Subject Company: NRG Energy, Inc.

On December 15, 2008, Exelon began using the following presentation in discussions with investors:

Exelon + NRG: A Compelling Opportunity for Value Creation

Investor Meetings December 2008



Forward-Looking Statements

This presentation includes forward-looking statements. These forward-looking statements include, for example, statements regarding benefits of the proposed merger, integration plans and expected synergies. There are a number of risks and uncertainties that could cause actual results to differ materially from the forward-looking statements made herein. The factors that could cause actual results to differ materially from these forward-looking statements include Exelon's ability to achieve the synergies contemplated by the proposed transaction, Exelon's ability to promptly and effectively integrate the businesses of NRG and Exelon, and the timing to consummate the proposed transaction and obtain required regulatory approvals as well as those discussed in (1) Exelon's 2007 Annual Report on Form 10-K in (a) ITEM 1A. Risk Factors, (b) ITEM 7. Management's Discussion and Analysis of Financial Condition and Results of Operations and (c) ITEM 8. Financial Statements and Supplementary Data: Note 19; (2) Exelon's Third Quarter 2008 Quarterly Report on Form 10-Q in (a) Part II, Other Information, ITEM 1A. Risk Factors and (b) Part I, Financial Information, ITEM 1. Financial Statements: Note 12; (3) Exelon's preliminary prospectus/offer to exchange that is contained in the Registration Statement on Form S-4 (Reg. No. 333-155278) that Exelon has filed with the SEC in connection with the offer; and (4) other factors discussed in Exelon's filings with the SEC. Readers are cautioned not to place undue reliance on these forward-looking statements, which apply only as of the date of this filing. Exelon does not undertake any obligation to publicly release any revision to its forward-looking statements to reflect events or circumstances after the date of this filing, except as required by law.

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.



All information in this presentation concerning NRG, including its business, operations, and financial results, was obtained from public sources. While Exelon has no knowledge that any such information is inaccurate or incomplete, Exelon has not had the opportunity to verify any of that information.

Important Additional Information

This communication relates, in part, to the offer (the "Offer") by Exelon Corporation ("Exelon") through its direct wholly-owned subsidiary, Exelon Xchange Corporation ("Xchange"), to exchange each issued and outstanding share of common stock (the "NRG shares") of NRG Energy, Inc. ("NRG") for 0.485 of a share of Exelon common stock. This communication is for informational purposes only and does not constitute an offer to exchange, or a solicitation of an offer to exchange, NRG shares, nor is it a substitute for the Tender Offer Statement on Schedule TO or the Prospectus/Offer to Exchange included in the Registration Statement on Form S-4 (Reg. No. 333-155278) (including the Letter of Transmittal and related documents and as amended from time to time, the "Exchange Offer Iocuments") filed by Exelon and Xchange with the Securities and Exchange Commission (the "SEC") on November 12, 2008. The Offer is made only through the Exchange Offer Documents. **Investors and security holders are urged to read these documents and other relevant materials as they become available, because they will contain important information.**

Exelon and Xchange expect to file a proxy statement on Schedule 14A and other relevant documents with the SEC in connection with the solicitation of proxies (the "NRG Meeting Proxy Statement") for the 2009 annual meeting of NRG stockholders (the "NRG Meeting"). Exelon will also file a proxy statement on Schedule 14A and other relevant documents with the SEC in connection with its solicitation of proxies for a meeting of Exelon shareholders (the "Exelon Meeting") to be called in order to approve the issuance of shares of Exelon common stock pursuant to the Offer (the "Exelon Meeting Proxy Statement"). **Investors and security holders are urged to read the NRG Meeting Proxy Statement and the Exelon Meeting Proxy Statement and other relevant materials as they become available, because they will contain important information.**

Investors and security holders can obtain copies of the materials described above (and all other related documents filed with the SEC) at no charge on the SEC's website: www.sec.gov. Copies can also be obtained at no charge by directing a request for such materials to Innisfree M&A Incorporated, 501 Madison Avenue, 20th Floor, New York, New York 10022, toll free at 1-877-750-9501. Investors and security holders may also read and copy any reports, statements and other information filed by Exelon, Xchange or NRG with the SEC, at the SEC public reference room at 100 F Street, N.E., Washington, D.C. 20549. Please call the SEC at 1-800-SEC-0330 or visit the SEC's website for further information on its public reference room.

