

FORM 3

UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

OMB APPROVAL

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INITIAL STATEMENT OF BENEFICIAL OWNERSHIP OF SECURITIES

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934 or
Section 30(h) of the Investment Company Act of 1940

(Print or Type Responses)

1. Name and Address of Reporting Person * Alterna Core Capital Assets Fund II, L.P.		2. Date of Event Requiring Statement (Month/Day/Year) 08/14/2014	3. Issuer Name and Ticker or Trading Symbol Midwest Energy Emissions Corp. [MEEC]	
(Last) (First) (Middle) C/O ALTERNA CAPITAL PARTNERS LLC, 15 RIVER ROAD, SUITE 320			4. Relationship of Reporting Person(s) to Issuer (Check all applicable) ____ Director <input checked="" type="checkbox"/> 10% Owner ____ Officer (give title below) _____ Other (specify below)	5. If Amendment, Date Original Filed(Month/Day/Year)
(Street) WILTON,, CT 06897				6. Individual or Joint/Group Filing(Check Applicable Line) <input checked="" type="checkbox"/> Form filed by One Reporting Person <input type="checkbox"/> Form filed by More than One Reporting Person
(City)	(State)	(Zip)	Table I - Non-Derivative Securities Beneficially Owned	

1. Title of Security (Instr. 4)	2. Amount of Securities Beneficially Owned (Instr. 4)	3. Ownership Form: Direct (D) or Indirect (I) (Instr. 5)	4. Nature of Indirect Beneficial Ownership (Instr. 5)

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

SEC 1473 (7-02)

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Table II - Derivative Securities Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

1. Title of Derivative Security (Instr. 4)	2. Date Exercisable and Expiration Date (Month/Day/Year)		3. Title and Amount of Securities Underlying Derivative Security (Instr. 4)		4. Conversion or Exercise Price of Derivative Security	5. Ownership Form of Derivative Security: Direct (D) or Indirect (I) (Instr. 5)	6. Nature of Indirect Beneficial Ownership (Instr. 5)
	Date Exercisable	Expiration Date	Title	Amount or Number of Shares			
12% Senior Secured Convertible Note	08/14/2014	(1)	Common Stock	10,160,600 (2)	\$ 1 (3)	I (5) (6) (7)	By AC Midwest Energy LLC (5) (6) (7)
Common Stock Purchase Warrant	08/14/2014	08/14/2019	Common Stock	12,500,000	\$ 1 (3) (4)	I (5) (6) (7)	By AC Midwest Energy LLC (5) (6) (7)

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Alterna Core Capital Assets Fund II, L.P. C/O ALTERNA CAPITAL PARTNERS LLC 15 RIVER ROAD, SUITE 320 WILTON,, CT 06897		X		

Signatures

/s/ Earle Goldin	08/25/2014
**Signature of Reporting Person	Date

Explanation of Responses:

* If the form is filed by more than one reporting person, *see* Instruction 5(b)(v).

** Intentional misstatements or omissions of facts constitute Federal Criminal Violations. *See* 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).

(1) The maturity date of the 12% Senior Secured Convertible Note (the "Note") is the earlier of: (i) July 31, 2018, or (ii) the date on which the unpaid balance of the Note becomes due and payable pursuant to the terms of the Note or of that certain Financing Agreement, dated as of August 14, 2014, by and among AC Midwest Energy LLC ("AC Midwest"), the Issuer and the Issuer's wholly-owned subsidiary, and pursuant to the terms of which AC Midwest acquired the Note.

(2) Interest on the Note is payable in kind for the first year, at a rate of 2% in cash and 10% in kind for the second year and thereafter entirely in cash. Interest is calculated on the basis of a 360-day year and actual days elapsed, and it accrues or is payable, as applicable, monthly in arrears on or before the last day of each calendar month.

(3) Subject to automatic adjustment, to \$0.75 per share, if the Issuer's EBITDA for the twelve-month period ended December 31, 2015 is less than \$2,500,000, and further subject to weighted average anti-dilution protection (except with respect to certain excluded issuances).

(4) Subject to percentage based anti-dilution protection, requiring that the aggregate number of shares of common stock purchasable upon initial exercise of the Warrant not be less than an amount equal to 15% of the Issuer's then outstanding shares of capital stock on a fully diluted basis.

(5) This statement is jointly filed by and on behalf of each of Alterna Core Capital Assets Fund II, L.P. ("Fund II"), Alterna Capital Partners LLC ("Alterna"), Alterna General Partner II LLC ("Fund II General Partner"), AC Midwest Entity Corp. ("AC Midwest Corp."), AC Midwest, Harry V. Toll, James C. Furnivall, Eric M. Press, Roger P. Miller and Earle Goldin. AC Midwest is the record and direct beneficial owner of the securities covered by this statement. AC Midwest Corp., together with Fund II, owns all of the outstanding equity interests of AC Midwest and may be deemed to beneficially own securities held by AC Midwest. Fund II owns all of the outstanding equity interests of AC Midwest Corp., and, together with AC Midwest Corp., owns all of the outstanding equity interests of AC Midwest and may be deemed to beneficially own securities held by AC Midwest.

