

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

**FORM S-3**

**REGISTRATION STATEMENT  
UNDER THE SECURITIES ACT OF 1933**

**NRG ENERGY, INC.\***

(Exact name of registrant as specified in its charter)

**Delaware**

(State or other jurisdiction of incorporation or organization)

**41-1724239**

(I.R.S. Employer Identification No.)

**211 Carnegie Center  
Princeton, New Jersey 08540  
(609) 524-4500**

(Address, including zip code, and telephone number, including area code, of registrant's principal executive offices)

**J. Andrew Murphy  
Executive Vice President and General Counsel  
NRG Energy, Inc.  
211 Carnegie Center  
Princeton, NJ 08540  
Tel.: (609) 524-4500  
Fax: (609) 524-4589**

(Name, address, including zip code, and telephone number, including area code, of agent for service)

*Copies of all communications, including communications sent to agent for service, should be sent to:*

**Gerald T. Nowak, Esq.  
Paul D. Zier, Esq.  
200 East Randolph Drive  
Chicago, Illinois 60601  
(312) 861-2000**

\*The co-registrants listed on the next page are also included in this Form S-3 Registration Statement as additional registrants.

Approximate date of commencement of proposed sale to the public: From time to time on or after the effective date of this Registration Statement.

If the only securities being registered on this Form are being offered pursuant to dividend or interest reinvestment plans, please check the following box.

If any of the securities being registered on this Form are to be offered on a delayed or continuous basis pursuant to Rule 415 under the Securities Act of 1933, other than securities offered only in connection with dividend or interest reinvestment plans, check the following box.

If this Form is filed to register additional securities for an offering pursuant to Rule 462(b) under the Securities Act, please check the following box and list the Securities Act registration statement number of the earlier effective registration statement for the same offering.

If this Form is a post-effective amendment filed pursuant to Rule 462(c) under the Securities Act, check the following box and list the Securities Act registration statement number of the earlier effective registration statement for the same offering.

If this Form is a registration statement pursuant to General Instruction I.D. or a post-effective amendment thereto that shall become effective upon filing with the Commission pursuant to Rule 462(e) under the Securities Act, check the following box.

If this Form is a post-effective amendment to a registration statement filed pursuant to General Instruction I.D. filed to register additional securities or additional classes of securities pursuant to Rule 413(b) under the Securities Act, check the following box.

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):

Large accelerated filer       Accelerated filer       Non-accelerated filer       Smaller Reporting Company   
(Do not check if a smaller reporting company)

**CALCULATION OF REGISTRATION FEE**

Title of Each Class of Securities to be Registered	Amount to be Registered/Proposed Maximum Offering Price per Unit/Proposed Maximum Offering Price	Amount of Registration Fee
Debt Securities	(1)	\$ 0(1)
Guarantees of the Debt Securities(2)	(1)	\$ 0(1)
Preferred Stock	(1)	\$ 0(1)
Common Stock, par value \$0.01 per share	(1)	\$ 0(1)

- (1) An unspecified aggregate initial offering price or number of the securities of each identified class is being registered as may from time to time be at unspecified prices. Separate consideration may or may not be received for securities that are issuable on exercise, conversion or exchange of other securities. In accordance with Rules 456(b) and 457(r), the Registrant is deferring payment of all the registration fee.
- (2) Guarantees of the debt securities may be issued by subsidiaries of NRG Energy, Inc. that are listed on the following page under the caption "Table of Additional Registrants." Pursuant to Rule 457(o), no separate registration fee is payable in respect of the registration of the guarantees.

[Table of Contents](#)**Table of Additional Registrants**

<b>Name of Subsidiary</b>	<b>Jurisdiction of Formation</b>	<b>I.R.S. Employer Identification Number</b>
Arthur Kill Power LLC	Delaware	41-1937649
Astoria Gas Turbine Power LLC	Delaware	41-1937470
Berrians I Gas Turbine Power LLC	Delaware	41-2008755
Big Cajun II Unit 4 LLC	Delaware	41-2018822
Cabrillo Power I LLC	Delaware	76-0595964
Cabrillo Power II LLC	Delaware	76-0595963
Chickahominy River Energy Corp.	Virginia	13-3469941
Commonwealth Atlantic Power LLC	Delaware	41-2013264
Conemaugh Power LLC	Delaware	41-1973743
Connecticut Jet Power LLC	Delaware	41-1949386
Devon Power LLC	Delaware	41-1949385
Dunkirk Power LLC	Delaware	41-1937466
Eastern Sierra Energy Company	California	33-0299028
El Segundo Power, LLC	Delaware	41-1893999
El Segundo Power II LLC	Delaware	76-0663675
GCP Funding Company LLC	Delaware	33-0334380
Hanover Energy Company	California	33-0334380
Hoffman Summit Wind Project LLC	California	20-5821818
Huntley IGCC LLC	Delaware	41-1937468
Huntley Power LLC	Delaware	41-1937468
Indian River IGCC LLC	Delaware	20-5080561
Indian River Operations Inc.	Delaware	41-1973349
Indian River Power LLC	Delaware	41-1973747
James River Power LLC	Delaware	41-2013263
Kaufman Cogen LP	Delaware	76-0606757
Keystone Power LLC	Delaware	41-1973744
Lake Erie Properties Inc.	Delaware	20-5821703
Louisiana Generating LLC	Delaware	41-1870498
Middletown Power LLC	Delaware	41-1949384
Montville IGCC LLC	Delaware	20-5080863
Montville Power LLC	Delaware	41-1949383
NEO Chester-Gen LLC	Delaware	41-1980236
NEO Corporation	Minnesota	41-1753235
NEO Freehold-Gen LLC	Delaware	41-1980237
NEO Power Services Inc.	Delaware	23-3043507
New Genco GP LLC	Delaware	02-0732611
Norwalk Power LLC	Delaware	41-1949381
NRG Affiliate Services Inc.	Delaware	41-1960764
NRG Arthur Kill Operations Inc.	Delaware	41-1939116
NRG Asia-Pacific Ltd.	Delaware	98-0138856
NRG Astoria Gas Turbine Operations Inc.	Delaware	41-1939115
NRG Bayou Cove LLC	Delaware	41-2016940
NRG Cabrillo Power Operations Inc.	Delaware	41-1938132
NRG Cadillac Operations Inc.	Delaware	41-1910726
NRG California Peaker Operations LLC	Delaware	20-0088453
NRG Cedar Bayou Development Company LLC	Delaware	26-0601018
NRG Connecticut Affiliate Services Inc.	Delaware	41-1952333
NRG Construction LLC	Delaware	26-0496159
NRG Devon Operations Inc.	Delaware	41-1950239
NRG Dunkirk Operations, Inc.	Delaware	41-1939114
NRG El Segundo Operations Inc.	Delaware	41-1929997
NRG Generation Holdings, Inc.	Delaware	20-1911335
NRG Huntley Operations Inc.	Delaware	41-1939118
NRG International LLC	Delaware	41-1744096
NRG Kaufman LLC	Delaware	74-2982419
NRG Mesquite LLC	Delaware	74-2982421
NRG MidAtlantic Affiliate Services Inc.	Delaware	41-1996587
NRG Middletown Operations Inc.	Delaware	41-1950236
NRG Montville Operations Inc.	Delaware	41-1950237

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[Table of Contents](#)

<b>Name of Subsidiary</b>	<b>Jurisdiction of Formation</b>	<b>I.R.S. Employer Identification Number</b>
NRG New Jersey Energy Sales LLC	Delaware	03-0412726
NRG New Roads Holdings LLC	Delaware	41-1968966
NRG North Central Operations, Inc.	Delaware	41-2004025
NRG Northeast Affiliate Services Inc.	Delaware	41-1940300
NRG Norwalk Harbor Operations Inc.	Delaware	41-1950238
NRG Operating Services Inc.	Delaware	41-1744095
NRG Oswego Harbor Power Operations Inc.	Delaware	41-1939117
NRG Power Marketing LLC	Delaware	41-1910737
NRG Rocky Road LLC	Delaware	41-1959448
NRG Saguaro Operations Inc.	Delaware	41-2013262
NRG South Central Affiliate Services Inc.	Delaware	41-1996193
NRG South Central Generating LLC	Delaware	41-1963217
NRG South Central Operations Inc.	Delaware	41-2002465
NRG South Texas LP	Texas	30-0083668
NRG Texas LLC	Delaware	20-1504355
NRG Texas Power LLC	Delaware	34-2019301
NRG West Coast LLC	Delaware	41-1942517
NRG Western Affiliate Services Inc.	Delaware	41-1949168
Oswego Harbor Power LLC	Delaware	41-1937465
Padoma Wind Power, LLC	California	33-0973091
Saguaro Power LLC	Delaware	41-2013654
San Juan Mesa Wind Project II, LLC	Delaware	20-3994621
Somerset Operations Inc.	Delaware	41-1923722
Somerset Power LLC	Delaware	41-1924606
Texas Genco Financing Corp.	Delaware	27-0110393
Texas Genco GP, LLC	Texas	75-3013803
Texas Genco Holdings, Inc.	Texas	76-0695920
Texas Genco LP, LLC	Delaware	30-0381697
Texas Genco Operating Services, LLC	Delaware	75-3172707
Texas Genco Services, LP	Texas	38-3694336
Vienna Operations, Inc.	Delaware	41-1973351
Vienna Power LLC	Delaware	41-1973745
WCP (Generation) Holdings LLC	Delaware	74-2922374
West Coast Power LLC	Delaware	36-4301246

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\* The address for each of the additional Registrants is c/o NRG Energy, Inc. 211 Carnegie Center Princeton, NJ 08540. The name, address, including zip code, of the agent for service for each of the additional Registrants is J. Andrew Murphy, Executive Vice President and General Counsel, NRG Energy, Inc., 211 Carnegie Center Princeton, NJ 08540, telephone (609) 524-4500.

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**NRG Energy, Inc.**  
**Debt Securities**  
**Preferred Stock**  
**Common Stock**

NRG Energy, Inc., from time to time, may offer to sell senior or subordinated debt securities, preferred stock, and common stock. The debt securities and preferred stock may be convertible into or exercisable or exchangeable for our common stock, our preferred stock, our other securities or the debt or equity securities of one or more other entities. This prospectus describes some of the general terms that may apply to these securities. The specific terms of any securities to be offered will be described in a supplement to this prospectus.

We may offer and sell these securities to or through one or more underwriters, dealers and agents, or directly to purchasers, on a continuous or delayed basis.

Our common stock is traded on the New York Stock Exchange under the symbol "NRG".

See "Risk Factors" on page 1 of this prospectus to read about factors you should consider before investing in these securities.

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Neither the Securities and Exchange Commission nor any state securities commission has approved or disapproved of these securities or passed upon the accuracy or adequacy of this prospectus. Any representation to the contrary is a criminal offense.

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The date of this prospectus is February 13, 2009.

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## TABLE OF CONTENTS

<a href="#">About this Prospectus</a>	i
<a href="#">Our Company</a>	1
<a href="#">Risk Factors</a>	1
<a href="#">Forward-Looking Statements</a>	2
<a href="#">Use of Proceeds</a>	4
<a href="#">Ratio of Earnings to Fixed Charges</a>	4
<a href="#">Description of Debt Securities and Guarantees</a>	5
<a href="#">Description of Preferred Stock</a>	7
<a href="#">Description of Common Stock</a>	9
<a href="#">Plan of Distribution</a>	11
<a href="#">Legal Matters</a>	11
<a href="#">Experts</a>	11
<a href="#">Where You Can Find More Information</a>	11
<a href="#">Incorporation of Certain Information by Reference</a>	11
<a href="#">EX-5.1: OPINION OF KIRKLAND &amp; ELLIS LLP</a>	
<a href="#">EX-12.1: CALCULATION OF RATIO OF EARNINGS TO FIXED CHARGES</a>	
<a href="#">EX-12.2: COMPUTATION OF RATIO OF EARNINGS TO FIXED CHARGES AND PREFERRED STOCK DIVIDEND REQUIREMENTS</a>	
<a href="#">EX-23.1: CONSENT OF KPMG LLP</a>	
<a href="#">EX-25.1: FORM T-1 STATEMENT OF ELIGIBILITY</a>	

### ABOUT THIS PROSPECTUS

This prospectus is a part of a registration statement that we filed with the Securities and Exchange Commission (the “SEC”) utilizing a “shelf” registration process. Under this shelf registration process, we may sell any combination of the securities described in this prospectus in one or more offerings from time to time. This prospectus provides you with a general description of the securities we may offer. Each time we sell securities under this shelf registration, we will provide a prospectus supplement that will contain specific information about the terms of that offering. The prospectus supplement may also add, update or change information contained in this prospectus. Therefore, if there is any inconsistency between the information in this prospectus and the prospectus supplement, you should rely on the information in the prospectus supplement. You should read both this prospectus and any prospectus supplement together with additional information described under the heading “Where You Can Find More Information.”

We have not authorized any dealer, salesman or other person to give any information or to make any representation other than those contained or incorporated by reference in this prospectus and the accompanying supplement to this prospectus. You must not rely upon any information or representation not contained or incorporated by reference in this prospectus or the accompanying prospectus supplement. This prospectus and the accompanying prospectus supplement do not constitute an offer to sell or the solicitation of an offer to buy any securities other than the registered securities to which they relate, nor do this prospectus and the accompanying prospectus supplement constitute an offer to sell or the solicitation of an offer to buy securities in any jurisdiction to any person to whom it is unlawful to make such offer or solicitation in such jurisdiction. You should not assume that the information contained in this prospectus and the accompanying prospectus supplement is accurate on any date subsequent to the date set forth on the front of the document or that any information we have incorporated by reference is correct on any date subsequent to the date of the document incorporated by reference, even though this prospectus and any accompanying prospectus supplement is delivered or securities are sold on a later date.

Unless the context otherwise requires or as otherwise expressly stated, references in this prospectus to “NRG,” “the Company,” “we,” “us” and “our” and similar terms refer to NRG Energy, Inc. and its direct and indirect subsidiaries on a consolidated basis. References to our “common stock” or our “preferred stock” refer to the common stock or preferred stock of NRG Energy, Inc.

## OUR COMPANY

NRG Energy, Inc., or NRG or the Company, is a wholesale power generation company with a significant presence in major competitive power markets in the United States. NRG is engaged in the ownership, development, construction and operation of power generation facilities, the transacting in and trading of fuel and transportation services, and the trading of energy, capacity and related products in the regional markets in the US and select international markets where its generating assets are located.

As of December 31, 2008, NRG had a total global portfolio of 189 active operating fossil fuel and nuclear generation units, at 48 power generation plants, with an aggregate generation capacity of approximately 24,005 MW, and approximately 550 MW under construction which includes partners' interests of 275 MW. In addition, NRG has ownership interests in two wind farms representing an aggregate generation capacity of 270 MW, which includes partner interests of 75 MW. Within the US, NRG has one of the largest and most diversified power generation portfolios in terms of geography, fuel-type and dispatch levels, with approximately 22,925 MW of fossil fuel and nuclear generation capacity in 177 active generating units at 43 plants and ownership interests in two wind farms representing 195 MW of wind generation capacity. These power generation facilities are primarily located in Texas (approximately 11,010 MW, including the 195 MW from the two wind farms), the Northeast (approximately 7,020 MW), South Central (approximately 2,845 MW), and West (approximately 2,130 MW) regions of the US, and approximately 115 MW of additional generation capacity from the Company's thermal assets.

NRG's principal domestic power plants consist of a mix of natural gas-, coal-, oil-fired, nuclear and wind facilities, representing approximately 45%, 33%, 16%, 5% and 1% of the Company's total domestic generation capacity, respectively. In addition, 15% of NRG's domestic generating facilities have dual or multiple fuel capacity, which allows plants to dispatch with the lowest cost fuel option.

NRG's domestic generation facilities consist of intermittent, baseload, intermediate and peaking power generation facilities, the ranking of which is referred to as Merit Order, and include thermal energy production plants. The sale of capacity and power from baseload generation facilities accounts for the majority of the Company's revenues and provides a stable source of cash flow. In addition, NRG's generation portfolio provides the Company with opportunities to capture additional revenues by selling power during periods of peak demand, offering capacity or similar products to retail electric providers and others, and providing ancillary services to support system reliability. We were incorporated as a Delaware corporation on May 29, 1992. Our common stock is listed on the New York Stock Exchange under the symbol "NRG". Our headquarters and principal executive offices are located at 211 Carnegie Center, Princeton, New Jersey 08540. Our telephone number is (609) 524-4500. Our website is [www.nrgenergy.com](http://www.nrgenergy.com). Information on our website is not part of this prospectus and is not incorporated into this prospectus by reference.

You can get more information regarding our business by reading our Annual Report on Form 10-K for the fiscal year ended December 31, 2008, and the other reports we file with the Securities and Exchange Commission. See "Where You Can Find More Information."

## RISK FACTORS

Our business is subject to uncertainties and risks. You should carefully consider and evaluate all of the information included and incorporated by reference in this prospectus, including the risk factors incorporated by reference from our most recent annual report on Form 10-K, as updated by our quarterly reports on Form 10-Q and other filings we make with the SEC. It is possible that our business, financial condition, liquidity or results of operations could be materially adversely affected by any of these risks.

## FORWARD-LOOKING STATEMENTS

This prospectus, any accompanying prospectus supplement and the documents incorporated by reference herein and therein may contain forward-looking statements within the meaning of Section 27A of the Securities Act of 1933, as amended (the “Securities Act”) and Section 21E of the Securities Exchange Act of 1934, as amended (the “Exchange Act”). The words “believes”, “projects”, “anticipates”, “plans”, “expects”, “intends”, “estimates” and similar expressions are intended to identify forward-looking statements. These forward-looking statements involve known and unknown risks, uncertainties and other factors that may cause NRG Energy, Inc.’s actual results, performance and achievements, or industry results, to be materially different from any future results, performance or achievements expressed or implied by such forward-looking statements. These factors, risks, and uncertainties include the factors described under Risks Related to NRG in Part I, Item 1A, of the Company’s Annual Report on Form 10-K, including the following:

- General economic conditions, changes in the wholesale power markets and fluctuations in the cost of fuel;
- Hazards customary to the power production industry and power generation operations such as fuel and electricity price volatility, unusual weather conditions, catastrophic weather-related or other damage to facilities, unscheduled generation outages, maintenance or repairs, unanticipated changes to fuel supply costs or availability due to higher demand, shortages, transportation problems or other developments, environmental incidents, or electric transmission or gas pipeline system constraints and the possibility that NRG may not have adequate insurance to cover losses as a result of such hazards;
- The effectiveness of NRG’s risk management policies and procedures, and the ability of NRG’s counterparties to satisfy their financial commitments;
- Counterparties’ collateral demands and other factors affecting NRG’s liquidity position and financial condition;
- NRG’s ability to operate its businesses efficiently, manage capital expenditures and costs tightly, and generate earnings and cash flows from its asset-based businesses in relation to its debt and other obligations;
- NRG’s ability to enter into contracts to sell power and procure fuel on acceptable terms and prices;
- The liquidity and competitiveness of wholesale markets for energy commodities;
- Government regulation, including compliance with regulatory requirements and changes in market rules, rates, tariffs and environmental laws and increased regulation of carbon dioxide and other greenhouse gas emissions;
- Price mitigation strategies and other market structures employed by independent system operators, or ISOs, or regional transmission organizations, or RTOs, that result in a failure to adequately compensate NRG’s generation units for all of its costs;
- NRG’s ability to borrow additional funds and access capital markets, as well as NRG’s substantial indebtedness and the possibility that NRG may incur additional indebtedness going forward;
- Operating and financial restrictions placed on NRG and its subsidiaries that are contained in the indentures governing NRG’s outstanding notes, in NRG’s Senior Credit Facility, and in debt and other agreements of certain of NRG subsidiaries and project affiliates generally;
- NRG’s ability to implement its *Repowering* NRG strategy of developing and building new power generation facilities, including new nuclear units and wind projects;
- NRG’s ability to implement its *econrg* strategy of finding ways to meet the challenges of climate change, clean air and protecting our natural resources while taking advantage of business opportunities; and
- NRG’s ability to achieve its strategy of regularly returning capital to shareholders.

There may be other factors that may cause our actual results to differ materially from the forward-looking statements. Our actual results, performance or achievements could differ materially from those expressed in, or implied by, the forward-looking statements. We can give no assurances that any of the events anticipated by the



[Table of Contents](#)

forward-looking statements will occur or, if any of them does, what impact they will have on our results of operations and financial condition. You should carefully read the factors described in the “Risk Factors” section of this prospectus and the documents incorporated by reference into this prospectus for a description of certain risks that could, among other things, cause our actual results to differ from these forward-looking statements.

Forward-looking statements speak only as of the date they were made. We undertake no obligation to update or revise forward-looking statements to reflect events or circumstances that arise after the date made or to reflect the occurrence of unanticipated events, other than as required by law.

**USE OF PROCEEDS**

We intend to use the net proceeds from the sales of the securities as set forth in the applicable prospectus supplement.

**RATIO OF EARNINGS TO FIXED CHARGES**

The ratios of earnings to fixed charges and earnings to combined fixed charges and preference dividends for the periods indicated are stated below. For this purpose, "earnings" include pre-tax income (loss) before adjustments for minority interest in our consolidated subsidiaries and income or loss from equity investees, plus fixed charges and distributed income of equity investees, reduced by interest capitalized. "Fixed charges" include interest, whether expensed or capitalized, amortization of debt expense and the portion of rental expense that is representative of the interest factor in these rentals. "Preference dividends" equals the amount of pre-tax earnings that is required to pay the dividends on outstanding preference securities.

	<b>Year Ended December 31,</b>				
	<b>2008</b>	<b>2007</b>	<b>2006</b>	<b>2005</b>	<b>2004</b>
Ratio of Earnings to Fixed Charges	3.44x	2.28x	2.38x	1.57x	1.93x
Ratio of Earnings to Combined Fixed Charges and Preference Dividends	3.04x	2.02x	2.09x	1.32x	1.92x

## DESCRIPTION OF DEBT SECURITIES AND GUARANTEES

We may offer secured or unsecured debt securities, which may be convertible. Our debt securities and any related guarantees will be issued under an indenture to be entered into between us and Law Debenture Trust Company of New York. Holders of our indebtedness will be structurally subordinated to holders of any indebtedness (including trade payables) of any of our subsidiaries that do not guarantee our payment obligations under such indebtedness.

We have summarized certain general features of the debt securities from the indenture. A form of indenture is filed as an exhibit to the registration statement of which this prospectus forms a part. The following description of the terms of the debt securities and the guarantees sets forth certain general terms and provisions. The particular terms of the debt securities and guarantees offered by any prospectus supplement and the extent, if any, to which such general provisions may apply to the debt securities and guarantees will be described in the related prospectus supplement. Accordingly, for a description of the terms of a particular issue of debt securities, reference must be made to both the related prospectus supplement and to the following description.

### General

The aggregate principal amount of debt securities that may be issued under the indenture is unlimited. The debt securities may be issued in one or more series as may be authorized from time to time.

Reference is made to the applicable prospectus supplement for the following terms of the debt securities (if applicable):

- title and aggregate principal amount;
- whether the securities will be senior or subordinated;
- applicable subordination provisions, if any;
- whether securities issued by us will be entitled to the benefits of the guarantees or any other form of guarantee;
- conversion or exchange into other securities;
- whether securities issued by us will be secured or unsecured, and if secured, what the collateral will consist of;
- percentage or percentages of principal amount at which such securities will be issued;
- maturity date(s);
- interest rate(s) or the method for determining the interest rate(s);
- dates on which interest will accrue or the method for determining dates on which interest will accrue and dates on which interest will be payable;
- redemption (including upon a “change of control”) or early repayment provisions;
- authorized denominations;
- form;
- amount of discount or premium, if any, with which such securities will be issued;
- whether such securities will be issued in whole or in part in the form of one or more global securities;
- identity of the depositary for global securities;
- whether a temporary security is to be issued with respect to such series and whether any interest payable prior to the issuance of definitive securities of the series will be credited to the account of the persons entitled thereto;
- the terms upon which beneficial interests in a temporary global security may be exchanged in whole or in part for beneficial interests in a definitive global security or for individual definitive securities;

## Table of Contents

- conversion or exchange features;
- any covenants applicable to the particular debt securities being issued;
- any defaults and events of default applicable to the particular debt securities being issued;
- currency, currencies or currency units in which the purchase price for, the principal of and any premium and any interest on, such securities will be payable;
- time period within which, the manner in which and the terms and conditions upon which the purchaser of the securities can select the payment currency;
- securities exchange(s) on which the securities will be listed, if any;
- whether any underwriter(s) will act as market maker(s) for the securities;
- extent to which a secondary market for the securities is expected to develop;
- additions to or changes in the events of default with respect to the securities and any change in the right of the trustee or the holders to declare the principal, premium and interest with respect to such securities to be due and payable;
- provisions relating to covenant defeasance and legal defeasance;
- provisions relating to satisfaction and discharge of the indenture;
- provisions relating to the modification of the indenture both with and without the consent of holders of debt securities issued under the indenture; and
- additional terms not inconsistent with the provisions of the indenture.

