science Foundation and Department of Defense graduate fellowships. He earned a bachelor's degree in Chemistry from Harvard University. Mr. Pizarro serves on the boards of the California Institute of Technology and the Electric Power Supply Association, and formerly served as a director of the California Power Exchange, the Colburn School, and the House Ear Institute. As a result of these and other professional experiences, Mr. Pizarro possesses particular knowledge and experience in operations, management, corporate strategy, and strategic planning and leadership of complex organizations that strengthen the Board of Directors' collective qualifications, skills and experience.

#### **HUGH E. SAWYER, INDEPENDENT DIRECTOR**

Mr. Sawyer, age 59, was elected to EME's board of directors on July 10, 2012. Mr. Sawyer has served as a Managing Director for Huron Consulting Group since January 2010. At Huron, Mr. Sawyer leads the Operational Improvement Service Line for Huron's Financial Consulting Practice and provides strategic services to clients facing corporate turnarounds and restructurings in complex environments. Since February 2014 Mr. Sawyer has served as interim President of Euramax International, Inc. Previously Mr. Sawyer served as the Chief Administrative Officer of Fisker Automotive, Inc. from January 2013 to March 2013 and as Chief Restructuring Officer of Fisker Automotive from March 2013 to October 2013. Prior to that, Mr. Sawyer served as the President or Chief Executive Officer of JHT Holdings, Inc. from April 2010 to February 2012, and of Legendary Holdings, Inc. from August 2007 to December 2009. Prior to that, he served as the President or Chief Executive Officer of Wells Fargo Armored Service Corporation, The Cunningham Group, Inc., National Linen Service, Inc., Aegis Communications Group, Inc., and Allied Holdings, Inc. Mr. Sawyer has served as a Director of Energy Future Competitive Holdings Company LLC and Texas Competitive Electric Holdings Company LLC. since 2013. Since 2012 he has served as a Director of JHT Holdings, Inc. Mr. Sawyer formerly served as a director of Spiegel/Eddie Bauer, Hines Horticulture, Neff Equipment Rental, Paradise Island Holdings, Allied Holdings, Inc., and JHT Holdings, Inc. Mr. Sawyer earned a bachelor's degree from the University of Florida. As a result of these and other professional experiences, Mr. Sawyer possesses particular knowledge and experience in complex restructurings, financial consulting, and leadership of complex organizations that strengthen the Board of Directors' collective qualifications, skills and experience.

#### **MIDWEST GENERATION - MANAGERS**

#### **DANIEL D. MCDEVITT, MANAGER AND VICE PRESIDENT**

Mr. McDevitt, age 53, was elected to Midwest Generation's board of managers on December 21, 2010. Mr. McDevitt, currently Senior Vice President and General Counsel of EME, has been an officer of EME since February 28, 2008 and has been a Vice President of Midwest Generation since April 7, 2008. Mr. McDevitt is responsible for overseeing all legal activities for EME and its affiliated companies. Before joining EME in 2003, Mr. McDevitt was a senior antitrust attorney for BP America Inc. Prior to that, Mr. McDevitt worked as senior counsel for Exelon Corporation in Chicago and was a partner with the law firm of Gardner, Carton and Douglas. Mr. McDevitt earned a bachelor's degree in mathematics from Oberlin College in Ohio and graduated with honors from the University of Pittsburgh School of Law. As a result of these and other professional experiences, Mr. McDevitt possesses particular knowledge and experience in corporate compliance, legal consulting, and litigation that strengthen the Board of Managers' collective qualifications, skills and experience.

#### **DOUGLAS MCFARLAN, MANAGER AND PRESIDENT**

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Mr. McFarlan, age 59, was elected to Midwest Generation's board of managers on December 21, 2010. Mr. McFarlan is currently Senior Vice President of Public Affairs and Communication of EME, a position he has held since February 28, 2008. Mr. McFarlan is responsible for government relations, environmental policy and compliance, renewable energy development, media and community relations, corporate contributions, and executive and employee communications. Mr. McFarlan has been an officer of EME since January 1, 2003 and has also been the President of Midwest Generation since December 21, 2010. Mr. McFarlan is responsible for government relations, environmental policy and compliance, renewable energy development, media and community relations, corporate contributions, and executive and employee communications. Before joining EME in 1999, Mr. McFarlan spent 13 years in several public affairs, regulatory and corporate communications positions with telecommunications provider Ameritech in Chicago (now part of AT&T) and nine years as a newspaper editor in suburban Chicago. Mr. McFarlan is a board member of the Electric Power Suppliers Association in Washington and the Independent Energy Producers of California, founding chairman and a member of the Illinois Energy Council of the Illinois State Chamber of Commerce, and past chairman of the Electric Power Generators Association of Pennsylvania. Mr. McFarlan received a bachelor's degree from DePauw University in Greencastle, Indiana. As a result of these and other professional experiences, Mr. McFarlan possesses particular knowledge and experience in government relations, environmental policy and compliance, renewable energy development, and media and community relations that strengthen the Board of Managers' collective qualifications, skills and experience.

**MARIA RIGATTI, MANAGER, VICE PRESIDENT AND CHIEF FINANCIAL OFFICER**

Ms. Rigatti, age 50, was elected to Midwest Generation's board of managers on December 21, 2010. Ms. Rigatti, has been Senior Vice President of EME since March 1, 2011 has been Chief Financial Officer of EME since December 20, 2010, has been an officer of EME since April 30, 2007 and has also been an officer of Midwest Generation since December 4, 2008. She was vice president and treasurer of EME from September 4, 2008 until September 19, 2011, responsible for treasury activities including corporate and project financing, cash management and treasury operations, tax and procurement. Ms. Rigatti joined EME in 1999. Previously, Ms. Rigatti was a director with PIRA Energy Group, an energy consulting firm, and a vice president with Gas Energy Inc., an unregulated affiliate of KeySpan Corp., a group of regulated natural gas and electric utilities with unregulated subsidiaries. Ms. Rigatti earned an MBA in Finance from New York University. As a result of these and other professional experiences, Ms. Rigatti possesses particular knowledge and experience in treasury operations; corporate and project financing; cash management; tax; and procurement that strengthen the Board of Managers' collective qualifications, skills and experience.

**EXECUTIVE OFFICERS - EME**

**ANDREW J. HERTNEKY, SENIOR VICE PRESIDENT**

Mr. Hertneky, age 57, has been senior vice president of Marketing and Trading for EME and president of EME's subsidiary Edison Mission Marketing & Trading, Inc. since January 11, 2010. Mr. Hertneky is responsible for EMMT's trading and operations in Boston and commercial management of EME's power generation portfolio. He joined EME on April 10, 2002 as a vice president, and then served as vice president for Strategy at EIX from September 2008 through January 2010, before rejoining EME in his current position. Prior to joining EME, Mr. Hertneky was an associate principal at McKinsey & Company. Prior to joining McKinsey, Mr. Hertneky held senior-level positions for Consolidated Natural Gas and Philadelphia Electric. He attended the United States Military Academy at West Point and earned a bachelor's degree in mechanical engineering from the University of Pittsburgh and an MBA, with highest honors, from Vanderbilt University.

**JOHN C. KENNEDY, SENIOR VICE PRESIDENT**

Mr. Kennedy, age 56, has been Senior Vice President of Generation since March 1, 2011, has been an officer of EME since February 28, 2008 and has also been an officer of Midwest Generation since January 5, 2009. Mr. Kennedy is responsible for the operation of all of EME's power generation facilities across the United States. Previously, Mr. Kennedy was vice president of Operations for Midwest Generation, managing director of operations and maintenance for Midwest Generation, and station director for Midwest Generation's Crawford and Fisk Stations in Chicago. Mr. Kennedy joined Midwest Generation when it was established in 1999 with the acquisition of a portfolio of electric power generating facilities from Commonwealth Edison, where he previously held several management positions. Mr. Kennedy has been a member of the Electric Power Research Institute's Generation Advisory Council since 2009. Mr. Kennedy is also a former chairman of the Electric Power Generator Association (EPGA) of Pennsylvania. Mr. Kennedy earned a bachelor of science in Electrical Engineering at the University of Illinois, Champaign-Urbana, and has been a registered professional engineer in Illinois since 1989.

**FRED W. MCCLUSKEY, VICE PRESIDENT**

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Mr. McCluskey, age 54, has been Vice President of Technical Services since January 2003, has been an officer of EME since August 1, 2000 and has also been an officer of Midwest Generation since May 1, 2002. Mr. McCluskey is responsible for major capital Project Management, Engineering, Construction and Development Support activities associated with new generation and coal fleet environmental control retrofits. Mr. McCluskey was previously Vice President of EME's Business Management organization, regional vice president of Development Americas, and director of operations, Edison Mission Operations and Maintenance. Mr. McCluskey received his bachelor of arts degree in Business Management, and a bachelor of arts degree in Economics, from Towson University, Maryland.

**DANIEL D. MCDEVITT, SENIOR VICE PRESIDENT AND GENERAL COUNSEL (see above)**

**DOUGLAS MCFARLAN, SENIOR VICE PRESIDENT (see above)**

**PEDRO J. PIZARRO, DIRECTOR AND PRESIDENT (see above)**

**MARIA RIGATTI, SENIOR VICE PRESIDENT AND CHIEF FINANCIAL OFFICER (see above)**

**JENENE J. WILSON, VICE PRESIDENT**

Ms. Wilson, age 70, has been Vice President of Human Resources since December 3, 2001. Ms. Wilson is responsible for EME's human resources and administrative functions. Prior to joining EME, Ms. Wilson was employed by MySmart Solutions and by PDI/DreamWorks as vice president of Human Resources, and held various management positions at Mattel and Carter Hawley Hale Stores. Wilson received a bachelor of science degree in Psychology from the University of Washington, Seattle.



**EXECUTIVE OFFICERS - MIDWEST GENERATION**

**JOHN C. KENNEDY, VICE PRESIDENT (see above)**

**FRED W. MCCLUSKEY, VICE PRESIDENT (see above)**

**DANIEL D. MCDEVITT, VICE PRESIDENT (see above)**

**DOUGLAS R. MCFARLAN, PRESIDENT (see above)**

**MARIA RIGATTI, VICE PRESIDENT AND CHIEF FINANCIAL OFFICER (see above)**

**CODE OF ETHICS**

EME has adopted a Code of Ethics applicable to itself and its subsidiaries, including the principal executive officers, principal financial officers and principal accounting officers of EME and Midwest Generation, which can be found on the About Us page of EME's website, at [www.edisonmissionenergy.com/about.asp](http://www.edisonmissionenergy.com/about.asp). Any substantive amendments to the Code of Ethics or waivers of any of its provisions for EME's or Midwest Generation's principal executive officers, principal financial officer or principal accounting officer will be disclosed on the website or in a report on Form 8K.

**GOVERNANCE MATTERS**

*Board Composition*

EME's directors were elected by its sole shareholder, Mission Energy Holding Company. Midwest Generation's managers were elected by the holder of 100% of its membership interests, Edison Mission Midwest Holdings, LLC. All of these companies are wholly-owned indirect subsidiaries of EIX. There were no changes to these procedures in the past fiscal year.

*Board Committees*

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EME's board of directors has two standing committees: a compensation committee (the Compensation Committee) and an investigation committee. The Compensation Committee reviews and recommends policies relating to compensation and benefits of our employees. The Compensation Committee is currently comprised of Mr. Sawyer (chair) and Mr. Brace. The investigation committee is responsible for conducting and overseeing an investigation related to the releases of claims and other aspects of the Transaction Support Agreement dated as of December 16, 2012, among EME, EIX and certain of EME's unsecured noteholders. The investigation committee is currently comprised of Mr. Brace (chair) and Mr. Sawyer. During 2013 there was also an interim fiduciary committee, comprised of Jenene Wilson, Maria Rigatti, and Daniel D. McDevitt, which reviewed and advised on possible tax-qualified defined contribution and defined benefits plans for the benefit of eligible employees of EME, effective as of January 1, 2014. The plans were not implemented and the interim fiduciary committee is not expected to have ongoing responsibilities.

Midwest Generation's board of managers has no committees.

### ITEM 11. EXECUTIVE COMPENSATION

#### COMPENSATION DISCUSSION AND ANALYSIS

This section describes the material elements of the executive compensation program for the named executive officers of EME and Midwest Generation (the NEOs) for the year ended December 31, 2013 and the material elements of the compensation packages awarded to such NEOs. The EME and Midwest Generation NEOs for 2013 are set forth in the table below. All NEOs are paid based on the compensation practices described below for EME. All of the NEOs are officers of EME, and all but Mr. Pizarro and Mr. Hertneky are also officers of Midwest Generation. For purposes of this Form 10-K/A, information for all seven NEOs will be disclosed. The following table shows the President, CFO and next three highest compensated officers for each entity:

| NAMED EXECUTIVE OFFICERS   | EME | Midwest Generation |
|--|-----|--------------------|
| <b>Pedro J. Pizarro</b><br>President, EME  | X   |                    |
| <b>Douglas R. McFarlan</b><br>Senior Vice President, EME<br>President, Midwest Generation  | X   | X                  |
| <b>Maria Rigatti</b><br>Senior Vice President and Chief Financial Officer, EME<br>Vice President and Chief Financial Officer, Midwest Generation | X   | X                  |
| <b>John C. Kennedy</b><br>Senior Vice President, EME<br>Vice President, Midwest Generation   | X   | X                  |
| <b>Andrew Hertneky</b><br>Senior Vice President, EME   | X   |                    |
| <b>Daniel D. McDevitt</b><br>Senior Vice President, EME<br>Vice President, Midwest Generation  |     | X                  |
| <b>Fred W. McCluskey</b><br>Vice President, EME<br>Vice President, Midwest Generation  |     | X                  |

**General Overview**

The Compensation Committee reviews and approves the compensation of senior officers at EME, subject to adoption by the board of EME (or, if the officer was compensated by a subsidiary of EME, by the board of that subsidiary).

**Compensation Objectives**

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EME's 2013 executive compensation program sought to achieve two fundamental objectives:

- Attract and retain qualified executives; and
- Focus attention on, and align executive pay directly with, specific financial, strategic and operating objectives intended to maximize the value of EME's estate.