Exelon, Xchange and the individuals to be nominated by Exelon for election to NRG's Board of Directors will be participants in the solicitation of proxies from NRG stockholders for the NRG meeting or any adjournment or postponement thereof. Exelon and Xchange will be participants in the solicitation of proxies from Exelon shareholders for the Exelon Meeting or any adjournment or postponement thereof. In addition, certain directors and executive officers of Exelon and Xchange may solicit proxies for the Exelon Meeting and the NRG Meeting. Information about Exelon and Exelon's directors and executive officers is available in Exelon's proxy statement, dated March 20, 2008, filed with the SEC in connection with Exelon's 2008 annual meeting of shareholders. Information about Xchange and Xchange's directors and executive officers is available in Schedule II to the Prospectus/Offer to Exchange. Information about any other participants will be included in the NRG Meeting Proxy Statement or the Exelon Meeting Proxy Statement, as applicable.





The Exchange Offer

- On November 12th, Exelon launched an exchange offer for all of the outstanding shares of NRG
 - Filed Form S-4 with the SEC
 - Fixed exchange ratio of 0.485 Exelon share for each NRG common share
 - Represents a 37% premium to the October 17th NRG closing price
- Initial exchange offer period expires January 6, 2009



Financing Is Not an Obstacle

- Exelon believes it can secure committed financing for the transaction at the appropriate time
- We believe a negotiated combination can be structured in a way to reduce refinancing requirements to \$4B or less
 - We believe that the contemplated structure would not trigger the change of control provision for NRG's \$4.7B of Senior Notes, and would substantially improve credit metrics for those bondholders
 - Exelon's relationships with many of NRG's banks should facilitate arrangements for new credit facilities once current conflicts are eliminated
- We believe that the NRG direct lien program for power marketing could be left in place

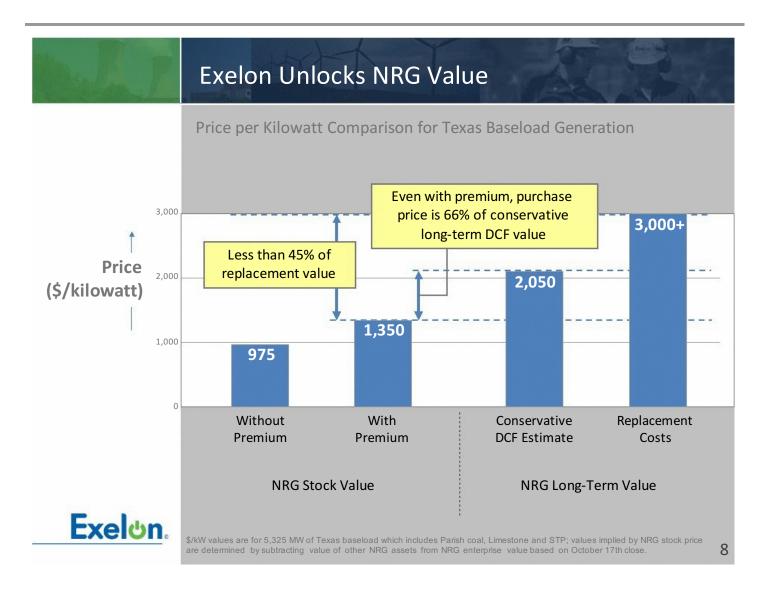
Reflecting our confidence that we can obtain secure committed financing at the appropriate time, our offer is not subject to a financing condition



Compelling Value for NRG Shareholders

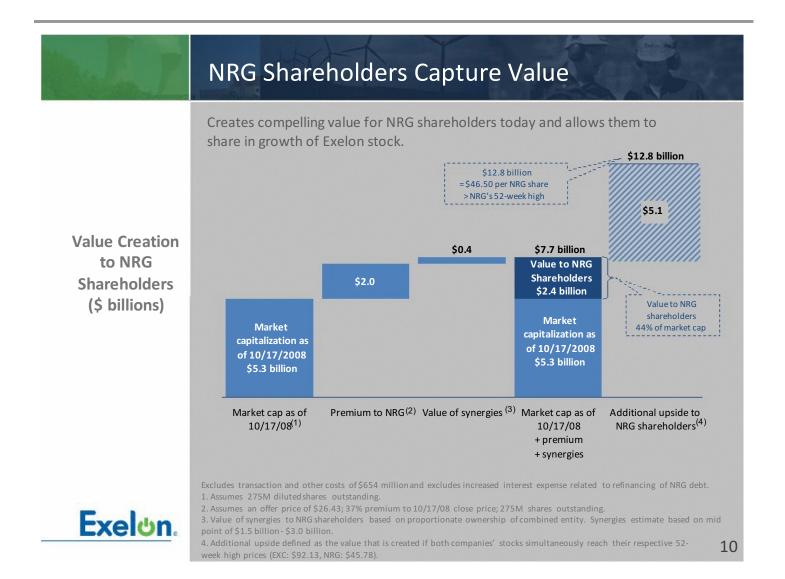
- Full and generous price upfront premium of 37%
- Tax-free opportunity to participate in the future growth of the largest and most diversified US power company, with a substantially improved credit profile and access to liquidity
 - Requisite scope, scale and financial strength
 - Stronger credit metrics and investment grade balance sheet
 - Best-in-class nuclear and fossil operations
 - Low-cost generator, operating in the most attractive markets
 - Exelon 2020 principles will be adapted to the combined fleet
- Potential for substantial synergies
- Manageable regulatory hurdles to close