One or more series of debt securities may be sold at a substantial discount below their stated principal amount, bearing no interest or interest at a rate which at the time of issuance is below market rates. One or more series of debt securities may be variable rate debt securities that may be exchanged for fixed rate debt securities.

United States federal income tax consequences and special considerations, if any, applicable to any such series will be described in the applicable prospectus supplement.

Debt securities may be issued where the amount of principal and/or interest payable is determined by reference to one or more currency exchange rates, commodity prices, equity indices or other factors. Holders of such securities may receive a principal amount or a payment of interest that is greater than or less than the amount of principal or interest otherwise payable on such dates, depending upon the value of the applicable currencies, commodities, equity indices or other factors. Information as to the methods for determining the amount of principal or interest, if any, payable on any date, the currencies, commodities, equity indices or other factors to which the amount payable on such date is linked and certain additional United States federal income tax considerations will be set forth in the applicable prospectus supplement.

The term “debt securities” includes debt securities denominated in U.S. dollars or, if specified in the applicable prospectus supplement, in any other freely transferable currency or units based on or relating to foreign currencies.

We expect most debt securities to be issued in fully registered form without coupons and in denominations of \$1,000 or \$5,000 and any integral multiples thereof. Subject to the limitations provided in the indenture and as otherwise described in the prospectus supplement, debt securities that are issued in registered form may be transferred or exchanged at the office of the trustee maintained in the Borough of Manhattan, The City of New York or the principal corporate trust office of the trustee, without the payment of any service charge, other than any tax or other governmental charge payable in connection therewith.

## **Guarantees**

Any debt securities may be guaranteed by one or more of our direct or indirect subsidiaries. Each prospectus supplement will describe any guarantees for the benefit of the series of debt securities to which it relates, including required financial information of the subsidiary guarantors, as applicable.

## [Table of Contents](#)

### **Global Securities**

The debt securities of a series may be issued in whole or in part in the form of one or more global securities that will be deposited with, or on behalf of, a depository (the “depository”) identified in the prospectus supplement. Global securities will be issued in registered form and in either temporary or definitive form. Unless and until it is exchanged in whole or in part for the individual debt securities, a global security may not be transferred except as a whole by the depository for such global security to a nominee of such depository or by a nominee of such depository to such depository or another nominee of such depository or by such depository or any such nominee to a successor of such depository or a nominee of such successor. The specific terms of the depository arrangement with respect to any debt securities of a series and the rights of and limitations upon owners of beneficial interests in a global security will be described in the applicable prospectus supplement.

### **Governing Law**

The indenture, the debt securities and the guarantees shall be construed in accordance with and governed by the laws of the State of New York, without giving effect to the principles thereof relating to conflicts of law.

### **DESCRIPTION OF PREFERRED STOCK**

The following briefly summarizes the general terms of the preferred stock we may offer, other than pricing and related terms that will be disclosed in an accompanying prospectus supplement. You should read the particular terms of any series of preferred stock offered by us, which will be described in more detail in any prospectus supplement relating to such series, together with the more detailed provisions of our Amended and Restated Certificate of Incorporation and the certificate of designation relating to each particular series of preferred stock for provisions that may be important to you. The Amended and Restated Certificate of Incorporation is incorporated by reference into the registration statement of which this prospectus forms a part. The certificate of designation relating to the particular series of preferred stock offered by an accompanying prospectus supplement and this prospectus will be filed as an exhibit to a document incorporated by reference in the registration statement. The prospectus supplement will also state whether any of the terms summarized below do not apply to the series of preferred stock being offered.

As of the date of this prospectus, we are authorized to issue up to 10,000,000 shares of preferred stock, par value \$0.01 per share. As of February 12, 2009, 419,900 shares of 4% Convertible Perpetual Preferred Stock were outstanding, 250,000 shares of 3.625% Convertible Perpetual Preferred Stock were outstanding, and 1,699,280 shares of the 5.75% Mandatory Convertible Preferred Stock were outstanding.

Under our Amended and Restated Certificate of Incorporation, our Board of Directors is authorized to issue shares of preferred stock in one or more series, and to establish from time to time a series of preferred stock with the following terms specified:

- the number of shares to be included in the series;
- the designation, powers, preferences and rights of the shares of the series; and
- the qualifications, limitations or restrictions of such series.

Prior to the issuance of any series of preferred stock, our Board of Directors will adopt resolutions creating and designating the series as a series of preferred stock and the resolutions will be filed in a certificate of designation as an amendment to the Amended and Restated Certificate of Incorporation. The term “Board of Directors” includes any duly authorized committee.

The rights of holders of the preferred stock offered may be adversely affected by the rights of holders of any shares of preferred stock that may be issued in the future. Our Board of Directors may cause shares of preferred stock to be issued in public or private transactions for any proper corporate purpose. Examples of proper corporate purposes include issuances to obtain additional financing in connection with acquisitions or otherwise, and issuances to our or our subsidiaries’ officers, directors and employees pursuant to benefit plans or otherwise. Shares of preferred stock we issue may have the effect of rendering more difficult or discouraging an acquisition of us deemed undesirable by our Board of Directors.

The preferred stock will be, when issued, fully paid and nonassessable. Holders of preferred stock will not have any preemptive or subscription rights to acquire more of our stock.

## [Table of Contents](#)

The transfer agent, registrar, dividend disbursing agent and redemption agent for shares of each series of preferred stock will be named in the prospectus supplement relating to such series.

### **Rank**

Unless otherwise specified in the prospectus supplement relating to the shares of a series of preferred stock, such shares will rank on an equal basis with each other series of preferred stock and prior to the common stock as to dividends and distributions of assets.

### **Dividends**

Holders of each series of preferred stock will be entitled to receive dividends when, as and if declared by our Board of Directors out of funds legally available for dividends. The rates and dates of payment of dividends will be set forth in the prospectus supplement relating to each series of preferred stock. Dividends will be payable to holders of record of preferred stock as they appear on our books or, if applicable, the records of the depository referred to below on the record dates fixed by the Board of Directors. Dividends on a series of preferred stock may be cumulative or noncumulative.

We may not declare, pay or set apart for payment dividends on the preferred stock unless full dividends on other series of preferred stock that rank on an equal or senior basis have been paid or sufficient funds have been set apart for payment for

- all prior dividend periods of other series of preferred stock that pay dividends on a cumulative basis; or
- the immediately preceding dividend period of other series of preferred stock that pay dividends on a noncumulative basis.

Partial dividends declared on shares of preferred stock and each other series of preferred stock ranking on an equal basis as to dividends will be declared pro rata. A pro rata declaration means that the ratio of dividends declared per share to accrued dividends per share will be the same for each series of preferred stock.

Similarly, we may not declare, pay or set apart for payment non-stock dividends or make other payments on the common stock or any other of our stock ranking junior to the preferred stock until full dividends on the preferred stock have been paid or set apart for payment for

- all prior dividend periods if the preferred stock pays dividends on a cumulative basis; or
- the immediately preceding dividend period if the preferred stock pays dividends on a noncumulative basis.

### **Conversion and Exchange**

The prospectus supplement for a series of preferred stock will state the terms, if any, on which shares of that series are convertible into or exchangeable for shares of our common stock, our preferred stock, our other securities or the debt or equity securities of one or more other entities.

### **Redemption and Sinking Fund**

If so specified in the applicable prospectus supplement, a series of preferred stock may be redeemable at any time, in whole or in part, at our option or the option of the holder thereof and may be mandatorily redeemed. Any partial redemptions of preferred stock will be made in a way that the Board of Directors decides is equitable.

Unless we default in the payment of the redemption price, dividends will cease to accrue after the redemption date on shares of preferred stock called for redemption and all rights of holders of such shares will terminate except for the right to receive the redemption price.

No series of preferred stock will receive the benefit of a sinking fund except as set forth in the applicable prospectus supplement.

### **Liquidation Preference**

Upon any voluntary or involuntary liquidation, dissolution or winding up, holders of each series of preferred stock will be entitled to receive distributions upon liquidation in the amount set forth in the prospectus supplement

## [Table of Contents](#)

relating to such series of preferred stock, plus an amount equal to any accrued and unpaid dividends. Such distributions will be made before any distribution is made on any securities ranking junior relating to liquidation, including common stock.

If the liquidation amounts payable relating to the preferred stock of any series and any other securities ranking on a parity regarding liquidation rights are not paid in full, the holders of the preferred stock of such series and such other securities will share in any such distribution of our available assets on a ratable basis in proportion to the full liquidation preferences. Holders of such series of preferred stock will not be entitled to any other amounts from us after they have received their full liquidation preference.

### **Voting Rights**

The holders of shares of preferred stock will have no voting rights, except:

- as otherwise stated in the prospectus supplement;
- as otherwise stated in the certificate of designation establishing such series; and
- as required by applicable law.

### **DESCRIPTION OF COMMON STOCK**

The following description of our common stock is only a summary. We encourage you to read our Amended and Restated Certificate of Incorporation, which is incorporated by reference into the registration statement of which this prospectus forms a part. As of the date of this prospectus, we are authorized to issue up to 500,000,000 shares of common stock, \$0.01 par value per share. As of February 9, 2009, we had outstanding 236,232,031 shares of our common stock.

### **Liquidation Rights**

Upon voluntary or involuntary liquidation, dissolution or winding up, the holders of our common stock share ratably in the assets remaining after payments to creditors and provision for the preference of any preferred stock.

### **Dividends**

Except as otherwise provided by the Delaware General Corporation Law or our Amended and Restated Certificate of Incorporation, the holders of our common stock, subject to the rights of holders of any series of preferred stock, shall share ratably in all dividends as may from time to time be declared by our Board of Directors in respect of our common stock out of funds legally available for the payment thereof and payable in cash, stock or otherwise, and in all other distributions (including, without limitation, our dissolution, liquidation and winding up), whether in respect of liquidation or dissolution (voluntary or involuntary) or otherwise, after payment of liabilities and liquidation preference on any outstanding preferred stock.

### **Voting Rights**

Except as otherwise provided by the Delaware General Corporation Law or our certificate of incorporation and subject to the rights of holders of any series of preferred stock, all the voting power of our stockholders shall be vested in the holders of our common stock, and each holder of our common stock shall have one vote for each share held by such holder on all matters voted upon by our stockholders.

Subject to the rights of holders of any outstanding shares of preferred stock to act by written consent, our stockholders may not take any action by written consent in lieu of a meeting and must take any action at a duly called annual or special meeting of stockholders.

The affirmative vote of holders of at least two-thirds of the combined voting power of our outstanding shares eligible to vote in the election of directors is required to alter, amend or repeal provisions in the Amended and Restated Certificate of Incorporation regarding indemnification, classification of directors, action by written consent and changes to voting requirements applicable to such provisions.

[Table of Contents](#)

**Conversion and Exchange**

Our common stock is not convertible into, or exchangeable for, any other class or series of our capital stock.

**Transfer Agent**

The transfer agent for the common stock is Bank of New York Mellon.

**Board of Directors; Classification of Directors**

Except as otherwise provided in our Amended and Restated Certificate of Incorporation or any duly authorized certificate of designations of any series of preferred stock, directors are elected by a plurality of the votes of the shares entitled to vote in the election of directors present in person or represented by proxy at the meeting of the stockholders at which directors are elected.

At each annual meeting of stockholders, our directors are elected to hold office until the expiration of the term for which they are elected, and until their successors have been duly elected and qualified; except that if any such election is not so held, such election will take place at a stockholders' meeting called and held in accordance with the Delaware General Corporation Law ("DGCL"). Our directors are divided into three classes as nearly equal in size as is practicable, designated Class I, Class II and Class III. At each annual meeting, directors to replace those of a class whose terms expire at such annual meeting will be elected to hold office until the third succeeding annual meeting and until their respective successors have been duly elected and qualified. If the number of directors is changed, any newly created directorships or decrease in directorships will be so apportioned among the classes as to make all classes as nearly equal in number as practicable.

**Miscellaneous**

Holders of our common stock have no preemptive or other rights to subscribe for or purchase additional securities of ours. We are subject to Section 203 of the DGCL. Shares of our common stock are not subject to calls or assessments. No personal liability will attach to holders of our common stock under the laws of the State of Delaware (our state of incorporation) or of the State of New Jersey (the state in which our principal place of business is located). All of the outstanding shares of our common stock are fully paid and nonassessable. Our common stock is listed and traded on the New York Stock Exchange under the symbol "NRG."



#### **PLAN OF DISTRIBUTION**

We may sell the securities offered pursuant to this prospectus in any of the following ways:

- directly to one or more purchasers;
- through agents;
- through underwriters, brokers or dealers; or
- through a combination of any of these methods of sale.

We will identify the specific plan of distribution, including any underwriters, brokers, dealers, agents or direct purchasers and their compensation in a prospectus supplement.

#### **LEGAL MATTERS**

Kirkland & Ellis LLP, Chicago, Illinois will issue an opinion about certain legal matters with respect to the securities. Any underwriters or agents will be advised about other issues relating to any offering by counsel named in the applicable prospectus supplement.

#### **EXPERTS**

The consolidated financial statements and schedule of NRG Energy, Inc. (the “Company”) as of December 31, 2008, and for the years in the three year period ended December 31, 2008 and the assessment of the effectiveness of internal control over financial reporting as of December 31, 2008, included in the Company’s Form 10-K, which is incorporated by reference in this registration statement, have been incorporated by reference herein in reliance upon the reports of KPMG LLP, an independent registered accounting firm, incorporated by reference herein, and upon the authority of said firm as experts in accounting and auditing.

#### **WHERE YOU CAN FIND MORE INFORMATION**

We file annual, quarterly and special reports, proxy statements and other information with the Securities and Exchange Commission, or the SEC. You can inspect and copy these reports, proxy statements and other information at the Public Reference Room of the SEC, 100 F Street, N.E., Washington, D.C. 20549. You can obtain copies of these materials from the Public Reference Section of the SEC, 100 F Street, N.E., Washington, D.C. 20549, at prescribed rates. Please call the SEC at 1-800-SEC-0330 for further information on the operation of the public reference room. NRG’s SEC filings will also be available to you on the SEC’s website at <http://www.sec.gov> and through the New York Stock Exchange, 20 Broad Street, New York, New York 10005, on which our common stock is listed.

We have filed with the SEC a registration statement on Form S-3 relating to the securities covered by this prospectus. This prospectus, which forms a part of the registration statement, does not contain all the information that is included in the registration statement. You will find additional information about us in the registration statement. Any statements made in this prospectus concerning the provisions of legal documents are not necessarily complete and you should read the documents that are filed as exhibits to the registration statement or otherwise filed with the SEC for a more complete understanding of the document or matter.

#### **INCORPORATION OF CERTAIN INFORMATION BY REFERENCE**

The SEC allows the “incorporation by reference” of the information filed by us with the SEC into this prospectus, which means that important information can be disclosed to you by referring you to those documents and those documents will be considered part of this prospectus. Information that we file later with the SEC will automatically update and supersede the previously filed information. The documents listed below and any future filings we make with the SEC under Sections 13(a), 13(c), 14 or 15(d) of the Exchange Act (other than portions of these documents deemed to be “furnished” or not deemed to be “filed,” including the portions of these documents that are either (1) described in paragraphs (d)(1), (d)(2), (d)(3) or (e)(5) of Item 407 of Regulation S-K promulgated

[Table of Contents](#)

by the SEC or (2) furnished under Item 2.02 or Item 7.01 of a Current Report on Form 8-K, including any exhibits included with such Items) are incorporated by reference herein:

- Our annual report on Form 10-K for the year ended December 31, 2008 filed on February 12, 2009.
- Our current reports on Form 8-K filed on January 7, 2009 and January 30, 2009.
- The description of our common stock contained in the Registration Statement on Form 8-A dated March 22, 2004 filed with the SEC to register such securities under the Exchange Act including any amendment or report filed for the purpose of updating such description.

If you make a request for such information in writing or by telephone, we will provide you, without charge, a copy of any or all of the information incorporated by reference into this prospectus. Any such request should be directed to:

NRG Energy, Inc.  
211 Carnegie Center  
Princeton, NJ 08540  
(609) 524-4500  
Attention: Corporate Secretary

You should rely only on the information contained in, or incorporated by reference in, this prospectus. We have not authorized anyone else to provide you with different or additional information. This prospectus does not offer to sell or solicit any offer to buy any notes in any jurisdiction where the offer or sale is unlawful. You should not assume that the information in this prospectus or in any document incorporated by reference is accurate as of any date other than the date on the front cover of the applicable document.



NRG Energy, Inc.  
Debt Securities  
Preferred Stock  
Common Stock

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**PROSPECTUS**

**You should rely only on the information contained or incorporated by reference in this prospectus. We have not authorized anyone to provide you with different information. You should not assume that the information contained or incorporated by reference in this prospectus is accurate as of any date other than the date of this prospectus. We are not making an offer of these securities in any state where the offer is not permitted.**

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**PART II**  
**INFORMATION NOT REQUIRED IN PROSPECTUS**

**Item 14. Other Expenses of Issuance and Distribution.**

The following is a statement of the estimated expenses, to be paid solely by the registrant, of the issuance and distribution of the securities being registered hereby:

	<b>Amount to be Paid</b>
SEC registration fee	\$ *
Legal fees and expenses	**
Accounting fees and expenses	15,000
Stock exchange listing fees.	**
Blue sky fees	**
Printing fees	**
Rating agency fees	**
Trustee's fees and expenses	**
Miscellaneous	**
Total	<u>\$ 15,000</u>

\* In accordance with Rules 456(b) and 457(r), we are deferring payment of the registration fee.

\*\* These fees are calculated based on the securities offered and the number of issuances and accordingly cannot be estimated at this time.

**Item 15. Indemnification of Directors and Officers.*****Delaware***

Section 145 of the DGCL authorizes a corporation, subject to the procedures and limitations stated therein, to indemnify its directors, officers, employees and agents against expenses, including attorneys' fees, judgments, fines and amounts paid in settlement reasonably incurred provided they act in good faith and in a manner reasonably believed to be in or not opposed to the best interests of the corporation, and with respect to any criminal action or proceeding, they had no reasonable cause to believe their conduct was unlawful. In the case of proceedings brought by or on behalf of the corporation, indemnification is limited to expenses and is not permitted if the individual is adjudged liable to the corporation, unless the court determines otherwise. The statute provides that indemnification pursuant to its provisions is not exclusive of other rights of indemnification to which a person may be entitled under any by-law, agreement, vote of stockholders or disinterested directors or otherwise.

Article NINE of our Amended and Restated Certificate of Incorporation provides for the limitation of liability of directors and for the indemnification of directors and officers. Article NINE states that to the fullest extent permitted by the DGCL, and except as otherwise provided in our Amended and Restated By-laws, (i) no director of the Company shall be liable to the Company or its stockholders for monetary damages arising from a breach of fiduciary duty owed to the Company or its stockholders; and (ii) the Company shall indemnify its officers and directors.

Set forth below are material provisions of Article FIVE of our by-laws that authorize the indemnification of directors and officers:

- Section 1 of Article FIVE provides that our directors and officers shall be indemnified and held harmless by the Company to the fullest extent authorized by the DGCL. In addition, this right of indemnification continues to persons who have ceased to be our directors or officers and to his or her heirs, executors and administrators; provided, however, that, except with respect to proceedings to enforce rights to indemnification, the Company shall not indemnify any such indemnitee in connection with a proceeding

## Table of Contents

initiated by such indemnitee except to the extent such proceeding was authorized in writing by the Board of Directors of the Company.

- Section 3 of Article FIVE provides that the Company may purchase and maintain insurance on its own behalf and on behalf of any person who is or was a director, officer, employee or agent of the Company against any expense, liability or loss asserted against him or her and incurred by him or her in any such capacity, whether or not the Company would have the power to indemnify such person against such expenses, liability or loss under the DGCL.
- Section 5 of Article FIVE provides that the rights to indemnification conferred in Article FIVE of our by-laws and in our certificate of incorporation shall not be exclusive of any other right which any person may have or hereafter acquire under any statute, by-law, agreement, vote of stockholders or disinterested directors or otherwise.

The charter documents of each of NRG Generation Holdings, Inc. and Texas Genco Financing Corp. provide for the indemnification of directors and officers to the fullest extent authorized by the DGCL.

The bylaws of NRG Generation Holdings, Inc. provide, subject to certain exceptions, for the indemnification of all current and former directors, officers, employees or agents against expenses, judgments, fines and amounts paid in connection with actions (other than actions by or in the right of the corporation for which the person seeking indemnification has been adjudicated liable to the corporation) taken against such person by reason of the fact that he or she was a director, officer, employee or agent of the corporation. The bylaws of Texas Genco Financing Corp. provide, subject to certain exceptions, for the indemnification of all current and former directors, officers, employees or agents against expenses, judgments, fines and amounts paid in connection with actions to which such person is a party by reason of the fact that he or she was a director, officer, employee or agent of the corporation, except that the corporation shall be required to indemnify a person for an action initiated by that person only if the proceeding was authorized by the board of directors. The bylaws of Indian River Operations Inc., Lake Erie Properties Inc., NEO Power Services Inc., NRG Affiliate Services Inc., NRG Arthur Kill Operations Inc., NRG Asia-Pacific Ltd., NRG Astoria Gas Turbine Operations Inc., NRG Cabrillo Power Operations Inc., NRG Cadillac Operations Inc., NRG Connecticut Affiliate Services Inc., NRG Devon Operations Inc., NRG Dunkirk Operations, Inc., NRG El Segundo Operations Inc., NRG Huntley Operations Inc., NRG MidAtlantic Affiliate Services Inc., NRG Middletown Operations Inc., NRG Montville Operations Inc., NRG North Central Operations, Inc., NRG Northeast Affiliate Services Inc., NRG Norwalk Harbor Operations Inc., NRG Operating Services Inc., NRG Oswego Harbor Power Operations Inc., NRG Saguaro Operations Inc., NRG South Central Affiliate Services Inc., NRG South Central Operations Inc., NRG Western Affiliate Services Inc., Somerset Operations Inc. and Vienna Operations, Inc. provide generally for the indemnification of directors and officers to the fullest extent authorized by the DGCL, except that the corporation shall be required to indemnify a person for an action initiated by that person only if the proceeding was authorized by the board of directors.

Section 18-108 of the Delaware Limited Liability Company Act provides that a limited liability company may, and shall have the power to, indemnify and hold harmless any member or manager or other person from and against any and all claims and demands whatsoever.

The limited liability company agreements of each of Arthur Kill Power LLC, Astoria Gas Turbine Power LLC, Big Cajun II Unit 4 LLC, Commonwealth Atlantic Power LLC, Conemaugh Power LLC, Connecticut Jet Power LLC, Devon Power LLC, Dunkirk Power LLC, Huntley IGCC LLC, Huntley Power LLC, Indian River Power LLC, Keystone Power LLC, Middletown Power LLC, Montville Power LLC, NEO Chester-Gen LLC, NEO Freehold-Gen LLC, Norwalk Power LLC, NRG Bayou Cove LLC, NRG California Peaker Operations LLC, NRG International LLC, NRG New Jersey Energy Sales LLC, NRG New Roads Holdings LLC, NRG Rocky Road LLC, NRG South Central Generating LLC, NRG West Coast LLC, Oswego Harbor Power LLC, Saguaro Power LLC, San Juan Mesa Wind Project II, LLC, Somerset Power LLC and Vienna Power LLC provide, to the fullest extent permitted under Delaware law, that the companies may indemnify any member, manager, officer, employee or agent of the companies from and against any and all claims and demands arising by reason of the fact that such person is, or was, a member, manager, officer, employee or agent of the companies, provided the person acted in good faith and in a manner such person reasonably believed to be in, or not opposed to, the best interests of the company.

## [Table of Contents](#)

The limited liability company agreements of each of Berrians I Gas Turbine Power LLC, Cabrillo Power I LLC, Cabrillo Power II LLC, El Segundo Power, LLC, James River Power LLC, NRG Kaufman LLC, NRG Mesquite LLC and WCP (Generation) Holdings LLC provide that the companies shall indemnify each member representative from any claims asserted by or of behalf of any person that are attributable to such representative's service on the management committee, other than such claims arising out of the fraud or willful misconduct of such representative.