### **Use of Competitive Data**

The Compensation Committee, coordinating with AonHewitt, used data from publicly disclosed incentive plans from comparable companies and pay surveys by HBR Consulting, Mercer, Towers Watson and AonHewitt, including industry specific surveys where available, when it evaluated incentive compensation for the NEOs for 2013.

The Compensation Committee generally targets the market median for all elements of direct compensation. The Compensation Committee or the board (or a committee thereof) of EME or Midwest Generation, as applicable, may vary from market median or other benchmarks after taking into account individual performance, internal equity, or other factors it considers important.

## 2013 Executive Compensation Program Elements

### *Overview of Material Elements of Compensation*

The material elements of EME's executive compensation program include:

- Base salaries;
- Short-term incentives;
- Long-term incentives;
- Post-employment benefits; and
- Severance and Change in Control benefits.

### *Base Salaries*

Each of the NEOs is paid a fixed base salary paid on a regular basis throughout the year. None of the NEOs received base salary increases for 2013. None of the NEOs has a contractual right to receive a fixed base salary.

### *Short-Term Incentives*

In January 2013, EME adopted a Corporate Short-Term Incentive Plan intended to reward activities that have an impact on a successful restructuring and emergence from bankruptcy while maximizing value for all stakeholders. Awards under the Corporate Short-Term Incentive Plan are paid twice yearly and are dependent upon the achievement of target performance for adjusted EBITDA and safety. Awards can also be adjusted to reflect a participant's individual performance.

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Under the 2013 EME Corporate Short-Term Incentive Program, a participant's annual target bonus is calculated as a percentage of the participant's annual base salary, with the target percentages generally aligned with the salary survey data for the participant's level and role. The payment of incentive awards under the program is dependent on EME's achievement of six-month target goals for cash flow based on adjusted EBITDA, subject to an upward or downward adjustment of up to 10 percent based on the achievement of better than industry-standard worker and facility safety targets and an upward or downward adjustment of up to 20 percent based on individual performance.

EME's performance against the metrics established for the 2013 EME Corporate Short-Term Incentive Program for each of the six-month measurement periods during 2013, and the resulting incentive awards for each of those periods, are discussed below. Short-term incentive awards for the NEOs are shown in the Summary Compensation Table in the column entitled "Non-Equity Incentive Plan Compensation."

### Short-Term Incentives for First Half of 2013

In January 2013, the Compensation Committee set threshold, target and maximum levels of core adjusted EBITDA for the first half of 2013 at \$(54.8) million, \$(34.8) million and \$24.1 million, respectively. EBITDA for the first half of 2013 was \$75 million. The Compensation Committee also established safety metrics based on Days Away, Restricted Duty or Transfer (DART) incidents, with four incidents as the threshold, three incidents as the target, and two incidents as the stretch goal. There were two DART incidents during the first half of 2013.

Key factors contributing to the results were Midwest Generation's progress in implementing its lean operations program; favorable proprietary trading results at EMMT; higher revenues and lower expenses across EME's wind fleet; generally lower operating expenses in EME's gas fleet; and lower corporate general and administrative expenses.

The Compensation Committee determined that EME's performance against its goals for the first half of 2013 supported bonus payments at 200% of the target amounts. In August 2013, EME paid each NEO an incentive award equal to 200% of his or her target award.

Short-Term Incentives for Second Half of 2013

In August 2013, the Compensation Committee set threshold, target and maximum levels of core adjusted EBITDA for the second half of 2013 at \$89 million, \$114 million and \$223 million, respectively. EBITDA for the second half of 2013 was \$195 million. The safety metrics for the second half of 2013 were the same as those established for the first half of 2013. There were two DART incidents during the second half of 2013.

Key factors contributing to the results were lower operating and fuel expenses at Midwest Generation; strong proprietary trading results at EMMT; lower operating expenses across EME's wind fleet; higher revenues at certain of EME's gas projects; and lower corporate general and administrative expenses.

The Compensation Committee determined that EME's performance against its goals for the second half of 2013 supported bonus payments at 191.7% of the target amounts. In February 2014, EME paid each NEO an incentive award equal to 191.7% of his or her target award.

*Long-Term Incentives*

In March 2013, the Compensation Committee adopted a Long-Term Incentive Plan intended to improve EME's long-term stability and profitability by aligning management incentives with EME's business objectives, while at the same time providing participants with competitive, market-based compensation. The Long-Term Incentive Plan is designed to be earned over a two-year period, but the program may terminate before two years if EME and Midwest Generation emerge from Chapter 11 before December 31, 2014.

The Long-Term Incentive Plan has three components:

- cost reduction;
- reliability; and
- aggregate adjusted enterprise value of EME and Midwest Generation.

Cost reduction metrics consist of Midwest Generation controllable operations and maintenance expenses and EME general and administrative expenses, and are to be evaluated on a combined basis.

Reliability metrics consist of equivalent unplanned outage rate for coal-fired power plants, equivalent unplanned outage rate for gas-fired power plants, and equivalent availability factor for wind projects. Each of these factors is to be weighted at 33.3% of the reliability bonus pool.

| Metric                                   | Weight | Threshold   | Target  | Stretch   |
|--|--------|---|---|---|
| <b>MWG Controllable O&amp;M Expenses</b> | 50%    | \$613 million   | \$576.3 million   | \$488.1 million   |
| <b>EME G&amp;A Expenses</b>              |        | \$299 million   | \$289.9 million   | \$275.6 million   |
| <b>Coal EUOR</b>                         |        | 11.37%  | 9.72%   | 7.27%   |
| <b>Gas EUOR</b>                          | 50%    | 2.33%   | 2.12%   | 1.79%   |
| <b>Wind EAF</b>                          |        | 95.09%  | 95.67%  | 96.05%  |
| <b>Total Payout</b>                      |        | \$6 million <u>plus</u><br>Adjusted<br>Enterprise Value<br>Payout | \$12 million <u>plus</u><br>Adjusted Enterprise<br>Value Payout | \$22 million <u>plus</u><br>Adjusted Enterprise<br>Value Payout |

The metrics (but not the portion of the bonus pool attributable to the metrics) are subject to proration to the extent that EME and Midwest Generation emerge from chapter 11, or assets are monetized, before December 31, 2014.

The Adjusted Enterprise Value metric has two components: EME Adjusted Enterprise Value and Midwest Generation Adjusted Enterprise Value. Any Adjusted Enterprise Value payout is to be in addition to the payouts associated with cost reduction and reliability and may be paid, at the plan participant's election, either in cash or in any non-cash consideration distributed to creditors.



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EME Adjusted Enterprise Value is the value attributed to EME in any chapter 11 plan, plus cash, and excluding the value of Midwest Generation. It is subject to adjustment to the extent that equity securities distributed to creditors as non-cash consideration for the first 90 days following emergence from chapter 11 implies that the EME Adjusted Enterprise Value is more than 15 percent higher or lower than the value attributed to EME in the plan. The table below shows the percentage payouts and incremental award to the Long-Term Incentive Plan participants associated with various ranges of EME Adjusted Enterprise Value. (Any payouts for incremental EME Adjusted Enterprise Value above \$2,900 (million) are to be paid at 0.01 percent.)

| EME Adjusted Enterprise Value<br>(\$ in millions) <sup>1</sup> | % Payout | Incremental Award to LTIP Participants up to: |
|--|----------|---|
| Below \$1,600  | 0.000%   | \$0   |
| \$1,600 - \$1,750  | 1.125%   | \$1.7 million                                 |
| \$1,750 - \$2,000  | 1.750%   | \$4.4 million                                 |
| \$2,000 - \$2,250  | 2.250%   | \$5.6 million                                 |
| \$2,250 - \$2,500  | 2.500%   | \$6.3 million                                 |
| \$2,500 - \$2,900  | 3.000%   | \$12.0 million                                |

Midwest Generation Adjusted Enterprise Value is the value attributed to Midwest Generation in any chapter 11 plan, plus cash, excluding the value of intercompany notes and claims. If the Midwest Generation Adjusted Enterprise Value exceeds Midwest Generation claims, the excess value is to be paid at 2.75 percent. (Any payouts for incremental Midwest Generation Adjusted Enterprise Value above \$750 (million) are to be paid at 0.01 percent).

| MWG Adjusted Enterprise Value<br>(\$ in millions) <sup>2</sup> | % Payout | Incremental Award to LTIP Participants<br>up to: |
|--|----------|--|
| Below \$100  | 0%       | \$0  |
| \$100 - \$300  | 1.25%    | \$2.5 million                                    |
| \$300 - \$500  | 2.25%    | \$4.5 million                                    |
| \$500 - \$750  | 2.75%    | \$6.875 million                                  |

The Compensation Committee also determined the allocation of the Long-Term Incentive Plan award pool to individual executives. The percentages of the Long-Term Incentive Plan award pool allocated to the NEOs, and the estimated minimum and maximum payout amounts to each NEO under the Long-Term Incentive Plan, are as follows:

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Management has concluded that a payment under the plant reliability and cost reduction components is probable and has determined the probable range of all payments under the Long-Term Incentive Plan to be from \$17 million to \$52 million.

| Name                | LTIP Pool Share |  | Estimated Minimum<br>Payout (\$) | Estimated Maximum<br>Payout (\$) |
|---------------------|-----------------|--|----------------------------------|----------------------------------|
| Pedro J. Pizarro    | 13.20%          |  | 2,244,000                        | 6,864,000                        |
| Maria Rigatti       | 5.25%           |  | 892,500                          | 2,730,000                        |
| Andrew Hertneky     | 5.00%           |  | 850,000                          | 2,600,000                        |
| Douglas R. McFarlan | 3.90%           |  | 663,000                          | 2,028,000                        |
| John C. Kennedy     | 3.90%           |  | 663,000                          | 2,028,000                        |
| Daniel D. McDevitt  | 5.25%           |  | 892,500                          | 2,730,000                        |
| Fred W. McCluskey   | 3.90%           |  | 663,000                          | 2,028,000                        |

In addition, each of the NEOs has the potential to receive, but is not entitled to receive, a discretionary bonus under the Edison Mission Energy Exit/Closing Plan.

### Stock Options

Prior to 2013, EIX stock options, which vest over a four year period (subject to continued employment) were granted to the NEOs. These awards continued to vest in 2013 but no new options were awarded to the NEOs for 2013. Upon the completion of the sale of substantially all of the assets of EME to NRG Energy, Inc and emergence from bankruptcy, all of the NEOs will be terminated. The terminated NEOs will generally receive one additional year of vesting and any unvested long-term incentive awards will be canceled. Each option may be exercised to purchase one share of EIX Common Stock at an exercise price equal to the closing price of a share of EIX Common Stock on the applicable grant date.

### Performance Shares

Prior to 2013, EIX performance shares, which reward performance over three years against pre-established metrics, were granted to NEOs. These awards continued to vest in 2013 but no new performance shares were awarded to the NEOs for 2013. Upon the completion of the sale of substantially all of the assets of EME to NRG Energy, Inc and emergence from bankruptcy, all of the NEOs will be terminated. The terminated NEOs will generally receive one additional year of vesting and any unvested long-term incentive awards will be canceled.

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1 Any payouts for incremental EME Adjusted Enterprise Value above \$2,900 (million) shall be paid at 0.01 percent.

2 Any payouts for incremental MWG Adjusted Enterprise Value above \$750 (million) shall be paid at 0.01 percent.

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Each performance share awarded is a contractual right to receive one share of EIX Common Stock or its cash equivalent if performance and continued service vesting requirements are satisfied. The amount realized in the performance share portion of an NEO's long-term award can range from zero to 200% of target, and depends on the performance against pre-established metrics. The performance share awards provide for reinvested dividend equivalents. For each dividend declared for which the ex-dividend date falls within the performance period and after the date of grant, the NEO will be credited with an additional number of target performance shares subject to the same terms and conditions as the original performance shares.

For performance shares granted in 2012, two metrics are used for measuring payouts, with each metric weighted 50%. One of the two performance metrics is based on the percentile ranking of EIX's TSR for the three-year performance period compared to the TSR of each stock in EIX's peer group for the same period. The following chart provides the percentile ranking and corresponding payout levels:

| <b>Payout Levels</b> | <b>TSR Ranking</b> | <b>Payout</b>  |
|----------------------|--------------------|----------------|
| Below Threshold      | <25th Percentile   | 0              |
| Threshold            | 25th Percentile    | 25% of Target  |
| Target               | 50th Percentile    | Target         |
| Maximum              | ≥75th Percentile   | 200% of Target |

If EIX achieves a TSR ranking between the 25th percentile and the 50th percentile or between the 50th percentile and the 75th percentile, the number of shares paid will be interpolated on a straight-line basis with discrete intervals at every 5th percentile. For purposes of determining performance share payouts, TSR is calculated using the difference between (i) the average closing stock price for the relevant stock for the 20 trading days ending with the last NYSE trading day preceding the first day of the performance period and (ii) the average closing stock price for the relevant stock for the 20 trading days ending with the measurement date, and assumes all dividends are reinvested on the ex-dividend date.

The second performance metric for performance shares granted in 2012 is based on EIX's three-year average annual EPS, measured against target levels. Core EPS is defined as GAAP basic EPS, excluding income or loss from discontinued operations and income or loss from significant discrete items that are not representative of ongoing earnings. Edison International's Compensation Committee (the EIX Compensation Committee) establishes the EPS target for each calendar year in February of that year. After the three-year performance period, the EIX Compensation Committee will certify the EPS performance multiple for each calendar year in the performance period, based on EIX's actual EPS performance as a percentage of the EPS target for that year, in accordance with the following chart:

| <b>Performance Level</b> | <b>Actual EPS as % of Target EPS</b> | <b>EPS Performance Multiple</b> |
|--------------------------|--------------------------------------|---------------------------------|
| Below Threshold          | <80%                                 | 0                               |
| Threshold                | 80%                                  | 0.25x                           |
| Target                   | 100%                                 | 1.0x                            |
| Maximum                  | ≥120%                                | 2.0x                            |

If EIX's EPS for a year as a percentage of target EPS is between 80% and 100% or between 100% and 120%, the EPS performance multiple will be interpolated on a straight-line basis, with discrete intervals at every 4th percentile. The EPS performance multiples achieved for each calendar year in the three-year performance period will be averaged, and the resulting average will determine the performance share payout as a multiple of target.

