# UNITED STATES
# SECURITIES AND EXCHANGE COMMISSION
WASHINGTON, DC 20549

# FORM 8-K

**CURRENT REPORT PURSUANT
TO SECTION 13 OR 15(D) OF THE
SECURITIES EXCHANGE ACT OF 1934**

**Date of report (Date of earliest event reported) July 8, 2009**

# NRG Energy, Inc.
(Exact Name of Registrant as Specified in Its Charter)

**Delaware**
(State or Other Jurisdiction of Incorporation)

| | |
|---|---|
| **001-15891** | **41-1724239** |
| (Commission File Number) | (IRS Employer Identification No.) |
| **211 Carnegie Center** | **Princeton, NJ 08540** |
| (Address of Principal Executive Offices) | (Zip Code) |

**609-524-4500**
(Registrant's Telephone Number, Including Area Code)

(Former Name or Former Address, if Changed Since Last Report)

Check the appropriate box below if the Form 8-K filing is intended to simultaneously satisfy the filing obligation of the registrant under any of the following provisions (*see* General Instruction A.2. below):

☑ Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)

☐ Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)

☐ Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))

☐ Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))

**TABLE OF CONTENTS**

Item 7.01 Regulation FD Disclosure

On July 8, 2009, NRG Energy, Inc. (“NRG”) issued a press release providing a business update and revised guidance for the year ending December 31, 2009. A copy of the press release is furnished as Exhibit 99.1 to this report on Form 8-K and is hereby incorporated by reference.

Item 8.01 Other Events

On July 8, 2008, NRG issued a press release announcing the NRG Board of Directors’ rejection of the revised Exelon Corporation unsolicited exchange offer. A copy of the press release is filed as Exhibit 99.2 to this report on Form 8-K and is hereby incorporated by reference.

**Important Information**

In connection with its 2009 Annual Meeting of Stockholders (the “2009 Annual Meeting”), NRG Energy, Inc. (“NRG”) has filed a definitive proxy statement on Schedule 14A with the Securities and Exchange Commission (the “SEC”). INVESTORS AND STOCKHOLDERS OF NRG ARE URGED TO READ THE PROXY STATEMENT FOR THE 2009 ANNUAL MEETING IN ITS ENTIRETY BECAUSE IT CONTAINS IMPORTANT INFORMATION. In response to the exchange offer proposed by Exelon Corporation referred to in this communication, NRG has filed with the SEC a Solicitation/Recommendation Statement on Schedule 14D-9. STOCKHOLDERS OF NRG ARE ADVISED TO READ NRG’S SOLICITATION/ RECOMMENDATION STATEMENT ON SCHEDULE 14D-9 IN ITS ENTIRETY BECAUSE IT CONTAINS IMPORTANT INFORMATION. This communication does not constitute an offer to sell or the solicitation of an offer to buy any securities of NRG.

Investors and stockholders will be able to obtain free copies of NRG’s definitive proxy statement, the Solicitation/Recommendation Statement on Schedule 14D-9, any amendments or supplements to the proxy statement and/or the Schedule 14D-9, any other documents filed by NRG in connection with the 2009 Annual Meeting and/or the exchange offer by Exelon Corporation, and other documents filed with the SEC by NRG at the SEC’s website at www.sec.gov. Free copies of the definitive proxy statement, the Solicitation/ Recommendation Statement on Schedule 14D-9, and any amendments and supplements to these documents can also be obtained by directing a request to Investor Relations Department, NRG Energy, Inc., 211 Carnegie Center, Princeton, New Jersey 08540.

NRG and its directors and executive officers will be deemed to be participants in the solicitation of proxies in connection with its 2009 Annual Meeting. Detailed information regarding the names, affiliations and interests of NRG’s directors and executive officers is available in the definitive proxy statement for the 2009 Annual Meeting, which was filed with the SEC on June 16, 2009.

**Forward-Looking Statements**

This communication contains forward-looking statements that may state NRG’s or its management’s intentions, hopes, beliefs, expectations or predictions for the future. Such forward-looking statements are subject to certain risks, uncertainties and assumptions, and typically can be identified by the use of words such as “will,” “expect,” “estimate,” “anticipate,” “forecast,” “plan,” “believe” and similar terms. Although NRG believes that its expectations are reasonable, it can give no assurance that these expectations will prove to have been correct, and actual results may vary materially. Factors that could cause actual results to differ materially from those contemplated above include, among others, risks and uncertainties related to the capital markets generally. The foregoing review of factors that could cause NRG’s actual results to differ materially from those contemplated in the forward-looking statements included herein should be considered in connection with information regarding risks and uncertainties that may affect NRG’s future results included in NRG’s filings with the SEC at www.sec.gov. Statements made in connection with the exchange offer are not subject to the safe harbor protections provided to forward-looking statements under the Private Securities Litigation Reform Act of 1995.