The limited liability company agreements of each of GCP Funding Company LLC, Louisiana Generating LLC, New Genco GP LLC and Texas Genco LP, LLC provide that the companies shall, to the fullest extent permitted by Delaware law, indemnify any member, officer, or their respective affiliates or agents, for any loss, damage or claim incurred by such person by reason of any act or omission performed or omitted by such person in good faith on behalf of the company and in a manner reasonably believed to be within the scope of the authority conferred on such member or officer by the limited liability company agreement.

The limited liability company agreements of each of Indian River IGCC LLC, Montville IGCC LLC, NRG Cedar Bayou Development Company LLC, NRG Construction LLC, NRG Power Marketing LLC, NRG Texas LLC, NRG Texas Power LLC and West Coast Power LLC provide that the companies shall, to the fullest extent permitted by Delaware law, indemnify any member, manager, or their respective affiliates or agents, for any losses arising from any actions in which the covered person is involved by reason of the covered person's relation to the company. The covered persons shall not be entitled to indemnification with respect to any claim with respect to which the covered person has engaged in fraud, willful misconduct, bad faith or gross negligence, or with respect to any claim brought by the covered person unless authorized by the board.

Section 17-108 of the Delaware Revised Uniform Limited Partnership Act empowers a Delaware limited partnership to indemnify and hold harmless any partner or other persons from and against any and all claims and demands whatsoever.

### ***Virginia***

Sections 13.1-697, -698, -699, -701, -702, -703 and -704 of the Virginia Stock Corporation Act ("VSCA") provide, generally and in part, that a corporation may indemnify an individual made a party to a proceeding because he is or was a director, against liability incurred in the proceeding if he conducted himself in good faith and reasonably believed, in the case of conduct in his official capacity with the corporation, that his conduct was in its best interests, or in all other cases, that his conduct was at least not opposed to its best interests and, in the case of any criminal proceeding, he had no reasonable cause to believe his conduct was unlawful; provided, however, that a corporation may not indemnify a director in connection with a proceeding by or in the right of the corporation in which the director was adjudged liable to the corporation or in connection with any other proceeding charging improper personal benefit to him in which he was adjudged liable. Such indemnification in connection with a proceeding by or in the right of the corporation is limited to reasonable expenses incurred in connection therewith. Unless limited by a corporation's certificate of incorporation, similar indemnity with respect to expenses incurred is mandatory under the above-referenced Sections of the VSCA for a director or officer who was wholly successful on the merits or otherwise, in defense of any proceedings to which he was a party because he is or was a director or officer, as the case may be. Any such indemnification may be made only as authorized in each specific case after a determination by disinterested directors, special legal counsel or disinterested shareholders that indemnification is permissible because the indemnitee has met the applicable standard of conduct. Directors and officers may also apply for court-ordered indemnification. Pursuant to Section 13.1-704 of the VSCA, a corporation may also indemnify and advance expenses to any director or officer to the extent provided by the corporation's certificate of incorporation, any bylaw made by the shareholders or any resolution adopted by the shareholders, except an indemnity against willful misconduct or a knowing violation of the criminal law.

The bylaws of Chickahominy River Energy Corp. provide generally for the indemnification of directors and officers to the fullest extent authorized by the VSCA, except that the corporation shall only be required to indemnify a person for an action initiated by that person if the proceeding was authorized by the board of directors.

### ***California***

Section 317 of the California General Corporation Law ("CAGCL") authorizes a court to award, or a corporation to grant, indemnity to officers, directors and other agents for reasonable expenses incurred in connection

## [Table of Contents](#)

with the defense or settlement of an action by or in the right of the corporation or in a proceeding by reason of the fact that the person is or was an officer, director, or agent of the corporation. Indemnity is available where the person party to a proceeding or action acted in good faith and in a manner reasonably believed to be in the best interests of the corporation and its shareholders and, with respect to criminal actions, had no reasonable cause to believe his conduct was unlawful. To the extent a corporation's officer, director or agent is successful on the merits in the defense of any proceeding or any claim, issue or related matter, that person shall be indemnified against expenses actually and reasonably incurred. Under Section 317 of the CAGCL, expenses incurred in defending any proceeding may be advanced by the corporation prior to the final disposition of the proceeding upon receipt of any undertaking by or on behalf of the officer, director, employee or agent to repay that amount if it is ultimately determined that the person is not entitled to be indemnified. Indemnifications are to be made by a majority vote of a quorum of disinterested directors, or by approval of members not including those persons to be indemnified, or by the court in which such proceeding is or was pending upon application made by either the corporation, the agent, the attorney, or other person rendering services in connection with the defense. The indemnification provided by Section 317 is not exclusive of any other rights to which those seeking indemnification may be entitled.

The charter documents of Hanover Energy Company authorize the corporation to provide indemnification of agents through bylaw provisions, agreements with agents, vote of shareholders or disinterested directors, or otherwise, in excess of the indemnification otherwise permitted by Section 317 of the California Corporations code, subject only to the applicable limits set forth in Section 204 of the California Corporations Code with respect to actions for breach of duty to the corporation or its shareholders.

The bylaws of Hanover Energy Company and Eastern Sierra Energy Company provide, subject to certain exceptions, to the fullest extent permissible under California law, for the indemnification of all current and former directors and officers in connection with actions to which such person is a party by reason of the fact that he or she was a director or officer of the corporation, except that the corporation shall only be required to indemnify a person for an action initiated by that person if the proceeding was authorized by the board of directors. The bylaws also provide that employees and agents may be indemnified by the company to subject to the terms of any agreement between the corporation and the person, be indemnified to the fullest extent permissible under California law.

Section 17155 of the Beverly-Killea Limited Liability Company Act, which provides that, except for a breach of certain fiduciary duties, the articles of organization or written operating agreement of a limited liability company may provide for indemnification of any person, including, without limitation, any manager, member, officer, employee or agent of the limited liability company, against judgments, settlements, penalties, fines or expenses of any kind incurred as a result of acting in that capacity.

The limited liability company agreement of Hoffman Summit Wind Project LLC provides, to the fullest extent permitted under California law, that the company may indemnify any member, manager, officer, employee or agent of the companies from and against any and all claims and demands arising by reason of the fact that such person is, or was, a member, manager, officer, employee or agent of the companies, provided the person acted in good faith and in a manner such person reasonably believed to be in, or not opposed to, the best interests of the company.

## [Table of Contents](#)

### *Minnesota*

Section 302A.521 of the Minnesota Business Corporation Act provides that a corporation shall indemnify any person made or threatened to be made a party to a proceeding by reason of the former or present official capacity of such person, under certain circumstances and subject to certain conditions and limitations as stated therein and set forth in the articles of incorporation or bylaws of such corporation, against judgments, penalties, fines (including, without limitation, excise taxes assessed against such person with respect to any employee benefit plan), settlements and reasonable expenses (including attorneys' fees and disbursements incurred by such person in connection with the proceeding) if, with respect to the acts or omissions of such person complained of in the proceeding, such person: has not been indemnified therefor by another organization or employee benefit plan, acted in good faith, received no improper personal benefit and, in the case of a conflict of interest, any requirements relating to directors' conflicts of interest as set forth under the Minnesota Statutes Section 302A.255, as applicable, have been satisfied, in the case of a criminal proceeding, had no reasonable cause to believe the conduct was unlawful, and reasonably believed that the conduct was in the best interests of the corporation or reasonably believed that the conduct was not opposed to the best interests of the corporation.

The bylaws of NEO Corporation provide that the corporation shall indemnify any person made or threatened to be made a party to a proceeding by reason of the former or present official capacity of the person acting for the corporation or acting in an official capacity with another entity at the direction or request of the corporation, according to the terms and under the procedures provided in Minnesota Statutes Section 302A.

### *Texas*

Article 2.02-1 of the Texas Business Corporation Act ("TXBCA") authorizes a Texas corporation to indemnify a person who was, is, or is threatened to be made a named defendant or respondent in a proceeding, including any threatened, pending or completed action, suit or proceeding, whether civil, criminal, administrative, arbitrative, or investigative because the person is or was a director. The TXBCA provides that unless a court of competent jurisdiction determines otherwise, indemnification is permitted only if it is determined that the person (1) conducted himself in good faith; (2) reasonably believed (a) in the case of conduct in his official capacity as a director of the corporation, that his conduct was in the corporation's best interests; and (b) in all other cases, that his conduct was at least not opposed to the corporation's best interests; and (3) in the case of any criminal proceeding, had no reasonable cause to believe his conduct was unlawful. A person may be indemnified under Article 2.02-1 of the TXBCA against judgments, penalties (including excise and similar taxes), fines, settlements, and reasonable expenses actually incurred by the person (including court costs and attorneys' fees), but if the person is found liable to the corporation or is found liable on the basis that personal benefit was improperly received by him, the indemnification is limited to reasonable expenses actually incurred and shall not be made in respect of any proceeding in which the person has been found liable for willful or intentional misconduct in the performance of his duty to the corporation. A corporation is obligated under Article 2.02-1 of the TXBCA to indemnify a director or officer against reasonable expenses incurred by him in connection with a proceeding in which he is named defendant or respondent because he is or was director or officer if he has been wholly successful, on the merits or otherwise, in the defense of the proceeding. Under Article 2.02-1 of the TXBCA a corporation may (1) indemnify and advance expenses to an officer, employee, agent or other persons who are or were serving at the request of the corporation as a director, officer, partner, venturer, proprietor, trustee, employee, agent or similar functionary of another entity to the same extent that it may indemnify and advance expenses to its directors, (2) indemnify and advance expenses to directors and such other persons identified in (1) to such further extent, consistent with law, as may be provided in the corporation's articles of incorporation, bylaws, action of its board of directors, or contract or as permitted by common law and (3) purchase and maintain insurance or another arrangement on behalf of directors and such other persons identified in (1) against any liability asserted against him and incurred by him in such a capacity or arising out of his status as such a person.

The bylaws of Texas Genco Holdings, Inc. provide for indemnification of directors and officers to the fullest extent permissible under Texas law. The bylaws also provide the company may indemnify any other agent of the company in connection with their agency to the fullest extent permissible under Texas law.

Article 2.20 of the Texas Limited Liability Company Act authorizes a limited liability company to indemnify members and managers, officers, and other persons and purchase and maintain liability insurance for such persons. To the extent that at law or in equity, a member, manager, officer, or other person has duties (including fiduciary



## [Table of Contents](#)

duties) and liabilities relating thereto to a limited liability company or to another member or manager, such duties and liabilities may be expanded or restricted by provisions in the regulations.

The regulations of Texas Genco GP, LLC provide for indemnification of members, managers, officers, employees or agents of the company to the full extent permissible under Texas law who are party to any action by reason of the indemnitee's relation to the company, provided the indemnitee acted in good faith and in a manner the indemnitee reasonably believed to be in or not opposed to the best interests of the company, and, with respect to any criminal action or proceeding, did not have reasonable cause to believe the indemnitee's conduct was unlawful.

Article 11 of the Texas Revised Limited Partnership Act ("TRLPA") provides for the indemnification of a general partner, limited partner, employee or agent by the limited partnership under certain circumstances against expenses and liabilities incurred in legal proceedings involving such persons because of their being or having been a general partner, limited partner, employee or agent of the limited partnership. Under the TRLPA, a limited partnership may purchase insurance on behalf of a general partner, limited partner, employee or agent of the limited partnership against any liability incurred regardless of whether the person could be indemnified under the TLRPA.

The limited partnership agreements of NRG South Texas LP and Texas Genco Services, LP provide for the indemnification of any general partner, limited partner, employee or agent of the partnership to the fullest extent permissible under Texas law in any action to which the indemnitee becomes, or is threatened to be made, a respondent or defendant because of the indemnitee's relation to the partnership. The partnerships may also purchase insurance against any liabilities incurred with regard to a general partner, limited partner, employee or agent.

### **Item 16. Exhibits.**

Reference is made to the attached Exhibit Index.

### **Item 17. Undertakings.**

(a) Each of the undersigned registrants hereby undertakes:

- (1) To file, during any period in which offers or sales are being made, a post-effective amendment to this registration statement:
  - (i) To include any prospectus required by Section 10(a)(3) of the Securities Act;
  - (ii) To reflect in the prospectus any facts or events arising after the effective date of the registration statement (or the most recent post-effective amendment thereof) which, individually or in the aggregate, represent a fundamental change in the information set forth in the registration statement. Notwithstanding the foregoing, any increase or decrease in volume of securities offered (if the total dollar value of securities offered would not exceed that which was registered) and any deviation from the low or high end of the estimated maximum offering range may be reflected in the form of prospectus filed with the Commission pursuant to Rule 424(b) if, in the aggregate, the changes in volume and price represent no more than a 20% change in the maximum aggregate offering price set forth in the "Calculation of Registration Fee" table in the effective registration statement; and
  - (iii) To include any material information with respect to the plan of distribution not previously disclosed in the registration statement or any material change to such information in the registration statement;

*provided, however*, that paragraphs (a)(1)(i), (a)(1)(ii) and (a)(1)(iii) of this section do not apply if information required to be included in a post-effective amendment by those paragraphs is contained in reports filed with or furnished to the Commission by the registrant pursuant to section 13 or section 15(d) of the Exchange Act that are incorporated by reference in the registration statement, or is contained in a form of prospectus filed pursuant to Rule 424(b) that is part of the registration statement.

- (2) That, for the purpose of determining any liability under the Securities Act, each such post-effective amendment shall be deemed to be a new registration statement relating to the securities offered therein, and the offering of such securities at that time shall be deemed to be the initial *bona fide* offering thereof.

## Table of Contents

- (3) To remove from registration by means of a post-effective amendment any of the securities being registered which remain unsold at the termination of the offering.
- (4) That, for the purpose of determining liability under the Securities Act to any purchaser:
- (i) Each prospectus filed by the registrant pursuant to Rule 424(b)(3) shall be deemed to be part of the registration statement as of the date the filed prospectus was deemed part of and included in the registration statement; and
  - (ii) Each prospectus required to be filed pursuant to Rule 424(b)(2), (b)(5), or (b)(7) as part of a registration statement in reliance on Rule 430B relating to an offering made pursuant to Rule 415(a)(1)(i), (vii), or (x) for the purpose of providing the information required by section 10(a) of the Securities Act shall be deemed to be part of and included in the registration statement as of the earlier of the date such form of prospectus is first used after effectiveness or the date of the first contract of sale of securities in the offering described in the prospectus. As provided in Rule 430B, for liability purposes of the issuer and any person that is at that date an underwriter, such date shall be deemed to be a new effective date of the registration statement relating to the securities in the registration statement to which that prospectus relates, and the offering of such securities at that time shall be deemed to be the initial *bona fide* offering thereof. *Provided, however,* that no statement made in a registration statement or prospectus that is part of the registration statement or made in a document incorporated or deemed incorporated by reference into the registration statement or prospectus that is part of the registration statement will, as to a purchaser with a time of contract of sale prior to such effective date, supersede or modify any statement that was made in the registration statement or prospectus that was part of the registration statement or made in any such document immediately prior to such effective date.
- (5) That, for the purpose of determining liability of the registrant under the Securities Act to any purchaser in the initial distribution of the securities, the undersigned registrant undertakes that in a primary offering of securities of the undersigned registrant pursuant to this registration statement, regardless of the underwriting method used to sell the securities to the purchaser, if the securities are offered or sold to such purchaser by means of any of the following communications, the undersigned registrant will be a seller to the purchaser and will be considered to offer or sell such securities to such purchaser:
- (i) Any preliminary prospectus or prospectus of the undersigned registrant relating to the offering required to be filed pursuant to Rule 424;
  - (ii) Any free writing prospectus relating to the offering prepared by or on behalf of the undersigned registrant or used or referred to by the undersigned registrant;
  - (iii) The portion of any other free writing prospectus relating to the offering containing material information about the undersigned registrant or its securities provided by or on behalf of the undersigned registrant; and
  - (iv) Any other communication that is an offer in the offering made by the undersigned registrant to the purchaser.
- (b) Each of the undersigned registrants hereby undertakes that, for purposes of determining any liability under the Securities Act, each filing of such annual report pursuant to Section 13(a) or Section 15(d) of the Exchange Act (and, where applicable, each filing of an employee benefit plan's annual report pursuant to Section 15(d) of the Exchange Act) that is incorporated by reference in the registration statement shall be deemed to be a new registration statement relating to the securities offered therein, and the offering of such securities at that time shall be deemed to be the initial *bona fide* offering thereof.
- (c) Insofar as indemnification for liabilities arising under the Securities Act may be permitted to directors, officers and controlling persons of the registrant pursuant to the provisions referred to in Item 15, or otherwise, each of the registrants has been advised that in the opinion of the Securities and Exchange Commission such indemnification is against public policy as expressed in the Act and is, therefore, unenforceable. In the event that a claim for

[Table of Contents](#)

indemnification against such liabilities (other than the payment by such registrant of expenses incurred or paid by a director, officer or controlling person of the registrant in the successful defense of any action, suit or proceeding) is asserted by such director, officer or controlling person in connection with the securities being registered, such registrant will, unless in the opinion of its counsel the matter has been settled by controlling precedent, submit to a court of appropriate jurisdiction the question whether such indemnification by it is against public policy as expressed in the Act and will be governed by the final adjudication of such issue.

**SIGNATURES**

Pursuant to the requirements of the Securities Act, the Registrant certifies that it has reasonable grounds to believe that it meets all of the requirements for filing on Form S-3 and has duly caused this registration statement to be signed on its behalf by the undersigned, thereunto duly authorized, in the City of Princeton, State of New Jersey, on February 13, 2009.

NRG ENERGY, INC.

/s/ David Crane

David Crane

President and Chief Executive Officer

**POWER OF ATTORNEY**

KNOW BY ALL PERSONS BY THESE PRESENTS, that each person whose signature appears below constitutes and appoints jointly and severally David Crane, J. Andrew Murphy and Tanuja M. Dehne, and each of them, his or her true and lawful attorney-in-fact and agents with full and several power of substitution, for him or her and his or her name, place and stead, in any and all capacities, to sign any and all amendments (including post-effective amendments) to this Registration Statement, and to file the same, with all exhibits thereto, and all documents in connection therewith, with the Securities and Exchange Commission, granting unto said attorneys-in-fact and agents, and each of them full power and authority to do and perform each and every act and thing requisite and necessary to be done in and about the premises, as fully to all intents and purposes as he or she might or could do in person, hereby ratifying and confirming all that said attorney-in-fact and agents or any of them, or their substitutes, may lawfully do or cause to be done.

Pursuant to the requirements of the Securities Act, this registration statement has been signed by the following persons in the capacities and on the dates indicated:

<b>Signature</b>	<b>Capacity</b>	<b>Date</b>
<u>/s/ David Crane</u> David Crane	President, Chief Executive Officer, and Director (principal executive officer)	February 13, 2009
<u>/s/ Clint C. Freeland</u> Clint C. Freeland	Senior Vice President and Chief Financial Officer (principal financial officer)	February 13, 2009
<u>/s/ James J. Ingoldsby</u> James J. Ingoldsby	Vice President, Chief Accounting Officer (principal accounting officer)	February 13, 2009
<u>/s/ Howard E. Cosgrove</u> Howard E. Cosgrove	Chairman of the Board of Directors	February 13, 2009

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[Table of Contents](#)

<b>Signature</b>	<b>Capacity</b>	<b>Date</b>
<u>/s/ John F. Chlebowski</u> John F. Chlebowski	Director	February 13, 2009
<u>/s/ Lawrence S. Coben</u> Lawrence S. Coben	Director	February 13, 2009
<u>/s/ Stephen L. Cropper</u> Stephen L. Cropper	Director	February 13, 2009
<u>/s/ William E. Hantke</u> William E. Hantke	Director	February 13, 2009
<u>/s/ Paul W. Hobby</u> Paul W. Hobby	Director	February 13, 2009
<u>/s/ Kathleen A. McGinty</u> Kathleen A. McGinty	Director	February 13, 2009
<u>/s/ Anne C. Schaumburg</u> Anne C. Schaumburg	Director	February 13, 2009
<u>/s/ Herbert H. Tate</u> Herbert H. Tate	Director	February 13, 2009
<u>/s/ Thomas H. Weidemeyer</u> Thomas H. Weidemeyer	Director	February 13, 2009
<u>/s/ Walter R. Young</u> Walter R. Young	Director	February 13, 2009

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**SIGNATURES**

Pursuant to the requirements of the Securities Act, Arthur Kill Power LLC certifies that it has reasonable grounds to believe that it meets all of the requirements for filing on Form S-3 and has duly caused this registration statement to be signed on its behalf by the undersigned, thereunto duly authorized, in the City of Princeton, State of New Jersey, on February 13, 2009.

ARTHUR KILL POWER LLC

/s/ Christopher S. Sotos

Christopher S. Sotos

Treasurer

**POWER OF ATTORNEY**

KNOW BY ALL PERSONS BY THESE PRESENTS, that each person whose signature appears below constitutes and appoints jointly and severally David Crane, J. Andrew Murphy and Tanuja M. Dehne, and each of them, his or her true and lawful attorney-in-fact and agents with full and several power of substitution, for him or her and his or her name, place and stead, in any and all capacities, to sign any and all amendments (including post-effective amendments) to this Registration Statement, and to file the same, with all exhibits thereto, and all documents in connection therewith, with the Securities and Exchange Commission, granting unto said attorneys-in-fact and agents, and each of them full power and authority to do and perform each and every act and thing requisite and necessary to be done in and about the premises, as fully to all intents and purposes as he or she might or could do in person, hereby ratifying and confirming all that said attorney-in-fact and agents or any of them, or their substitutes, may lawfully do or cause to be done.

Pursuant to the requirements of the Securities Act, this registration statement has been signed by the following persons in the capacities and on the dates indicated:

<b>Signature</b>	<b>Capacity</b>	<b>Date</b>
<u>/s/ David Crane</u> David Crane	President, Chief Executive Officer, and Director of NRG Energy, Inc. (principal executive officer)	February 13, 2009
<u>/s/ Clint C. Freeland</u> Clint C. Freeland	Senior Vice President and Chief Financial Officer of NRG Energy, Inc. (principal financial officer)	February 13, 2009
<u>/s/ James J. Ingoldsby</u> James J. Ingoldsby	Vice President, Chief Accounting Officer of NRG Energy, Inc. (principal accounting officer)	February 13, 2009
NRG ENERGY, INC.	Sole Member	February 13, 2009

By: /s/ Christopher S. Sotos  
Christopher S. Sotos  
*Vice President and Treasurer*

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**SIGNATURES**

Pursuant to the requirements of the Securities Act, Astoria Gas Turbine Power LLC certifies that it has reasonable grounds to believe that it meets all of the requirements for filing on Form S-3 and has duly caused this registration statement to be signed on its behalf by the undersigned, thereunto duly authorized, in the City of Princeton, State of New Jersey, on February 13, 2009.

ASTORIA GAS TURBINE POWER LLC

/s/ Christopher S. Sotos

Christopher S. Sotos

Treasurer

**POWER OF ATTORNEY**

KNOW BY ALL PERSONS BY THESE PRESENTS, that each person whose signature appears below constitutes and appoints jointly and severally David Crane, J. Andrew Murphy and Tanuja M. Dehne, and each of them, his or her true and lawful attorney-in-fact and agents with full and several power of substitution, for him or her and his or her name, place and stead, in any and all capacities, to sign any and all amendments (including post-effective amendments) to this Registration Statement, and to file the same, with all exhibits thereto, and all documents in connection therewith, with the Securities and Exchange Commission, granting unto said attorneys-in-fact and agents, and each of them full power and authority to do and perform each and every act and thing requisite and necessary to be done in and about the premises, as fully to all intents and purposes as he or she might or could do in person, hereby ratifying and confirming all that said attorney-in-fact and agents or any of them, or their substitutes, may lawfully do or cause to be done.