The performance shares generally are paid half in EIX Common Stock and half in cash having a value equal to the EIX Common Stock that otherwise would have been delivered. EIX converts a portion of the awards otherwise payable in stock to cash to the extent necessary to satisfy

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minimum tax withholding or any governmental levies. NEOs may elect to defer payment of the portion of performance shares payable in cash under the Executive Deferred Compensation Plan.

The performance shares granted in 2011 utilized only one metric the TSR metric described above except that the threshold for a payout was set as a 40th percentile TSR ranking. EIX stock performance from 2011-2013 relative to the peer group ranked in the 40th percentile of the peer group and resulted in a payout of the 2011 performance share grants at 25% of target. EIX's TSR from 2009-2011 ranked in the 45th percentile of the peer group and resulted in a payout of the 2009 performance share grants at 63% of target. Relative TSR as compared to the peer group for the 2011-2012, 2008-2010, 2007-2009 and 2006-2008 performance periods was below the threshold required for payout of the performance shares, resulting in no payouts.

#### Restricted Stock Units

Prior to 2013, EIX restricted stock units were granted to the NEOs. These awards continued to vest in 2013 but no new restricted stock units were awarded to the NEOs. Upon the completion of the sale of substantially all of the assets of EME to NRG Energy, Inc. and emergence from bankruptcy, all of the NEOs will be terminated. The terminated NEOs will generally receive one additional year of vesting and any unvested long-term incentive awards will be canceled.

Each restricted stock unit awarded is a contractual right to receive one share of EIX Common Stock if continued service vesting requirements are satisfied. The restricted stock units for NEOs provide for reinvested dividend equivalents. For each dividend declared for which the ex-dividend date falls within the vesting period, the NEO will be credited with an additional number of restricted stock units subject to the same terms and conditions as the original restricted stock units. The restricted stock units are paid in EIX Common Stock, except EIX converts awards to cash having a value equal to the stock that otherwise would have been delivered to satisfy minimum tax withholding and governmental levies. The EIX Compensation Committee may elect to pay any restricted stock units in cash rather than shares of EIX Common Stock if and to the extent that payment in shares would exceed the applicable share limits of the EIX 2007 Performance Incentive Plan.

#### *Post-Employment Benefits*

The NEOs receive retirement benefits under qualified and non-qualified defined-benefit and defined-contribution retirement plans. Some NEOs participate in the SCE Retirement Plan (based on date of hire), and all NEOs participate in the 401(k) Savings Plan, on substantially the same terms as other participating employees.

Due to limitations imposed by ERISA and the Internal Revenue Code, the benefits payable to the NEOs under the SCE Retirement Plan and the 401(k) Plan are limited. EIX has also established an Executive Retirement Plan (the EIX Executive Retirement Plan) and the Executive Deferred Compensation Plan that permit the NEOs to receive the full amount of benefits that would be paid under the qualified plans but for such limitations, and certain additional benefits.

For descriptions of the tax-qualified and non-qualified defined benefit pension plans and the Executive Deferred Compensation Plan, see the narrative below to the Pension Benefits and Non-Qualified Deferred Compensation tables, respectively.

EIX also sponsors survivor and disability benefit plans in which the NEOs are eligible to participate.

*Severance*

The NEOs, except for Mr. Pizarro, Mr. McDevitt and Ms. Rigatti, are eligible for one year's worth of compensation and benefits if involuntarily severed without cause. Severance protection is also provided for non-executive employees whose positions are eliminated.

EIX's current executive compensation plans offer additional benefits in the event of a change in control of EIX, under which the NEOs that are senior vice presidents or above would be provided with enhanced severance benefits if their employment were actually or constructively terminated without cause within a defined period of such a change in control. Constructive termination would include occurrences such as a material diminution in duties or salary, or a substantial relocation.

For detailed information on the estimated potential payments and benefits payable to NEOs in the event of their termination of employment, see Potential Payments upon Termination or Change in Control of EIX below.

*Perquisites*

All perquisites were eliminated for the NEOs effective January 2012.

The values of perquisites provided to each NEO in 2011 are reported in column (i) of the Summary Compensation Table below, and are further described in footnote (4) to that table.

**COMPENSATION COMMITTEE REPORT**

The Compensation Committee has reviewed and discussed with management the Compensation Discussion and Analysis section of this Form 10-K/A. Based upon such review and discussion, the Compensation Committee recommended to the Board that the Compensation Discussion and Analysis section be included in EME's and Midwest Generation's 2013 Annual Report on Form 10-K.

Hugh E. Sawyer, Chair  
Frederic F. Brace

**COMPENSATION COMMITTEE INTERLOCKS**

**AND INSIDER PARTICIPATION**

The Compensation Committee was formed, and Messrs. Sawyer and Brace were elected to the Compensation Committee, as of October 19, 2012. No member of the Compensation Committee has any relationship that would be required to be reported under Item 404 of Regulation S-K. No member of the Compensation Committee serves or served during 2013 as a member of the board of directors or compensation committee of a company that has one or more executive officers serving as a member of EME's Board of Directors or the Compensation Committee.

**SUMMARY COMPENSATION TABLE**

The following table presents information regarding compensation of the NEOs for service during 2013 and, where applicable because the NEO was also an EME or Midwest Generation NEO in prior years, 2012 and/or 2011. The table below was prepared in accordance with SEC requirements. The total compensation presented below does not necessarily reflect the actual total compensation received by the NEOs. Specifically, the amounts under column (e), Stock Awards, do not represent the actual amounts paid to or realized by the NEOs for these awards during 2011-2013, but represent the aggregate grant date fair value of awards granted in those years for financial reporting purposes. Likewise, the amounts under column (h), Change in Pension Value and Non-qualified Deferred Compensation Earnings, do not reflect amounts paid to or realized by the NEOs during 2011-2013, but represent the change in the actuarial present values of the NEOs' accumulated pension benefits based on the assumptions EME uses for financial reporting purposes.

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| Name and<br>Principal Position/         | Year | Salary<br>(\$) | Bonus<br>(\$) | Stock<br>Awards<br>(1)<br>(\$) | Option<br>Awards<br>(2)<br>(\$) | Non-Equity<br>Incentive Plan<br>Compensation<br>(\$) | Change in<br>Pension<br>Value and<br>Non-qualified<br>Deferred<br>Compensation<br>Earnings (3)<br>(\$) | All<br>Other<br>Compensation<br>(4)<br>(\$) | Total<br>(\$) |
|---|------|----------------|---------------|--------------------------------|---------------------------------|--|--|---|---------------|
| (a)                                     | (b)  | (c)            | (d)           | (e)                            | (f)                             | (g)  | (h)  | (i)   | (j)           |
| <b>Pedro J. Pizarro</b>                 | 2013 | 475,000        |               |                                |                                 | 651,251  | 287,405  | 23,022                                      | 1,436,678     |
| President, EME                          | 2012 | 470,881        |               | 456,115                        | 456,004                         | 332,500  | 386,002  | 66,962                                      | 2,168,463     |
|   | 2011 | 450,000        |               | 362,283                        | 362,253                         | 345,200  | 289,971  | 79,941                                      | 1,889,648     |
|   |      |                |               |                                |                                 |  |  |   |               |
| <b>Andrew J. Hertneky</b>               | 2013 | 345,300        |               |                                |                                 | 507,247  | 217,280  | 28,368                                      | 1,098,195     |
| SVP, Marketing &<br>Trading             | 2012 | 343,109        |               | 163,201                        | 163,156                         | 258,980  | 331,777  | 57,090                                      | 1,317,313     |
|   | 2011 | 328,531        |               | 149,434                        | 149,401                         | 247,800  | 230,832  | 71,117                                      | 1,177,115     |
|   |      |                |               |                                |                                 |  |  |   |               |
| <b>Maria C. Rigatti</b>                 | 2013 | 305,200        |               |                                |                                 | 328,779  | 95,906   | 25,962                                      | 755,847       |
| SVP, CFO                                | 2012 | 300,340        |               | 171,734                        | 171,675                         | 167,860  | 235,418  | 54,094                                      | 1,101,121     |
|   | 2011 | 270,023        |               | 111,687                        | 111,663                         | 241,600  | 114,949  | 90,901                                      | 940,822       |
|   |      |                |               |                                |                                 |  |  |   |               |
| <b>Douglas R. McFarlan</b>              | 2013 | 300,200        |               |                                |                                 | 323,403  | 158,006  | 22,950                                      | 804,559       |
| SVP, Public Affairs &<br>Communications | 2012 | 296,625        |               | 141,890                        | 141,848                         | 165,110  | 261,049  | 51,457                                      | 1,057,979     |
|   | 2011 | 277,018        |               | 125,365                        | 125,329                         | 244,000  | 217,058  | 78,357                                      | 1,067,127     |
|   |      |                |               |                                |                                 |  |  |   |               |
| <b>John C. Kennedy</b>                  | 2013 | 293,400        |               |                                |                                 | 316,077  | 163,392  | 22,995                                      | 795,864       |
| SVP, Generation                         | 2012 | 288,227        |               | 138,759                        | 138,633                         | 161,370  | 512,831  | 51,648                                      | 1,291,467     |
|   | 2011 | 255,109        |               | 106,145                        | 106,114                         | 187,000  | 232,432  | 71,068                                      | 957,868       |
|   |      |                |               |                                |                                 |  |  |   |               |
| <b>MWG NEOs Only:</b>                   |      |                |               |                                |                                 |  |  |   |               |
| <b>Frederick W. McCluskey</b>           | 2013 | 290,900        |               |                                |                                 | 284,896  | 174,914  | 22,950                                      | 773,660       |
| VP, Technical Services                  | 2012 | 288,610        |               | 114,639                        | 114,542                         | 145,450  | 272,659  | 49,875                                      | 985,775       |
|   | 2011 | 275,723        |               | 90,042                         | 90,028                          | 204,300  | 215,435  | 59,504                                      | 935,032       |
|   |      |                |               |                                |                                 |  |  |   |               |
| <b>Daniel D. McDevitt</b>               | 2013 | 302,900        |               |                                |                                 | 326,307  | 98,299   | 25,462                                      | 752,968       |
| SVP, General Counsel                    | 2012 | 299,210        |               | 122,036                        | 121,918                         | 166,600  | 178,211  | 46,446                                      | 934,421       |
|   | 2011 | 276,479        |               | 77,195                         | 77,140                          | 165,500  | 102,594  | 65,135                                      | 764,044       |
|   |      |                |               |                                |                                 |  |  |   |               |

(1)



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Stock awards for EIX Common Stock consist of performance shares and restricted stock units granted under the EIX 2007 Performance Incentive Plan in the year indicated. The performance share and restricted stock unit amounts shown in this Summary Compensation Table reflect the aggregate grant date fair value of these awards computed in accordance with FASB ASC Topic 718. For performance shares, the value is reported as of the grant date based on the probable outcome of performance conditions, consistent with the estimate of aggregate compensation cost to be recognized over the service period determined as of the grant date under FASB ASC Topic 718, excluding the effect of estimated forfeitures. For a discussion of the assumptions and methodologies used to calculate these amounts, see the discussion contained in (i) Note 8 (Compensation and Benefit Plans) to EME's and Midwest Generation's Annual Report on Form 10-K for the period ending December 31, 2013 and (ii) similar footnotes for prior years when the awards were granted.

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|  |  |  |
|--|--|--|
|  |  |  |
|--|--|--|

The table below shows the maximum value of performance share awards included in the Summary Compensation Table at the grant date assuming that the highest level of performance conditions will be achieved. The 2011 performance shares vested as of December 31, 2013, and the value realized on vesting was substantially lower than the maximum value reported below. See the Option Exercises and Stock Vested table below for the value realized on vesting of the 2011 performance share awards. The performance period for the 2012 performance shares has not ended. The NEOs did not receive any 2013 performance shares.

| Name                | Maximum Performance Share Potential as of Grant Date for 2012 Awards (\$) |  | Maximum Performance Share Potential as of Grant Date for 2011 Awards (\$) |  |
|---------------------|---|--|---|--|
| Pedro J. Pizarro    | 456,132   |  | 362,276   |  |
| Andrew Hertneky     | 163,226   |  | 149,457   |  |
| Maria Rigatti       | 171,758   |  | 111,695   |  |
| Douglas R. McFarlan | 141,895   |  | 125,386   |  |
| John C. Kennedy     | 138,823   |  | 106,155   |  |
| Fred W. McCluskey   | 114,718   |  | 90,044  |  |
| Daniel McDevitt     | 122,099   |  | 77,180  |  |

- (2) EIX Common Stock option awards consist of non-qualified stock options granted under the EIX 2007 Performance Incentive Plan in the year indicated. The option amounts shown in this Summary Compensation Table reflect the aggregate grant date fair value of these awards computed in accordance with FASB ASC Topic 718. For a discussion of the assumptions and methodologies used to calculate these amounts, see the discussion of options contained in Note 8 (Compensation and Benefit Plans) to EME's and Midwest Generation's Annual Report on Form 10-K for the period ending December 31, 2013 and (ii) similar footnotes for prior years when the awards were granted.
- (3) The reported amounts include (i) interest on deferred compensation account balances considered under SEC rules to be at above-market rates, and (ii) the aggregate change in the actuarial present value of each NEO's accumulated benefit under the SCE Retirement Plan and the EIX Executive Retirement Plan, as reflected in the following table:

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| Name                | 2012 Interest Amounts<br>(\$) | 2012 Change<br>In Actuarial Present Value<br>(\$) |
|---------------------|-------------------------------|---|
| Pedro J. Pizarro    | 113,972                       | 173,433   |
| Andrew J. Hertneky  | 82,033                        | 135,247   |
| Maria Rigatti       | 11,155                        | 84,751  |
| Douglas R. McFarlan | 13,952                        | 144,414   |
| John C. Kennedy     | 1,200                         | 162,192   |
| Fred W. McCluskey   | 24,454                        | 150,460   |
| Daniel D. McDevitt  | 17,854                        | 80,445  |

(4) Amounts reported for 2013 include EME contributions to the 401(k) Plan and the Executive Deferred Compensation Plan for each NEO.

**GRANTS OF PLAN-BASED AWARDS**

No equity awards were granted to the NEOs during 2013.