Combination Expected to Create Substantial Synergies

	(\$ in Millions)		
Exelon	Operations & Maintenance:	\$4,289 ¹	
NRG ¹	Maintenance & Other Opex: General & Admin Expenses: Other COGS:	\$950 \$309 \$454	
Pro Forma	Combined Non-fuel Expenses: Estimated Annual Cost Savings:	\$6,002 \$180 - \$300 ²	
	% of Combined Expenses: Costs to Achieve	<i>3%-5%</i> \$100	
	NPV of Synergies:	\$1,500-\$3,000	Transaction expected to create \$1.5 – \$3 billion of value through synergies – with opportunity for more
Exelon.	Reflects no revenue or fuel cost synergies. Excludes tr expense related to refinancing of NRG debt. 1. Company 10-K for 2007 and investor presentation 2. Based on a preliminary analysis of publicly availabl	S.	



Percent Contribution of Free Cash Flow

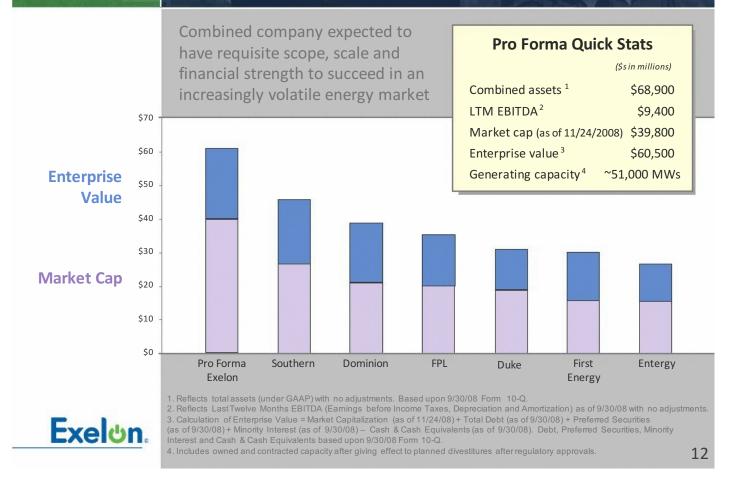
- NRG states they contribute 30% of the free cash flow while getting 17% ownership of the pro-forma company based on offer¹
- NRG's position is only a 2008 calculation
- Ignores PECO PPA roll-off in 2011 and Exelon carbon uplift
- Factoring in these two omitted pieces for 2008, NRG's free cash flow contribution of the pro-forma company would be 15-17% for 2008²



1. NRG's 12/1/2008 "NRG's Path to Shareholder Value" presentation, slide 4. Implied ownership based on a 0.485x exchange ratio

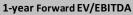
2. PECO PPA assumes market prices as of 11/30/2008. Assumes carbon at \$10-20 per tonne. Not necessarily representative of either company's internal forecast or indicative of results for any other year.

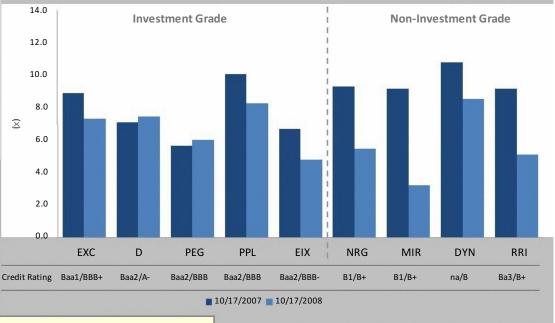
Combination Will Result in Scope, Scale and Financial Strength



Credit Ratings Are a Valuation Differentiator

Investment grade credit ratings provide access to capital markets for growth capital and minimize collateral requirements which maximizes liquidity and contributes to superior valuations in difficult markets





Multiples of non-investment grade peers have fallen approximately 40%, whereas multiples of EXC and its investment grade peers have fallen less than 15%

Average Multiples (x)	2007	2008
Investment Grade	7.7	6.8
Non-Investment Grade	9.6	5.6