Pursuant to the requirements of the Securities Act, this registration statement has been signed by the following persons in the capacities and on the dates indicated:

<b>Signature</b>	<b>Capacity</b>	<b>Date</b>
<u>/s/ David Crane</u> David Crane	President, Chief Executive Officer, and Director of NRG Energy, Inc. (principal executive officer)	February 13, 2009
<u>/s/ Clint C. Freeland</u> Clint C. Freeland	Senior Vice President and Chief Financial Officer of NRG Energy, Inc. (principal financial officer)	February 13, 2009
<u>/s/ James J. Ingoldsby</u> James J. Ingoldsby	Vice President, Chief Accounting Officer of NRG Energy, Inc. (principal accounting officer)	February 13, 2009
NRG ENERGY, INC.	Sole Member	February 13, 2009

By: /s/ Christopher S. Sotos  
Christopher S. Sotos  
*Vice President and Treasurer*

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**SIGNATURES**

Pursuant to the requirements of the Securities Act, Berrians I Gas Turbine Power LLC certifies that it has reasonable grounds to believe that it meets all of the requirements for filing on Form S-3 and has duly caused this registration statement to be signed on its behalf by the undersigned, thereunto duly authorized, in the City of Princeton, State of New Jersey, on February 13, 2009.

BERRIANS I GAS TURBINE POWER LLC

/s/ Christopher S. Sotos

Christopher S. Sotos

Treasurer

**POWER OF ATTORNEY**

KNOW BY ALL PERSONS BY THESE PRESENTS, that each person whose signature appears below constitutes and appoints jointly and severally David Crane, J. Andrew Murphy and Tanuja M. Dehne, and each of them, his or her true and lawful attorney-in-fact and agents with full and several power of substitution, for him or her and his or her name, place and stead, in any and all capacities, to sign any and all amendments (including post-effective amendments) to this Registration Statement, and to file the same, with all exhibits thereto, and all documents in connection therewith, with the Securities and Exchange Commission, granting unto said attorneys-in-fact and agents, and each of them full power and authority to do and perform each and every act and thing requisite and necessary to be done in and about the premises, as fully to all intents and purposes as he or she might or could do in person, hereby ratifying and confirming all that said attorney-in-fact and agents or any of them, or their substitutes, may lawfully do or cause to be done.

Pursuant to the requirements of the Securities Act, this registration statement has been signed by the following persons in the capacities and on the dates indicated:

<b>Signature</b>	<b>Capacity</b>	<b>Date</b>
<u>/s/ David Crane</u> David Crane	President, Chief Executive Officer, and Director of NRG Energy, Inc. (principal executive officer)	February 13, 2009
<u>/s/ Clint C. Freeland</u> Clint C. Freeland	Senior Vice President and Chief Financial Officer of NRG Energy, Inc. (principal financial officer)	February 13, 2009
<u>/s/ James J. Ingoldsby</u> James J. Ingoldsby	Vice President, Chief Accounting Officer of NRG Energy, Inc. (principal accounting officer)	February 13, 2009
NRG ENERGY, INC.	Sole Member	February 13, 2009

By: /s/ Christopher S. Sotos  
Christopher S. Sotos  
*Vice President and Treasurer*

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**SIGNATURES**

Pursuant to the requirements of the Securities Act, Big Cajun II Unit 4 LLC certifies that it has reasonable grounds to believe that it meets all of the requirements for filing on Form S-3 and has duly caused this registration statement to be signed on its behalf by the undersigned, thereunto duly authorized, in the City of Princeton, State of New Jersey, on February 13, 2009.

BIG CAJUN II UNIT 4 LLC

/s/ Christopher S. Sotos

Christopher S. Sotos

Treasurer

**POWER OF ATTORNEY**

KNOW BY ALL PERSONS BY THESE PRESENTS, that each person whose signature appears below constitutes and appoints jointly and severally David Crane, J. Andrew Murphy and Tanuja M. Dehne, and each of them, his or her true and lawful attorney-in-fact and agents with full and several power of substitution, for him or her and his or her name, place and stead, in any and all capacities, to sign any and all amendments (including post-effective amendments) to this Registration Statement, and to file the same, with all exhibits thereto, and all documents in connection therewith, with the Securities and Exchange Commission, granting unto said attorneys-in-fact and agents, and each of them full power and authority to do and perform each and every act and thing requisite and necessary to be done in and about the premises, as fully to all intents and purposes as he or she might or could do in person, hereby ratifying and confirming all that said attorney-in-fact and agents or any of them, or their substitutes, may lawfully do or cause to be done.

Pursuant to the requirements of the Securities Act, this registration statement has been signed by the following persons in the capacities and on the dates indicated:

<b>Signature</b>	<b>Capacity</b>	<b>Date</b>
<u>/s/ David Crane</u> David Crane	President, Chief Executive Officer, and Director of NRG Energy, Inc. (principal executive officer)	February 13, 2009
<u>/s/ Clint C. Freeland</u> Clint C. Freeland	Senior Vice President and Chief Financial Officer of NRG Energy, Inc. (principal financial officer)	February 13, 2009
<u>/s/ James J. Ingoldsby</u> James J. Ingoldsby	Vice President, Chief Accounting Officer of NRG Energy, Inc. (principal accounting officer)	February 13, 2009
NRG SOUTH CENTRAL GENERATING LLC	Sole Member	February 13, 2009

By: /s/ Christopher S. Sotos

Christopher S. Sotos

Treasurer

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**SIGNATURES**

Pursuant to the requirements of the Securities Act, Cabrillo Power I LLC certifies that it has reasonable grounds to believe that it meets all of the requirements for filing on Form S-3 and has duly caused this registration statement to be signed on its behalf by the undersigned, thereunto duly authorized, in the City of Princeton, State of New Jersey, on February 13, 2009.

CABRILLO POWER I LLC

/s/ Christopher S. Sotos

Christopher S. Sotos

Treasurer

**POWER OF ATTORNEY**

KNOW BY ALL PERSONS BY THESE PRESENTS, that each person whose signature appears below constitutes and appoints jointly and severally David Crane, J. Andrew Murphy and Tanuja M. Dehne, and each of them, his or her true and lawful attorney-in-fact and agents with full and several power of substitution, for him or her and his or her name, place and stead, in any and all capacities, to sign any and all amendments (including post-effective amendments) to this Registration Statement, and to file the same, with all exhibits thereto, and all documents in connection therewith, with the Securities and Exchange Commission, granting unto said attorneys-in-fact and agents, and each of them full power and authority to do and perform each and every act and thing requisite and necessary to be done in and about the premises, as fully to all intents and purposes as he or she might or could do in person, hereby ratifying and confirming all that said attorney-in-fact and agents or any of them, or their substitutes, may lawfully do or cause to be done.

Pursuant to the requirements of the Securities Act, this registration statement has been signed by the following persons in the capacities and on the dates indicated:

<b>Signature</b>	<b>Capacity</b>	<b>Date</b>
<u>/s/ David Crane</u> David Crane	President, Chief Executive Officer, and Director of NRG Energy, Inc. (principal executive officer)	February 13, 2009
<u>/s/ Clint C. Freeland</u> Clint C. Freeland	Senior Vice President and Chief Financial Officer of NRG Energy, Inc. (principal financial officer)	February 13, 2009
<u>/s/ James J. Ingoldsby</u> James J. Ingoldsby	Vice President, Chief Accounting Officer of NRG Energy, Inc. (principal accounting officer)	February 13, 2009
WEST COAST POWER LLC	Sole Member	February 13, 2009

By: /s/ Christopher S. Sotos

Christopher S. Sotos

Treasurer

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**SIGNATURES**

Pursuant to the requirements of the Securities Act, Cabrillo Power II LLC certifies that it has reasonable grounds to believe that it meets all of the requirements for filing on Form S-3 and has duly caused this registration statement to be signed on its behalf by the undersigned, thereunto duly authorized, in the City of Princeton, State of New Jersey, on February 13, 2009.

CABRILLO POWER II LLC

/s/ Christopher S. Sotos

Christopher S. Sotos

Treasurer

**POWER OF ATTORNEY**

KNOW BY ALL PERSONS BY THESE PRESENTS, that each person whose signature appears below constitutes and appoints jointly and severally David Crane, J. Andrew Murphy and Tanuja M. Dehne, and each of them, his or her true and lawful attorney-in-fact and agents with full and several power of substitution, for him or her and his or her name, place and stead, in any and all capacities, to sign any and all amendments (including post-effective amendments) to this Registration Statement, and to file the same, with all exhibits thereto, and all documents in connection therewith, with the Securities and Exchange Commission, granting unto said attorneys-in-fact and agents, and each of them full power and authority to do and perform each and every act and thing requisite and necessary to be done in and about the premises, as fully to all intents and purposes as he or she might or could do in person, hereby ratifying and confirming all that said attorney-in-fact and agents or any of them, or their substitutes, may lawfully do or cause to be done.

Pursuant to the requirements of the Securities Act, this registration statement has been signed by the following persons in the capacities and on the dates indicated:

<b>Signature</b>	<b>Capacity</b>	<b>Date</b>
<u>/s/ David Crane</u> David Crane	President, Chief Executive Officer, and Director of NRG Energy, Inc. (principal executive officer)	February 13, 2009
<u>/s/ Clint C. Freeland</u> Clint C. Freeland	Senior Vice President and Chief Financial Officer of NRG Energy, Inc. (principal financial officer)	February 13, 2009
<u>/s/ James J. Ingoldsby</u> James J. Ingoldsby	Vice President, Chief Accounting Officer of NRG Energy, Inc. (principal accounting officer)	February 13, 2009
WEST COAST POWER LLC	Sole Member	February 13, 2009

By: /s/ Christopher S. Sotos

Christopher S. Sotos

Treasurer

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**SIGNATURES**

Pursuant to the requirements of the Securities Act, Chickahominy River Energy Corp. certifies that it has reasonable grounds to believe that it meets all of the requirements for filing on Form S-3 and has duly caused this registration statement to be signed on its behalf by the undersigned, thereunto duly authorized, in the City of Princeton, State of New Jersey, on February 13, 2009.

CHICKAHOMINY RIVER ENERGY CORP.

/s/ Christopher S. Sotos

Christopher S. Sotos  
Treasurer

**POWER OF ATTORNEY**

KNOW BY ALL PERSONS BY THESE PRESENTS, that each person whose signature appears below constitutes and appoints jointly and severally David Crane, J. Andrew Murphy and Tanuja M. Dehne, and each of them, his or her true and lawful attorney-in-fact and agents with full and several power of substitution, for him or her and his or her name, place and stead, in any and all capacities, to sign any and all amendments (including post-effective amendments) to this Registration Statement, and to file the same, with all exhibits thereto, and all documents in connection therewith, with the Securities and Exchange Commission, granting unto said attorneys-in-fact and agents, and each of them full power and authority to do and perform each and every act and thing requisite and necessary to be done in and about the premises, as fully to all intents and purposes as he or she might or could do in person, hereby ratifying and confirming all that said attorney-in-fact and agents or any of them, or their substitutes, may lawfully do or cause to be done.

Pursuant to the requirements of the Securities Act, this registration statement has been signed by the following persons in the capacities and on the dates indicated:

<b>Signature</b>	<b>Capacity</b>	<b>Date</b>
<u>/s/ David Crane</u> David Crane	President, Chief Executive Officer, and Director of NRG Energy, Inc. (principal executive officer)	February 13, 2009
<u>/s/ Clint C. Freeland</u> Clint C. Freeland	Senior Vice President and Chief Financial Officer of NRG Energy, Inc. (principal financial officer)	February 13, 2009
<u>/s/ James J. Ingoldsby</u> James J. Ingoldsby	Vice President, Chief Accounting Officer of NRG Energy, Inc. (principal accounting officer)	February 13, 2009
<u>/s/ Robert M. Henry</u> Robert M. Henry	Sole Director	February 13, 2009

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**SIGNATURES**

Pursuant to the requirements of the Securities Act, Commonwealth Atlantic Power LLC certifies that it has reasonable grounds to believe that it meets all of the requirements for filing on Form S-3 and has duly caused this registration statement to be signed on its behalf by the undersigned, thereunto duly authorized, in the City of Princeton, State of New Jersey, on February 13, 2009.

COMMONWEALTH ATLANTIC POWER LLC

/s/ Christopher S. Sotos

Christopher S. Sotos

Treasurer

**POWER OF ATTORNEY**

KNOW BY ALL PERSONS BY THESE PRESENTS, that each person whose signature appears below constitutes and appoints jointly and severally David Crane, J. Andrew Murphy and Tanuja M. Dehne, and each of them, his or her true and lawful attorney-in-fact and agents with full and several power of substitution, for him or her and his or her name, place and stead, in any and all capacities, to sign any and all amendments (including post-effective amendments) to this Registration Statement, and to file the same, with all exhibits thereto, and all documents in connection therewith, with the Securities and Exchange Commission, granting unto said attorneys-in-fact and agents, and each of them full power and authority to do and perform each and every act and thing requisite and necessary to be done in and about the premises, as fully to all intents and purposes as he or she might or could do in person, hereby ratifying and confirming all that said attorney-in-fact and agents or any of them, or their substitutes, may lawfully do or cause to be done.

Pursuant to the requirements of the Securities Act, this registration statement has been signed by the following persons in the capacities and on the dates indicated:

<b>Signature</b>	<b>Capacity</b>	<b>Date</b>
<u>/s/ David Crane</u> David Crane	President, Chief Executive Officer, and Director of NRG Energy, Inc. (principal executive officer)	February 13, 2009
<u>/s/ Clint C. Freeland</u> Clint C. Freeland	Senior Vice President and Chief Financial Officer of NRG Energy, Inc. (principal financial officer)	February 13, 2009
<u>/s/ James J. Ingoldsby</u> James J. Ingoldsby	Vice President, Chief Accounting Officer of NRG Energy, Inc. (principal accounting officer)	February 13, 2009
NRG ENERGY, INC.	Sole Member	February 13, 2009

By: /s/ Christopher S. Sotos  
Christopher S. Sotos  
*Vice President and Treasurer*

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**SIGNATURES**

Pursuant to the requirements of the Securities Act, Conemaugh Power LLC certifies that it has reasonable grounds to believe that it meets all of the requirements for filing on Form S-3 and has duly caused this registration statement to be signed on its behalf by the undersigned, thereunto duly authorized, in the City of Princeton, State of New Jersey, on February 13, 2009.

CONEMAUGH POWER LLC

/s/ Christopher S. Sotos

Christopher S. Sotos

Treasurer

**POWER OF ATTORNEY**

KNOW BY ALL PERSONS BY THESE PRESENTS, that each person whose signature appears below constitutes and appoints jointly and severally David Crane, J. Andrew Murphy and Tanuja M. Dehne, and each of them, his or her true and lawful attorney-in-fact and agents with full and several power of substitution, for him or her and his or her name, place and stead, in any and all capacities, to sign any and all amendments (including post-effective amendments) to this Registration Statement, and to file the same, with all exhibits thereto, and all documents in connection therewith, with the Securities and Exchange Commission, granting unto said attorneys-in-fact and agents, and each of them full power and authority to do and perform each and every act and thing requisite and necessary to be done in and about the premises, as fully to all intents and purposes as he or she might or could do in person, hereby ratifying and confirming all that said attorney-in-fact and agents or any of them, or their substitutes, may lawfully do or cause to be done.

Pursuant to the requirements of the Securities Act, this registration statement has been signed by the following persons in the capacities and on the dates indicated:

<b>Signature</b>	<b>Capacity</b>	<b>Date</b>
<u>/s/ David Crane</u> David Crane	President, Chief Executive Officer, and Director of NRG Energy, Inc. (principal executive officer)	February 13, 2009
<u>/s/ Clint C. Freeland</u> Clint C. Freeland	Senior Vice President and Chief Financial Officer of NRG Energy, Inc. (principal financial officer)	February 13, 2009
<u>/s/ James J. Ingoldsby</u> James J. Ingoldsby	Vice President, Chief Accounting Officer of NRG Energy, Inc. (principal accounting officer)	February 13, 2009
NRG ENERGY, INC.	Sole Member	February 13, 2009

By: /s/ Christopher S. Sotos  
Christopher S. Sotos  
*Vice President and Treasurer*

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**SIGNATURES**

Pursuant to the requirements of the Securities Act, Connecticut Jet Power LLC certifies that it has reasonable grounds to believe that it meets all of the requirements for filing on Form S-3 and has duly caused this registration statement to be signed on its behalf by the undersigned, thereunto duly authorized, in the City of Princeton, State of New Jersey, on February 13, 2009.

CONNECTICUT JET POWER LLC

/s/ Christopher S. Sotos

Christopher S. Sotos

Treasurer

**POWER OF ATTORNEY**

KNOW BY ALL PERSONS BY THESE PRESENTS, that each person whose signature appears below constitutes and appoints jointly and severally David Crane, J. Andrew Murphy and Tanuja M. Dehne, and each of them, his or her true and lawful attorney-in-fact and agents with full and several power of substitution, for him or her and his or her name, place and stead, in any and all capacities, to sign any and all amendments (including post-effective amendments) to this Registration Statement, and to file the same, with all exhibits thereto, and all documents in connection therewith, with the Securities and Exchange Commission, granting unto said attorneys-in-fact and agents, and each of them full power and authority to do and perform each and every act and thing requisite and necessary to be done in and about the premises, as fully to all intents and purposes as he or she might or could do in person, hereby ratifying and confirming all that said attorney-in-fact and agents or any of them, or their substitutes, may lawfully do or cause to be done.

Pursuant to the requirements of the Securities Act, this registration statement has been signed by the following persons in the capacities and on the dates indicated:

<b>Signature</b>	<b>Capacity</b>	<b>Date</b>
<u>/s/ David Crane</u> David Crane	President, Chief Executive Officer, and Director of NRG Energy, Inc. (principal executive officer)	February 13, 2009
<u>/s/ Clint C. Freeland</u> Clint C. Freeland	Senior Vice President and Chief Financial Officer of NRG Energy, Inc. (principal financial officer)	February 13, 2009
<u>/s/ James J. Ingoldsby</u> James J. Ingoldsby	Vice President, Chief Accounting Officer of NRG Energy, Inc. (principal accounting officer)	February 13, 2009
NRG ENERGY, INC.	Sole Member	February 13, 2009

By: /s/ Christopher S. Sotos  
Christopher S. Sotos  
*Vice President and Treasurer*

---

**SIGNATURES**

Pursuant to the requirements of the Securities Act, Devon Power LLC certifies that it has reasonable grounds to believe that it meets all of the requirements for filing on Form S-3 and has duly caused this registration statement to be signed on its behalf by the undersigned, thereunto duly authorized, in the City of Princeton, State of New Jersey, on February 13, 2009.

DEVON POWER LLC

/s/ Christopher S. Sotos

Christopher S. Sotos

Treasurer

**POWER OF ATTORNEY**

KNOW BY ALL PERSONS BY THESE PRESENTS, that each person whose signature appears below constitutes and appoints jointly and severally David Crane, J. Andrew Murphy and Tanuja M. Dehne, and each of them, his or her true and lawful attorney-in-fact and agents with full and several power of substitution, for him or her and his or her name, place and stead, in any and all capacities, to sign any and all amendments (including post-effective amendments) to this Registration Statement, and to file the same, with all exhibits thereto, and all documents in connection therewith, with the Securities and Exchange Commission, granting unto said attorneys-in-fact and agents, and each of them full power and authority to do and perform each and every act and thing requisite and necessary to be done in and about the premises, as fully to all intents and purposes as he or she might or could do in person, hereby ratifying and confirming all that said attorney-in-fact and agents or any of them, or their substitutes, may lawfully do or cause to be done.

Pursuant to the requirements of the Securities Act, this registration statement has been signed by the following persons in the capacities and on the dates indicated:

<b>Signature</b>	<b>Capacity</b>	<b>Date</b>
<u>/s/ David Crane</u> David Crane	President, Chief Executive Officer, and Director of NRG Energy, Inc. (principal executive officer)	February 13, 2009
<u>/s/ Clint C. Freeland</u> Clint C. Freeland	Senior Vice President and Chief Financial Officer of NRG Energy, Inc. (principal financial officer)	February 13, 2009
<u>/s/ James J. Ingoldsby</u> James J. Ingoldsby	Vice President, Chief Accounting Officer of NRG Energy, Inc. (principal accounting officer)	February 13, 2009
NRG ENERGY, INC.	Sole Member	February 13, 2009

By: /s/ Christopher S. Sotos  
Christopher S. Sotos  
*Vice President and Treasurer*

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**SIGNATURES**

Pursuant to the requirements of the Securities Act, Dunkirk Power LLC certifies that it has reasonable grounds to believe that it meets all of the requirements for filing on Form S-3 and has duly caused this registration statement to be signed on its behalf by the undersigned, thereunto duly authorized, in the City of Princeton, State of New Jersey, on February 13, 2009.

DUNKIRK POWER LLC

/s/ Christopher S. Sotos

Christopher S. Sotos

Treasurer

**POWER OF ATTORNEY**

KNOW BY ALL PERSONS BY THESE PRESENTS, that each person whose signature appears below constitutes and appoints jointly and severally David Crane, J. Andrew Murphy and Tanuja M. Dehne, and each of them, his or her true and lawful attorney-in-fact and agents with full and several power of substitution, for him or her and his or her name, place and stead, in any and all capacities, to sign any and all amendments (including post-effective amendments) to this Registration Statement, and to file the same, with all exhibits thereto, and all documents in connection therewith, with the Securities and Exchange Commission, granting unto said attorneys-in-fact and agents, and each of them full power and authority to do and perform each and every act and thing requisite and necessary to be done in and about the premises, as fully to all intents and purposes as he or she might or could do in person, hereby ratifying and confirming all that said attorney-in-fact and agents or any of them, or their substitutes, may lawfully do or cause to be done.

Pursuant to the requirements of the Securities Act, this registration statement has been signed by the following persons in the capacities and on the dates indicated:

<b>Signature</b>	<b>Capacity</b>	<b>Date</b>
<u>/s/ David Crane</u> David Crane	President, Chief Executive Officer, and Director of NRG Energy, Inc. (principal executive officer)	February 13, 2009
<u>/s/ Clint C. Freeland</u> Clint C. Freeland	Senior Vice President and Chief Financial Officer of NRG Energy, Inc. (principal financial officer)	February 13, 2009
<u>/s/ James J. Ingoldsby</u> James J. Ingoldsby	Vice President, Chief Accounting Officer of NRG Energy, Inc. (principal accounting officer)	February 13, 2009
NRG ENERGY, INC.	Sole Member	February 13, 2009

By: /s/ Christopher S. Sotos  
Christopher S. Sotos  
*Vice President and Treasurer*

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**SIGNATURES**

Pursuant to the requirements of the Securities Act, Eastern Sierra Energy Company certifies that it has reasonable grounds to believe that it meets all of the requirements for filing on Form S-3 and has duly caused this registration statement to be signed on its behalf by the undersigned, thereunto duly authorized, in the City of Princeton, State of New Jersey, on February 13, 2009.

EASTERN SIERRA ENERGY COMPANY

/s/ Christopher S. Sotos

Christopher S. Sotos

Treasurer

**POWER OF ATTORNEY**

KNOW BY ALL PERSONS BY THESE PRESENTS, that each person whose signature appears below constitutes and appoints jointly and severally David Crane, J. Andrew Murphy and Tanuja M. Dehne, and each of them, his or her true and lawful attorney-in-fact and agents with full and several power of substitution, for him or her and his or her name, place and stead, in any and all capacities, to sign any and all amendments (including post-effective amendments) to this Registration Statement, and to file the same, with all exhibits thereto, and all documents in connection therewith, with the Securities and Exchange Commission, granting unto said attorneys-in-fact and agents, and each of them full power and authority to do and perform each and every act and thing requisite and necessary to be done in and about the premises, as fully to all intents and purposes as he or she might or could do in person, hereby ratifying and confirming all that said attorney-in-fact and agents or any of them, or their substitutes, may lawfully do or cause to be done.

Pursuant to the requirements of the Securities Act, this registration statement has been signed by the following persons in the capacities and on the dates indicated:

<b>Signature</b>	<b>Capacity</b>	<b>Date</b>
<u>/s/ David Crane</u> David Crane	President, Chief Executive Officer, and Director of NRG Energy, Inc. (principal executive officer)	February 13, 2009
<u>/s/ Clint C. Freeland</u> Clint C. Freeland	Senior Vice President and Chief Financial Officer of NRG Energy, Inc. (principal financial officer)	February 13, 2009
<u>/s/ James J. Ingoldsby</u> James J. Ingoldsby	Vice President, Chief Accounting Officer of NRG Energy, Inc. (principal accounting officer)	February 13, 2009
<u>/s/ M. Stephen Hoffmann</u> M. Stephen Hoffmann	Director	

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[Table of Contents](#)

Signature	Capacity	Date
/s/ David Lloyd _____ David Lloyd	Director	February 13, 2009

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**SIGNATURES**

Pursuant to the requirements of the Securities Act, El Segundo Power, LLC certifies that it has reasonable grounds to believe that it meets all of the requirements for filing on Form S-3 and has duly caused this registration statement to be signed on its behalf by the undersigned, thereunto duly authorized, in the City of Princeton, State of New Jersey, on February 13, 2009.