**OUTSTANDING EQUITY AWARDS AT FISCAL YEAR-END**

The following table presents information regarding the outstanding equity awards held by each NEO at the end of 2013. Outstanding equity awards consist of non-qualified stock options, performance shares, and restricted stock units, all of which relate to EIX common stock. Column (d) Equity Incentive Plan Awards has been omitted in accordance with SEC rules because no such awards were outstanding at the end of 2013.

| Name | Grant Date | Option Awards  |   |                            |                           | Stock Awards   |  |  |  |
|------|------------|--|---|----------------------------|---------------------------|--|--|--|--|
|      |            | Number of Securities Underlying Unexercised Options Exercisable(1) (#) | Number of Securities Underlying Unexercised Options (#) | Option Exercise Price (\$) | Option Expiration Date(1) | Number of Shares or Units of Stock That Have Not Vested(2) (#) | Market Value of Shares or Units of Stock That Have Not Vested(2)(3) (\$) | Equity Incentive Plan Awards: Number of Unearned Shares, Units or Other Rights That Have Not Vested(4) (#) | Equity Incentive Plan Awards: Market or Payout Value of Unearned Shares, Units or Other Rights That Have Not Vested(3)(4) (\$) |
| (a)  |            | (b)  | (c)   | (e)                        | (f)                       | (g)  | (h)  | (i)  | (j)  |

Pedro J. Pizarro

|           |        |        |         |          |       |         |       |  |        |
|-----------|--------|--------|---------|----------|-------|---------|-------|--|--------|
| 3/5/2007  | 21,501 |        | 47.4100 | 1/3/2017 |       |         |       |  |        |
| 3/3/2008  | 25,196 |        | 49.9500 | 1/2/2018 |       |         |       |  |        |
| 6/30/2008 | 19,007 |        | 51.3800 | 1/2/2018 |       |         |       |  |        |
| 3/3/2010  |        | 14,106 | 33.3000 | 1/2/2020 |       |         |       |  |        |
| 3/3/2011  |        | 31,887 | 37.9600 | 1/4/2021 | 5,229 | 242,106 |       |  |        |
| 3/5/2012  |        | 65,517 | 43.1000 | 1/3/2022 | 5,607 | 259,623 | 1,178 |  | 54,540 |

Andrew J. Hertneky

|           |       |        |         |          |       |        |     |  |        |
|-----------|-------|--------|---------|----------|-------|--------|-----|--|--------|
| 3/1/2006  | 7,584 |        | 44.2950 | 1/4/2016 |       |        |     |  |        |
| 3/5/2007  | 6,658 |        | 47.4100 | 1/3/2017 |       |        |     |  |        |
| 3/3/2008  | 8,411 |        | 49.9500 | 1/2/2018 |       |        |     |  |        |
| 9/30/2008 | 225   |        | 39.9000 | 1/2/2018 |       |        |     |  |        |
| 3/3/2010  |       | 7,087  | 33.3000 | 1/2/2020 |       |        |     |  |        |
| 3/3/2011  |       | 13,151 | 37.9600 | 1/4/2021 | 2,157 | 99,846 |     |  |        |
| 3/5/2012  | 7,814 | 23,442 | 43.1000 | 1/3/2022 | 2,006 | 92,887 | 422 |  | 19,517 |

Maria Rigatti

|           |       |        |         |          |       |        |     |  |        |
|-----------|-------|--------|---------|----------|-------|--------|-----|--|--------|
| 6/29/2007 | 1,285 |        | 56.1200 | 1/3/2017 |       |        |     |  |        |
| 3/3/2010  |       | 3,348  | 33.3000 | 1/2/2020 |       |        |     |  |        |
| 3/3/2011  |       | 9,829  | 37.9600 | 1/4/2021 | 1,612 | 74,631 |     |  |        |
| 3/5/2012  |       | 24,666 | 43.1000 | 1/3/2022 | 2,111 | 97,745 | 444 |  | 20,535 |

Douglas R. McFarlan

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|                    |           |       |        |         |          |       |        |     |        |
|--------------------|-----------|-------|--------|---------|----------|-------|--------|-----|--------|
|                    | 3/5/2007  | 2,000 |        | 47.4100 | 1/3/2017 |       |        |     |        |
|                    | 3/3/2010  |       | 6,151  | 33.3000 | 1/2/2020 |       |        |     |        |
|                    | 3/3/2011  |       | 11,031 | 37.9600 | 1/4/2021 | 1,809 | 83,763 |     |        |
|                    | 3/5/2012  |       | 20,380 | 43.1000 | 1/3/2022 | 1,744 | 80,767 | 366 | 16,966 |
| John C. Kennedy    |           |       |        |         |          |       |        |     |        |
|                    | 6/29/2007 | 1,684 |        | 56.1200 | 1/3/2017 |       |        |     |        |
|                    | 3/3/2010  |       | 3,049  | 33.3000 | 1/2/2020 |       |        |     |        |
|                    | 3/3/2011  |       | 9,340  | 37.9600 | 1/4/2021 | 1,532 | 70,927 |     |        |
|                    | 3/5/2012  |       | 19,918 | 43.1000 | 1/3/2022 | 1,705 | 78,952 | 358 | 16,598 |
| Fred W. McCluskey  |           |       |        |         |          |       |        |     |        |
|                    | 3/3/2010  |       | 4,440  | 33.3000 | 1/2/2014 |       |        |     |        |
|                    | 3/3/2011  |       | 7,924  | 37.9600 | 1/2/2015 | 1,300 | 60,171 |     |        |
|                    | 3/5/2012  |       | 16,457 | 43.1000 | 1/2/2016 | 1,408 | 65,213 | 296 | 13,715 |
| Daniel D. McDevitt |           |       |        |         |          |       |        |     |        |
|                    | 3/1/2006  | 1,981 |        | 44.2950 | 1/4/2016 |       |        |     |        |
|                    | 3/5/2007  | 2,751 |        | 47.4100 | 1/3/2017 |       |        |     |        |
|                    | 3/3/2008  | 7,484 |        | 49.9500 | 1/2/2018 |       |        |     |        |
|                    | 3/3/2010  |       | 3,562  | 33.3000 | 1/2/2020 |       |        |     |        |
|                    | 3/3/2011  |       | 6,789  | 37.9600 | 1/4/2021 | 1,114 | 51,597 |     |        |
|                    | 3/5/2012  |       | 17,517 | 43.1000 | 1/3/2022 | 1,500 | 69,432 | 315 | 14,565 |

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(1) Subject to each NEO's continued employment, each unvested stock option grant becomes vested in equal annual installments over a four-year vesting period, with the first installment vesting on January 2 in the year following the year in which the grant occurs and the following three installments vesting on the next three anniversaries of that date (if January 2 falls on a holiday or weekend, then vesting occurs either on the preceding business day or the next business day on which the New York Stock Exchange is open, depending on the terms applicable to the grant).

(2) Subject to each NEO's continued employment, restricted stock units become vested and payable on January 2 at the end of a three-year vesting period beginning with the year in which the grant occurs (if January 2 falls on a holiday or weekend, then vesting occurs either on the preceding business day or the next business day on which the New York Stock Exchange is open, depending on the terms applicable to the grant).

(3) The values shown in columns (h) and (j) of the table are determined by multiplying the number of shares or units reported in column (g) or (i), respectively, by the closing price of EIX Common Stock on December 31, 2013.

(4) Subject to each NEO's continued employment, half of each NEO's 2012 performance share grants become earned and vested based on EIX's comparative TSR over a three-year performance period (2012-2014), while the remainder became earned and vested based on EIX's three-year (2012-2014) average annual core earnings per share, measured against target levels. The number of performance shares included for each NEO in column (i) of the table above is the number of shares that may become earned if EIX's TSR for the applicable performance period is at the 25th percentile of the comparison group and EIX's earnings per share are equal to 80% of the target level each year in the performance period. These are the threshold numbers of shares that may become payable (including shares added by reinvestment of dividend equivalents) for the 2012 grants, and equal 25% of the target number of shares.

**OPTION EXERCISES AND STOCK VESTED**

The following table presents information regarding the exercise of stock options by NEOs and vesting of stock awards (all of which relate to EIX common stock) during 2013.

| Name                | Option Awards                             |                                    | Stock Awards                                |                                |
|---------------------|---|------------------------------------|---|--------------------------------|
|                     | Number of Shares Acquired on Exercise (#) | Value Realized on Exercise(1) (\$) | Number of Shares Acquired on Vesting(2) (#) | Value Realized on Vesting (\$) |
| (a)                 | (b)                                       | (c)                                | (d)   | (e)                            |
| Pedro J. Pizarro    | 134,098                                   | \$1,964,082                        | 6,160                                       | \$283,866                      |
| Andrew Hertneky     | 25,691                                    | \$405,059                          | 2,955                                       | \$136,156                      |
| Maria Rigatti       | 35,823                                    | \$357,537                          | 1,573                                       | \$72,521                       |
| Douglas R. McFarlan | 53,650                                    | \$455,784                          | 2,547                                       | \$117,346                      |
| John C. Kennedy     | 31,228                                    | \$265,732                          | 1,452                                       | \$66,949                       |
| Fred W. McCluskey   | 38,895                                    | \$301,053                          | 1,837                                       | \$84,611                       |

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|                    |        |           |       |          |
|--------------------|--------|-----------|-------|----------|
| Daniel D. McDevitt | 24,606 | \$319,017 | 1,494 | \$68,846 |
|--------------------|--------|-----------|-------|----------|

- |     |   |
|-----|---|
| (1) | The value realized on exercise of stock options equals the difference between (i) the market price of EIX Common Stock on the exercise date and (ii) the exercise price of those options. |
| (2) | The value for stock awards equals the market price of EIX Common Stock on the vesting date multiplied by the number of shares or units, as applicable, that vested.                       |



**PENSION BENEFITS**

The following table presents information regarding the present value of accumulated benefits that may become payable to the NEOs under qualified and non-qualified defined-benefit pension plans.

| Name                   | Plan Name                 | Number of<br>Years Credited<br>Service(1)<br>(#) | Present<br>Value of<br>Accumulated<br>Benefit(1)<br>(\$) | Payments<br>During Last<br>Fiscal Year<br>(\$) |
|------------------------|---------------------------|--|--|--|
| (a)                    | (b)                       | (c)  | (d)  | (e)  |
| Pedro J. Pizarro       | SCE Retirement Plan       | 15   | 161,962  |  |
|                        | Executive Retirement Plan | 15   | 1,614,717  |  |
| Andrew J. Hertneky     | SCE Retirement Plan       | 12   | 24,619   |  |
|                        | Executive Retirement Plan | 12   | 659,010  |  |
| Maria Rigatti          | SCE Retirement Plan       | 15   |  |  |
|                        | Executive Retirement Plan | 15   | 485,597  |  |
| Douglas R. McFarlan    | SCE Retirement Plan       | 14   |  |  |
|                        | Executive Retirement Plan | 14   | 1,010,808  |  |
| John C. Kennedy        | SCE Retirement Plan       | 35   | 413,832  |  |
|                        | Executive Retirement Plan | 35   | 1,454,187  |  |
| <b>MWG NEOs Only:</b>  |                           |  |  |  |
| Frederick W. McCluskey | SCE Retirement Plan       | 25   | 295,499  |  |
|                        | Executive Retirement Plan | 25   | 1,140,014  |  |
| Daniel D. McDevitt     | SCE Retirement Plan       | 10   |  |  |
|                        | Executive Retirement Plan | 10   | 389,088  |  |

|     |  |
|-----|--|
| (1) | <i>The years of credited service and present value of accumulated benefits are presented as of December 31, 2013. The present value of accumulated benefits assumes that each NEO retires at the later of December 31, 2013 or age 61, the youngest age at which an unreduced retirement benefit is available from the SCE Retirement Plan and the EIX Executive Retirement Plan and that benefits are paid in accordance with the terms of each plan described below. For a description of the material assumptions used to calculate the present value of accumulated benefits shown above, please see Note 8 (Compensation and Benefit Plans) to EME's and Midwest Generation's Annual Report on Form 10-K for the period ending December 31, 2013.</i> |
|-----|--|

#### **SCE RETIREMENT PLAN**

The SCE Retirement Plan is a non-contributory defined-benefit pension plan subject to the provisions of ERISA. The SCE Retirement Plan was a traditional final average pay plan with a Social Security offset until April 1, 1999, when for most participants a transition to cash balance features was adopted.

#### **EIX EXECUTIVE RETIREMENT PLAN**

The EIX Executive Retirement Plan is an unfunded benefit equalization plan permitted by ERISA and was designed to allow NEOs and other employees to receive the full amount of benefits that would be paid under the SCE Retirement Plan but for limitations under ERISA and the Internal Revenue Code, and certain additional benefits. As part of the 2008 Internal Revenue Code Section 409A amendments, the EIX Executive Retirement Plan was separated into two different plan documents. The grandfathered plan document applies to benefits that were accrued, determined and vested prior to January 1, 2005, while the 2008 plan document applies to benefits that were accrued, determined or vested on or after January 1, 2005.

### **Eligibility and Benefit Formula**

The NEOs are eligible to participate in the EIX Executive Retirement Plan. Benefits are calculated using the following formula:

$1.75\% \times \text{Total Compensation up to 30 years} + 1\% \times \text{Total Compensation for each year over 30 years.}$

Total Compensation is the NEO's base salary and annual incentive award earned in the 36 consecutive months when the total of these payments was the highest (the 36 months need not be consecutive for those grandfathered in the provisions effective prior to 2008).

Because he was a senior executive prior to January 1, 2006, Mr. Pizarro receives an additional service percentage of  $3/4\%$  per year for the first ten years of service, which results in an additional  $7\ 1/2\%$  upon completion of ten years of service.

The actual benefit payable is reduced and offset by (i) all amounts payable under the SCE Retirement Plan described above, (ii) up to 40% of the executive's primary Social Security benefits and (iii) the value of 401(k) Plan accounts derived from profit sharing contributions, if any.

If an NEO becomes entitled to severance benefits under the EIX 2008 Executive Severance Plan (the Severance Plan), or any successor plan, the NEO will receive additional service and age credits for purposes of calculating the NEO's benefit under the EIX Executive Retirement Plan as described under Potential Payments Upon Termination or Change in Control of EIX below.