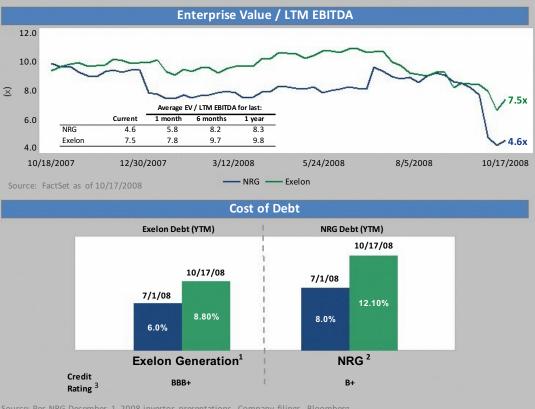
Bloomberg, FactSet as of 10/17/2008; Credit ratings as of 10/17/2008

Stable, Predictable Cash Flow Is Awarded Premium Valuation

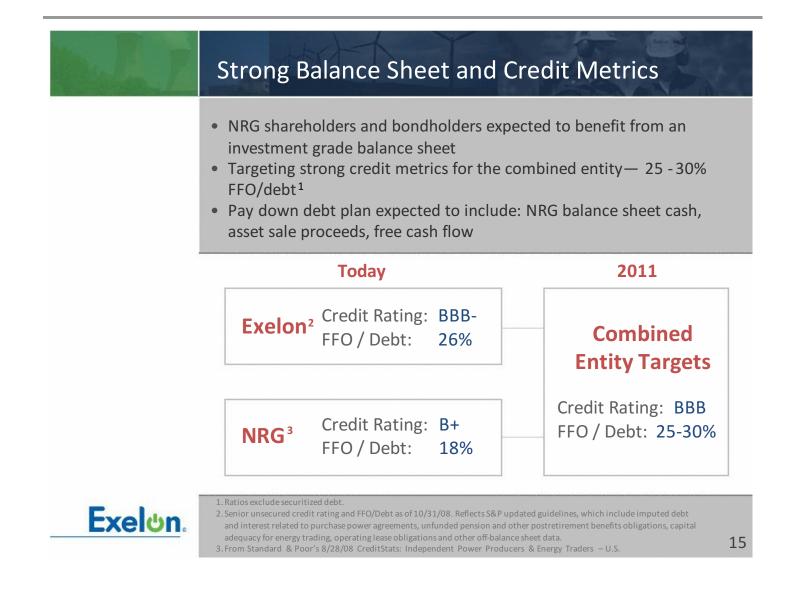
Exelon's strong, diversified cash flow streams have provided for a more stable valuation during periods of depressed commodity valuations and/or market turbulence

We expect the market will likely continue to discount NRG's standalone growth prospects.

Exelon.



Source: Per NRG December 1, 2008 investor presentations, Company filings, Bloomberg 1. Yield to maturity of weighted average of Exelon Generation outstanding publicly traded debt 2. Yield to maturity of weighted average of NRG outstanding publicly traded debt 3. Credit ratings as of 10/17/08



World Class Nuclear & Fossil Operations

Combined Company:

- Largest U.S. power company in terms of generating capacity: ~51,000 MW fleet (18,000 MW nuclear)
- Best-in-class nuclear and fossil operations
- Second lowest carbon emitting intensity in the industry
- Geographic and fuel diversification with an improved dispatch profile

NRG:

High performing nuclear plant

- Top quartile capacity factor: 94.9%
- Large, well-maintained, relatively young units

Fossil fleet

- Half of >500 MW coal units are top quartile capacity factor
- 90% of coal fleet lower-cost PRB and lignite