EL SEGUNDO POWER, LLC

/s/ Christopher S. Sotos

Christopher S. Sotos

Treasurer

**POWER OF ATTORNEY**

KNOW BY ALL PERSONS BY THESE PRESENTS, that each person whose signature appears below constitutes and appoints jointly and severally David Crane, J. Andrew Murphy and Tanuja M. Dehne, and each of them, his or her true and lawful attorney-in-fact and agents with full and several power of substitution, for him or her and his or her name, place and stead, in any and all capacities, to sign any and all amendments (including post-effective amendments) to this Registration Statement, and to file the same, with all exhibits thereto, and all documents in connection therewith, with the Securities and Exchange Commission, granting unto said attorneys-in-fact and agents, and each of them full power and authority to do and perform each and every act and thing requisite and necessary to be done in and about the premises, as fully to all intents and purposes as he or she might or could do in person, hereby ratifying and confirming all that said attorney-in-fact and agents or any of them, or their substitutes, may lawfully do or cause to be done.

Pursuant to the requirements of the Securities Act, this registration statement has been signed by the following persons in the capacities and on the dates indicated:

<b>Signature</b>	<b>Capacity</b>	<b>Date</b>
<u>/s/ David Crane</u> David Crane	President, Chief Executive Officer, and Director of NRG Energy, Inc. (principal executive officer)	February 13, 2009
<u>/s/ Clint C. Freeland</u> Clint C. Freeland	Senior Vice President and Chief Financial Officer of NRG Energy, Inc. (principal financial officer)	February 13, 2009
<u>/s/ James J. Ingoldsby</u> James J. Ingoldsby	Vice President, Chief Accounting Officer of NRG Energy, Inc. (principal accounting officer)	February 13, 2009
WEST COAST POWER LLC	Sole Member	February 13, 2009

By: /s/ Christopher S. Sotos

Christopher S. Sotos

Treasurer

---

**SIGNATURES**

Pursuant to the requirements of the Securities Act, El Segundo Power II LLC certifies that it has reasonable grounds to believe that it meets all of the requirements for filing on Form S-3 and has duly caused this registration statement to be signed on its behalf by the undersigned, thereunto duly authorized, in the City of Princeton, State of New Jersey, on February 13, 2009.

EL SEGUNDO POWER II LLC

/s/ Christopher S. Sotos

Christopher S. Sotos

Treasurer

**POWER OF ATTORNEY**

KNOW BY ALL PERSONS BY THESE PRESENTS, that each person whose signature appears below constitutes and appoints jointly and severally David Crane, J. Andrew Murphy and Tanuja M. Dehne, and each of them, his or her true and lawful attorney-in-fact and agents with full and several power of substitution, for him or her and his or her name, place and stead, in any and all capacities, to sign any and all amendments (including post-effective amendments) to this Registration Statement, and to file the same, with all exhibits thereto, and all documents in connection therewith, with the Securities and Exchange Commission, granting unto said attorneys-in-fact and agents, and each of them full power and authority to do and perform each and every act and thing requisite and necessary to be done in and about the premises, as fully to all intents and purposes as he or she might or could do in person, hereby ratifying and confirming all that said attorney-in-fact and agents or any of them, or their substitutes, may lawfully do or cause to be done.

Pursuant to the requirements of the Securities Act, this registration statement has been signed by the following persons in the capacities and on the dates indicated:

<b>Signature</b>	<b>Capacity</b>	<b>Date</b>
<u>/s/ David Crane</u> David Crane	President, Chief Executive Officer, and Director of NRG Energy, Inc. (principal executive officer)	February 13, 2009
<u>/s/ Clint C. Freeland</u> Clint C. Freeland	Senior Vice President and Chief Financial Officer of NRG Energy, Inc. (principal financial officer)	February 13, 2009
<u>/s/ James J. Ingoldsby</u> James J. Ingoldsby	Vice President, Chief Accounting Officer of NRG, Energy, Inc. (principal accounting officer)	February 13, 2009
WEST COAST POWER LLC	Sole Member	February 13, 2009
By: <u>/s/ Christopher S. Sotos</u> Christopher S. Sotos Treasurer		

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**SIGNATURES**

Pursuant to the requirements of the Securities Act, GCP Funding Company LLC certifies that it has reasonable grounds to believe that it meets all of the requirements for filing on Form S-3 and has duly caused this registration statement to be signed on its behalf by the undersigned, thereunto duly authorized, in the City of Princeton, State of New Jersey, on February 13, 2009.

GCP FUNDING COMPANY LLC

/s/ Christopher S. Sotos  
Christopher S. Sotos  
Management Board Member

**POWER OF ATTORNEY**

KNOW BY ALL PERSONS BY THESE PRESENTS, that each person whose signature appears below constitutes and appoints jointly and severally David Crane, J. Andrew Murphy and Tanuja M. Dehne, and each of them, his or her true and lawful attorney-in-fact and agents with full and several power of substitution, for him or her and his or her name, place and stead, in any and all capacities, to sign any and all amendments (including post-effective amendments) to this Registration Statement, and to file the same, with all exhibits thereto, and all documents in connection therewith, with the Securities and Exchange Commission, granting unto said attorneys-in-fact and agents, and each of them full power and authority to do and perform each and every act and thing requisite and necessary to be done in and about the premises, as fully to all intents and purposes as he or she might or could do in person, hereby ratifying and confirming all that said attorney-in-fact and agents or any of them, or their substitutes, may lawfully do or cause to be done.

Pursuant to the requirements of the Securities Act, this registration statement has been signed by the following persons in the capacities and on the dates indicated:

<b>Signature</b>	<b>Capacity</b>	<b>Date</b>
<u>/s/ David Crane</u> David Crane	President, Chief Executive Officer, and Director of NRG Energy, Inc. (principal executive officer)	February 13, 2009
<u>/s/ Clint C. Freeland</u> Clint C. Freeland	Senior Vice President and Chief Financial Officer of NRG Energy, Inc. (principal financial officer)	February 13, 2009
<u>/s/ James J. Ingoldsby</u> James J. Ingoldsby	Vice President, Chief Accounting Officer of NRG Energy, Inc. (principal accounting officer)	February 13, 2009
NRG TEXAS LLC	Sole Member	

By: /s/ Christopher S. Sotos  
Christopher S. Sotos  
*Vice President and Treasurer*

---

**SIGNATURES**

Pursuant to the requirements of the Securities Act, Hanover Energy Company certifies that it has reasonable grounds to believe that it meets all of the requirements for filing on Form S-3 and has duly caused this registration statement to be signed on its behalf by the undersigned, thereunto duly authorized, in the City of Princeton, State of New Jersey, on February 13, 2009.

HANOVER ENERGY COMPANY

/s/ Christopher S. Sotos

Christopher S. Sotos

Treasurer

**POWER OF ATTORNEY**

KNOW BY ALL PERSONS BY THESE PRESENTS, that each person whose signature appears below constitutes and appoints jointly and severally David Crane, J. Andrew Murphy and Tanuja M. Dehne, and each of them, his or her true and lawful attorney-in-fact and agents with full and several power of substitution, for him or her and his or her name, place and stead, in any and all capacities, to sign any and all amendments (including post-effective amendments) to this Registration Statement, and to file the same, with all exhibits thereto, and all documents in connection therewith, with the Securities and Exchange Commission, granting unto said attorneys-in-fact and agents, and each of them full power and authority to do and perform each and every act and thing requisite and necessary to be done in and about the premises, as fully to all intents and purposes as he or she might or could do in person, hereby ratifying and confirming all that said attorney-in-fact and agents or any of them, or their substitutes, may lawfully do or cause to be done.

Pursuant to the requirements of the Securities Act, this registration statement has been signed by the following persons in the capacities and on the dates indicated:

<b>Signature</b>	<b>Capacity</b>	<b>Date</b>
<u>/s/ David Crane</u> David Crane	President, Chief Executive Officer, and Director of NRG Energy, Inc. (principal executive officer)	February 13, 2009
<u>/s/ Clint C. Freeland</u> Clint C. Freeland	Senior Vice President and Chief Financial Officer of NRG Energy, Inc. (principal financial officer)	February 13, 2009
<u>/s/ James J. Ingoldsby</u> James J. Ingoldsby	Vice President, Chief Accounting Officer of NRG Energy, Inc. (principal accounting officer)	February 13, 2009
<u>/s/ Robert M. Henry</u> Robert M. Henry	Sole Director	February 13, 2009

---

**SIGNATURES**

Pursuant to the requirements of the Securities Act, Hoffman Summit Wind Project LLC certifies that it has reasonable grounds to believe that it meets all of the requirements for filing on Form S-3 and has duly caused this registration statement to be signed on its behalf by the undersigned, thereunto duly authorized, in the City of Princeton, State of New Jersey, on February 13, 2009.

HOFFMAN SUMMIT WIND PROJECT LLC

/s/ Christopher S. Sotos

Christopher S. Sotos

Treasurer

**POWER OF ATTORNEY**

KNOW BY ALL PERSONS BY THESE PRESENTS, that each person whose signature appears below constitutes and appoints jointly and severally David Crane, J. Andrew Murphy and Tanuja M. Dehne, and each of them, his or her true and lawful attorney-in-fact and agents with full and several power of substitution, for him or her and his or her name, place and stead, in any and all capacities, to sign any and all amendments (including post-effective amendments) to this Registration Statement, and to file the same, with all exhibits thereto, and all documents in connection therewith, with the Securities and Exchange Commission, granting unto said attorneys-in-fact and agents, and each of them full power and authority to do and perform each and every act and thing requisite and necessary to be done in and about the premises, as fully to all intents and purposes as he or she might or could do in person, hereby ratifying and confirming all that said attorney-in-fact and agents or any of them, or their substitutes, may lawfully do or cause to be done.

Pursuant to the requirements of the Securities Act, this registration statement has been signed by the following persons in the capacities and on the dates indicated:

<b>Signature</b>	<b>Capacity</b>	<b>Date</b>
<u>/s/ David Crane</u> David Crane	President, Chief Executive Officer, and Director of NRG Energy, Inc. (principal executive officer)	February 13, 2009
<u>/s/ Clint C. Freeland</u> Clint C. Freeland	Senior Vice President and Chief Financial Officer of NRG Energy, Inc. (principal financial officer)	February 13, 2009
<u>/s/ James J. Ingoldsby</u> James J. Ingoldsby	Vice President, Chief Accounting Officer of NRG Energy, Inc. (principal accounting officer)	February 13, 2009
PADOMA WIND POWER, LLC	Sole Member	February 13, 2009
By: <u>/s/ Christopher S. Sotos</u> Christopher S. Sotos Treasurer		

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**SIGNATURES**

Pursuant to the requirements of the Securities Act, Huntley IGCC LLC certifies that it has reasonable grounds to believe that it meets all of the requirements for filing on Form S-3 and has duly caused this registration statement to be signed on its behalf by the undersigned, thereunto duly authorized, in the City of Princeton, State of New Jersey, on February 13, 2009.

HUNTLEY IGCC LLC

/s/ Christopher S. Sotos

Christopher S. Sotos

Treasurer

**POWER OF ATTORNEY**

KNOW BY ALL PERSONS BY THESE PRESENTS, that each person whose signature appears below constitutes and appoints jointly and severally David Crane, J. Andrew Murphy and Tanuja M. Dehne, and each of them, his or her true and lawful attorney-in-fact and agents with full and several power of substitution, for him or her and his or her name, place and stead, in any and all capacities, to sign any and all amendments (including post-effective amendments) to this Registration Statement, and to file the same, with all exhibits thereto, and all documents in connection therewith, with the Securities and Exchange Commission, granting unto said attorneys-in-fact and agents, and each of them full power and authority to do and perform each and every act and thing requisite and necessary to be done in and about the premises, as fully to all intents and purposes as he or she might or could do in person, hereby ratifying and confirming all that said attorney-in-fact and agents or any of them, or their substitutes, may lawfully do or cause to be done.

Pursuant to the requirements of the Securities Act, this registration statement has been signed by the following persons in the capacities and on the dates indicated:

<b>Signature</b>	<b>Capacity</b>	<b>Date</b>
<u>/s/ David Crane</u> David Crane	President, Chief Executive Officer, and Director of NRG Energy, Inc. (principal executive officer)	February 13, 2009
<u>/s/ Clint C. Freeland</u> Clint C. Freeland	Senior Vice President and Chief Financial Officer of NRG Energy, Inc. (principal financial officer)	February 13, 2009
<u>/s/ James J. Ingoldsby</u> James J. Ingoldsby	Vice President, Chief Accounting Officer of NRG Energy, Inc. (principal accounting officer)	February 13, 2009
NRG ENERGY, INC.	Sole Member	February 13, 2009

By: /s/ Christopher S. Sotos  
Christopher S. Sotos  
*Vice President and Treasurer*

---

**SIGNATURES**

Pursuant to the requirements of the Securities Act, Huntley Power LLC certifies that it has reasonable grounds to believe that it meets all of the requirements for filing on Form S-3 and has duly caused this registration statement to be signed on its behalf by the undersigned, thereunto duly authorized, in the City of Princeton, State of New Jersey, on February 13, 2009.

HUNTLEY POWER LLC

/s/ Christopher S. Sotos

Christopher S. Sotos

Treasurer

**POWER OF ATTORNEY**

KNOW BY ALL PERSONS BY THESE PRESENTS, that each person whose signature appears below constitutes and appoints jointly and severally David Crane, J. Andrew Murphy and Tanuja M. Dehne, and each of them, his or her true and lawful attorney-in-fact and agents with full and several power of substitution, for him or her and his or her name, place and stead, in any and all capacities, to sign any and all amendments (including post-effective amendments) to this Registration Statement, and to file the same, with all exhibits thereto, and all documents in connection therewith, with the Securities and Exchange Commission, granting unto said attorneys-in-fact and agents, and each of them full power and authority to do and perform each and every act and thing requisite and necessary to be done in and about the premises, as fully to all intents and purposes as he or she might or could do in person, hereby ratifying and confirming all that said attorney-in-fact and agents or any of them, or their substitutes, may lawfully do or cause to be done.

Pursuant to the requirements of the Securities Act, this registration statement has been signed by the following persons in the capacities and on the dates indicated:

<b>Signature</b>	<b>Capacity</b>	<b>Date</b>
<u>/s/ David Crane</u> David Crane	President, Chief Executive Officer, and Director of NRG Energy, Inc. (principal executive officer)	February 13, 2009
<u>/s/ Clint C. Freeland</u> Clint C. Freeland	Senior Vice President and Chief Financial Officer of NRG Energy, Inc. (principal financial officer)	February 13, 2009
<u>/s/ James J. Ingoldsby</u> James J. Ingoldsby	Vice President, Chief Accounting Officer of NRG Energy, Inc. (principal accounting officer)	February 13, 2009
NRG ENERGY, INC.	Sole Member	February 13, 2009

By: /s/ Christopher S. Sotos  
Christopher S. Sotos  
*Vice President and Treasurer*

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**SIGNATURES**

Pursuant to the requirements of the Securities Act, Indian River IGCC LLC certifies that it has reasonable grounds to believe that it meets all of the requirements for filing on Form S-3 and has duly caused this registration statement to be signed on its behalf by the undersigned, thereunto duly authorized, in the City of Princeton, State of New Jersey, on February 13, 2009.

INDIAN RIVER IGCC LLC

/s/ Christopher S. Sotos

Christopher S. Sotos

Treasurer

**POWER OF ATTORNEY**

KNOW BY ALL PERSONS BY THESE PRESENTS, that each person whose signature appears below constitutes and appoints jointly and severally David Crane, J. Andrew Murphy and Tanuja M. Dehne, and each of them, his or her true and lawful attorney-in-fact and agents with full and several power of substitution, for him or her and his or her name, place and stead, in any and all capacities, to sign any and all amendments (including post-effective amendments) to this Registration Statement, and to file the same, with all exhibits thereto, and all documents in connection therewith, with the Securities and Exchange Commission, granting unto said attorneys-in-fact and agents, and each of them full power and authority to do and perform each and every act and thing requisite and necessary to be done in and about the premises, as fully to all intents and purposes as he or she might or could do in person, hereby ratifying and confirming all that said attorney-in-fact and agents or any of them, or their substitutes, may lawfully do or cause to be done.

Pursuant to the requirements of the Securities Act, this registration statement has been signed by the following persons in the capacities and on the dates indicated:

<b>Signature</b>	<b>Capacity</b>	<b>Date</b>
<u>/s/ David Crane</u> David Crane	President, Chief Executive Officer, and Director of NRG Energy, Inc. (principal executive officer)	February 13, 2009
<u>/s/ Clint C. Freeland</u> Clint C. Freeland	Senior Vice President and Chief Financial Officer of NRG Energy, Inc. (principal financial officer)	February 13, 2009
<u>/s/ James J. Ingoldsby</u> James J. Ingoldsby	Vice President, Chief Accounting Officer of NRG Energy, Inc. (principal accounting officer)	February 13, 2009
NRG ENERGY, INC.	Sole Member	February 13, 2009

By: /s/ Christopher S. Sotos  
Christopher S. Sotos  
*Vice President and Treasurer*

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**SIGNATURES**

Pursuant to the requirements of the Securities Act, Indian River Operations Inc. certifies that it has reasonable grounds to believe that it meets all of the requirements for filing on Form S-3 and has duly caused this registration statement to be signed on its behalf by the undersigned, thereunto duly authorized, in the City of Princeton, State of New Jersey, on February 13, 2009.

INDIAN RIVER OPERATIONS INC.

/s/ Christopher S. Sotos

Christopher S. Sotos

Treasurer

**POWER OF ATTORNEY**

KNOW BY ALL PERSONS BY THESE PRESENTS, that each person whose signature appears below constitutes and appoints jointly and severally David Crane, J. Andrew Murphy and Tanuja M. Dehne, and each of them, his or her true and lawful attorney-in-fact and agents with full and several power of substitution, for him or her and his or her name, place and stead, in any and all capacities, to sign any and all amendments (including post-effective amendments) to this Registration Statement, and to file the same, with all exhibits thereto, and all documents in connection therewith, with the Securities and Exchange Commission, granting unto said attorneys-in-fact and agents, and each of them full power and authority to do and perform each and every act and thing requisite and necessary to be done in and about the premises, as fully to all intents and purposes as he or she might or could do in person, hereby ratifying and confirming all that said attorney-in-fact and agents or any of them, or their substitutes, may lawfully do or cause to be done.

Pursuant to the requirements of the Securities Act, this registration statement has been signed by the following persons in the capacities and on the dates indicated:

<b>Signature</b>	<b>Capacity</b>	<b>Date</b>
<u>/s/ David Crane</u> David Crane	President, Chief Executive Officer, and Director of NRG Energy, Inc. (principal executive officer)	February 13, 2009
<u>/s/ Clint C. Freeland</u> Clint C. Freeland	Senior Vice President and Chief Financial Officer of NRG Energy, Inc. (principal financial officer)	February 13, 2009
<u>/s/ James J. Ingoldsby</u> James J. Ingoldsby	Vice President, Chief Accounting Officer of NRG Energy, Inc. (principal accounting officer)	February 13, 2009
<u>/s/ J. Andrew Murphy</u> J. Andrew Murphy	Sole Director	February 13, 2009

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**SIGNATURES**

Pursuant to the requirements of the Securities Act, Indian River Power LLC certifies that it has reasonable grounds to believe that it meets all of the requirements for filing on Form S-3 and has duly caused this registration statement to be signed on its behalf by the undersigned, thereunto duly authorized, in the City of Princeton, State of New Jersey, on February 13, 2009.

INDIAN RIVER POWER LLC

/s/ Christopher S. Sotos

Christopher S. Sotos

Treasurer

**POWER OF ATTORNEY**

KNOW BY ALL PERSONS BY THESE PRESENTS, that each person whose signature appears below constitutes and appoints jointly and severally David Crane, J. Andrew Murphy and Tanuja M. Dehne, and each of them, his or her true and lawful attorney-in-fact and agents with full and several power of substitution, for him or her and his or her name, place and stead, in any and all capacities, to sign any and all amendments (including post-effective amendments) to this Registration Statement, and to file the same, with all exhibits thereto, and all documents in connection therewith, with the Securities and Exchange Commission, granting unto said attorneys-in-fact and agents, and each of them full power and authority to do and perform each and every act and thing requisite and necessary to be done in and about the premises, as fully to all intents and purposes as he or she might or could do in person, hereby ratifying and confirming all that said attorney-in-fact and agents or any of them, or their substitutes, may lawfully do or cause to be done.

Pursuant to the requirements of the Securities Act, this registration statement has been signed by the following persons in the capacities and on the dates indicated:

<b>Signature</b>	<b>Capacity</b>	<b>Date</b>
<u>/s/ David Crane</u> David Crane	President, Chief Executive Officer, and Director of NRG Energy, Inc. (principal executive officer)	February 13, 2009
<u>/s/ Clint C. Freeland</u> Clint C. Freeland	Senior Vice President and Chief Financial Officer of NRG Energy, Inc. (principal financial officer)	February 13, 2009
<u>/s/ James J. Ingoldsby</u> James J. Ingoldsby	Vice President, Chief Accounting Officer of NRG Energy, Inc. (principal accounting officer)	February 13, 2009
NRG ENERGY, INC.	Sole Member	February 13, 2009

By: /s/ Christopher S. Sotos  
Christopher S. Sotos  
*Vice President and Treasurer*

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**SIGNATURES**

Pursuant to the requirements of the Securities Act, James River Power LLC certifies that it has reasonable grounds to believe that it meets all of the requirements for filing on Form S-3 and has duly caused this registration statement to be signed on its behalf by the undersigned, thereunto duly authorized, in the City of Princeton, State of New Jersey, on February 13, 2009.

JAMES RIVER POWER LLC

/s/ Christopher S. Sotos

Christopher S. Sotos

Treasurer

**POWER OF ATTORNEY**

KNOW BY ALL PERSONS BY THESE PRESENTS, that each person whose signature appears below constitutes and appoints jointly and severally David Crane, J. Andrew Murphy and Tanuja M. Dehne, and each of them, his or her true and lawful attorney-in-fact and agents with full and several power of substitution, for him or her and his or her name, place and stead, in any and all capacities, to sign any and all amendments (including post-effective amendments) to this Registration Statement, and to file the same, with all exhibits thereto, and all documents in connection therewith, with the Securities and Exchange Commission, granting unto said attorneys-in-fact and agents, and each of them full power and authority to do and perform each and every act and thing requisite and necessary to be done in and about the premises, as fully to all intents and purposes as he or she might or could do in person, hereby ratifying and confirming all that said attorney-in-fact and agents or any of them, or their substitutes, may lawfully do or cause to be done.

Pursuant to the requirements of the Securities Act, this registration statement has been signed by the following persons in the capacities and on the dates indicated:

<b>Signature</b>	<b>Capacity</b>	<b>Date</b>
<u>/s/ David Crane</u> David Crane	President, Chief Executive Officer, and Director of NRG Energy, Inc. (principal executive officer)	February 13, 2009
<u>/s/ Clint C. Freeland</u> Clint C. Freeland	Senior Vice President and Chief Financial Officer of NRG Energy, Inc. (principal financial officer)	February 13, 2009
<u>/s/ James J. Ingoldsby</u> James J. Ingoldsby	Vice President, Chief Accounting Officer of NRG Energy, Inc. (principal accounting officer)	February 13, 2009
NRG ENERGY, INC.	Sole Member	February 13, 2009

By: /s/ Christopher S. Sotos  
Christopher S. Sotos  
*Vice President and Treasurer*

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**SIGNATURES**

Pursuant to the requirements of the Securities Act, Kaufman Cogen LP certifies that it has reasonable grounds to believe that it meets all of the requirements for filing on Form S-3 and has duly caused this registration statement to be signed on its behalf by the undersigned, thereunto duly authorized, in the City of Princeton, State of New Jersey, on February 13, 2009.