### **Vesting**

Benefits vest under the EIX Executive Retirement Plan after five years of service, upon death or disability, or upon becoming eligible for severance benefits under the EIX Severance Plan.

### **Payment**

Benefits that become payable under the grandfathered plan document are generally payable as follows. Upon a vested participant's retirement at or after age 55 or death, the normal form of benefit is a life annuity with a 50% spousal survivor benefit following the death of the participant that is paid monthly (if the surviving spouse is more than five years younger than the participant, the spousal benefit will be reduced to an amount less than 50% of the pre-death benefit to account for the longer projected payout period). EME pays the full cost of this spousal survivor benefit. A contingent annuity benefit for a survivor other than a spouse is also available, but without company subsidy.

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Participants may elect to receive an alternative form of benefit, such as a lump-sum payment or monthly payments over 60 or 120 months. If the participant's employment terminates for any reason other than death, retirement, permanent and total disability, or involuntary termination not for cause, vested benefits will be paid after the participant attains age 55 in an annuity only. If a participant's employment is terminated for cause, all benefits will be forfeited.

Benefits that become payable under the 2008 plan document are generally payable as follows. Participants have sub-accounts for each annual accrual for which the following forms of payment may be elected: single lump-sum; two to fifteen annual installments; monthly installments for 60 to 180 months; any combination of the above; a life annuity with a 50% spousal survivor benefit following the participant's death; or a contingent annuity. Participants may elect to have their designated form of payment triggered by their retirement, death, disability or other separation from service; however, payment will not occur before a participant reaches age 55 other than in the case of death or disability.

Payments triggered by retirement, death, disability or other separation from service may begin upon the applicable triggering event, the later of the applicable triggering event and a specific month and year, or a specified number of months and/or years following the applicable triggering event; however, payments generally may not begin later than the participant's 75th birthday unless the participant is still employed. Payments may be delayed or accelerated in accordance with the 2008 plan document if permitted or required under Section 409A of the Internal Revenue Code; if payments are delayed after the later of the applicable triggering event or age 55, interest is credited at a rate equal to that credited to cash balance accounts under the SCE Retirement Plan described above.

The annuity options available under the 2008 plan document have the same features as the annuity options available under the grandfathered plan document. Account balances payable in installments under the 2008 plan document earn interest at a rate equal to that credited to cash balance accounts under the SCE Retirement Plan described above.

The benefit formula includes benefit reductions for termination prior to age 55, or early retirement after attaining age 55 but prior to age 61, similar to the formula for the SCE Retirement Plan discussed above. If an NEO terminates prior to age 55 but with a total of 68 years of age and service, the benefit formula includes a special early retirement benefit reduction based on the SCE Retirement Plan formula for early retirement.

**NON-QUALIFIED DEFERRED COMPENSATION**

The following table presents information regarding the contributions to and earnings on the NEOs' deferred compensation balances during 2013, and the total deferred amounts for the NEOs at the end of 2013. All deferrals are under the Executive Deferred Compensation Plan (EDCP).

| <b>Name(1)</b> | <b>Executive Contributions in Last FY(2)</b> | <b>Registrant Contributions in Last FY(2)</b> | <b>Aggregate Earnings in Last FY(3)</b> | <b>Aggregate Withdrawals/ Distributions</b> | <b>Aggregate Balance at Last FYE</b> |
|----------------|--|---|---|---|--------------------------------------|
|                | <b>(\$)</b>                                  | <b>(\$)</b>                                   | <b>(\$)</b>                             | <b>(\$)</b>                                 | <b>(\$)</b>                          |
| <b>(a)</b>     | <b>(b)</b>                                   | <b>(c)</b>                                    | <b>(d)</b>                              | <b>(e)</b>                                  | <b>(f)</b>                           |

|                     |        |       |         |        |           |
|---------------------|--------|-------|---------|--------|-----------|
| Pedro J. Pizarro    | 1,206  | 72    | 213,482 | 0      | 3,656,762 |
| Andrew J. Hertneky  | 20,718 | 5,418 | 153,657 | 50,507 | 2,646,696 |
| Maria Rigatti       | 30,520 | 3,012 | 20,895  |        | 375,229   |
| Douglas R. McFarlan |        |       | 25,460  |        | 436,098   |
| John C. Kennedy     | 745    | 45    | 2,248   | 36,127 | 38,523    |

**MWG NEOs Only:**

|                    |        |       |        |         |
|--------------------|--------|-------|--------|---------|
| Fred W. McCluskey  |        |       | 45,806 | 784,606 |
| Daniel D. McDevitt | 59,939 | 3,596 | 33,443 | 604,970 |

- (1) The balances shown represent compensation already reportable in the Summary Compensation Table above, except for the portion of interest not considered above-market under SEC rules. Although the compensation was earned, the officers chose not to have the compensation paid, but instead deferred it, essentially lending to EIX as unsecured general creditors, in return for interest paid at a rate commensurate with or less than EIX's cost of capital.
- (2) The amounts reported as registrant contributions in 2013 also are included as compensation in the appropriate columns of the Summary Compensation Table above, or represent deferrals of dividend equivalents whose value was reportable as part of the grant date fair value of the options with which they are associated.
- (3) Only the portion of earnings on deferred compensation that is considered to be at above-market rates under SEC rules is included as compensation in column (h) of the Summary Compensation Table above.

**Executive Deferred Compensation Plan**

As part of the 2008 Internal Revenue Code Section 409A amendments, the Executive Deferred Compensation Plan was separated into two different plan documents. The grandfathered plan document applies to deferrals that were earned, determined and vested prior to January 1, 2005, while the 2008 plan document applies to deferrals that were earned, determined or vested on or after January 1, 2005.

*Contributions*

In 2013, each NEO was permitted to elect to defer: up to 75% of base salary; up to 100% of any annual incentive award earned; up to 100% of any special retention, recognition, or other special cash award; and up to 100% of dividend equivalents associated with stock options granted prior to 2007, the cash portion of performance share payouts and certain other qualifying equity awards (other than stock options).

In 2013, a matching contribution was made of up to 3% of each NEO's 2012 annual incentive award, 6% of the portion of each NEO's base salary that is deferred and up to 6% of the portion, if any, of non-deferred salary that exceeds 401(k) Plan Internal Revenue Code limits. NEOs vest in their matching contributions and earnings thereon after five years of service, upon death or disability, or a separation from service where the NEO becomes entitled to severance benefits under the Severance Plan.



*Interest*

Amounts deferred (including earnings and matching contributions) accrue interest until paid. The interest crediting rate on each NEO's account balance is the average monthly Moody's Corporate Bond Yield for Baa Public Utility Bonds over a sixty-month period ending November 1 of the prior year. EIX established this interest rate for all plan participants, and has discretion to change the applicable interest rate on a prospective basis.

*Payment of Grandfathered Benefits*

Benefits under the grandfathered plan document may be deferred until a specified date, retirement, death or termination of employment. At the participant's election, compensation deferred until retirement or death may be paid as a lump sum, in monthly installments over 60, 120, or 180 months, or in a combination of a partial lump sum and installments. Deferred compensation is paid as a single lump sum or in three annual installments upon any other termination of employment. However, if a participant's employment is terminated without cause, the participant may elect to receive payment at such time or a later date when the participant turns age 55, and the same payment options available for retirement will generally be applicable.

Each NEO was permitted to elect at the time of deferral to receive payment of such deferral on a fixed date in accordance with procedures established under the grandfathered plan document, and deferred amounts may also be paid in connection with a change in control of EIX.

Certain amounts deferred under the grandfathered plan document may be withdrawn at any time upon the election of an NEO; however, any amounts withdrawn are subject to a 10% early withdrawal penalty. Emergency hardship withdrawals without penalty also may be permitted at EIX's discretion.

*Payment of 2008 Plan Benefits*

Benefits under the 2008 plan document may be deferred until a specified date no later than the date the participant turns age 75, retirement, death, disability or other separation from service. Participants have sub-accounts for each annual deferral for which the following forms of payment may be elected: single lump-sum; two to fifteen annual installments; monthly installments for 60, 120 or 180 months.

Payments triggered by retirement, death, disability or other separation from service may begin upon the applicable triggering event or a specified number of months and/or years following the applicable triggering event; however, payments generally may not begin later than the participant's 75th birthday unless the participant is still employed. Payments are subject to certain administrative earliest payment date rules, and may be delayed or accelerated in accordance with the 2008 plan document if permitted or required under Section 409A of the Internal Revenue Code.

**POTENTIAL PAYMENTS UPON TERMINATION OR CHANGE IN CONTROL OF EIX**



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The following plans provide benefits that may become payable to NEOs, depending on the circumstances surrounding their termination of employment. When listing the potential payments to the NEOs under the plans described below, it is assumed that the applicable triggering event (retirement or other termination of employment) occurred on December 31, 2013 and that the price per share of EIX Common Stock is equal to the closing price as of the last NYSE trading day in 2013.

### **2008 Executive Severance Plan**

EIX provides severance benefits and change-in-control benefits to the NEOs (except for Mr. Pizarro, Mr. McDevitt, and Ms. Rigatti) under the 2008 Executive Severance Plan (the Severance Plan). In addition, severance benefits are provided through other plans or agreements included in the following description of severance benefits. To receive any severance benefits, an NEO must agree to release EIX and its affiliates from all claims arising out of the officer's employment relationship and agree to certain confidentiality and non-solicitation restrictions in favor of EIX.

#### **Severance Benefits – No Change in Control of EIX**

Under the Severance Plan, an eligible executive is generally entitled to severance benefits if his or her employment is involuntarily terminated without cause and other than due to the executive's disability (as these terms are defined in the Severance Plan).

Severance Plan benefits payable as of December 31, 2013 upon an involuntary termination without cause include:

- A lump sum cash payment equal to the total of (i) a year's base salary at the highest rate in effect during the preceding 24 months, (ii) an amount equal to the executive's base salary at the highest rate in effect during the preceding 24 months multiplied by the executive's highest target annual incentive percentage in effect during the preceding 24 months, and (iii) an amount equal to a pro-rata portion, based on the portion of the calendar year employed prior to severance, of the executive's base salary at the highest rate in effect during the preceding 24 months multiplied by the executive's highest target annual incentive percentage in effect during the preceding 24 months (or such lesser pro-rata annual incentive amount payable under the terms of the 162(m) Program);

- Eligibility for early retiree health care coverage if the NEO would have been eligible for early retiree health care coverage under the terms of an applicable non-executive severance plan, and if not, then an additional 12 to 19 months of health benefits (no additional health benefit are provided if the NEO is eligible for retiree health care under the terms applicable to non-executive non-severed employees);
- Continued participation for one year in the EIX 2008 Executive Survivor Benefit Plan described under **Survivor Benefit Plan** below;
- Reimbursement of up to \$20,000 for outplacement costs incurred within two years following separation from service; and
- Reimbursement for educational costs up to the amount allowed under any applicable non-executive severance plan.

In addition to Severance Plan benefits, other benefits payable to an eligible executive upon an involuntary termination without cause generally include:

- Vesting in a pro-rata portion of outstanding stock options and restricted stock units with one additional year of vesting credit applied under the award terms;
- Vesting in a pro-rata portion of outstanding performance shares that become earned based on Company performance with one additional year of vesting credit applied under the award terms;
- A period of up to one year to exercise any vested stock options;
- Full vesting and an additional year of service and age credits for purposes of calculating the executive's benefit under the EIX Executive Retirement Plan; and
- Vesting in any unvested amounts under the Executive Deferred Compensation Plan.

#### **Severance Benefits – Change in Control of EIX**

The severance benefits described above would be enhanced for each NEO who is a senior vice president or higher, if the NEO's employment is terminated for a qualifying reason during a period that started six months before and ended two years after a change in control of EIX. Qualifying reasons are defined to include an involuntary termination of the NEO's employment for any reason other than cause or disability, or the NEO's voluntary termination of employment for a good reason (as this term is defined in the Severance Plan). Except as noted below, these benefits are not triggered automatically by a change in control absent an actual or constructive termination of the NEO's employment without cause.

Upon a qualifying termination, outstanding stock options, restricted stock units and performance shares and related dividend equivalents would become fully vested, with performance shares and related dividend equivalents only becoming earned if actual performance during the performance period results in a payout, and with stock options remaining exercisable for up to three years. Absent a qualifying termination, stock options and performance shares would continue to vest on their normal schedule unless the awards were not continued or assumed.

The EIX 2007 Performance Incentive Plan and terms and conditions of awards under the plan provide for special rules that would apply if outstanding equity awards were not continued or assumed in connection with any dissolution, sale of all or substantially all of the assets or stock, merger or reorganization, or other event where EIX is not the surviving corporation. Following such a transaction, and regardless of whether a

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NEO s employment were terminated, outstanding stock options and performance shares and any related dividend equivalents would become fully vested. Options that became vested in connection with a change in control of EIX generally would be exercised prior to the change in control or cashed-out in connection with the change-in-control transaction.

Performance shares and related dividend equivalents would be earned based on a shortened performance period. The performance period applicable to the performance shares would be deemed to end on the day before the change in control, and performance shares would vest and become payable, if at all, based on EIX s TSR ranking or achievement of EPS target, as applicable, during the shortened performance period. Any performance shares that became payable during the shortened performance period associated with a change in control would be paid in cash within 74 days after the change in control, and any performance shares that did not become payable would terminate for no value on the date of the change in control.

In such a change in control transaction described above, the restricted stock units would generally continue to vest and become payable according to their original vesting schedule, unless the restricted stock units are terminated in accordance with special rules under Code Section 409A, in which case they would become fully vested.

The enhanced change-in-control severance benefits for the NEOs would be:

- Three times (for the President) or two times (for senior vice presidents) the cash severance amount payable for involuntary termination absent a change in control (except that the pro-rated annual incentive payment amount for the year of termination would not be trebled);
- The maximum extension of health benefits permitted under COBRA (unless eligible for retiree health care);
- An extension of three years (for the President) or two years (for senior vice presidents) of eligibility under the EIX 2008 Executive Survivor Benefit Plan;
- Three years (for the President) or two times (for senior vice presidents) of service and age credits under the EIX Executive Retirement Plan; and
- Reimbursement of up to \$50,000 (for the President) or \$30,000 (for senior vice presidents) for outplacement costs.