Table of Contents

Item 9.01 Financial Statements and Exhibits

(d) Exhibits.

| Exhibit Number | Document |
|---|---|
| 99.1 | Press Release, dated July 8, 2009 |
| 99.2 | Press Release, dated July 8, 2009 |

Table of Contents

## SIGNATURES

Pursuant to the requirements of the Securities Exchange Act of 1934, the registrant has duly caused this report to be signed on its behalf by the undersigned hereunto duly authorized.

NRG Energy, Inc.
(Registrant)

By: Michael R. Bramnick
Michael R. Bramnick
Senior Vice President and
General Counsel

Dated: July 8, 2009

**Exhibit Index**

| Exhibit Number | Document |
|---|---|
| 99.1 | Press Release, dated July 8, 2009 |
| 99.2 | Press Release, dated July 8, 2009 |

EXHIBIT 99.1

**NRG Energy, Inc. Provides Midyear Business Update; Raises 2009 Guidance to Reflect Contribution of Reliant; Board Approves Increased Share Buyback**

**2009 Financial Outlook**

- $1,675 billion cash from operations, an increase of $200 million (excluding anticipated retail collateral)
- $2.5 billion adjusted EBITDA, an increase of $325 million
- $4.0 billion liquidity as of June 30, 2009, an increase of $1 billion since March 31st, 2009
- $700 million debt facility provides means to eliminate Merrill Lynch credit sleeve before end of 2009

**Common Share Repurchase Plan**

- Authorization for common share repurchases increased from $330 million to $500 million

**PRINCETON, NJ; July 8, 2009**—NRG Energy, Inc. (NYSE: NRG) today revised its full-year 2009 guidance for Cash Flow from Operations and adjusted EBITDA to reflect present market conditions and include for the first time Reliant Energy, acquired May 1, 2009. The $325 million increase in adjusted EBITDA guidance to $2.5 billion is principally driven by Reliant Energy's adjusted EBITDA which, in the first two months of NRG's ownership, was approximately $200 million and is expected to contribute over $400 million for the year. Driving Reliant's financial performance in 2009 are lower power supply prices in ERCOT leading to higher energy margins for the retail business. The higher retail energy outlook was partially offset by recently announced and enacted price reductions of up to 20% for residential customers and other month-to-month plans.

Plant operating performance for our wholesale fleet is on pace for record performance in 2009 with our Texas baseload fleet exceeding top decile reliability. NRG's nuclear project, STP 1&2, achieved a net capacity factor of 100% and was again the highest producing two-unit nuclear plant in the United States. Reliant's contribution compensates for the $75 million negative impact on adjusted EBITDA guidance for NRG's wholesale business which has experienced lower commodity prices, lower demand caused by current economic conditions particularly in the Northeast and higher property tax expense.

Liquidity as of June 30, 2009 is in excess of $4.0 billion, approximately $1 billion higher than March 31, 2009. Cash from operations, the sale of MIBRAG, and $678 million in net proceeds from the bond offering announced on June 2, 2009, were the primary drivers of the increase. In connection with the overall improved financial outlook, higher cash flow from operations, and underlying strength of the Company's liquidity position, the Board of Directors has approved an increase to the Company's previously authorized common share repurchases under our capital allocation plan from the existing $330 million to $500 million. The Company intends to resume its common share repurchases later this year and will seek to complete the $500 million in buybacks by the end of 2009.

"NRG's hedged baseload portfolio has largely insulated our financial results from lower power prices, lower generation, and reduced demand caused by the economic recession," commented David Crane, NRG President and Chief Executive Officer. "Reliant Energy's performance is exceeding our initial expectations to the point where we expect Reliant's EBITDA generation for our eight months of ownership in 2009 is greater than the acquisition price paid a couple of months ago, providing a quick payback and fueling our ability to return capital to our shareholders."