KAUFMAN COGEN LP

/s/ Christopher S. Sotos

Christopher S. Sotos

Treasurer

**POWER OF ATTORNEY**

KNOW BY ALL PERSONS BY THESE PRESENTS, that each person whose signature appears below constitutes and appoints jointly and severally David Crane, J. Andrew Murphy and Tanuja M. Dehne, and each of them, his or her true and lawful attorney-in-fact and agents with full and several power of substitution, for him or her and his or her name, place and stead, in any and all capacities, to sign any and all amendments (including post-effective amendments) to this Registration Statement, and to file the same, with all exhibits thereto, and all documents in connection therewith, with the Securities and Exchange Commission, granting unto said attorneys-in-fact and agents, and each of them full power and authority to do and perform each and every act and thing requisite and necessary to be done in and about the premises, as fully to all intents and purposes as he or she might or could do in person, hereby ratifying and confirming all that said attorney-in-fact and agents or any of them, or their substitutes, may lawfully do or cause to be done.

Pursuant to the requirements of the Securities Act, this registration statement has been signed by the following persons in the capacities and on the dates indicated:

<b>Signature</b>	<b>Capacity</b>	<b>Date</b>
<u>/s/ David Crane</u> David Crane	President, Chief Executive Officer, and Director of NRG Energy, Inc. (principal executive officer)	February 13, 2009
<u>/s/ Clint C. Freeland</u> Clint C. Freeland	Senior Vice President and Chief Financial Officer of NRG Energy, Inc. (principal financial officer)	February 13, 2009
<u>/s/ James J. Ingoldsby</u> James J. Ingoldsby	Vice President, Chief Accounting Officer of NRG Energy, Inc. (principal accounting officer)	February 13, 2009
NRG KAUFMAN LLC	General Partner	February 13, 2009

By: /s/ Christopher S. Sotos

Christopher S. Sotos

Treasurer

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[Table of Contents](#)

Signature	Capacity	Date
NRG ENERGY, INC.	Sole Member of General Partner	February 13, 2009
By: <u>/s/ Christopher S. Sotos</u> Christopher S. Sotos <i>Vice President and Treasurer</i>		

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**SIGNATURES**

Pursuant to the requirements of the Securities Act, Keystone Power LLC certifies that it has reasonable grounds to believe that it meets all of the requirements for filing on Form S-3 and has duly caused this registration statement to be signed on its behalf by the undersigned, thereunto duly authorized, in the City of Princeton, State of New Jersey, on February 13, 2009.

KEYSTONE POWER LLC

/s/ Christopher S. Sotos

Christopher S. Sotos

Treasurer

**POWER OF ATTORNEY**

KNOW BY ALL PERSONS BY THESE PRESENTS, that each person whose signature appears below constitutes and appoints jointly and severally David Crane, J. Andrew Murphy and Tanuja M. Dehne, and each of them, his or her true and lawful attorney-in-fact and agents with full and several power of substitution, for him or her and his or her name, place and stead, in any and all capacities, to sign any and all amendments (including post-effective amendments) to this Registration Statement, and to file the same, with all exhibits thereto, and all documents in connection therewith, with the Securities and Exchange Commission, granting unto said attorneys-in-fact and agents, and each of them full power and authority to do and perform each and every act and thing requisite and necessary to be done in and about the premises, as fully to all intents and purposes as he or she might or could do in person, hereby ratifying and confirming all that said attorney-in-fact and agents or any of them, or their substitutes, may lawfully do or cause to be done.

Pursuant to the requirements of the Securities Act, this registration statement has been signed by the following persons in the capacities and on the dates indicated:

<b>Signature</b>	<b>Capacity</b>	<b>Date</b>
<u>/s/ David Crane</u> David Crane	President, Chief Executive Officer, and Director of NRG Energy, Inc. (principal executive officer)	February 13, 2009
<u>/s/ Clint C. Freeland</u> Clint C. Freeland	Senior Vice President and Chief Financial Officer of NRG Energy, Inc. (principal financial officer)	February 13, 2009
<u>/s/ James J. Ingoldsby</u> James J. Ingoldsby	Vice President, Chief Accounting Officer of NRG Energy, Inc. (principal accounting officer)	February 13, 2009
NRG ENERGY, INC.	Sole Member	February 13, 2009

By: /s/ Christopher S. Sotos  
Christopher S. Sotos  
*Vice President and Treasurer*

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**SIGNATURES**

Pursuant to the requirements of the Securities Act, Lake Erie Properties Inc. certifies that it has reasonable grounds to believe that it meets all of the requirements for filing on Form S-3 and has duly caused this registration statement to be signed on its behalf by the undersigned, thereunto duly authorized, in the City of Princeton, State of New Jersey, on February 13, 2009.

LAKE ERIE PROPERTIES INC.

/s/ Christopher S. Sotos  
Christopher S. Sotos  
Vice President and Treasurer

**POWER OF ATTORNEY**

KNOW BY ALL PERSONS BY THESE PRESENTS, that each person whose signature appears below constitutes and appoints jointly and severally David Crane, J. Andrew Murphy and Tanuja M. Dehne, and each of them, his or her true and lawful attorney-in-fact and agents with full and several power of substitution, for him or her and his or her name, place and stead, in any and all capacities, to sign any and all amendments (including post-effective amendments) to this Registration Statement, and to file the same, with all exhibits thereto, and all documents in connection therewith, with the Securities and Exchange Commission, granting unto said attorneys-in-fact and agents, and each of them full power and authority to do and perform each and every act and thing requisite and necessary to be done in and about the premises, as fully to all intents and purposes as he or she might or could do in person, hereby ratifying and confirming all that said attorney-in-fact and agents or any of them, or their substitutes, may lawfully do or cause to be done.

Pursuant to the requirements of the Securities Act, this registration statement has been signed by the following persons in the capacities and on the dates indicated:

<b>Signature</b>	<b>Capacity</b>	<b>Date</b>
<u>/s/ David Crane</u> David Crane	President, Chief Executive Officer, and Director of NRG Energy, Inc. (principal executive officer)	February 13, 2009
<u>/s/ Clint C. Freeland</u> Clint C. Freeland	Senior Vice President and Chief Financial Officer of NRG Energy, Inc. (principal financial officer)	February 13, 2009
<u>/s/ James J. Ingoldsby</u> James J. Ingoldsby	Vice President, Chief Accounting Officer of NRG Energy, Inc. (principal accounting officer)	February 13, 2009
<u>/s/ Gerald F. Pittman</u> Gerald F. Pittman	Sole Director	February 13, 2009

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**SIGNATURES**

Pursuant to the requirements of the Securities Act, Louisiana Generating LLC certifies that it has reasonable grounds to believe that it meets all of the requirements for filing on Form S-3 and has duly caused this registration statement to be signed on its behalf by the undersigned, thereunto duly authorized, in the City of Princeton, State of New Jersey, on February 13, 2009.

LOUISIANA GENERATING LLC

/s/ Christopher S. Sotos

Christopher S. Sotos

Treasurer

**POWER OF ATTORNEY**

KNOW BY ALL PERSONS BY THESE PRESENTS, that each person whose signature appears below constitutes and appoints jointly and severally David Crane, J. Andrew Murphy and Tanuja M. Dehne, and each of them, his or her true and lawful attorney-in-fact and agents with full and several power of substitution, for him or her and his or her name, place and stead, in any and all capacities, to sign any and all amendments (including post-effective amendments) to this Registration Statement, and to file the same, with all exhibits thereto, and all documents in connection therewith, with the Securities and Exchange Commission, granting unto said attorneys-in-fact and agents, and each of them full power and authority to do and perform each and every act and thing requisite and necessary to be done in and about the premises, as fully to all intents and purposes as he or she might or could do in person, hereby ratifying and confirming all that said attorney-in-fact and agents or any of them, or their substitutes, may lawfully do or cause to be done.

Pursuant to the requirements of the Securities Act, this registration statement has been signed by the following persons in the capacities and on the dates indicated:

<b>Signature</b>	<b>Capacity</b>	<b>Date</b>
<u>/s/ David Crane</u> David Crane	President, Chief Executive Officer, and Director of NRG Energy, Inc. (principal executive officer)	February 13, 2009
<u>/s/ Clint C. Freeland</u> Clint C. Freeland	Senior Vice President and Chief Financial Officer of NRG Energy, Inc. (principal financial officer)	February 13, 2009
<u>/s/ James J. Ingoldsby</u> James J. Ingoldsby	Vice President, Chief Accounting Officer of NRG Energy, Inc. (principal accounting officer)	February 13, 2009
NRG SOUTH CENTRAL GENERATING LLC	Sole Member	February 13, 2009

By: /s/ Christopher S. Sotos

Christopher S. Sotos

Treasurer

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**SIGNATURES**

Pursuant to the requirements of the Securities Act, Middletown Power LLC certifies that it has reasonable grounds to believe that it meets all of the requirements for filing on Form S-3 and has duly caused this registration statement to be signed on its behalf by the undersigned, thereunto duly authorized, in the City of Princeton, State of New Jersey, on February 13, 2009.

MIDDLETOWN POWER LLC

/s/ Christopher S. Sotos

Christopher S. Sotos

Treasurer

**POWER OF ATTORNEY**

KNOW BY ALL PERSONS BY THESE PRESENTS, that each person whose signature appears below constitutes and appoints jointly and severally David Crane, J. Andrew Murphy and Tanuja M. Dehne, and each of them, his or her true and lawful attorney-in-fact and agents with full and several power of substitution, for him or her and his or her name, place and stead, in any and all capacities, to sign any and all amendments (including post-effective amendments) to this Registration Statement, and to file the same, with all exhibits thereto, and all documents in connection therewith, with the Securities and Exchange Commission, granting unto said attorneys-in-fact and agents, and each of them full power and authority to do and perform each and every act and thing requisite and necessary to be done in and about the premises, as fully to all intents and purposes as he or she might or could do in person, hereby ratifying and confirming all that said attorney-in-fact and agents or any of them, or their substitutes, may lawfully do or cause to be done.

Pursuant to the requirements of the Securities Act, this registration statement has been signed by the following persons in the capacities and on the dates indicated:

<b>Signature</b>	<b>Capacity</b>	<b>Date</b>
<u>/s/ David Crane</u> David Crane	President, Chief Executive Officer, and Director of NRG Energy, Inc. (principal executive officer)	February 13, 2009
<u>/s/ Clint C. Freeland</u> Clint C. Freeland	Senior Vice President and Chief Financial Officer of NRG Energy, Inc. (principal financial officer)	February 13, 2009
<u>/s/ James J. Ingoldsby</u> James J. Ingoldsby	Vice President, Chief Accounting Officer of NRG Energy, Inc. (principal accounting officer)	February 13, 2009
NRG ENERGY, INC.	Sole Member	February 13, 2009

By: /s/ Christopher S. Sotos  
Christopher S. Sotos  
*Vice President and Treasurer*

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**SIGNATURES**

Pursuant to the requirements of the Securities Act, Montville IGCC LLC certifies that it has reasonable grounds to believe that it meets all of the requirements for filing on Form S-3 and has duly caused this registration statement to be signed on its behalf by the undersigned, thereunto duly authorized, in the City of Princeton, State of New Jersey, on February 13, 2009.

MONTVILLE IGCC LLC

/s/ Christopher S. Sotos

Christopher S. Sotos

Treasurer

**POWER OF ATTORNEY**

KNOW BY ALL PERSONS BY THESE PRESENTS, that each person whose signature appears below constitutes and appoints jointly and severally David Crane, J. Andrew Murphy and Tanuja M. Dehne, and each of them, his or her true and lawful attorney-in-fact and agents with full and several power of substitution, for him or her and his or her name, place and stead, in any and all capacities, to sign any and all amendments (including post-effective amendments) to this Registration Statement, and to file the same, with all exhibits thereto, and all documents in connection therewith, with the Securities and Exchange Commission, granting unto said attorneys-in-fact and agents, and each of them full power and authority to do and perform each and every act and thing requisite and necessary to be done in and about the premises, as fully to all intents and purposes as he or she might or could do in person, hereby ratifying and confirming all that said attorney-in-fact and agents or any of them, or their substitutes, may lawfully do or cause to be done.

Pursuant to the requirements of the Securities Act, this registration statement has been signed by the following persons in the capacities and on the dates indicated:

<b>Signature</b>	<b>Capacity</b>	<b>Date</b>
<u>/s/ David Crane</u> David Crane	President, Chief Executive Officer, and Director of NRG Energy, Inc. (principal executive officer)	February 13, 2009
<u>/s/ Clint C. Freeland</u> Clint C. Freeland	Senior Vice President and Chief Financial Officer of NRG Energy, Inc. (principal financial officer)	February 13, 2009
<u>/s/ James J. Ingoldsby</u> James J. Ingoldsby	Vice President, Chief Accounting Officer of NRG Energy, Inc. (principal accounting officer)	February 13, 2009
NRG ENERGY, INC.	Sole Member	February 13, 2009

By: /s/ Christopher S. Sotos  
Christopher S. Sotos  
*Vice President and Treasurer*

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**SIGNATURES**

Pursuant to the requirements of the Securities Act, Montville Power LLC certifies that it has reasonable grounds to believe that it meets all of the requirements for filing on Form S-3 and has duly caused this registration statement to be signed on its behalf by the undersigned, thereunto duly authorized, in the City of Princeton, State of New Jersey, on February 13, 2009.

MONTVILLE POWER LLC

/s/ Christopher S. Sotos

Christopher S. Sotos

Treasurer

**POWER OF ATTORNEY**

KNOW BY ALL PERSONS BY THESE PRESENTS, that each person whose signature appears below constitutes and appoints jointly and severally David Crane, J. Andrew Murphy and Tanuja M. Dehne, and each of them, his or her true and lawful attorney-in-fact and agents with full and several power of substitution, for him or her and his or her name, place and stead, in any and all capacities, to sign any and all amendments (including post-effective amendments) to this Registration Statement, and to file the same, with all exhibits thereto, and all documents in connection therewith, with the Securities and Exchange Commission, granting unto said attorneys-in-fact and agents, and each of them full power and authority to do and perform each and every act and thing requisite and necessary to be done in and about the premises, as fully to all intents and purposes as he or she might or could do in person, hereby ratifying and confirming all that said attorney-in-fact and agents or any of them, or their substitutes, may lawfully do or cause to be done.

Pursuant to the requirements of the Securities Act, this registration statement has been signed by the following persons in the capacities and on the dates indicated:

<b>Signature</b>	<b>Capacity</b>	<b>Date</b>
<u>/s/ David Crane</u> David Crane	President, Chief Executive Officer, and Director of NRG Energy, Inc. (principal executive officer)	February 13, 2009
<u>/s/ Clint C. Freeland</u> Clint C. Freeland	Senior Vice President and Chief Financial Officer of NRG Energy, Inc. (principal financial officer)	February 13, 2009
<u>/s/ James J. Ingoldsby</u> James J. Ingoldsby	Vice President, Chief Accounting Officer of NRG Energy, Inc. (principal accounting officer)	February 13, 2009
NRG ENERGY, INC.	Sole Member	February 13, 2009
By: <u>/s/ Christopher S. Sotos</u> Christopher S. Sotos <i>Vice President and Treasurer</i>		

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**SIGNATURES**

Pursuant to the requirements of the Securities Act, NEO Chester-Gen LLC certifies that it has reasonable grounds to believe that it meets all of the requirements for filing on Form S-3 and has duly caused this registration statement to be signed on its behalf by the undersigned, thereunto duly authorized, in the City of Princeton, State of New Jersey, on February 13, 2009.

NEO CHESTER-GEN LLC

/s/ Christopher S. Sotos

Christopher S. Sotos

Treasurer

**POWER OF ATTORNEY**

KNOW BY ALL PERSONS BY THESE PRESENTS, that each person whose signature appears below constitutes and appoints jointly and severally David Crane, J. Andrew Murphy and Tanuja M. Dehne, and each of them, his or her true and lawful attorney-in-fact and agents with full and several power of substitution, for him or her and his or her name, place and stead, in any and all capacities, to sign any and all amendments (including post-effective amendments) to this Registration Statement, and to file the same, with all exhibits thereto, and all documents in connection therewith, with the Securities and Exchange Commission, granting unto said attorneys-in-fact and agents, and each of them full power and authority to do and perform each and every act and thing requisite and necessary to be done in and about the premises, as fully to all intents and purposes as he or she might or could do in person, hereby ratifying and confirming all that said attorney-in-fact and agents or any of them, or their substitutes, may lawfully do or cause to be done.

Pursuant to the requirements of the Securities Act, this registration statement has been signed by the following persons in the capacities and on the dates indicated:

<b>Signature</b>	<b>Capacity</b>	<b>Date</b>
<u>/s/ David Crane</u> David Crane	President, Chief Executive Officer, and Director of NRG Energy, Inc. (principal executive officer)	February 13, 2009
<u>/s/ Clint C. Freeland</u> Clint C. Freeland	Senior Vice President and Chief Financial Officer of NRG Energy, Inc. (principal financial officer)	February 13, 2009
<u>/s/ James J. Ingoldsby</u> James J. Ingoldsby	Vice President, Chief Accounting Officer of NRG Energy, Inc. (principal accounting officer)	February 13, 2009
NEO CORPORATION	Sole Member	February 13, 2009

By: /s/ Christopher S. Sotos

Christopher S. Sotos

Treasurer

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[Table of Contents](#)

/s/ Robert M. Henry

Robert M. Henry

Sole Director of Sole Member

February 13, 2009

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**SIGNATURES**

Pursuant to the requirements of the Securities Act, NEO Corporation certifies that it has reasonable grounds to believe that it meets all of the requirements for filing on Form S-3 and has duly caused this registration statement to be signed on its behalf by the undersigned, thereunto duly authorized, in the City of Princeton, State of New Jersey, on February 13, 2009.

NEO CORPORATION

/s/ Christopher S. Sotos

Christopher S. Sotos

Treasurer

**POWER OF ATTORNEY**

KNOW BY ALL PERSONS BY THESE PRESENTS, that each person whose signature appears below constitutes and appoints jointly and severally David Crane, J. Andrew Murphy and Tanuja M. Dehne, and each of them, his or her true and lawful attorney-in-fact and agents with full and several power of substitution, for him or her and his or her name, place and stead, in any and all capacities, to sign any and all amendments (including post-effective amendments) to this Registration Statement, and to file the same, with all exhibits thereto, and all documents in connection therewith, with the Securities and Exchange Commission, granting unto said attorneys-in-fact and agents, and each of them full power and authority to do and perform each and every act and thing requisite and necessary to be done in and about the premises, as fully to all intents and purposes as he or she might or could do in person, hereby ratifying and confirming all that said attorney-in-fact and agents or any of them, or their substitutes, may lawfully do or cause to be done.

Pursuant to the requirements of the Securities Act, this registration statement has been signed by the following persons in the capacities and on the dates indicated:

<b>Signature</b>	<b>Capacity</b>	<b>Date</b>
<u>/s/ David Crane</u> David Crane	President, Chief Executive Officer, and Director of NRG Energy, Inc. (principal executive officer)	February 13, 2009
<u>/s/ Clint C. Freeland</u> Clint C. Freeland	Senior Vice President and Chief Financial Officer of NRG Energy, Inc. (principal financial officer)	February 13, 2009
<u>/s/ James J. Ingoldsby</u> James J. Ingoldsby	Vice President, Chief Accounting Officer of NRG Energy, Inc. (principal accounting officer)	February 13, 2009
<u>/s/ Robert M. Henry</u> Robert M. Henry	Sole Director	February 13, 2009

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**SIGNATURES**

Pursuant to the requirements of the Securities Act, NEO Freehold-Gen LLC certifies that it has reasonable grounds to believe that it meets all of the requirements for filing on Form S-3 and has duly caused this registration statement to be signed on its behalf by the undersigned, thereunto duly authorized, in the City of Princeton, State of New Jersey, on February 13, 2009.

NEO FREEHOLD-GEN LLC

/s/ Christopher S. Sotos

Christopher S. Sotos

Treasurer

**POWER OF ATTORNEY**

KNOW BY ALL PERSONS BY THESE PRESENTS, that each person whose signature appears below constitutes and appoints jointly and severally David Crane, J. Andrew Murphy and Tanuja M. Dehne, and each of them, his or her true and lawful attorney-in-fact and agents with full and several power of substitution, for him or her and his or her name, place and stead, in any and all capacities, to sign any and all amendments (including post-effective amendments) to this Registration Statement, and to file the same, with all exhibits thereto, and all documents in connection therewith, with the Securities and Exchange Commission, granting unto said attorneys-in-fact and agents, and each of them full power and authority to do and perform each and every act and thing requisite and necessary to be done in and about the premises, as fully to all intents and purposes as he or she might or could do in person, hereby ratifying and confirming all that said attorney-in-fact and agents or any of them, or their substitutes, may lawfully do or cause to be done.

Pursuant to the requirements of the Securities Act, this registration statement has been signed by the following persons in the capacities and on the dates indicated:

<b>Signature</b>	<b>Capacity</b>	<b>Date</b>
<u>/s/ David Crane</u> David Crane	President, Chief Executive Officer, and Director of NRG Energy, Inc. (principal executive officer)	February 13, 2009
<u>/s/ Clint C. Freeland</u> Clint C. Freeland	Senior Vice President and Chief Financial Officer of NRG Energy, Inc. (principal financial officer)	February 13, 2009
<u>/s/ James J. Ingoldsby</u> James J. Ingoldsby	Vice President, Chief Accounting Officer of NRG Energy, Inc. (principal accounting officer)	February 13, 2009
NEO CORPORATION	Sole Member	February 13, 2009

By: /s/ Christopher S. Sotos

Christopher S. Sotos

Treasurer

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[Table of Contents](#)

/s/ Robert M. Henry  
Robert M. Henry

Sole Director of Sole Member

February 13, 2009

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**SIGNATURES**

Pursuant to the requirements of the Securities Act, NEO Power Services Inc. certifies that it has reasonable grounds to believe that it meets all of the requirements for filing on Form S-3 and has duly caused this registration statement to be signed on its behalf by the undersigned, thereunto duly authorized, in the City of Princeton, State of New Jersey, on February 13, 2009.

NEO POWER SERVICES INC.

/s/ Christopher S. Sotos

Christopher S. Sotos

Treasurer

**POWER OF ATTORNEY**

KNOW BY ALL PERSONS BY THESE PRESENTS, that each person whose signature appears below constitutes and appoints jointly and severally David Crane, J. Andrew Murphy and Tanuja M. Dehne, and each of them, his or her true and lawful attorney-in-fact and agents with full and several power of substitution, for him or her and his or her name, place and stead, in any and all capacities, to sign any and all amendments (including post-effective amendments) to this Registration Statement, and to file the same, with all exhibits thereto, and all documents in connection therewith, with the Securities and Exchange Commission, granting unto said attorneys-in-fact and agents, and each of them full power and authority to do and perform each and every act and thing requisite and necessary to be done in and about the premises, as fully to all intents and purposes as he or she might or could do in person, hereby ratifying and confirming all that said attorney-in-fact and agents or any of them, or their substitutes, may lawfully do or cause to be done.

Pursuant to the requirements of the Securities Act, this registration statement has been signed by the following persons in the capacities and on the dates indicated:

<b>Signature</b>	<b>Capacity</b>	<b>Date</b>
<u>/s/ David Crane</u> David Crane	President, Chief Executive Officer, and Director of NRG Energy, Inc. (principal executive officer)	February 13, 2009
<u>/s/ Clint C. Freeland</u> Clint C. Freeland	Senior Vice President and Chief Financial Officer of NRG Energy, Inc. (principal financial officer)	February 13, 2009
<u>/s/ James J. Ingoldsby</u> James J. Ingoldsby	Vice President, Chief Accounting Officer of NRG Energy, Inc. (principal accounting officer)	February 13, 2009
<u>/s/ Robert M. Henry</u> Robert M. Henry	Sole Director	February 13, 2009

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**SIGNATURES**

Pursuant to the requirements of the Securities Act, New Genco GP LLC certifies that it has reasonable grounds to believe that it meets all of the requirements for filing on Form S-3 and has duly caused this registration statement to be signed on its behalf by the undersigned, thereunto duly authorized, in the City of Princeton, State of New Jersey, on February 13, 2009.

NEW GENCO GP LLC

/s/ Christopher S. Sotos

Christopher S. Sotos  
Vice President and Treasurer

**POWER OF ATTORNEY**

KNOW BY ALL PERSONS BY THESE PRESENTS, that each person whose signature appears below constitutes and appoints jointly and severally David Crane, J. Andrew Murphy and Tanuja M. Dehne, and each of them, his or her true and lawful attorney-in-fact and agents with full and several power of substitution, for him or her and his or her name, place and stead, in any and all capacities, to sign any and all amendments (including post-effective amendments) to this Registration Statement, and to file the same, with all exhibits thereto, and all documents in connection therewith, with the Securities and Exchange Commission, granting unto said attorneys-in-fact and agents, and each of them full power and authority to do and perform each and every act and thing requisite and necessary to be done in and about the premises, as fully to all intents and purposes as he or she might or could do in person, hereby ratifying and confirming all that said attorney-in-fact and agents or any of them, or their substitutes, may lawfully do or cause to be done.