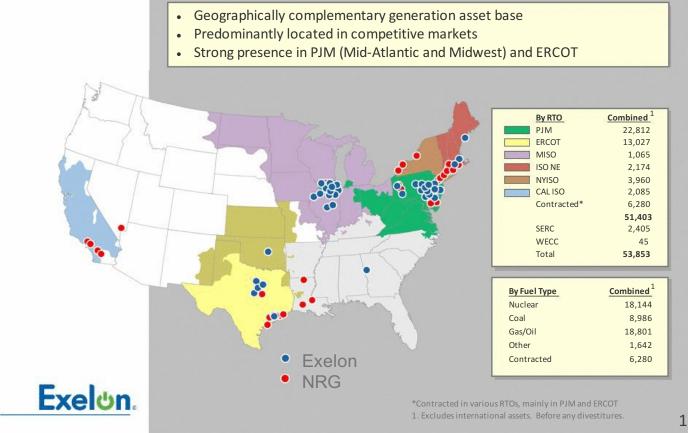


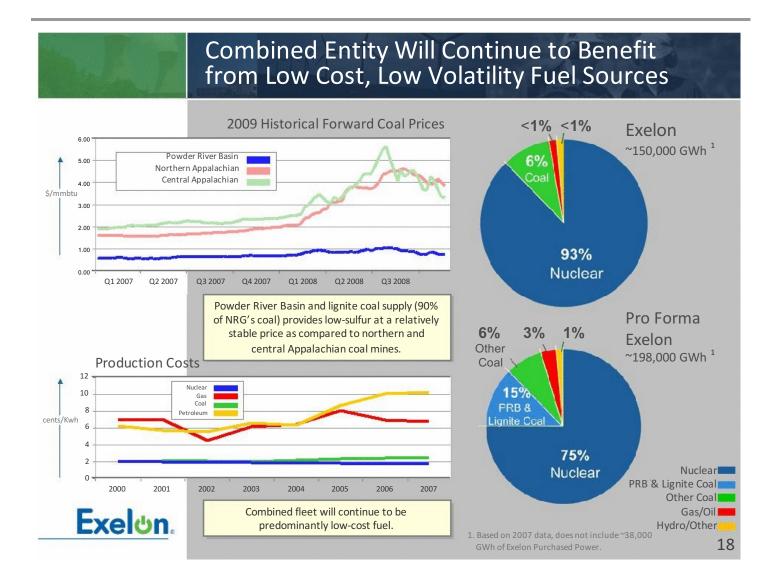
Exelon:

Premier U.S. nuclear fleet

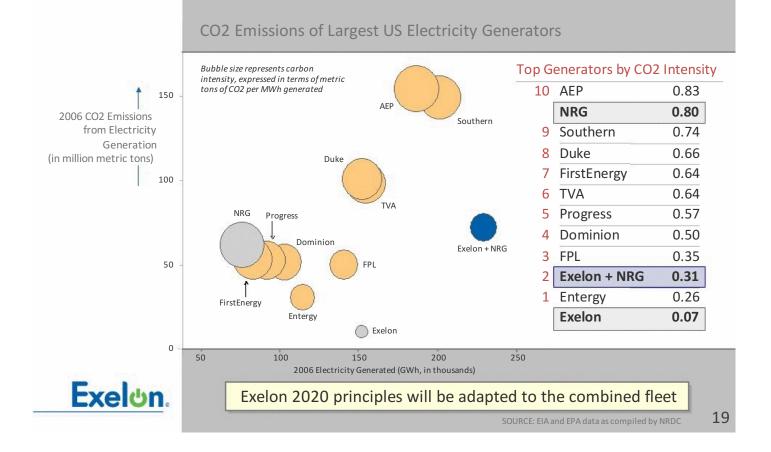
- Best fleet capacity factor: ~ 94%
- Lowest fleet production costs: ~ \$15 / MWh
- Shortest fleet average refueling outage duration: 24 days
- Strong reputation for performance and safety