#### **Survivor Benefit Plan**

The EIX 2008 Executive Survivor Benefit Plan provides beneficiaries of participants with income continuation benefits in the event of the participant's death while employed. The after-tax benefit for senior officers such as the participating NEOs is equal to one year's cash compensation (annual salary rate plus average annual incentive percentage). However, officers who were senior officers at any time during 2007 are generally grandfathered in an after-tax benefit equal to two times the executive's cash compensation. Of the participating NEOs, only Mr. Pizarro is eligible for grandfathered benefits. The normal form of payment for benefits is a lump sum at the time of death.

#### **Deferred Compensation Plans**

Upon an NEO's retirement or other termination of employment, the NEO will generally receive a payout of any non-qualified deferred compensation balances under the Executive Deferred Compensation Plan. The Non-Qualified Deferred Compensation table and related discussion above describe these deferred compensation balances and payment terms. In the event of involuntary termination not for cause or qualifying termination in a change in control of EIX, unvested amounts derived from EIX contributions would vest.

The Executive Deferred Compensation Plan provides that, if a participant eligible to participate in the plan prior to January 1, 2009 dies within ten years of initial eligibility to participate in the plan, the account balance will be doubled and paid out on the schedule previously elected by the participant.

**SCE Retirement Plan and EIX Executive Retirement Plan**

In connection with an NEO's termination of employment, the NEO will generally receive a payout of his or her vested retirement benefits under the SCE Retirement Plan and the EIX Executive Retirement Plan. The Pension Benefits table and related discussion above describe these retirement payments and associated survivor benefits.

**Summary of Potential Payments upon Termination or Change in Control of EIX**

The following table presents the estimated payments and benefits that would have been payable to the NEOs as of December 31, 2013 in the event of:

- Involuntary termination of employment without cause (severance);
- Separation due to a change in control of EIX (including enhanced severance for senior vice presidents and above); and
- Separation due to death.

The value shown does not include benefits that would have been payable to the NEO if the triggering event had not occurred.

| Name                        | Severance<br>(\$) | Enhanced<br>Change in<br>Control<br>Severance(1)<br>(\$) | Death(2)<br>(\$) |
|-----------------------------|-------------------|--|------------------|
| <b>Pedro J. Pizarro</b>     |                   |  |                  |
| Lump sum cash               | 1,140,000         | 2,755,000  |                  |
| Health care coverage        | 16,391            | 24,586   |                  |
| Retirement plan benefits(4) | 95,864            | 191,728  |                  |
| Equity acceleration         | 545,445           | 1,204,415  |                  |
| Reimbursables expenses(5)   | 30,000            | 60,000   |                  |
| Survivor benefits(6)        |                   |  | 3,031,339        |
| <b>Andrew J. Hertneky</b>   |                   |  |                  |
| Lump sum cash               | 863,250           | 1,467,525  |                  |
| Health care coverage(3)     |                   |  |                  |
| Retirement plan benefits(4) | 91,117            | 182,106  |                  |
| Equity acceleration         | 209,690           | 486,515  |                  |
| Reimbursables expenses(5)   | 30,000            | 40,000   |                  |
| Survivor benefits(6)        |                   |  | 948,603          |
| <b>Maria Rigatti</b>        |                   |  |                  |
| Lump sum cash               | 640,920           | 1,113,980  |                  |
| Health care coverage(3)     | 10,365            | 15,547   |                  |
| Retirement plan benefits(4) | 64,041            | 121,399  |                  |
| Equity acceleration         | 187,207           | 391,636  |                  |
| Reimbursable expenses(5)    | 30,000            | 40,000   |                  |

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|                             |         |           |         |
|-----------------------------|---------|-----------|---------|
| Survivor benefits(6)        |         |           | 825,488 |
| <b>Douglas R. McFarlan</b>  |         |           |         |
| Lump sum cash               | 630,420 | 1,095,730 |         |
| Health care coverage(3)     |         |           |         |
| Retirement plan benefits(4) | 105,603 | 202,454   |         |
| Equity acceleration         | 178,924 | 416,101   |         |
| Reimbursables expenses(5)   | 30,000  | 40,000    |         |
| Survivor benefits(6)        |         |           | 900,224 |

**John C. Kennedy**

|                             |         |           |         |
|-----------------------------|---------|-----------|---------|
| Lump sum cash               | 616,140 | 1,070,910 |         |
| Health care coverage        |         |           |         |
| Retirement plan benefits(4) | 38,071  | 76,142    |         |
| Equity acceleration(7)      | 162,858 | 344,128   |         |
| Reimbursables expenses(5)   | 30,000  | 40,000    |         |
| Survivor benefits(6)        |         |           | 786,133 |

**Fred W. McCluskey**

|                             |         |         |         |
|-----------------------------|---------|---------|---------|
| Lump sum cash               | 581,800 | 581,800 |         |
| Health care coverage        | 177,329 | 177,329 |         |
| Retirement plan benefits(4) | 73,441  | 146,883 |         |
| Equity acceleration         | 136,284 | 312,752 |         |
| Reimbursable expenses(5)    | 30,000  | 40,000  |         |
| Survivor benefits(6)        |         |         | 783,926 |

**Daniel D. McDevitt**

|                             |         |           |         |
|-----------------------------|---------|-----------|---------|
| Lump sum cash               | 636,090 | 1,105,585 |         |
| Health care coverage(3)     | 18,168  | 27,253    |         |
| Retirement plan benefits(4) | 58,738  | 117,477   |         |
| Equity acceleration         | 131,334 | 290,315   |         |
| Reimbursables expenses(5)   | 30,000  | 40,000    |         |
| Survivor benefits(6)        |         |           | 775,253 |

(1) The benefits in the table for a hypothetical change-in-control severance would be in lieu of (not in addition to) the severance benefits as disclosed for an involuntary termination without cause.

(2) No benefits would be payable under the Survivor Benefit Plan if an NEO died following termination of employment. The amounts listed assume that all benefits would be paid in a lump sum following death.

(3) Mr. Hertneky, Mr. Kennedy and Mr. McFarlan would have been eligible for retiree health care benefits if they retired regardless of whether they were eligible to receive severance benefits. Mr. McCluskey would have become eligible for retiree health care benefits as a result of eligibility for severance benefits.

(4) Includes the actuarial value of additional years of age and service credit under the EIX Executive Retirement Plan and the value of EIX contributions under the Executive Deferred Compensation Plan that vest due to severance.



- (5) Includes outplacement costs.
  
- (6) Includes the value of NEO benefits under the EIX 2008 Executive Survivor Benefit Plan.

**DIRECTOR COMPENSATION**

The following table presents information regarding the compensation paid during 2013 to EME's non-employee Directors, who were elected on July 10, 2012. The compensation paid to any Director who is also an employee is presented in the Summary Compensation Table and the related explanatory tables.

| <b>Name</b>       | <b>Fees Earned or Paid in Cash (\$)</b> | <b>Total (\$)</b> |
|-------------------|---|-------------------|
| Frederic F. Brace | \$601,993.45                            | \$601,993.45      |
| Hugh E. Sawyer    | \$532,666.71                            | \$532,666.71      |

**Annual Retainer and Meeting Fees**

Compensation for non-employee directors during 2013 consisted of an annual retainer, paid in monthly installments. In January 2013, the compensation arrangements were modified to include fees for attending meetings and a per diem fee for each day on which other service is rendered. The following table sets forth the current retainers and meeting fees:

| <b>Type of Fee</b>                    | <b>Amount</b> |
|---------------------------------------|---------------|
| Annual Board Retainer:                | 200,000       |
| Each Board or Board committee meeting | 5,000         |
| Per diem                              | 6,000         |

Directors receive only one meeting fee in the event that a Board is held jointly or consecutively with a Board committee meeting, and for joint meetings of more than one committee.

All directors are also reimbursed for out-of-pocket expenses incurred for serving as directors.

**ITEM 12. SECURITY OWNERSHIP OF CERTAIN BENEFICIAL OWNERS AND MANAGEMENT AND RELATED STOCKHOLDER MATTERS**

**STOCK OWNERSHIP OF CERTAIN SHAREHOLDERS**

EIX is EME's ultimate parent and indirectly owns 100% of the stock of EME and 100% of the membership interests of Midwest Generation. Information regarding the security ownership of certain beneficial owners of EIX's voting securities is contained in the EIX Notice of 2014 Annual Meeting and Joint Proxy Statement dated March 14, 2014.

**STOCK OWNERSHIP OF DIRECTORS AND EXECUTIVE OFFICERS**

The following table shows the number of shares of EIX Common Stock beneficially owned as of March 14, 2014, except as otherwise indicated, by each of our directors, each individual named in the EIX and SCE Summary Compensation Tables, and our directors and executive officers as a group. None of the persons included in the table beneficially owns any other equity securities of EIX or its subsidiaries. The table includes shares that the individual has a right to acquire through March 14, 2014.

| Name of Beneficial Owner   | Stock Options | Common Stock Shares | Total Shares Beneficially Owned(1) |
|--|---------------|---------------------|------------------------------------|
| Frederic F. Brace  | —             |                     |                                    |
| Hugh E. Sawyer   |               |                     |                                    |
| Pedro J. Pizarro   | 166,492       | 3,630               | 170,122                            |
| Andrew J. Hertneky   | 23,281        | 5,340               | 28,621                             |
| Maria Rigatti  | 17,770        | 11,515              | 29,285                             |
| Douglas McFarlan   |               | 180                 | 180                                |
| John C. Kennedy  | 4,823         | 154                 | 4,977                              |
| Fred W. McCluskey  |               |                     |                                    |
| Daniel D. McDevitt   | 25,315        | 1,302               | 26,617                             |
| Jenene J. Wilson   | 83,154        | 10,841              | 93,995                             |
| EME Directors and Executive Officers as a Group (10 individuals) | 320,835       | 32,962              | 353,797                            |
|  | 47,908        | 13,151              | 61,059                             |

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Midwest Generation Directors and Executive Officers  
as a Group (5 individuals)

*(1) Includes shares listed in the two columns to the left. All EME Directors and Executive Officers as a group own less than 1% of the outstanding shares of EIX Common Stock.*

### CHANGES IN CONTROL

In February 2014, EME entered into a Settlement Agreement with EIX and certain of its unsecured creditors holding a majority of its outstanding senior unsecured notes (the Settlement Agreement). Under the Settlement Agreement, EME filed a Third Amended Plan of Reorganization (the Plan) under which, on the effective date of the Plan (the Effective Date), EME will emerge from bankruptcy free of liabilities but will remain an indirect wholly-owned subsidiary of EIX. See Item 8. Combined Notes to Consolidated Financial Statements--Note 16. Restructuring Activities in EME's and Midwest Generation's Annual Report on Form 10-K for the period ending December 31, 2013 for information about the Settlement Agreement and the Plan.

**ITEM 13. CERTAIN RELATIONSHIPS AND RELATED TRANSACTIONS, AND DIRECTOR INDEPENDENCE**

**TRANSACTIONS WITH RELATED PERSONS**

Since January 1 2013, no director or executive officer of EME or Midwest Generation has had a direct or indirect interest in any transactions or potential transactions with EME, Midwest Generation, or any subsidiary of either of them. Related party transactions with directors and executive officers are generally reviewed by EME's board of directors, although EME and Midwest Generation have not historically had formal policies and procedures regarding the review and approval of related party transactions. See Item 8. Combined Notes to Consolidated Financial Statements Note 15. Related Party Transactions in EME's and Midwest Generation's Annual Report on Form 10-K for the period ending December 31, 2013 for information about transactions involving EME and Midwest Generation's parent companies and Item 8. Combined Notes to Consolidated Financial Statements Note 16. Restructuring Activities in EME's and Midwest Generation's Annual Report on Form 10-K for the period ending December 31, 2013 for information about the Settlement Agreement and the Plan.

**DIRECTOR INDEPENDENCE**

EME's board is currently comprised of three directors: Pedro J. Pizarro, who is employed by EME, Frederic F. Brace and Hugh E. Sawyer. Midwest Generation's board is currently comprised of three managers, all of whom are employed by EME: Daniel D. McDevitt, Douglas R. McFarlan, and Maria Rigatti. Of these individuals, only Mr. Brace and Mr. Sawyer would qualify as independent directors based on the definition of independent director set forth in Rule 5605(a)(2) of the Nasdaq Stock Market LLC Listing Rules (the Nasdaq Listing Rules). Under the Nasdaq Listing Rules, each of EME and Midwest Generation would be considered a controlled company because more than 50% of its voting power is held by a single person. Accordingly, even if EME or Midwest Generation were a listed company on Nasdaq, it would not be required by Nasdaq Listing Rules to maintain a majority of independent directors on its board, nor would it be required by Nasdaq Listing Rules to maintain a Compensation Committee or Nomination Committee comprised entirely independent directors. No members of management serve on any EME board committees.

**ITEM 15. EXHIBITS, FINANCIAL STATEMENT SCHEDULES**

The following documents have been filed as part of this report or, where noted, incorporated by reference:

- (a) (1) List of Financial Statements

See Index to Consolidated Financial Statements in Item 8 of this report.

- (2) List of Financial Statement Schedules

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The following financial statement schedules are included in this report:

|  | Page |
|--|------|
| <b>Edison Mission Energy</b>                         |      |
| Schedule I Condensed Financial Information of Parent | 0    |
| Schedule II Valuation and Qualifying Accounts        | 0    |
| <b>Midwest Generation</b>                            |      |
| Schedule II Valuation and Qualifying Accounts        | 0    |

All other schedules have been omitted because they are not applicable or the required information is included in the consolidated financial statements or notes thereto.

### (3) List of Exhibits

The exhibit list below is incorporated herein by reference as the list of exhibits required as part of this report.

The agreements included or incorporated by reference as exhibits to this report contain representations and warranties by each of the parties to the applicable agreement. These representations and warranties were made solely for the benefit of the other parties to the applicable agreement and (i) were not intended to be treated as categorical statements of fact, but rather as a way of allocating the risk to one of the parties if those statements prove to be inaccurate; (ii) may have been qualified in such agreement by disclosures that were made to the other party in connection with the negotiation of the applicable agreement; (iii) may apply contract standards of materiality that are different from materiality under the applicable securities laws; and (iv) were made only as of the date of the applicable agreement or such other date or dates as may be specified in the agreement.