**Table 1: 2009 Reconciliation of Adjusted EBITDA Guidance ($ in millions)**

| | 7/8/09 | 4/30/09 |
|---|---|---|
| **Adjusted EBITDA Guidance, excluding MTM adjustment** | **2,500** | **2,175** |
| Interest payments | (631) | (566) |
| Income tax | (100) | (100) |
| Anticipated Permanent Retail Collateral | (300) | — |
| Collateral payments /working capital/other changes | (94) | (34) |
| **Cash flow from operations** | **1,375** | **1,475** |
| Maintenance capital expenditures | (264) | (262) |
| Preferred dividends | (33) | (33) |
| Anticipated Permanent Retail Collateral | 300 | — |
| **Free cash flow — recurring operations** | **1,378** | **1,180** |
| Environmental capital expenditures | (261) | (249) |
| Reliant Integration capital expenditures | (31) | — |
| *Repowering*NRG: | | |
| Gross Investments | (447) | (471) |
| Estimated Project Funding | 290 | 317 |
| *Repowering*NRG, Total, net of Project Funding | (157) | (154) |

NRG's cash flow from operations is expected to increase by $200 million before the anticipated retail collateral posting as the increase in adjusted EBITDA will be partially offset by higher interest payments. Higher cash interest payments are associated with the Reliant Energy credit sleeve and the $700 million of bonds issued in June of 2009, as neither debt instruments were included in the guidance issued on April 30, 2009. The increase in collateral postings will occur with the early termination of the Merrill Lynch credit sleeve in the fourth quarter of 2009. Upon termination of the sleeve, NRG will replace Merrill Lynch as the collateral posting counterparty for power supply hedges contained within the credit sleeve. The posted collateral will be funded using the proceeds from the $700 million bond offering with a portion of the postings returned to NRG during 2009 and 2010 as the positions associated with the postings settle.

**Conference Call**

NRG will host a conference call on Wednesday, July 8, 2009 at 8:00 a.m. eastern. Investors, the news media and others may access the call by dialing 866.831.6162 (toll-free) or 617.213.8852 (international). The participant passcode is 29296339. A slide presentation and live audio webcast will be available at http://www.nrgenergy.com under the "Investors" section from the menu at the top of the page. The webcast will be archived on the Company's website for those who are unable to listen in real time. Participants should plan to dial in or log on approximately five minutes prior to the scheduled start time.

**About NRG**

NRG Energy, Inc., a Fortune 500 company, owns and operates one of the country's largest and most diverse power generation portfolios. Headquartered in Princeton, NJ, the Company's power plants provide more than 24,000 megawatts of generation capacity, enough to supply more than 20 million homes. NRG's retail business, Reliant Energy, serves more than 1.7 million residential, business, commercial and industrial customers in Texas. A past recipient of the energy industry's highest honors—Platts Industry Leadership and Energy Company of the Year awards, NRG is a member the U.S. Climate Action Partnership (USCAP), a group of business and environmental organizations calling for mandatory legislation to reduce greenhouse gas emissions. NRG as a member of the California Climate Action Registry is supportive of California's goal to reduce the state's contribution of greenhouse gas emissions. More information is available at http://www.nrgenergy.com.

**Safe Harbor Disclosure**

This news release contains forward-looking statements within the meaning of Section 27A of the Securities Act of 1933 and Section 21E of the Securities Exchange Act of 1934. Such forward-looking statements are subject to certain risks, uncertainties and assumptions and include our adjusted EBITDA, cash flow from operations guidance and free cash flow, the Company's Capital Allocation Plan and expected earnings, future growth and financial performance, and typically can be identified by the use of words such as "will," "expect," "estimate," "anticipate," "forecast," "plan," "believe" and similar terms. Although NRG believes that its expectations are reasonable, it can give no assurance that these expectations will prove to have been correct, and actual results may vary materially. Factors that could cause actual results to differ materially from those contemplated above include, among others, general economic conditions, hazards customary in the power industry, weather conditions, competition in wholesale power markets, the volatility of energy and fuel prices, failure of customers to perform under contracts, changes in the wholesale power markets, changes in government regulation of markets and of environmental emissions, the condition of capital markets generally, our ability to access capital markets, unanticipated outages at our generation facilities, adverse results in current and future litigation, the inability to implement value enhancing improvements to plant operations and companywide processes, our ability to achieve the expected benefits and timing of our *Repowering*NRG projects, *FOR*NRG initiatives and the Company's Capital Allocation Plan. Share repurchases under the Capital Allocation Plan may be made from time to time subject to market conditions and other factors, including as permitted by United States securities laws.