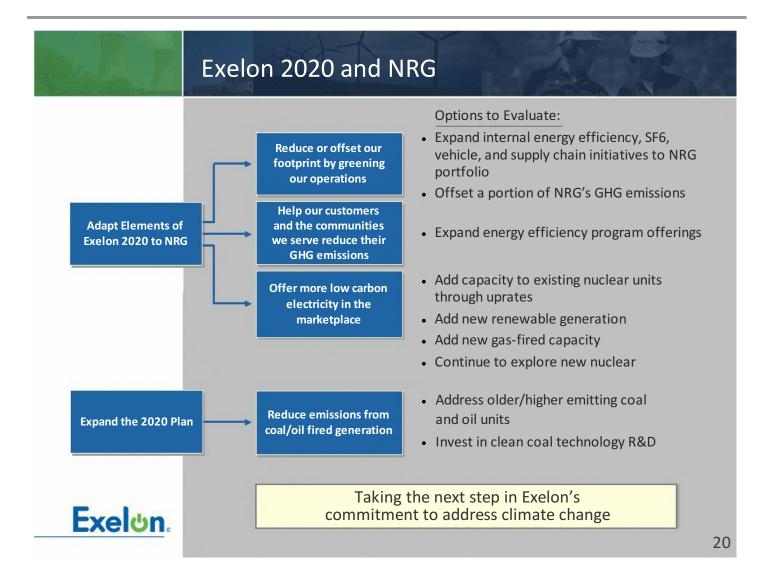
Operating in Most Attractive Markets





Largest Fleet, 2nd Lowest Carbon Intensity







Clear Value under Multiple Scenarios

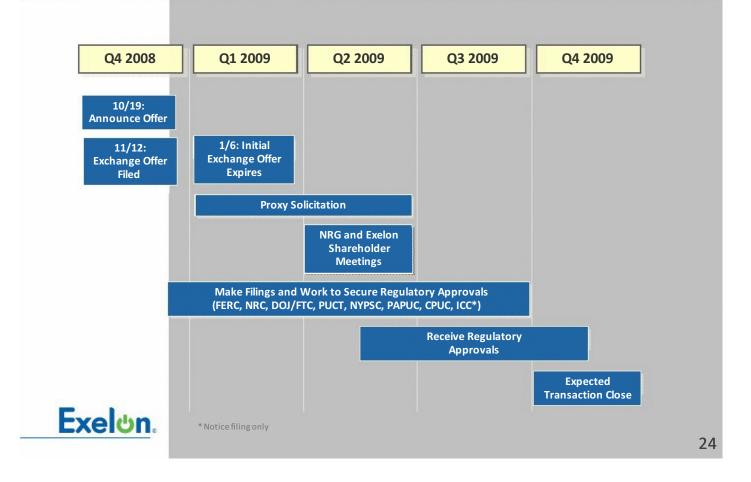




Gas price is long-term price in 2008 \$/MMBtu; coal price is long-term price in 2008 \$/ton for PRB8800 excluding transportation; new build cost is long-term combined cycle cost in PJM in 2008 overnight \$/kW; carbon year is year in which national cap and trade starts; carbon price is in 2012 \$/tonne assuming 7% escalation; moderate recession assumes conditions consistent with current forward prices; and severe recession assumes five years of no load growth.

Principal Regulatory Approvals and Expected Divestitures Principal regulatory approvals: • Texas, New York, Pennsylvania, California state regulatory commissions and various state siting commissions Hart-Scott-Rodino (DOJ/FTC) • FERC • NRC • Notice filing in Illinois • Limited market power issues - not expected to challenge transaction closing Divestitures anticipated only in PJM and ERCOT ~3,200 MWs of high heat rate gas and baseload coal plants 1 and ~1,200 MWs under contract • Model assumes \$1 billion of proceeds from divestitures (after-tax) Exelon. Regulatory hurdles are manageable 1. Plants subject to divestiture are de minimus contributors to revenue and earnings. 23

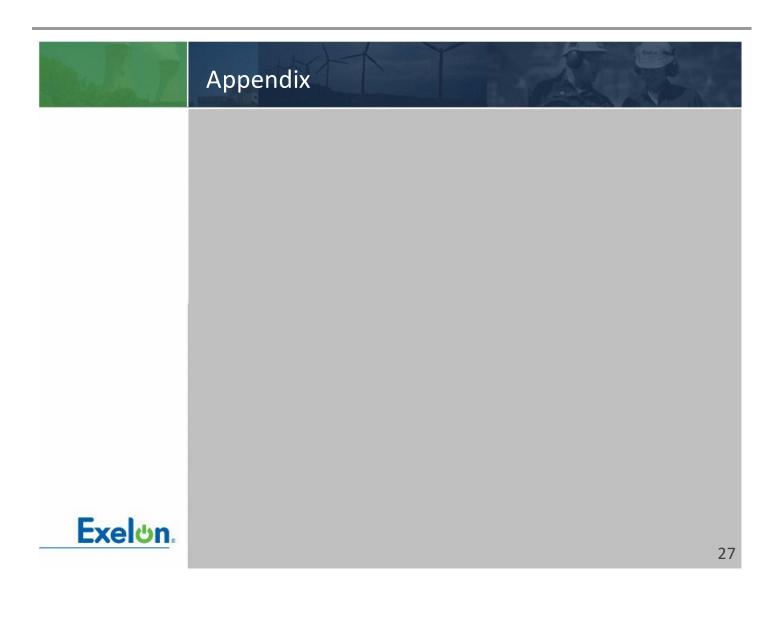
Transaction Timeline



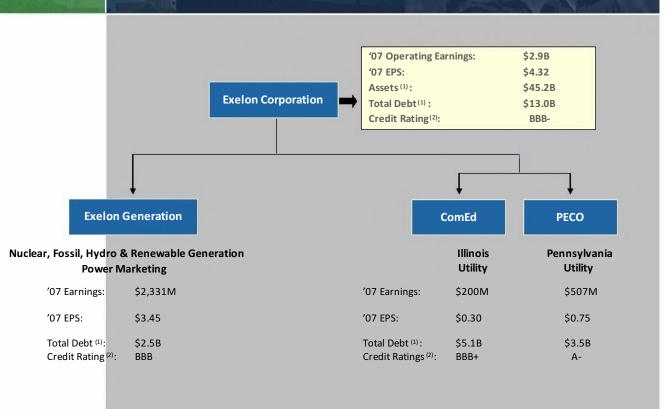
Exelon More Than Meets the "Five Imperatives" Outlined by NRG on May 28, 2008