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EME and Midwest Generation acknowledge that, notwithstanding the inclusion of the foregoing cautionary statements, they are responsible for considering whether additional specific disclosures of material information regarding material contractual provisions are required to make the statements in this report not misleading.

| Exhibit Number | Description  | Edison<br>Mission<br>Energy | Midwest<br>Generation |
|----------------|--|-----------------------------|-----------------------|
| 2.1            | Asset Purchase Agreement, dated August 1, 1998, between Pennsylvania Electric Company, NGE Generation, Inc., New York State Electric & Gas Corporation and Mission Energy Westside, Inc., incorporated by reference to Exhibit 2.4 to Edison Mission Energy's Form 10-K for the year ended December 31, 1998.        | x                           |                       |
| 2.2            | Asset Sale Agreement, dated March 22, 1999, between Commonwealth Edison Company and Edison Mission Energy as to the Fossil Generating Assets, incorporated by reference to Exhibit 2.5 to Edison Mission Energy's Form 10-K for the year ended December 31, 1998.  | x                           | x                     |
| 2.3            | Purchase Agreement, dated July 20, 2004, between Edison Mission Energy and Origin Energy New Zealand Limited, incorporated by reference to Exhibit 2.1 to Edison Mission Energy's Form 8-K filed October 4, 2004.  | x                           |                       |
| 2.4            | Purchase Agreement, dated July 29, 2004, by and among Edison Mission Energy, IPM Eagle LLP, International Power plc, Mitsui & Co., Ltd. and the other sellers on the signature page thereto, incorporated by reference to Exhibit 2.1 to Edison Mission Energy's Form 10-Q for the quarter ended September 30, 2004. | x                           |                       |
| 2.5            | Asset Purchase Agreement, dated October 18, 2013, by and among NRG Energy, Inc., Edison Mission Energy and NRG Energy Holdings Inc., incorporated by reference to Exhibit A to Exhibit 2.1 to Edison Mission Energy's Form 8-K filed on October 21, 2013.  | x                           | x                     |
| 3.1            | Certificate of Incorporation of Edison Mission Energy, dated August 14, 2001, incorporated by reference to Exhibit 3.1 to Edison Mission Energy's Form 8-K filed October 29, 2001.   | x                           |                       |
| 3.1.1          | Certificate of Amendment to the Certificate of Incorporation of Edison Mission Energy, dated May 4, 2004, incorporated by reference to Exhibit 3.1.1 to Edison Mission Energy's Form 10-Q for the quarter ended March 31, 2004.  | x                           |                       |
| 3.1.2          | Certificate of Amendment to the Certificate of Incorporation of Edison Mission Energy, dated August 8, 2007, incorporated by reference to Exhibit 3.1.2 to Edison Mission Energy's Form 10-Q for the quarter ended June 30, 2007.  | x                           |                       |
| 3.2            | Amended By-Laws of Edison Mission Energy, dated March 12, 2013, incorporated by reference to Exhibit 3.2 to Edison Mission Energy's Form 8-K filed July 16, 2012.  | x                           |                       |
| 3.3            | Limited Liability Company Agreement of Midwest Generation, LLC, effective as of July 12, 1999, incorporated by reference to Exhibit 3.3 to Edison Mission Energy's and Midwest Generation, LLC's Registration Statement on Form S-4 to the Securities and Exchange Commission on April 20, 2001.                     |                             | x                     |
| 3.4            | Certificate of Formation of Midwest Generation, LLC, dated as of July 9, 1999, incorporated by reference to Exhibit 3.4 to Edison Mission Energy's and Midwest Generation, LLC's Registration Statement on Form S-4 to the Securities and Exchange Commission on April 20, 2001.                                     |                             | x                     |
| 4.1            | Indenture, dated as of May 7, 2007, between Edison Mission Energy and Wells Fargo Bank, National Association, as trustee, incorporated by reference to Exhibit 4.1 to Edison Mission Energy's Form 8-K filed May 10, 2007.   | x                           |                       |
| 4.1.1          | First Supplemental Indenture, dated as of May 7, 2007, between Edison Mission Energy and Wells Fargo Bank, National Association, as trustee, supplementing the Indenture, dated as of May 7, 2007, incorporated by reference to Exhibit 4.1.1 to Edison Mission Energy's Form 8-K filed May 10, 2007.                | x                           |                       |

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| Exhibit Number | Description  | Edison Mission Energy | Midwest Generation |
|----------------|--|-----------------------|--------------------|
| 4.1.2          | Second Supplemental Indenture, dated as of May 7, 2007, between Edison Mission Energy and Wells Fargo Bank, National Association, as trustee, supplementing the Indenture, dated as of May 7, 2007, incorporated by reference to Exhibit 4.1.2 to Edison Mission Energy's Form 8-K filed May 10, 2007.   | x                     |                    |
| 4.1.3          | Third Supplemental Indenture, dated as of May 7, 2007, between Edison Mission Energy and Wells Fargo Bank, National Association, as trustee, supplementing the Indenture, dated as of May 7, 2007, incorporated by reference to Exhibit 4.1.3 to Edison Mission Energy's Form 8-K filed May 10, 2007.  | x                     |                    |
| 4.1.4          | Fourth Supplemental Indenture, dated as of August 22, 2007, between Edison Mission Energy and Wells Fargo Bank, National Association, as trustee, supplementing the Indenture, dated as of May 7, 2007, incorporated by reference to Exhibit 4.1.4 to Edison Mission Energy's Form S-4 filed September 10, 2007.   | x                     |                    |
| 4.2            | Second Supplemental Indenture, dated as of April 30, 2007, between Edison Mission Energy and The Bank of New York, as trustee, supplementing the Indenture, dated as of June 28, 1999, pursuant to which Edison Mission Energy's 7.73% Senior Notes due 2009 were issued, incorporated by reference to Exhibit 4.1 to Edison Mission Energy's Form 8-K filed May 1, 2007.  | x                     |                    |
| 4.3            | Indenture, dated as of June 6, 2006, between Edison Mission Energy and Wells Fargo Bank, National Association, as trustee, incorporated by reference to Exhibit 4.1 to Edison Mission Energy's Form 8-K filed June 8, 2006.  | x                     |                    |
| 4.3.1          | First Supplemental Indenture, dated as of June 6, 2006, between Edison Mission Energy and Wells Fargo Bank, National Association, as trustee, supplementing the Indenture, dated as of June 6, 2006, incorporated by reference to Exhibit 4.1.1 to Edison Mission Energy's Form 8-K filed June 8, 2006.  | x                     |                    |
| 4.3.2          | Second Supplemental Indenture, dated as of June 6, 2006, between Edison Mission Energy and Wells Fargo Bank, National Association, as trustee, supplementing the Indenture, dated as of June 6, 2006, incorporated by reference to Exhibit 4.1.2 to Edison Mission Energy's Form 8-K filed June 8, 2006.   | x                     |                    |
| 4.4            | Guarantee, dated as of August 17, 2000, made by Edison Mission Energy, as Guarantor in favor of Powerton Trust I, as Owner Lessor, incorporated by reference to Exhibit 4.9 to Edison Mission Energy's and Midwest Generation, LLC's Registration Statement on Form S-4 to the Securities and Exchange Commission on April 20, 2001.   | x                     | x                  |
| 4.4.1          | Schedule identifying substantially identical agreement to Guarantee constituting Exhibit 4.4 hereto, incorporated by reference to Exhibit 4.9.1 to Edison Mission Energy's and Midwest Generation, LLC's Registration Statement on Form S-4 to the Securities and Exchange Commission on April 20, 2001.   | x                     | x                  |
| 4.5            | Guarantee, dated as of August 17, 2000, made by Edison Mission Energy, as Guarantor in favor of Joliet Trust I, as Owner Lessor, incorporated by reference to Exhibit 4.10 to Edison Mission Energy's and Midwest Generation, LLC's Registration Statement on Form S-4 to the Securities and Exchange Commission on April 20, 2001.  | x                     | x                  |
| 4.5.1          | Schedule identifying substantially identical agreement to Guarantee constituting Exhibit 4.5 hereto, incorporated by reference to Exhibit 4.10.1 to Edison Mission Energy's and Midwest Generation, LLC's Registration Statement on Form S-4 to the Securities and Exchange Commission on April 20, 2001.  | x                     | x                  |
| 4.6            | Participation Agreement (T1), dated as of August 17, 2000, by and among, Midwest Generation, LLC, Powerton Trust I, as the Owner Lessor, Wilmington Trust Company, as the Owner Trustee, Powerton Generation I, LLC, as the Owner Participant, Edison Mission Energy, United States Trust Company of New York, as the Lease Indenture Trustee, and United States Trust Company of New York, as the Pass Through Trustees, incorporated by reference to Exhibit 4.12 to Edison Mission Energy's and Midwest | x                     | x                  |



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| Exhibit Number | Description  | Edison Mission Energy | Midwest Generation |
|----------------|--|-----------------------|--------------------|
|                | Generation LLC's Registration Statement on Form S-4 to the Securities and Exchange Commission on April 20, 2001.   |                       |                    |
| 4.6.1          | Schedule identifying substantially identical agreement to Indenture of Trust, Mortgage and Security Agreement constituting Exhibit 4.6 hereto, incorporated by reference to Exhibit 4.6.1 to Edison Mission Energy's and Midwest Generation, LLC's Registration Statement on Form S-4 to the Securities and Exchange Commission on April 20, 2001.   | x                     | x                  |
| 4.7            | Participation Agreement (T1), dated as of August 17, 2000, by and among, Midwest Generation, LLC, Joliet Trust I, as the Owner Lessor, Wilmington Trust Company, as the Owner Trustee, Joliet Generation I, LLC, as the Owner Participant, Edison Mission Energy, United States Trust Company of New York, as the Lease Indenture Trustee and United States Trust Company of New York, as the Pass Through Trustees, incorporated by reference to Exhibit 4.13 to Edison Mission Energy's and Midwest Generation LLC's Registration Statement on Form S-4 to the Securities and Exchange Commission on April 20, 2001. | x                     | x                  |
| 4.7.1          | Schedule identifying substantially identical agreement to Participation Agreement constituting Exhibit 4.7 hereto, incorporated by reference to Exhibit 4.13.1 to Edison Mission Energy's and Midwest Generation, LLC's Registration Statement on Form S-4 to the Securities and Exchange Commission on April 20, 2001.  | x                     | x                  |
| 4.8            | Promissory Note (\$499,450,800), dated as of August 24, 2000, by Edison Mission Energy in favor of Midwest Generation, LLC, incorporated by reference to Exhibit 4.5 to Edison Mission Energy's Form 10-K for the year ended December 31, 2000.  | x                     | x                  |
| 4.8.1          | Schedule identifying substantially identical agreements to Promissory Note constituting Exhibit 4.8 hereto, incorporated by reference to Exhibit 4.5.1 to Edison Mission Energy's Form 10-K for the year ended December 31, 2000.  | x                     | x                  |
| 4.9            | Pass-Through Trust Agreement A, dated as of August 17, 2000, between Midwest Generation, LLC and United States Trust Company of New York, as Pass-Through Trustee, made with respect to the formation of the Midwest Generation Series A Pass-Through Trust, and the issuance of 8.30% Pass-Through Certificates, Series A, incorporated by reference to Exhibit 4.1 to Edison Mission Energy's and Midwest Generation, LLC's Registration Statement on Form S-4 to the Securities and Exchange Commission on April 20, 2001.  |                       | x                  |
| 4.10           | Pass-Through Trust Agreement B, dated as of August 17, 2000, between Midwest Generation, LLC and United States Trust Company of New York, as Pass-Through Trustee, made with respect to the formation of the Midwest Generation Series B Pass-Through Trust, and the issuance of 8.56% Pass-Through Certificates, Series B, incorporated by reference to Exhibit 4.2 to Edison Mission Energy's and Midwest Generation, LLC's Registration Statement on Form S-4 to the Securities and Exchange Commission on April 20, 2001.  |                       | x                  |
| 4.11           | Form of 8.30% Pass-Through Certificate, Series A (included in Exhibit 4.1), incorporated by reference to Exhibit 4.3 to Edison Mission Energy's and Midwest Generation, LLC's Registration Statement on Form S-4 to the Securities and Exchange Commission on April 20, 2001.  |                       | x                  |
| 4.12           | Form of 8.56% Pass-Through Certificate, Series B (included in Exhibit 4.2), incorporated by reference to Exhibit 4.4 to Edison Mission Energy's and Midwest Generation, LLC's Registration Statement on Form S-4 to the Securities and Exchange Commission on April 20, 2001.  |                       | x                  |
| 4.13           | Indenture of Trust, Mortgage and Security Agreement (T1), dated as of August 17, 2000, between Powerton Trust I and United States Trust Company of New York, as Lease Indenture Trustee, incorporated by reference to Exhibit 4.5 to Edison Mission Energy's and Midwest Generation, LLC's Registration Statement on Form S-4 to the Securities and Exchange Commission on April 20, 2001.   |                       | x                  |