NRG undertakes no obligation to update or revise any forward-looking statements, whether as a result of new information, future events or otherwise. The adjusted EBITDA guidance, cash flow from operations and free cash flow-recurring operations are estimates as of today's date, July 8, 2009 and are based on assumptions believed to be reasonable as of this date. NRG expressly disclaims any current intention to update such guidance. The foregoing review of factors that could cause NRG's actual results to differ materially from those contemplated in the forward-looking statements included in this news release should be considered in connection with information regarding risks and uncertainties that may affect NRG's future results included in NRG's filings with the Securities and Exchange Commission at www.sec.gov.

# # #

**More information on NRG is available at www.nrgenergy.com**

**Contacts:**


| **Media:** | **Investors:** |
|---|---|
| Meredith Moore | Nahla Azmy |
| 609.524.4522 | 609.524.4526 |
| | |
| Lori Neuman | David Klein |
| 609.524.4525 | 609.524.4527 |
| | |
| Dave Knox | Erin Gilli |
| 713.824.6445 | 609.524.4528 |

EBITDA, and adjusted EBITDA are non GAAP financial measures. These measurements are not recognized in accordance with GAAP and should not be viewed as an alternative to GAAP measures of performance. The presentation of adjusted EBITDA should not be construed as an inference that NRG's future results will be unaffected by unusual or non-recurring items.

EBITDA represents net income before interest, taxes, depreciation and amortization. EBITDA is presented because NRG considers it an important supplemental measure of its performance and believes debt-holders frequently use EBITDA to analyze operating performance and debt service capacity. EBITDA has limitations as an analytical tool, and you should not consider it in isolation, or as a substitute for analysis of our operating results as reported under GAAP. Some of these limitations are:

- EBITDA does not reflect cash expenditures, or future requirements for capital expenditures, or contractual commitments;
- EBITDA does not reflect changes in, or cash requirements for, working capital needs;
- EBITDA does not reflect the significant interest expense, or the cash requirements necessary to service interest or principal payments, on debts or the cash income tax payments;
- EBITDA does not reflect integration or transaction expenses associated with the Reliant Energy acquisition;
- EBITDA does not reflect expenses associated with the Exelon defense;• Although depreciation and amortization are non-cash charges, the assets being depreciated and amortized will often have to be replaced in the future, and EBITDA does not reflect any cash requirements for such replacements; and
- Other companies in this industry may calculate EBITDA differently than NRG does, limiting its usefulness as a comparative measure.

Because of these limitations, EBITDA should not be considered as a measure of discretionary cash available to use to invest in the growth of NRG's business. NRG compensates for these limitations by relying primarily on our GAAP results and using EBITDA and adjusted EBITDA only supplementally. See the statements of cash flow included in the financial statements that are a part of this news release.

Adjusted EBITDA is presented as a further supplemental measure of operating performance. Adjusted EBITDA represents EBITDA adjusted for reorganization, restructuring, impairment and corporate relocation charges, discontinued operations, and write downs and gains or losses on the sales of equity method investments; factors which we do not consider indicative of future operating performance. The reader is encouraged to evaluate each adjustment and the reasons NRG considers it appropriate for supplemental analysis. As an analytical tool, adjusted EBITDA is subject to all of the limitations applicable to EBITDA. In addition, in evaluating adjusted EBITDA, the reader should be aware that in the future NRG may incur expenses similar to the adjustments in this news release.

Free cash flow — recurring operations is cash flow from operations less maintenance capital expenditures and preferred stock dividends and is used by NRG predominantly as a forecasting tool to estimate cash available for one time environmental capital expenditures, *Repowering*NRG capital expenditures, debt reduction and other capital allocation alternatives. The reader is encouraged to evaluate each adjustment and the reasons NRG considers it appropriate for supplemental analysis. Because we have mandatory debt service requirements (and other non-discretionary expenditures) investors should not rely on free cash flow — recurring operations as a measure of cash available for discretionary expenditures. In addition, in evaluating free cash flow - recurring operations, the reader should be aware that in the future NRG may incur expenses similar to the adjustments in this news release.

**EXHIBIT 99.2**

**NRG Energy's Board of Directors Rejects**
**Exelon Corporation's Revised Unsolicited Proposal**

**PRINCETON, NJ; July 8, 2009—**NRG Energy, Inc. (NYSE: NRG) today announced that its Board of Directors has unanimously determined that the July 2, 2009 revised unsolicited proposal from Exelon Corporation (NYSE: EXC) significantly undervalues NRG and is not in the best interests of NRG's stockholders.