	NRG's Stated Imperatives	Exelon Combination More than Meets These Imperatives				
1.	MUST accumulate generation at competitive cost	Deal expected to provide NRG stakeholders with significant value and upside and a share of the largest unregulated generation fleet in the United States.				
2.	MUST be geographically diversified in multiple markets	NRG stakeholders become part of the most diversified and competitive generation portfolio operating in 12 different states and 6 different regional transmission organizations.				
3.	MUST develop and expand our route to market through contracting with retail load providers, trading, direct sales, etc	Exelon's breadth of operations and depth of service allows significant access to customers, retail providers, and other sales channels.				
4.	MUST have sophisticated ability to trade, procure, hedge, and originate for electricity and input fuels	Exelon provides NRG stakeholders with broad trading expertise and sound power marketing and risk management practices. Exelon's significant experience in markets with locational prices is particularly relevant since ERCOT is moving to a PJM-type structure.				
5.	MUST develop depth and breadth in key markets, particularly across fuel types, transmission constraints and merit order	This transaction accomplishes in one step what several transactions might have accomplished for NRG in these regards. Given the current difficulty in accessing capital markets, it is unclear whether NRG would have the ability to meet this objective without Exelon.				
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The Exelon Companies



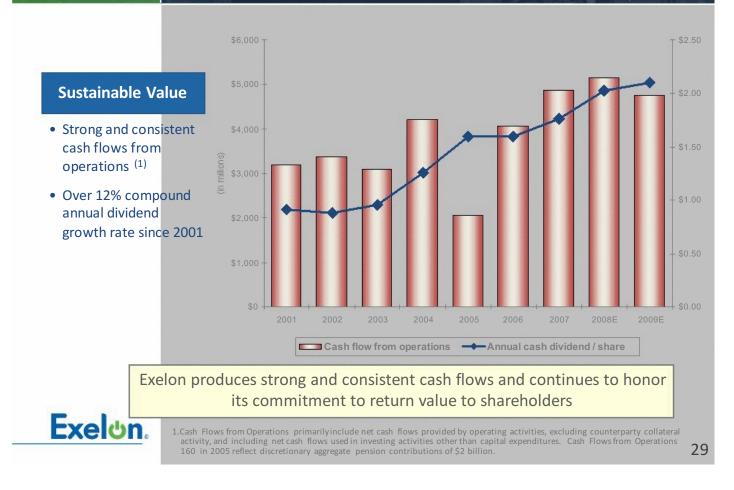


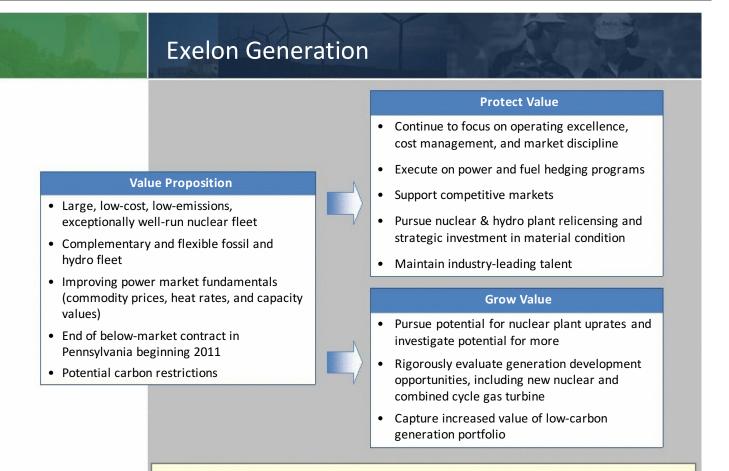
Note: All '07 incomenumbersrepresentadjusted[Non-GAAP]DperatingEarningsand EPS.Referto attachedslidesfor reconciliations f adjusted[non-GAAP]DperatingEPSto GAAP EPS.

1.As of 9/30/08.

2. Standard& Poor'sseniorunsecureddebtratingsfor Exelorand Generationand seniorsecureddebtratingsfor ComEdand PECOas of 11/24/08.28