(6) Alterna, in its capacity as investment adviser to Fund II, has the ability to direct the investment decisions of the Fund II, including the power to vote and dispose of securities held by AC Midwest and may be deemed to beneficially own securities held by AC Midwest. Fund II General Partner, in its capacity as the general partner of Fund II, has the ability to direct the management of Fund II's business, including the power to direct the decisions of Fund II regarding the vote and disposition of securities held by AC Midwest and may be deemed to beneficially own securities held by AC Midwest.

(7) Each of Messrs. Toll, Furnivall, Press and Miller, by virtue of their role as managing members of Alterna, and Mr. Goldin, by virtue of his role as a member of Alterna, may be deemed to have the shared power regarding the vote and disposition of securities held by AC Midwest and may be deemed to beneficially own securities held by AC Midwest.

Remarks:

24.1* Limited Power of Attorney for Section 13 and Section 16 Reporting.

*Filed herewith.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *See* Instruction 6 for procedure.

Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.

**LIMITED POWER OF ATTORNEY
FOR SECTION 13 AND SECTION 16 REPORTING**

KNOW ALL PERSONS BY THESE PRESENTS, that the undersigned hereby makes, constitutes and appoints Richard Bertkau and Earle Goldin, and each of them, as the undersigned's true and lawful attorney-in-fact, with full power of substitution and resubstitution, each with the power to act alone for the undersigned and in the undersigned's name, place and stead, in any and all capacities to:

(i) prepare, execute in the undersigned's name and on the undersigned's behalf, and submit to the United States Securities and Exchange Commission (the "**SEC**") a Form ID (and all amendments thereto), and any other documents necessary or appropriate to obtain codes and passwords enabling the undersigned to make electronic filings with the SEC of reports required by Section 13 or Section 16(a) of the Securities Exchange Act of 1934, as amended (the "**Exchange Act**"), or any rule or regulation thereunder;

(ii) prepare, execute in the undersigned's name and on the undersigned's behalf, and submit to the SEC: (a) Forms 3, 4 and 5 (and all amendments thereto) in accordance with Section 16(a) of the Exchange Act, and the rules and regulations thereunder; (b) statements on Schedules 13D and 13G (and all amendments thereto) in accordance with Section 13 of the Exchange Act, and the rules and regulations thereunder; and (c) Form 144 (and all amendments thereto) under Rule 144 of the Securities Act of 1933, as amended;

(iii) do and perform any and all acts for and on behalf of the undersigned which may be necessary or desirable to complete and execute any such Forms 3, 4 or 5, statements on Schedules 13D or 13G or Form 144, and complete and execute any amendment or amendments thereto, and timely file such forms or statements with the SEC and any stock exchange or similar authority;

(iv) take any other action of any type whatsoever in connection with the foregoing which, in the opinion of such attorney-in-fact, may be of benefit to, in the best interest of, or legally required by, the undersigned, it being understood that the documents executed by such attorney-in-fact on behalf of the undersigned pursuant to this Limited Power of Attorney shall be in such form and shall contain such terms and conditions as such attorney-in-fact may approve in such attorney-in-fact's discretion.

The undersigned hereby grants to each such attorney-in-fact full power and authority to do and perform any and every act and thing whatsoever requisite, necessary, or proper to be done in the exercise of any of the rights and powers herein granted, hereby ratifying and confirming all that such attorney-in-fact shall lawfully do or cause or have caused to be done by virtue of this Limited Power of Attorney and the rights and powers herein granted. The undersigned acknowledges that the foregoing attorneys-in-fact, in serving in such capacity at the request of the undersigned, are not assuming any of the undersigned's responsibilities to comply with Section 13 or Section 16 of the Exchange Act or Rule 144 of the Securities Act.

This Limited Power of Attorney shall remain in full force and effect until the undersigned is no longer required to file Schedules 13D and 13G, and Forms 3, 4, 5 and 144 with respect to the securities owned by the undersigned, unless earlier revoked by the undersigned.

[Signature page to follow]

IN WITNESS WHEREOF, the undersigned has executed this Limited Power of Attorney to be executed as of the 25th day of August, 2014.

/s/ Harry V. Toll

Harry V. Toll

/s/ James C. Furnivall

James C. Furnivall

/s/ Eric M. Press

Eric M. Press

/s/ Roger P. Miller

Roger P. Miller

/s/ Earle Goldin

Earle Goldin