Accordingly, today, the following official response was sent to Exelon Chairman and CEO, John Rowe:

July 8, 2009

Mr. John W. Rowe
Chairman and CEO
Exelon Corporation
P.O. Box 805398
Chicago, IL 60680-5398

Dear Mr. Rowe:

The Board of Directors of NRG Energy, Inc., in consultation with its financial and legal advisors, has thoroughly reviewed and considered your revised offer, as detailed in your July 2nd news release, which as of yesterday's close represented $27 per NRG Share. The Board unanimously has rejected your proposal as it determined that the revised offer is not in the best interest of NRG stockholders in that it continues to substantially undervalue NRG. Indeed, by any objective analysis, the increase in your offer fails to adequately compensate NRG stockholders even for the value created by NRG since your original offer was launched. The Board also rejected this proposal due to the revised offer's extraordinary conditionality which remains unchanged from Exelon's original offer made last fall.

While your revised offer is not acceptable as is, it certainly represents a step in the right direction and is a welcome development after more than eight months of the 0.485 offer. The fact that you were able to increase your offer largely through over $200 million per year of newfound synergies identified by your consultants leaves open the possibility that, if you would properly recognize the value created by NRG itself, you would be able to increase your current 0.545 offer by a substantial amount.

To reiterate, these value creating actions by NRG include, but are not limited to, the following:

- **NRG's Reliant Energy Acquisition—Worth $4.50 Per Share in Value:**

  Your economists ascribed less than $1 per share to the value of Reliant Energy. You will note from NRG's revised guidance for 2009, we expect Reliant's adjusted earnings per share to approach $1 per NRG share *just in the last eight months of 2009.* Reliant Energy's contribution to NRG's adjusted EBITDA over the same period is expected to be over $400 million. The robust countercyclical earnings power of Reliant's retail franchise is just one of several reasons why the Reliant acquisition is worth significantly more than $1 per NRG share. We are confident, based solely on the earnings guidance released today, that Exelon's economists will see it the same way.

- **NRG's Unique Position in Leading the Nuclear Renaissance:**

  In your most recent investor presentation, you explicitly ascribe zero value to NRG's nuclear development program. Yet Exelon has spent tens of millions of dollars over the past two years attempting to develop a *greenfield* nuclear plant in neighboring Victoria County. Surely Exelon, more than most, is in a position to appreciate and properly value our nuclear position in Texas, at the NRC and in the DOE loan guarantee program.

- **NRG's Repowering Initiative Advances Low and No Carbon Technologies**:

Cedar Bayou unit 4, NRG's new 550 megawatt combined cycle plant in ERCOT's Houston Zone, our new wind farms, GenConn and eSolar are just the current lead projects in *Repowering*NRG and are representative of low carbon, asset-based EBITDA growth of a kind that is absent from the Exelon portfolio.

- **NRG's Significant Cost and Performance Improvements:**

  Since 2005, NRG has executed on its *FOR*NRG initiatives — NRG's Companywide, multi-year initiative to increase the return on invested capital (ROIC) through operational performance improvements. This project has seen considerable success with over $150 million of after-tax savings through December 2008 and planned after-tax savings that we expect to result in approximately $300 million of annual additional recurring free cash flow improvements by 2012.

These value enhancing developments add to NRG's financial strength which your revised offer does not yet appreciate or properly value. NRG is a Company that is on track to produce annual EBITDA for 2009 of $2.5 billion, which represents a compound annual growth rate in EBITDA over the past six years of 21% with a recurring free cash flow yield of 23%. It is the unanimously held view of NRG's Board of Directors that such a company is worth significantly more than the $27 per share that your July 2nd offer represents.

As we told you when we first met last September, NRG is open to any proposal that properly reflects NRG's fundamental value and extraordinary growth prospects. If you wish to pursue a possible combination with NRG in a more cooperative fashion, you should increase your July 2nd offer by an amount that properly reflects the specific value of the NRG initiatives, especially in light of the additional information provided today. Our management team then would be pleased to sit down with you or your economists and consultants to validate and quantify the combination synergies summarized in your July 2nd presentation and to demonstrate further the full value of NRG's exceptional operating franchise and its unique growth initiatives so that Exelon could provide a reasonable measure of that value to NRG's stockholders.

Sincerely,

| | |
|---|---|
| /s/ David Crane | /s/ Howard Cosgrove |
| David Crane<br>President and Chief Executive Officer | Howard Cosgrove<br>Chairman of the Board |

cc: Board of Directors of Exelon Corporation, c/o Corporate Secretary, Exelon Corporation

**Conference Call**

NRG will host a conference call on Wednesday, July 8, 2009 at 8:00 a.m. eastern. Investors, the news media and others may access the call by dialing 866.831.6162 (toll-free) or 617.213.8852 (international). The participant passcode is 29296339. A slide presentation and live audio webcast will be available at http://www.nrgenergy.com under the "Investors" section from the menu at the top of the page. The webcast will be archived on the Company's website for those who are unable to listen in real time. Participants should plan to dial in or log on approximately five minutes prior to the scheduled start time.