Pursuant to the requirements of the Securities Act, this registration statement has been signed by the following persons in the capacities and on the dates indicated:

<b>Signature</b>	<b>Capacity</b>	<b>Date</b>
<u>/s/ David Crane</u> David Crane	President, Chief Executive Officer, and Director of NRG Energy, Inc. (principal executive officer)	February 13, 2009
<u>/s/ Clint C. Freeland</u> Clint C. Freeland	Senior Vice President and Chief Financial Officer of NRG Energy, Inc. (principal financial officer)	February 13, 2009
<u>/s/ James J. Ingoldsby</u> James J. Ingoldsby	Vice President, Chief Accounting Officer of NRG Energy, Inc. (principal accounting officer)	February 13, 2009
NRG TEXAS LLC	Sole Member	February 13, 2009

By: /s/ Christopher S. Sotos  
Christopher S. Sotos  
Vice President and Treasurer

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**SIGNATURES**

Pursuant to the requirements of the Securities Act, Norwalk Power LLC certifies that it has reasonable grounds to believe that it meets all of the requirements for filing on Form S-3 and has duly caused this registration statement to be signed on its behalf by the undersigned, thereunto duly authorized, in the City of Princeton, State of New Jersey, on February 13, 2009.

NORWALK POWER LLC

/s/ Christopher S. Sotos

Christopher S. Sotos

Treasurer

**POWER OF ATTORNEY**

KNOW BY ALL PERSONS BY THESE PRESENTS, that each person whose signature appears below constitutes and appoints jointly and severally David Crane, J. Andrew Murphy and Tanuja M. Dehne, and each of them, his or her true and lawful attorney-in-fact and agents with full and several power of substitution, for him or her and his or her name, place and stead, in any and all capacities, to sign any and all amendments (including post-effective amendments) to this Registration Statement, and to file the same, with all exhibits thereto, and all documents in connection therewith, with the Securities and Exchange Commission, granting unto said attorneys-in-fact and agents, and each of them full power and authority to do and perform each and every act and thing requisite and necessary to be done in and about the premises, as fully to all intents and purposes as he or she might or could do in person, hereby ratifying and confirming all that said attorney-in-fact and agents or any of them, or their substitutes, may lawfully do or cause to be done.

Pursuant to the requirements of the Securities Act, this registration statement has been signed by the following persons in the capacities and on the dates indicated:

<b>Signature</b>	<b>Capacity</b>	<b>Date</b>
<u>/s/ David Crane</u> David Crane	President, Chief Executive Officer, and Director of NRG Energy, Inc. (principal executive officer)	February 13, 2009
<u>/s/ Clint C. Freeland</u> Clint C. Freeland	Senior Vice President and Chief Financial Officer of NRG Energy, Inc. (principal financial officer)	February 13, 2009
<u>/s/ James J. Ingoldsby</u> James J. Ingoldsby	Vice President, Chief Accounting Officer of NRG Energy, Inc. (principal accounting officer)	February 13, 2009
NRG ENERGY, INC.	Sole Member	February 13, 2009

By: /s/ Christopher S. Sotos  
Christopher S. Sotos  
*Vice President and Treasurer*

---

**SIGNATURES**

Pursuant to the requirements of the Securities Act, NRG Affiliate Services Inc. certifies that it has reasonable grounds to believe that it meets all of the requirements for filing on Form S-3 and has duly caused this registration statement to be signed on its behalf by the undersigned, thereunto duly authorized, in the City of Princeton, State of New Jersey, on February 13, 2009.

NRG AFFILIATE SERVICES INC.

/s/ Christopher S. Sotos

Christopher S. Sotos

Treasurer

**POWER OF ATTORNEY**

KNOW BY ALL PERSONS BY THESE PRESENTS, that each person whose signature appears below constitutes and appoints jointly and severally David Crane, J. Andrew Murphy and Tanuja M. Dehne, and each of them, his or her true and lawful attorney-in-fact and agents with full and several power of substitution, for him or her and his or her name, place and stead, in any and all capacities, to sign any and all amendments (including post-effective amendments) to this Registration Statement, and to file the same, with all exhibits thereto, and all documents in connection therewith, with the Securities and Exchange Commission, granting unto said attorneys-in-fact and agents, and each of them full power and authority to do and perform each and every act and thing requisite and necessary to be done in and about the premises, as fully to all intents and purposes as he or she might or could do in person, hereby ratifying and confirming all that said attorney-in-fact and agents or any of them, or their substitutes, may lawfully do or cause to be done.

Pursuant to the requirements of the Securities Act, this registration statement has been signed by the following persons in the capacities and on the dates indicated:

<b>Signature</b>	<b>Capacity</b>	<b>Date</b>
<u>/s/ David Crane</u> David Crane	President, Chief Executive Officer, and Director of NRG Energy, Inc. (principal executive officer)	February 13, 2009
<u>/s/ Clint C. Freeland</u> Clint C. Freeland	Senior Vice President and Chief Financial Officer of NRG Energy, Inc. (principal financial officer)	February 13, 2009
<u>/s/ James J. Ingoldsby</u> James J. Ingoldsby	Vice President, Chief Accounting Officer of NRG Energy, Inc. (principal accounting officer)	February 13, 2009
<u>/s/ Jill E. Nangeroni</u> Jill E. Nangeroni	Sole Director	February 13, 2009

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**SIGNATURES**

Pursuant to the requirements of the Securities Act, NRG Arthur Kill Operations Inc. certifies that it has reasonable grounds to believe that it meets all of the requirements for filing on Form S-3 and has duly caused this registration statement to be signed on its behalf by the undersigned, thereunto duly authorized, in the City of Princeton, State of New Jersey, on February 13, 2009.

NRG ARTHUR KILL OPERATIONS INC.

/s/ Christopher S. Sotos

Christopher S. Sotos

Treasurer

**POWER OF ATTORNEY**

KNOW BY ALL PERSONS BY THESE PRESENTS, that each person whose signature appears below constitutes and appoints jointly and severally David Crane, J. Andrew Murphy and Tanuja M. Dehne, and each of them, his or her true and lawful attorney-in-fact and agents with full and several power of substitution, for him or her and his or her name, place and stead, in any and all capacities, to sign any and all amendments (including post-effective amendments) to this Registration Statement, and to file the same, with all exhibits thereto, and all documents in connection therewith, with the Securities and Exchange Commission, granting unto said attorneys-in-fact and agents, and each of them full power and authority to do and perform each and every act and thing requisite and necessary to be done in and about the premises, as fully to all intents and purposes as he or she might or could do in person, hereby ratifying and confirming all that said attorney-in-fact and agents or any of them, or their substitutes, may lawfully do or cause to be done.

Pursuant to the requirements of the Securities Act, this registration statement has been signed by the following persons in the capacities and on the dates indicated:

<b>Signature</b>	<b>Capacity</b>	<b>Date</b>
<u>/s/ David Crane</u> David Crane	President, Chief Executive Officer, and Director of NRG Energy, Inc. (principal executive officer)	February 13, 2009
<u>/s/ Clint C. Freeland</u> Clint C. Freeland	Senior Vice President and Chief Financial Officer of NRG Energy, Inc. (principal financial officer)	February 13, 2009
<u>/s/ James J. Ingoldsby</u> James J. Ingoldsby	Vice President, Chief Accounting Officer of NRG Energy, Inc. (principal accounting officer)	February 13, 2009
<u>/s/ J. Andrew Murphy</u> J. Andrew Murphy	Sole Director	February 13, 2009

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**SIGNATURES**

Pursuant to the requirements of the Securities Act, NRG Asia-Pacific Ltd. certifies that it has reasonable grounds to believe that it meets all of the requirements for filing on Form S-3 and has duly caused this registration statement to be signed on its behalf by the undersigned, thereunto duly authorized, in the City of Princeton, State of New Jersey, on February 13, 2009.

NRG ASIA-PACIFIC LTD.

/s/ Christopher S. Sotos

Christopher S. Sotos

Treasurer

**POWER OF ATTORNEY**

KNOW BY ALL PERSONS BY THESE PRESENTS, that each person whose signature appears below constitutes and appoints jointly and severally David Crane, J. Andrew Murphy and Tanuja M. Dehne, and each of them, his or her true and lawful attorney-in-fact and agents with full and several power of substitution, for him or her and his or her name, place and stead, in any and all capacities, to sign any and all amendments (including post-effective amendments) to this Registration Statement, and to file the same, with all exhibits thereto, and all documents in connection therewith, with the Securities and Exchange Commission, granting unto said attorneys-in-fact and agents, and each of them full power and authority to do and perform each and every act and thing requisite and necessary to be done in and about the premises, as fully to all intents and purposes as he or she might or could do in person, hereby ratifying and confirming all that said attorney-in-fact and agents or any of them, or their substitutes, may lawfully do or cause to be done.

Pursuant to the requirements of the Securities Act, this registration statement has been signed by the following persons in the capacities and on the dates indicated:

<b>Signature</b>	<b>Capacity</b>	<b>Date</b>
<u>/s/ David Crane</u> David Crane	President, Chief Executive Officer, and Director of NRG Energy, Inc. (principal executive officer)	February 13, 2009
<u>/s/ Clint C. Freeland</u> Clint C. Freeland	Senior Vice President and Chief Financial Officer of NRG Energy, Inc. (principal financial officer)	February 13, 2009
<u>/s/ James J. Ingoldsby</u> James J. Ingoldsby	Vice President, Chief Accounting Officer of NRG Energy, Inc. (principal accounting officer)	February 13, 2009
<u>/s/ Robert C. Flexon</u> Robert C. Flexon	Sole Director	February 13, 2009

---

**SIGNATURES**

Pursuant to the requirements of the Securities Act, NRG Astoria Gas Turbine Operations Inc. certifies that it has reasonable grounds to believe that it meets all of the requirements for filing on Form S-3 and has duly caused this registration statement to be signed on its behalf by the undersigned, thereunto duly authorized, in the City of Princeton, State of New Jersey, on February 13, 2009.

NRG ASTORIA GAS TURBINE OPERATIONS INC.

/s/ Christopher S. Sotos

Christopher S. Sotos

Treasurer

**POWER OF ATTORNEY**

KNOW BY ALL PERSONS BY THESE PRESENTS, that each person whose signature appears below constitutes and appoints jointly and severally David Crane, J. Andrew Murphy and Tanuja M. Dehne, and each of them, his or her true and lawful attorney-in-fact and agents with full and several power of substitution, for him or her and his or her name, place and stead, in any and all capacities, to sign any and all amendments (including post-effective amendments) to this Registration Statement, and to file the same, with all exhibits thereto, and all documents in connection therewith, with the Securities and Exchange Commission, granting unto said attorneys-in-fact and agents, and each of them full power and authority to do and perform each and every act and thing requisite and necessary to be done in and about the premises, as fully to all intents and purposes as he or she might or could do in person, hereby ratifying and confirming all that said attorney-in-fact and agents or any of them, or their substitutes, may lawfully do or cause to be done.

Pursuant to the requirements of the Securities Act, this registration statement has been signed by the following persons in the capacities and on the dates indicated:

<b>Signature</b>	<b>Capacity</b>	<b>Date</b>
<u>/s/ David Crane</u> David Crane	President, Chief Executive Officer, and Director of NRG Energy, Inc. (principal executive officer)	February 13, 2009
<u>/s/ Clint C. Freeland</u> Clint C. Freeland	Senior Vice President and Chief Financial Officer of NRG Energy, Inc. (principal financial officer)	February 13, 2009
<u>/s/ James J. Ingoldsby</u> James J. Ingoldsby	Vice President, Chief Accounting Officer of NRG Energy, Inc. (principal accounting officer)	February 13, 2009
<u>/s/ J. Andrew Murphy</u> J. Andrew Murphy	Sole Director	February 13, 2009

---

**SIGNATURES**

Pursuant to the requirements of the Securities Act, NRG Bayou Cove LLC certifies that it has reasonable grounds to believe that it meets all of the requirements for filing on Form S-3 and has duly caused this registration statement to be signed on its behalf by the undersigned, thereunto duly authorized, in the City of Princeton, State of New Jersey, on February 13, 2009.

NRG BAYOU COVE LLC

/s/ Christopher S. Sotos

Christopher S. Sotos

Treasurer

**POWER OF ATTORNEY**

KNOW BY ALL PERSONS BY THESE PRESENTS, that each person whose signature appears below constitutes and appoints jointly and severally David Crane, J. Andrew Murphy and Tanuja M. Dehne, and each of them, his or her true and lawful attorney-in-fact and agents with full and several power of substitution, for him or her and his or her name, place and stead, in any and all capacities, to sign any and all amendments (including post-effective amendments) to this Registration Statement, and to file the same, with all exhibits thereto, and all documents in connection therewith, with the Securities and Exchange Commission, granting unto said attorneys-in-fact and agents, and each of them full power and authority to do and perform each and every act and thing requisite and necessary to be done in and about the premises, as fully to all intents and purposes as he or she might or could do in person, hereby ratifying and confirming all that said attorney-in-fact and agents or any of them, or their substitutes, may lawfully do or cause to be done.

Pursuant to the requirements of the Securities Act, this registration statement has been signed by the following persons in the capacities and on the dates indicated:

<b>Signature</b>	<b>Capacity</b>	<b>Date</b>
<u>/s/ David Crane</u> David Crane	President, Chief Executive Officer, and Director of NRG Energy, Inc. (principal executive officer)	February 13, 2009
<u>/s/ Clint C. Freeland</u> Clint C. Freeland	Senior Vice President and Chief Financial Officer of NRG Energy, Inc. (principal financial officer)	February 13, 2009
<u>/s/ James J. Ingoldsby</u> James J. Ingoldsby	Vice President, Chief Accounting Officer of NRG Energy, Inc. (principal accounting officer)	February 13, 2009
NRG SOUTH CENTRAL GENERATING LLC	Sole Member	February 13, 2009
By: <u>/s/ Christopher S. Sotos</u> Christopher S. Sotos Treasurer		

---

**SIGNATURES**

Pursuant to the requirements of the Securities Act, NRG Cabrillo Power Operations Inc. certifies that it has reasonable grounds to believe that it meets all of the requirements for filing on Form S-3 and has duly caused this registration statement to be signed on its behalf by the undersigned, thereunto duly authorized, in the City of Princeton, State of New Jersey, on February 13, 2009.

NRG CABRILLO POWER OPERATIONS INC.

/s/ Christopher S. Sotos  
Christopher S. Sotos  
Treasurer

**POWER OF ATTORNEY**

KNOW BY ALL PERSONS BY THESE PRESENTS, that each person whose signature appears below constitutes and appoints jointly and severally David Crane, J. Andrew Murphy and Tanuja M. Dehne, and each of them, his or her true and lawful attorney-in-fact and agents with full and several power of substitution, for him or her and his or her name, place and stead, in any and all capacities, to sign any and all amendments (including post-effective amendments) to this Registration Statement, and to file the same, with all exhibits thereto, and all documents in connection therewith, with the Securities and Exchange Commission, granting unto said attorneys-in-fact and agents, and each of them full power and authority to do and perform each and every act and thing requisite and necessary to be done in and about the premises, as fully to all intents and purposes as he or she might or could do in person, hereby ratifying and confirming all that said attorney-in-fact and agents or any of them, or their substitutes, may lawfully do or cause to be done.

Pursuant to the requirements of the Securities Act, this registration statement has been signed by the following persons in the capacities and on the dates indicated:

<b>Signature</b>	<b>Capacity</b>	<b>Date</b>
<u>/s/ David Crane</u> David Crane	President, Chief Executive Officer, and Director of NRG Energy, Inc. (principal executive officer)	February 13, 2009
<u>/s/ Clint C. Freeland</u> Clint C. Freeland	Senior Vice President and Chief Financial Officer of NRG Energy, Inc. (principal financial officer)	February 13, 2009
<u>/s/ James J. Ingoldsby</u> James J. Ingoldsby	Vice President, Chief Accounting Officer of NRG Energy, Inc. (principal accounting officer)	February 13, 2009
<u>/s/ J. Andrew Murphy</u> J. Andrew Murphy	Sole Director	February 13, 2009

---

**SIGNATURES**

Pursuant to the requirements of the Securities Act, NRG Cadillac Operations Inc. certifies that it has reasonable grounds to believe that it meets all of the requirements for filing on Form S-3 and has duly caused this registration statement to be signed on its behalf by the undersigned, thereunto duly authorized, in the City of Princeton, State of New Jersey, on February 13, 2009.

NRG CADILLAC OPERATIONS INC.

/s/ Christopher S. Sotos

Christopher S. Sotos

Treasurer

**POWER OF ATTORNEY**

KNOW BY ALL PERSONS BY THESE PRESENTS, that each person whose signature appears below constitutes and appoints jointly and severally David Crane, J. Andrew Murphy and Tanuja M. Dehne, and each of them, his or her true and lawful attorney-in-fact and agents with full and several power of substitution, for him or her and his or her name, place and stead, in any and all capacities, to sign any and all amendments (including post-effective amendments) to this Registration Statement, and to file the same, with all exhibits thereto, and all documents in connection therewith, with the Securities and Exchange Commission, granting unto said attorneys-in-fact and agents, and each of them full power and authority to do and perform each and every act and thing requisite and necessary to be done in and about the premises, as fully to all intents and purposes as he or she might or could do in person, hereby ratifying and confirming all that said attorney-in-fact and agents or any of them, or their substitutes, may lawfully do or cause to be done.

Pursuant to the requirements of the Securities Act, this registration statement has been signed by the following persons in the capacities and on the dates indicated:

<b>Signature</b>	<b>Capacity</b>	<b>Date</b>
<u>/s/ David Crane</u> David Crane	President, Chief Executive Officer, and Director of NRG Energy, Inc. (principal executive officer)	February 13, 2009
<u>/s/ Clint C. Freeland</u> Clint C. Freeland	Senior Vice President and Chief Financial Officer of NRG Energy, Inc. (principal financial officer)	February 13, 2009
<u>/s/ James J. Ingoldsby</u> James J. Ingoldsby	Vice President, Chief Accounting Officer of NRG Energy, Inc. (principal accounting officer)	February 13, 2009
<u>/s/ J. Andrew Murphy</u> J. Andrew Murphy	Sole Director	February 13, 2009

---

**SIGNATURES**

Pursuant to the requirements of the Securities Act, NRG California Peaker Operations LLC certifies that it has reasonable grounds to believe that it meets all of the requirements for filing on Form S-3 and has duly caused this registration statement to be signed on its behalf by the undersigned, thereunto duly authorized, in the City of Princeton, State of New Jersey, on February 13, 2009.

NRG CALIFORNIA PEAKER OPERATIONS LLC

/s/ Christopher S. Sotos

Christopher S. Sotos

Treasurer

**POWER OF ATTORNEY**

KNOW BY ALL PERSONS BY THESE PRESENTS, that each person whose signature appears below constitutes and appoints jointly and severally David Crane, J. Andrew Murphy and Tanuja M. Dehne, and each of them, his or her true and lawful attorney-in-fact and agents with full and several power of substitution, for him or her and his or her name, place and stead, in any and all capacities, to sign any and all amendments (including post-effective amendments) to this Registration Statement, and to file the same, with all exhibits thereto, and all documents in connection therewith, with the Securities and Exchange Commission, granting unto said attorneys-in-fact and agents, and each of them full power and authority to do and perform each and every act and thing requisite and necessary to be done in and about the premises, as fully to all intents and purposes as he or she might or could do in person, hereby ratifying and confirming all that said attorney-in-fact and agents or any of them, or their substitutes, may lawfully do or cause to be done.

Pursuant to the requirements of the Securities Act, this registration statement has been signed by the following persons in the capacities and on the dates indicated:

<b>Signature</b>	<b>Capacity</b>	<b>Date</b>
<u>/s/ David Crane</u> David Crane	President, Chief Executive Officer, and Director of NRG Energy, Inc. (principal executive officer)	February 13, 2009
<u>/s/ Clint C. Freeland</u> Clint C. Freeland	Senior Vice President and Chief Financial Officer of NRG Energy, Inc. (principal financial officer)	February 13, 2009
<u>/s/ James J. Ingoldsby</u> James J. Ingoldsby	Vice President, Chief Accounting Officer of NRG Energy, Inc. (principal accounting officer)	February 13, 2009
NRG OPERATING SERVICES, INC	Sole Member	February 13, 2009
By: <u>/s/ Christopher S. Sotos</u> Christopher S. Sotos Treasurer		

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**SIGNATURES**

Pursuant to the requirements of the Securities Act, NRG Cedar Bayou Development Company LLC certifies that it has reasonable grounds to believe that it meets all of the requirements for filing on Form S-3 and has duly caused this registration statement to be signed on its behalf by the undersigned, thereunto duly authorized, in the City of Princeton, State of New Jersey, on February 13, 2009.

NRG CEDAR BAYOU DEVELOPMENT COMPANY LLC

/s/ Christopher S. Sotos

Christopher S. Sotos

Treasurer

**POWER OF ATTORNEY**

KNOW BY ALL PERSONS BY THESE PRESENTS, that each person whose signature appears below constitutes and appoints jointly and severally David Crane, J. Andrew Murphy and Tanuja M. Dehne, and each of them, his or her true and lawful attorney-in-fact and agents with full and several power of substitution, for him or her and his or her name, place and stead, in any and all capacities, to sign any and all amendments (including post-effective amendments) to this Registration Statement, and to file the same, with all exhibits thereto, and all documents in connection therewith, with the Securities and Exchange Commission, granting unto said attorneys-in-fact and agents, and each of them full power and authority to do and perform each and every act and thing requisite and necessary to be done in and about the premises, as fully to all intents and purposes as he or she might or could do in person, hereby ratifying and confirming all that said attorney-in-fact and agents or any of them, or their substitutes, may lawfully do or cause to be done.

Pursuant to the requirements of the Securities Act, this registration statement has been signed by the following persons in the capacities and on the dates indicated:

<b>Signature</b>	<b>Capacity</b>	<b>Date</b>
<u>/s/ David Crane</u> David Crane	President, Chief Executive Officer, and Director of NRG Energy, Inc. (principal executive officer)	February 13, 2009
<u>/s/ Clint C. Freeland</u> Clint C. Freeland	Senior Vice President and Chief Financial Officer of NRG Energy, Inc. (principal financial officer)	February 13, 2009
<u>/s/ James J. Ingoldsby</u> James J. Ingoldsby	Vice President, Chief Accounting Officer of NRG Energy, Inc. (principal accounting officer)	February 13, 2009
NRG ENERGY, INC.	Sole Member	February 13, 2009

By: /s/ Christopher S. Sotos

Christopher S. Sotos

*Vice President and Treasurer*

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**SIGNATURES**

Pursuant to the requirements of the Securities Act, NRG Connecticut Affiliate Services Inc. certifies that it has reasonable grounds to believe that it meets all of the requirements for filing on Form S-3 and has duly caused this registration statement to be signed on its behalf by the undersigned, thereunto duly authorized, in the City of Princeton, State of New Jersey, on February 13, 2009.

NRG CONNECTICUT AFFILIATE SERVICES INC.

/s/ Christopher S. Sotos

Christopher S. Sotos

Treasurer

**POWER OF ATTORNEY**

KNOW BY ALL PERSONS BY THESE PRESENTS, that each person whose signature appears below constitutes and appoints jointly and severally David Crane, J. Andrew Murphy and Tanuja M. Dehne, and each of them, his or her true and lawful attorney-in-fact and agents with full and several power of substitution, for him or her and his or her name, place and stead, in any and all capacities, to sign any and all amendments (including post-effective amendments) to this Registration Statement, and to file the same, with all exhibits thereto, and all documents in connection therewith, with the Securities and Exchange Commission, granting unto said attorneys-in-fact and agents, and each of them full power and authority to do and perform each and every act and thing requisite and necessary to be done in and about the premises, as fully to all intents and purposes as he or she might or could do in person, hereby ratifying and confirming all that said attorney-in-fact and agents or any of them, or their substitutes, may lawfully do or cause to be done.