Stable Cash Flows and Commitment to Value Return

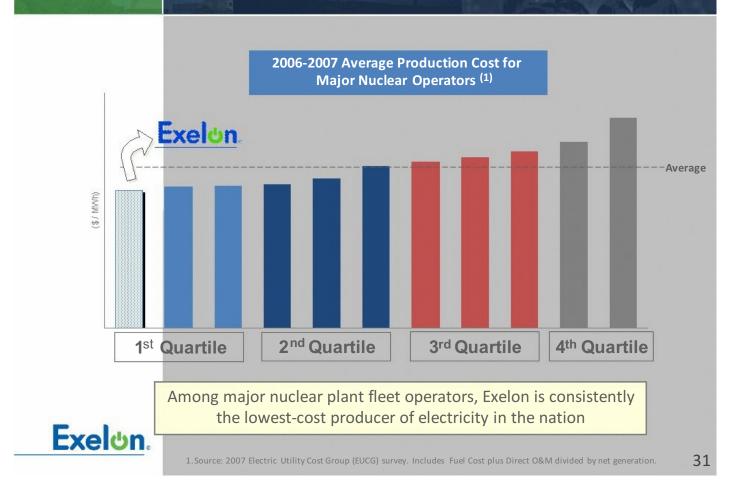




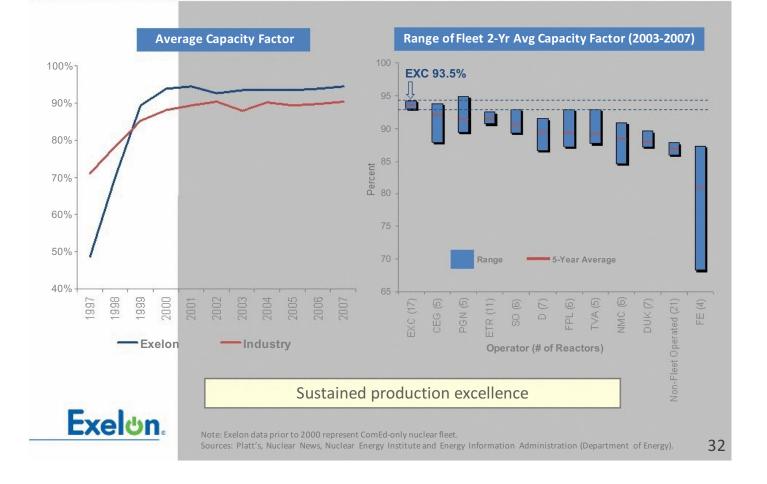
Exelon Generation is the premier unregulated generation company – positioned to capture market opportunities and manage risk

Exelon.

Lowest Cost Nuclear Fleet Operator



World-Class Nuclear Operator



GAAP Earnings Reconciliation Year Ended December 31, 2007

(in millions)	<u>ExGen</u>	<u>ComEd</u>	PECO	<u>Other</u>	<u>Exelon</u>
2007 GAAP Reported Earnings	\$2,029	\$165	\$507	\$35	\$2,736
Mark-to-market adjustments from economic hedging activities	104	(3)	-	-	101
Investments in synthetic fuel-producing facilities	-	-	-	(87)	(87)
Nuclear Decommissioning obligation reduction	(18)	-	-	-	(18)
2007 Illinois electric rate settlement	256	24	-	-	280
City of Chicago settlement	-	14	-	-	14
Termination of Stateline PPA	(130)	-	-	-	(130)
Georgia Power tolling agreement	72	-	-	-	72
Sale of ExGen's investments in TEG and TEP	(11)	-	-	-	(11)
Settlement of a tax matter at Generation related to Sithe	(5)	-	-	-	(5)
Non-cash deferred tax items	34	_	_	(63)	(29)
2007 Adjusted (non-GAAP) Operating Earnings / (Loss)	\$2,331	\$200	\$507	\$(115)	\$2,923



Note: Amounts may not add due to rounding.

GAAP EPS Reconciliation Year Ended December 31, 2007

	ExGen (1)	ComEd (1)	PECO (1)	Other (1)	<u>Exelon</u>
2007 GAAP Earnings Per Share	\$3.01	\$0.25	\$0.75	\$0.04	\$4.05
Mark-to-market adjustments from economic hedging activities	0.15	-	-	-	0.15
2007 Illinois electric rate settlement	0.38	0.03	-	-	0.41
Investments in synthetic fuel-producing facilities	-	-	-	(0.14)	(0.14)
Nuclear decommissioning obligation reduction	(0.03)	-	-	-	(0.03)
Termination of State Line PPA	(0.19)	-	-	-	(0.19)
Georgia Power tolling agreement	0.11	-	-	-	0.11
City of Chicago settlement	-	0.02	-	-	0.02
Non-cash deferred tax items	0.04	-	-	(0.08)	(0.04)
Settlement of a tax matter at Generation related to Sithe	(0.01)	-	-	-	(0.01)
Sale of Generation's investments in TEG and TEP	(0.01)	-	_	-	(0.01)
2007 Adjusted (non-GAAP) Operating Earnings (Loss) Per Share	\$3.45	\$0.30	\$0.75	\$(0.18)	\$4.32



1. Amounts shown per Exelon share and represent contributions to Exelon's EPS.