**About NRG**

NRG Energy, Inc., a Fortune 500 company, owns and operates one of the country's largest and most diverse power generation portfolios. Headquartered in Princeton, NJ, the Company's power plants provide more than 24,000 megawatts of generation capacity—enough to supply more than 20 million homes. NRG's retail business, Reliant Energy, serves more than 1.7 million residential, business, commercial and industrial customers in Texas. A past recipient of the energy industry's highest honors—Platts Industry Leadership and Energy Company of the Year awards, NRG is a member of the U.S. Climate Action Partnership (USCAP), a group of business and environmental organizations calling for mandatory legislation to reduce greenhouse gas emissions. More information is available at www.nrgenergy.com.

**Important Information**

In connection with its 2009 Annual Meeting of Stockholders (the "2009 Annual Meeting"), NRG Energy, Inc. ("NRG") has filed a definitive proxy statement on Schedule 14A with the Securities and Exchange Commission (the "SEC"). INVESTORS AND STOCKHOLDERS OF NRG ARE URGED TO READ THE PROXY STATEMENT FOR THE 2009 ANNUAL MEETING IN ITS ENTIRETY BECAUSE IT CONTAINS IMPORTANT INFORMATION. In response to the exchange offer proposed by Exelon Corporation referred to in this communication, NRG has filed with the SEC a Solicitation/Recommendation Statement on Schedule 14D-9. STOCKHOLDERS OF NRG ARE ADVISED TO READ NRG'S SOLICITATION/

RECOMMENDATION STATEMENT ON SCHEDULE 14D-9 IN ITS ENTIRETY BECAUSE IT CONTAINS IMPORTANT INFORMATION. This communication does not constitute an offer to sell or the solicitation of an offer to buy any securities of NRG.

Investors and stockholders will be able to obtain free copies of NRG's definitive proxy statement, the Solicitation/Recommendation Statement on Schedule 14D-9, any amendments or supplements to the proxy statement and/or the Schedule 14D-9, any other documents filed by NRG in connection with the 2009 Annual Meeting and/or the exchange offer by Exelon Corporation, and other documents filed with the SEC by NRG at the SEC's website at www.sec.gov. Free copies of the definitive proxy statement, the Solicitation/ Recommendation Statement on Schedule 14D-9, and any amendments and supplements to these documents can also be obtained by directing a request to Investor Relations Department, NRG Energy, Inc., 211 Carnegie Center, Princeton, New Jersey 08540.

NRG and its directors and executive officers will be deemed to be participants in the solicitation of proxies in connection with its 2009 Annual Meeting. Detailed information regarding the names, affiliations and interests of NRG's directors and executive officers is available in the definitive proxy statement for the 2009 Annual Meeting, which was filed with the SEC on June 16, 2009.

**Forward-Looking Statements**

This communication contains forward-looking statements that may state NRG's or its management's intentions, hopes, beliefs, expectations or predictions for the future. Such forward-looking statements are subject to certain risks, uncertainties and assumptions, and typically can be identified by the use of words such as "will," "expect," "estimate," "anticipate," "forecast," "plan," "believe" and similar terms. Although NRG believes that its expectations are reasonable, it can give no assurance that these expectations will prove to have been correct, and actual results may vary materially. Factors that could cause actual results to differ materially from those contemplated above include, among others, risks and uncertainties related to the capital markets generally. The foregoing review of factors that could cause NRG's actual results to differ materially from those contemplated in the forward-looking statements included herein should be considered in connection with information regarding risks and uncertainties that may affect NRG's future results included in NRG's filings with the SEC at www.sec.gov. Statements made in connection with the exchange offer are not subject to the safe harbor protections provided to forward-looking statements under the Private Securities Litigation Reform Act of 1995.

# # #

**Contacts:**


| **Investors:** | **Media:** |
|---|---|
| Nahla Azmy<br>609.524.4526 | Meredith Moore<br>609.524.4522 |
| David Klein<br>609.524.4527 | Lori Neuman<br>609.524.4525 |
| Erin Gilli<br>609.524.4528 | Dave Knox (Texas and Louisiana)<br>713.795.6106 |