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| Exhibit Number | Description  | Edison Mission Energy | Midwest Generation |
|----------------|--|-----------------------|--------------------|
| 4.13.1         | Schedule identifying substantially identical agreement to Indenture of Trust, Mortgage and Security Agreement constituting Exhibit 4.13 hereto, incorporated by reference to Exhibit 4.5.1 to Edison Mission Energy's and Midwest Generation, LLC's Registration Statement on Form S-4 to the Securities and Exchange Commission on April 20, 2001.                                      |                       | x                  |
| 4.14           | Indenture of Trust, Mortgage and Security Agreement (T1), dated as of August 17, 2000, between Joliet Trust I and United States Trust Company of New York, as Lease Indenture Trustee, incorporated by reference to Exhibit 4.6 to Edison Mission Energy's and Midwest Generation, LLC's Registration Statement on Form S-4 to the Securities and Exchange Commission on April 20, 2001. |                       | x                  |
| 4.14.1         | Schedule identifying substantially identical agreement to Indenture of Trust, Mortgage and Security Agreement constituting Exhibit 4.14 hereto, incorporated by reference to Exhibit 4.6.1 to Edison Mission Energy's and Midwest Generation, LLC's Registration Statement on Form S-4 to the Securities and Exchange Commission on April 20, 2001.                                      |                       | x                  |
| 4.15           | Facility Lease Agreement (T1), dated as of August 17, 2000, by and between Powerton Trust I, as Owner Lessor, and Midwest Generation, LLC, as Facility Lessee, incorporated by reference to Exhibit 4.7 to Edison Mission Energy's and Midwest Generation, LLC's Registration Statement on Form S-4 to the Securities and Exchange Commission on April 20, 2001.                         |                       | x                  |
| 4.15.1         | Schedule identifying substantially identical agreement to Facility Lease Agreement constituting Exhibit 4.15 hereto, incorporated by reference to Exhibit 4.7.1 to Edison Mission Energy's and Midwest Generation, LLC's Registration Statement on Form S-4 to the Securities and Exchange Commission on April 20, 2001.   |                       | x                  |
| 4.16           | Facility Lease Agreement (T1), dated as of August 17, 2000, by and between, Joliet Trust I, as Owner Lessor, and Midwest Generation, LLC, as Facility Lessee, incorporated by reference to Exhibit 4.8 to Edison Mission Energy's and Midwest Generation, LLC's Registration Statement on Form S-4 to the Securities and Exchange Commission on April 20, 2001.                          |                       | x                  |
| 4.16.1         | Schedule identifying substantially identical agreement to Facility Lease Agreement constituting Exhibit 4.16 hereto, incorporated by reference to Exhibit 4.8.1 to Edison Mission Energy's and Midwest Generation, LLC's Registration Statement on Form S-4 to the Securities and Exchange Commission on April 20, 2001.   |                       | x                  |
| 10.1           | Transaction Support Agreement, dated as of December 16, 2012, by and among Edison Mission Energy, Edison International and the Noteholders thereto, incorporated by reference to Exhibit 10.1 to Edison Mission Energy Form 8-K filed December 17, 2012.   | x                     |                    |
| 10.1.1         | Notice of Termination of Transaction Support Agreement, dated July 25, 2013, incorporated by reference to Exhibit 2.1 to Edison International's Form 8-K filed July 25, 2013.  | x                     |                    |
| 10.2           | Purchase & Reservation Agreement, dated as of June 4, 2007, between Edison Mission Energy and Suzlon Wind Energy Corporation, incorporated by reference to Exhibit 10.1 to Edison Mission Energy's Form 10-Q for the quarter ended June 30, 2007.  | x                     |                    |
| 10.3           | Supply Agreement, dated as of March 28, 2007, between Edison Mission Energy and Mitsubishi Power Systems Americas, Inc., incorporated by reference to Exhibit 10.1 to Edison Mission Energy's Form 10-Q for the quarter ended March 31, 2007.  | x                     |                    |
| 10.4           | Guarantee, dated August 1, 1998, between Edison Mission Energy, Pennsylvania Electric Company, NGE Generation, Inc. and New York State Electric & Gas Corporation, incorporated by reference to Exhibit 10.54 to Edison Mission Energy's Form 10-K for the year ended December 31, 1998.   | x                     |                    |
| 10.5           | Reimbursement Agreement, dated as of October 26, 2001, between Edison Mission Energy and Midwest Generation, LLC, incorporated by reference to Exhibit 10.15 to Edison Mission Energy's Form 10-Q for the quarter ended March 31, 2004.  | x                     |                    |

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| Exhibit Number | Description  | Edison Mission Energy | Midwest Generation |
|----------------|--|-----------------------|--------------------|
| 10.6           | Reimbursement Agreement, dated as of October 26, 2001, between Edison Mission Energy and Midwest Generation, LLC, incorporated by reference to Exhibit 10.15 to Edison Mission Energy's Form 10-Q for the quarter ended March 31, 2004.  |                       | x                  |
| 10.7           | Instrument of Assumption, dated as of December 15, 1999, by Midwest Generation, LLC in favor of Commonwealth Edison Company and Unicom Investment Inc., incorporated by reference to Exhibit 10.91 to Edison Mission Energy's and Midwest Generation, LLC's Registration Statement on Form S-4 to the Securities and Exchange Commission on April 20, 2001.  |                       | x                  |
| 10.8           | Pledge Agreement, dated as of August 17, 2000, between Midwest Generation, LLC and Citibank, N.A., incorporated by reference to Exhibit 10.105 to Edison Mission Energy's and Midwest Generation, LLC's Registration Statement on Form S-4 to the Securities and Exchange Commission on April 20, 2001.  |                       | x                  |
| 10.8.1         | Schedule identifying substantially identical agreements to the Pledge Agreement constituting Exhibit 10.8 hereto, incorporated by reference to Exhibit 10.105.1 to Edison Mission Energy's and Midwest Generation, LLC's Registration Statement on Form S-4 to the Securities and Exchange Commission on April 20, 2001.   |                       | x                  |
| 10.9           | Forbearance Agreement, dated as of December 16, 2012, by and among Midwest Generation and certain owner lessors, owner lessors' equity owners, and holders of outstanding pass-through certificates, incorporated by reference to Exhibit 10.1 to Midwest Generation, LLC's Form 8-K filed December 21, 2012.  |                       | x                  |
| 10.10          | Amended and Restated Tax Allocation Agreement, dated February 13, 2012, by and between Mission Energy Holding Company and Edison Mission Energy, incorporated by reference to Exhibit 10.11 to Edison Mission Energy's Form 10-K for the year ended December 31, 2011.   | x                     |                    |
| 10.10.1        | Modification No. 1 to Tax Allocation Agreement (modifying Amended and Restated Tax Allocation Agreement listed as Exhibit 10.10 herein), dated November 15, 2012 by and between Mission Energy Holding Company and Edison Mission Energy, incorporated by reference to Exhibit 10.1 to Edison Mission Energy's Form 8-K filed November 21, 2012.   | x                     |                    |
| 10.11          | Amended and Restated Administrative Agreement Re Tax Allocation Payments, dated February 13, 2012, among Edison International and subsidiary parties, incorporated by reference to Exhibit 10.12 to Edison Mission Energy's Form 10-K for the year ended December 31, 2011.  | x                     |                    |
| 10.12          | Tax-Allocation Agreement, effective January 1, 2002, by and between Midwest Generation, LLC and Edison Mission Midwest Holdings Co., incorporated by reference to Exhibit 10.25 to Midwest Generation, LLC's Form 10-Q for the quarter ended September 30, 2002.   |                       | x                  |
| 10.13          | Amended and Restated Master Purchase, Sale and Services Agreement, entered into on April 27, 2004, between Midwest Generation, LLC and Edison Mission Marketing & Trading, Inc., incorporated by reference to Exhibit 10.2 to Midwest Generation, LLC's Form 10-Q for the quarter ended March 31, 2004.  |                       | x                  |
| 10.14          | Support Services Agreement, dated as of August 7, 2000, between Midwest Generation, LLC and Midwest Generation EME, LLC, incorporated by reference to Exhibit 10.4 to Midwest Generation, LLC's Form 10-Q for the quarter ended March 31, 2004.  |                       | x                  |
| 10.15          | Management and Administration Agreement, effective as of April 27, 2004, between Midwest Generation, LLC and Midwest Generation EME, LLC, incorporated by reference to Exhibit 10.1 to Midwest Generation, LLC's Form 10-Q for the quarter ended March 31, 2004.   |                       | x                  |
| 10.16          | Plan Sponsor Agreement, dated October 18, 2013, by and among NRG Energy, Inc., NRG Energy Holdings Inc., Edison Mission Energy, certain of Edison Mission Energy's debtor subsidiaries, the Official Committee of Unsecured Creditors of Edison Mission Energy and its debtor subsidiaries, the PoJo Parties (as defined therein) and the proponent noteholders thereto, incorporated by reference to Exhibit 2.1 to Edison Mission Energy's Form 8-K filed on October 21, 2013. | x                     | x                  |



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| Exhibit Number | Description   | Edison Mission Energy | Midwest Generation |
|----------------|---|-----------------------|--------------------|
| 10.17          | Settlement Agreement dated as of February 18, 2014, by and among Edison Mission Energy, Edison International and the Consenting Noteholders identified therein, incorporated by reference to Exhibit 10.1 to Edison Mission Energy's Form 8-K filed on February 19, 2014.   | x                     | x                  |
| 10.18          | Certain exhibits related to compensatory plans, contracts and arrangements have been omitted pursuant to Item 601(b)(10)(iii)(c)(6) of Regulation S-K.  | x                     | x                  |
| 21.1**         | Subsidiaries of Edison Mission Energy   | x                     |                    |
| 21.2**         | Subsidiaries of Midwest Generation, LLC   |                       | x                  |
| 31.1*          | Certification of the Edison Mission Energy President pursuant to Section 302 of the Sarbanes-Oxley Act.   | x                     |                    |
| 31.2*          | Certification of the Edison Mission Energy Chief Financial Officer pursuant to Section 302 of the Sarbanes-Oxley Act.   | x                     |                    |
| 31.3*          | Certification of the Midwest Generation, LLC President pursuant to Section 302 of the Sarbanes-Oxley Act.   |                       | x                  |
| 31.4*          | Certification of the Midwest Generation, LLC Chief Financial Officer pursuant to Section 302 of the Sarbanes-Oxley Act.   |                       | x                  |
| 32.1*          | Statement Pursuant to 18 U.S.C. Section 1350 for Edison Mission Energy.   | x                     |                    |
| 32.2*          | Statement Pursuant to 18 U.S.C. Section 1350 for Midwest Generation, LLC.   |                       | x                  |
| 101**          | Financial statements from the annual report on Form 10-K of Edison Mission Energy and Midwest Generation, LLC for the year ended December 31, 2013, filed on March 12, 2014, formatted in XBRL: (i) Edison Mission Energy Consolidated Statements of Operations, (ii) Edison Mission Energy Consolidated Statements of Comprehensive Income (Loss), (iii) Edison Mission Energy Consolidated Balance Sheets, (iv) Edison Mission Energy Consolidated Statements of Total Equity, (v) Edison Mission Energy Consolidated Statements of Cash Flows, (vi) Midwest Generation, LLC Consolidated Statements of Operations, (vii) Midwest Generation, LLC Consolidated Statements of Comprehensive Income (Loss), (viii) Midwest Generation, LLC Consolidated Balance Sheets, (ix) Midwest Generation Consolidated Statements of Member's Equity, (x) Midwest Generation Consolidated Statements of Cash Flows, and (xi) the Combined Notes to Consolidated Financial Statements. | x                     | x                  |

\* Filed herewith.

\*\* Filed on March 12, 2014.

Confidential treatment granted.

**SIGNATURES**

Pursuant to the requirements of Section 13 or 15(d) of the Securities Exchange Act of 1934, the registrant has duly caused this report to be signed on its behalf by the undersigned, thereunto duly authorized.

|  |                              |   |
|--|------------------------------|---|
|  | <b>EDISON MISSION ENERGY</b> |   |
|  | <b>(REGISTRANT)</b>          |   |
|  |                              |   |
|  | By:                          | /s/ Maria Rigatti   |
|  |                              | Maria Rigatti<br><i>Senior Vice President and Chief Financial Officer</i> |
|  |                              |   |
|  | Date:                        | March 21, 2014  |

Pursuant to the requirements of the Securities Exchange Act of 1934, this report has been signed below by the following persons on behalf of the registrant and in the capacities and on the dates indicated.

| Signature             | Title  | Date           |
|-----------------------|--|----------------|
|                       |  |                |
|                       |  |                |
| /s/ Pedro J. Pizarro  |  |                |
| Pedro J. Pizarro      | Director and President<br>(Principal Executive Officer)                            | March 21, 2014 |
|                       |  |                |
| /s/ Maria Rigatti     |  |                |
| Maria Rigatti         | Senior Vice President and Chief Financial Officer<br>(Principal Financial Officer) | March 21, 2014 |
|                       |  |                |
| /s/ Aaron D. Moss     |  |                |
| Aaron D. Moss         | Vice President and Controller<br>(Principal Accounting Officer)                    | March 21, 2014 |
|                       |  |                |
| /s/ Frederic F. Brace |  |                |
| Frederic F. Brace     | Director   | March 21, 2014 |
|                       |  |                |
| /s/ Hugh E. Sawyer    |  |                |

|                |          |                |
|----------------|----------|----------------|
| Hugh E. Sawyer | Director | March 21, 2014 |
|----------------|----------|----------------|

**SIGNATURES**

Pursuant to the requirements of Section 13 or 15(d) of the Securities Exchange Act of 1934, the registrant has duly caused this report to be signed on its behalf by the undersigned, thereunto duly authorized.

|  |                                |  |                                   |
|--|--------------------------------|--|-----------------------------------|
|  | <b>MIDWEST GENERATION, LLC</b> |  |                                   |
|  | (REGISTRANT)                   |  |                                   |
|  |                                |  |                                   |
|  | By:                            |  | /s/ Maria Rigatti                 |
|  |                                |  | Maria Rigatti                     |
|  |                                |  | <i>Manager and Vice President</i> |
|  | Date:                          |  | March 21, 2014                    |

Pursuant to the requirements of the Securities Exchange Act of 1934, this report has been signed below by the following persons on behalf of the registrant and in the capacities and on the dates indicated.

| Signature                                      | Title   | Date           |
|--|---|----------------|
|  |   |                |
|  |   |                |
|  |   |                |
| /s/ Douglas R. McFarlan<br>Douglas R. McFarlan | Manager and President<br><br>(Principal Executive Officer)          | March 21, 2014 |
|  |   |                |
|  |   |                |
| /s/ Maria Rigatti<br>Maria Rigatti             | Manager and Vice President<br><br>(Principal Financial Officer)     | March 21, 2014 |
|  |   |                |
|  |   |                |
| /s/ Aaron D. Moss<br>Aaron D. Moss             | Vice President and Controller<br><br>(Principal Accounting Officer) | March 21, 2014 |
|  |   |                |
|  |   |                |
| /s/ Daniel D. McDevitt<br>Daniel D. McDevitt   | Manager and Vice President  | March 21, 2014 |