Pursuant to the requirements of the Securities Act, this registration statement has been signed by the following persons in the capacities and on the dates indicated:

<b>Signature</b>	<b>Capacity</b>	<b>Date</b>
<u>/s/ David Crane</u> David Crane	President, Chief Executive Officer, and Director of NRG Energy, Inc. (principal executive officer)	February 13, 2009
<u>/s/ Clint C. Freeland</u> Clint C. Freeland	Senior Vice President and Chief Financial Officer of NRG Energy, Inc. (principal financial officer)	February 13, 2009
<u>/s/ James J. Ingoldsby</u> James J. Ingoldsby	Vice President, Chief Accounting Officer of NRG Energy, Inc. (principal accounting officer)	February 13, 2009
<u>/s/ Jill E. Nangeroni</u> Jill E. Nangeroni	Sole Director	February 13, 2009

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**SIGNATURES**

Pursuant to the requirements of the Securities Act, NRG Construction LLC certifies that it has reasonable grounds to believe that it meets all of the requirements for filing on Form S-3 and has duly caused this registration statement to be signed on its behalf by the undersigned, thereunto duly authorized, in the City of Princeton, State of New Jersey, on February 13, 2009.

NRG CONSTRUCTION LLC

/s/ Rachel Smith

Rachel Smith

Treasurer

**POWER OF ATTORNEY**

KNOW BY ALL PERSONS BY THESE PRESENTS, that each person whose signature appears below constitutes and appoints jointly and severally David Crane, J. Andrew Murphy and Tanuja M. Dehne, and each of them, his or her true and lawful attorney-in-fact and agents with full and several power of substitution, for him or her and his or her name, place and stead, in any and all capacities, to sign any and all amendments (including post-effective amendments) to this Registration Statement, and to file the same, with all exhibits thereto, and all documents in connection therewith, with the Securities and Exchange Commission, granting unto said attorneys-in-fact and agents, and each of them full power and authority to do and perform each and every act and thing requisite and necessary to be done in and about the premises, as fully to all intents and purposes as he or she might or could do in person, hereby ratifying and confirming all that said attorney-in-fact and agents or any of them, or their substitutes, may lawfully do or cause to be done.

Pursuant to the requirements of the Securities Act, this registration statement has been signed by the following persons in the capacities and on the dates indicated:

Signature	Capacity	Date
<u>/s/ David Crane</u> David Crane	President, Chief Executive Officer, and Director of NRG Energy, Inc. (principal executive officer)	February 13, 2009
<u>/s/ Clint C. Freeland</u> Clint C. Freeland	Senior Vice President and Chief Financial Officer of NRG Energy, Inc. (principal financial officer)	February 13, 2009
<u>/s/ James J. Ingoldsby</u> James J. Ingoldsby	Vice President, Chief Accounting Officer of NRG Energy, Inc. (principal accounting officer)	February 13, 2009
NRG ENERGY, INC.	Sole Member	February 13, 2009

By: /s/ Christopher S. Sotos  
Christopher S. Sotos  
*Vice President and Treasurer*

---

**SIGNATURES**

Pursuant to the requirements of the Securities Act, NRG Devon Operations Inc. certifies that it has reasonable grounds to believe that it meets all of the requirements for filing on Form S-3 and has duly caused this registration statement to be signed on its behalf by the undersigned, thereunto duly authorized, in the City of Princeton, State of New Jersey, on February 13, 2009.

NRG DEVON OPERATIONS INC.

/s/ Christopher S. Sotos

Christopher S. Sotos

Treasurer

**POWER OF ATTORNEY**

KNOW BY ALL PERSONS BY THESE PRESENTS, that each person whose signature appears below constitutes and appoints jointly and severally David Crane, J. Andrew Murphy and Tanuja M. Dehne, and each of them, his or her true and lawful attorney-in-fact and agents with full and several power of substitution, for him or her and his or her name, place and stead, in any and all capacities, to sign any and all amendments (including post-effective amendments) to this Registration Statement, and to file the same, with all exhibits thereto, and all documents in connection therewith, with the Securities and Exchange Commission, granting unto said attorneys-in-fact and agents, and each of them full power and authority to do and perform each and every act and thing requisite and necessary to be done in and about the premises, as fully to all intents and purposes as he or she might or could do in person, hereby ratifying and confirming all that said attorney-in-fact and agents or any of them, or their substitutes, may lawfully do or cause to be done.

Pursuant to the requirements of the Securities Act, this registration statement has been signed by the following persons in the capacities and on the dates indicated:

<b>Signature</b>	<b>Capacity</b>	<b>Date</b>
<u>/s/ David Crane</u> David Crane	President, Chief Executive Officer, and Director of NRG Energy, Inc. (principal executive officer)	February 13, 2009
<u>/s/ Clint C. Freeland</u> Clint C. Freeland	Senior Vice President and Chief Financial Officer of NRG Energy, Inc. (principal financial officer)	February 13, 2009
<u>/s/ James J. Ingoldsby</u> James J. Ingoldsby	Vice President, Chief Accounting Officer of NRG Energy, Inc. (principal accounting officer)	February 13, 2009
<u>/s/ J. Andrew Murphy</u> J. Andrew Murphy	Sole Director	February 13, 2009

---

**SIGNATURES**

Pursuant to the requirements of the Securities Act, NRG Dunkirk Operations, Inc. certifies that it has reasonable grounds to believe that it meets all of the requirements for filing on Form S-3 and has duly caused this registration statement to be signed on its behalf by the undersigned, thereunto duly authorized, in the City of Princeton, State of New Jersey, on February 13, 2009.

NRG DUNKIRK OPERATIONS, INC.

/s/ Christopher S. Sotos

Christopher S. Sotos

Treasurer

**POWER OF ATTORNEY**

KNOW BY ALL PERSONS BY THESE PRESENTS, that each person whose signature appears below constitutes and appoints jointly and severally David Crane, J. Andrew Murphy and Tanuja M. Dehne, and each of them, his or her true and lawful attorney-in-fact and agents with full and several power of substitution, for him or her and his or her name, place and stead, in any and all capacities, to sign any and all amendments (including post-effective amendments) to this Registration Statement, and to file the same, with all exhibits thereto, and all documents in connection therewith, with the Securities and Exchange Commission, granting unto said attorneys-in-fact and agents, and each of them full power and authority to do and perform each and every act and thing requisite and necessary to be done in and about the premises, as fully to all intents and purposes as he or she might or could do in person, hereby ratifying and confirming all that said attorney-in-fact and agents or any of them, or their substitutes, may lawfully do or cause to be done.

Pursuant to the requirements of the Securities Act, this registration statement has been signed by the following persons in the capacities and on the dates indicated:

<b>Signature</b>	<b>Capacity</b>	<b>Date</b>
<u>/s/ David Crane</u> David Crane	President, Chief Executive Officer, and Director of NRG Energy, Inc. (principal executive officer)	February 13, 2009
<u>/s/ Clint C. Freeland</u> Clint C. Freeland	Senior Vice President and Chief Financial Officer of NRG Energy, Inc. (principal financial officer)	February 13, 2009
<u>/s/ James J. Ingoldsby</u> James J. Ingoldsby	Vice President, Chief Accounting Officer of NRG Energy, Inc. (principal accounting officer)	February 13, 2009
<u>/s/ J. Andrew Murphy</u> J. Andrew Murphy	Sole Director	February 13, 2009

---

**SIGNATURES**

Pursuant to the requirements of the Securities Act, NRG El Segundo Operations Inc. certifies that it has reasonable grounds to believe that it meets all of the requirements for filing on Form S-3 and has duly caused this registration statement to be signed on its behalf by the undersigned, thereunto duly authorized, in the City of Princeton, State of New Jersey, on February 13, 2009.

NRG EL SEGUNDO OPERATIONS INC.

/s/ Christopher S. Sotos

Christopher S. Sotos

Treasurer

**POWER OF ATTORNEY**

KNOW BY ALL PERSONS BY THESE PRESENTS, that each person whose signature appears below constitutes and appoints jointly and severally David Crane, J. Andrew Murphy and Tanuja M. Dehne, and each of them, his or her true and lawful attorney-in-fact and agents with full and several power of substitution, for him or her and his or her name, place and stead, in any and all capacities, to sign any and all amendments (including post-effective amendments) to this Registration Statement, and to file the same, with all exhibits thereto, and all documents in connection therewith, with the Securities and Exchange Commission, granting unto said attorneys-in-fact and agents, and each of them full power and authority to do and perform each and every act and thing requisite and necessary to be done in and about the premises, as fully to all intents and purposes as he or she might or could do in person, hereby ratifying and confirming all that said attorney-in-fact and agents or any of them, or their substitutes, may lawfully do or cause to be done.

Pursuant to the requirements of the Securities Act, this registration statement has been signed by the following persons in the capacities and on the dates indicated:

<b>Signature</b>	<b>Capacity</b>	<b>Date</b>
<u>/s/ David Crane</u> David Crane	President, Chief Executive Officer, and Director of NRG Energy, Inc. (principal executive officer)	February 13, 2009
<u>/s/ Clint C. Freeland</u> Clint C. Freeland	Senior Vice President and Chief Financial Officer of NRG Energy, Inc. (principal financial officer)	February 13, 2009
<u>/s/ James J. Ingoldsby</u> James J. Ingoldsby	Vice President, Chief Accounting Officer of NRG Energy, Inc. (principal accounting officer)	February 13, 2009
<u>/s/ J. Andrew Murphy</u> J. Andrew Murphy	Sole Director	February 13, 2009

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**SIGNATURES**

Pursuant to the requirements of the Securities Act, NRG Generation Holdings, Inc. certifies that it has reasonable grounds to believe that it meets all of the requirements for filing on Form S-3 and has duly caused this registration statement to be signed on its behalf by the undersigned, thereunto duly authorized, in the City of Princeton, State of New Jersey, on February 13, 2009.

NRG GENERATION HOLDINGS, INC.

/s/ Christopher S. Sotos

Christopher S. Sotos

Treasurer

**POWER OF ATTORNEY**

KNOW BY ALL PERSONS BY THESE PRESENTS, that each person whose signature appears below constitutes and appoints jointly and severally David Crane, J. Andrew Murphy and Tanuja M. Dehne, and each of them, his or her true and lawful attorney-in-fact and agents with full and several power of substitution, for him or her and his or her name, place and stead, in any and all capacities, to sign any and all amendments (including post-effective amendments) to this Registration Statement, and to file the same, with all exhibits thereto, and all documents in connection therewith, with the Securities and Exchange Commission, granting unto said attorneys-in-fact and agents, and each of them full power and authority to do and perform each and every act and thing requisite and necessary to be done in and about the premises, as fully to all intents and purposes as he or she might or could do in person, hereby ratifying and confirming all that said attorney-in-fact and agents or any of them, or their substitutes, may lawfully do or cause to be done.

Pursuant to the requirements of the Securities Act, this registration statement has been signed by the following persons in the capacities and on the dates indicated:

<b>Signature</b>	<b>Capacity</b>	<b>Date</b>
<u>/s/ David Crane</u> David Crane	President, Chief Executive Officer, and Director of NRG Energy, Inc. (principal executive officer)	February 13, 2009
<u>/s/ Clint C. Freeland</u> Clint C. Freeland	Senior Vice President and Chief Financial Officer of NRG Energy, Inc. (principal financial officer)	February 13, 2009
<u>/s/ James J. Ingoldsby</u> James J. Ingoldsby	Vice President, Chief Accounting Officer of NRG Energy, Inc. (principal accounting officer)	February 13, 2009
<u>/s/ Catherine Callaway</u> Catherine Callaway	Director	February 13, 2009

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[Table of Contents](#)

/s/ Kevin T. Howell	<b>Signature</b>	<b>Capacity</b> Director	<b>Date</b> February 13, 2009
<hr/>			

Kevin T. Howell

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**SIGNATURES**

Pursuant to the requirements of the Securities Act, NRG Huntley Operations Inc. certifies that it has reasonable grounds to believe that it meets all of the requirements for filing on Form S-3 and has duly caused this registration statement to be signed on its behalf by the undersigned, thereunto duly authorized, in the City of Princeton, State of New Jersey, on February 13, 2009.

NRG HUNTLEY OPERATIONS INC.

/s/ Christopher S. Sotos

Christopher S. Sotos

Treasurer

**POWER OF ATTORNEY**

KNOW BY ALL PERSONS BY THESE PRESENTS, that each person whose signature appears below constitutes and appoints jointly and severally David Crane, J. Andrew Murphy and Tanuja M. Dehne, and each of them, his or her true and lawful attorney-in-fact and agents with full and several power of substitution, for him or her and his or her name, place and stead, in any and all capacities, to sign any and all amendments (including post-effective amendments) to this Registration Statement, and to file the same, with all exhibits thereto, and all documents in connection therewith, with the Securities and Exchange Commission, granting unto said attorneys-in-fact and agents, and each of them full power and authority to do and perform each and every act and thing requisite and necessary to be done in and about the premises, as fully to all intents and purposes as he or she might or could do in person, hereby ratifying and confirming all that said attorney-in-fact and agents or any of them, or their substitutes, may lawfully do or cause to be done.

Pursuant to the requirements of the Securities Act, this registration statement has been signed by the following persons in the capacities and on the dates indicated:

<b>Signature</b>	<b>Capacity</b>	<b>Date</b>
<u>/s/ David Crane</u> David Crane	President, Chief Executive Officer, and Director of NRG Energy, Inc. (principal executive officer)	February 13, 2009
<u>/s/ Clint C. Freeland</u> Clint C. Freeland	Senior Vice President and Chief Financial Officer of NRG Energy, Inc. (principal financial officer)	February 13, 2009
<u>/s/ James J. Ingoldsby</u> James J. Ingoldsby	Vice President, Chief Accounting Officer of NRG Energy, Inc. (principal accounting officer)	February 13, 2009
<u>/s/ J. Andrew Murphy</u> J. Andrew Murphy	Sole Director	February 13, 2009

---

**SIGNATURES**

Pursuant to the requirements of the Securities Act, NRG International LLC certifies that it has reasonable grounds to believe that it meets all of the requirements for filing on Form S-3 and has duly caused this registration statement to be signed on its behalf by the undersigned, thereunto duly authorized, in the City of Princeton, State of New Jersey, on February 13, 2009.

NRG INTERNATIONAL LLC

/s/ Christopher S. Sotos

Christopher S. Sotos

Treasurer

**POWER OF ATTORNEY**

KNOW BY ALL PERSONS BY THESE PRESENTS, that each person whose signature appears below constitutes and appoints jointly and severally David Crane, J. Andrew Murphy and Tanuja M. Dehne, and each of them, his or her true and lawful attorney-in-fact and agents with full and several power of substitution, for him or her and his or her name, place and stead, in any and all capacities, to sign any and all amendments (including post-effective amendments) to this Registration Statement, and to file the same, with all exhibits thereto, and all documents in connection therewith, with the Securities and Exchange Commission, granting unto said attorneys-in-fact and agents, and each of them full power and authority to do and perform each and every act and thing requisite and necessary to be done in and about the premises, as fully to all intents and purposes as he or she might or could do in person, hereby ratifying and confirming all that said attorney-in-fact and agents or any of them, or their substitutes, may lawfully do or cause to be done.

Pursuant to the requirements of the Securities Act, this registration statement has been signed by the following persons in the capacities and on the dates indicated:

Signature	Capacity	Date
<u>/s/ David Crane</u> David Crane	President, Chief Executive Officer, and Director of NRG Energy, Inc. (principal executive officer)	February 13, 2009
<u>/s/ Clint C. Freeland</u> Clint C. Freeland	Senior Vice President and Chief Financial Officer of NRG Energy, Inc. (principal financial officer)	February 13, 2009
<u>/s/ James J. Ingoldsby</u> James J. Ingoldsby	Vice President, Chief Accounting Officer of NRG Energy, Inc. (principal accounting officer)	February 13, 2009
NRG ENERGY, INC.	Sole Member	February 13, 2009

By: /s/ Christopher S. Sotos  
Christopher S. Sotos  
*Vice President and Treasurer*

---



**SIGNATURES**

Pursuant to the requirements of the Securities Act, NRG Kaufman LLC certifies that it has reasonable grounds to believe that it meets all of the requirements for filing on Form S-3 and has duly caused this registration statement to be signed on its behalf by the undersigned, thereunto duly authorized, in the City of Princeton, State of New Jersey, on February 13, 2009.

NRG KAUFMAN LLC

/s/ Christopher S. Sotos

Christopher S. Sotos

Treasurer

**POWER OF ATTORNEY**

KNOW BY ALL PERSONS BY THESE PRESENTS, that each person whose signature appears below constitutes and appoints jointly and severally David Crane, J. Andrew Murphy and Tanuja M. Dehne, and each of them, his or her true and lawful attorney-in-fact and agents with full and several power of substitution, for him or her and his or her name, place and stead, in any and all capacities, to sign any and all amendments (including post-effective amendments) to this Registration Statement, and to file the same, with all exhibits thereto, and all documents in connection therewith, with the Securities and Exchange Commission, granting unto said attorneys-in-fact and agents, and each of them full power and authority to do and perform each and every act and thing requisite and necessary to be done in and about the premises, as fully to all intents and purposes as he or she might or could do in person, hereby ratifying and confirming all that said attorney-in-fact and agents or any of them, or their substitutes, may lawfully do or cause to be done.

Pursuant to the requirements of the Securities Act, this registration statement has been signed by the following persons in the capacities and on the dates indicated:

Signature	Capacity	Date
<u>/s/ David Crane</u> David Crane	President, Chief Executive Officer, and Director of NRG Energy, Inc. (principal executive officer)	February 13, 2009
<u>/s/ Clint C. Freeland</u> Clint C. Freeland	Senior Vice President and Chief Financial Officer of NRG Energy, Inc. (principal financial officer)	February 13, 2009
<u>/s/ James J. Ingoldsby</u> James J. Ingoldsby	Vice President, Chief Accounting Officer of NRG Energy, Inc. (principal accounting officer)	February 13, 2009
NRG ENERGY, INC.	Sole Member	February 13, 2009

By: /s/ Christopher S. Sotos  
Christopher S. Sotos  
*Vice President and Treasurer*

---

**SIGNATURES**

Pursuant to the requirements of the Securities Act, NRG Mesquite LLC certifies that it has reasonable grounds to believe that it meets all of the requirements for filing on Form S-3 and has duly caused this registration statement to be signed on its behalf by the undersigned, thereunto duly authorized, in the City of Princeton, State of New Jersey, on February 13, 2009.

NRG MESQUITE LLC

/s/ Christopher S. Sotos

Christopher S. Sotos

Treasurer

**POWER OF ATTORNEY**

KNOW BY ALL PERSONS BY THESE PRESENTS, that each person whose signature appears below constitutes and appoints jointly and severally David Crane, J. Andrew Murphy and Tanuja M. Dehne, and each of them, his or her true and lawful attorney-in-fact and agents with full and several power of substitution, for him or her and his or her name, place and stead, in any and all capacities, to sign any and all amendments (including post-effective amendments) to this Registration Statement, and to file the same, with all exhibits thereto, and all documents in connection therewith, with the Securities and Exchange Commission, granting unto said attorneys-in-fact and agents, and each of them full power and authority to do and perform each and every act and thing requisite and necessary to be done in and about the premises, as fully to all intents and purposes as he or she might or could do in person, hereby ratifying and confirming all that said attorney-in-fact and agents or any of them, or their substitutes, may lawfully do or cause to be done.

Pursuant to the requirements of the Securities Act, this registration statement has been signed by the following persons in the capacities and on the dates indicated:

<b>Signature</b>	<b>Capacity</b>	<b>Date</b>
<u>/s/ David Crane</u> David Crane	President, Chief Executive Officer, and Director of NRG Energy, Inc. (principal executive officer)	February 13, 2009
<u>/s/ Clint C. Freeland</u> Clint C. Freeland	Senior Vice President and Chief Financial Officer of NRG Energy, Inc. (principal financial officer)	February 13, 2009
<u>/s/ James J. Ingoldsby</u> James J. Ingoldsby	Vice President, Chief Accounting Officer of NRG Energy, Inc. (principal accounting officer)	February 13, 2009
NRG ENERGY, INC.	Sole Member	February 13, 2009

By: /s/ Christopher S. Sotos  
Christopher S. Sotos  
*Vice President and Treasurer*

---

**SIGNATURES**

Pursuant to the requirements of the Securities Act, NRG MidAtlantic Affiliate Services Inc. certifies that it has reasonable grounds to believe that it meets all of the requirements for filing on Form S-3 and has duly caused this registration statement to be signed on its behalf by the undersigned, thereunto duly authorized, in the City of Princeton, State of New Jersey, on February 13, 2009.

NRG MIDATLANTIC AFFILIATE SERVICES INC.

/s/ Christopher S. Sotos

Christopher S. Sotos

Treasurer

**POWER OF ATTORNEY**

KNOW BY ALL PERSONS BY THESE PRESENTS, that each person whose signature appears below constitutes and appoints jointly and severally David Crane, J. Andrew Murphy and Tanuja M. Dehne, and each of them, his or her true and lawful attorney-in-fact and agents with full and several power of substitution, for him or her and his or her name, place and stead, in any and all capacities, to sign any and all amendments (including post-effective amendments) to this Registration Statement, and to file the same, with all exhibits thereto, and all documents in connection therewith, with the Securities and Exchange Commission, granting unto said attorneys-in-fact and agents, and each of them full power and authority to do and perform each and every act and thing requisite and necessary to be done in and about the premises, as fully to all intents and purposes as he or she might or could do in person, hereby ratifying and confirming all that said attorney-in-fact and agents or any of them, or their substitutes, may lawfully do or cause to be done.

Pursuant to the requirements of the Securities Act, this registration statement has been signed by the following persons in the capacities and on the dates indicated:

<b>Signature</b>	<b>Capacity</b>	<b>Date</b>
<u>/s/ David Crane</u> David Crane	President, Chief Executive Officer, and Director of NRG Energy, Inc. (principal executive officer)	February 13, 2009
<u>/s/ Clint C. Freeland</u> Clint C. Freeland	Senior Vice President and Chief Financial Officer of NRG Energy, Inc. (principal financial officer)	February 13, 2009
<u>/s/ James J. Ingoldsby</u> James J. Ingoldsby	Vice President, Chief Accounting Officer of NRG Energy, Inc. (principal accounting officer)	February 13, 2009
<u>/s/ Jill E. Nangeroni</u> Jill E. Nangeroni	Sole Director	February 13, 2009

---

**SIGNATURES**

Pursuant to the requirements of the Securities Act, NRG Middletown Operations Inc. certifies that it has reasonable grounds to believe that it meets all of the requirements for filing on Form S-3 and has duly caused this registration statement to be signed on its behalf by the undersigned, thereunto duly authorized, in the City of Princeton, State of New Jersey, on February 13, 2009.

NRG MIDDLETOWN OPERATIONS INC.

/s/ Christopher S. Sotos

Christopher S. Sotos

Treasurer

**POWER OF ATTORNEY**

KNOW BY ALL PERSONS BY THESE PRESENTS, that each person whose signature appears below constitutes and appoints jointly and severally David Crane, J. Andrew Murphy and Tanuja M. Dehne, and each of them, his or her true and lawful attorney-in-fact and agents with full and several power of substitution, for him or her and his or her name, place and stead, in any and all capacities, to sign any and all amendments (including post-effective amendments) to this Registration Statement, and to file the same, with all exhibits thereto, and all documents in connection therewith, with the Securities and Exchange Commission, granting unto said attorneys-in-fact and agents, and each of them full power and authority to do and perform each and every act and thing requisite and necessary to be done in and about the premises, as fully to all intents and purposes as he or she might or could do in person, hereby ratifying and confirming all that said attorney-in-fact and agents or any of them, or their substitutes, may lawfully do or cause to be done.

Pursuant to the requirements of the Securities Act, this registration statement has been signed by the following persons in the capacities and on the dates indicated:

<b>Signature</b>	<b>Capacity</b>	<b>Date</b>
<u>/s/ David Crane</u> David Crane	President, Chief Executive Officer, and Director of NRG Energy, Inc. (principal executive officer)	February 13, 2009
<u>/s/ Clint C. Freeland</u> Clint C. Freeland	Senior Vice President and Chief Financial Officer of NRG Energy, Inc. (principal financial officer)	February 13, 2009
<u>/s/ James J. Ingoldsby</u> James J. Ingoldsby	Vice President, Chief Accounting Officer of NRG Energy, Inc. (principal accounting officer)	February 13, 2009
<u>/s/ J. Andrew Murphy</u> J. Andrew Murphy	Sole Director	February 13, 2009

---

**SIGNATURES**

Pursuant to the requirements of the Securities Act, NRG Montville Operations Inc. certifies that it has reasonable grounds to believe that it meets all of the requirements for filing on Form S-3 and has duly caused this registration statement to be signed on its behalf by the undersigned, thereunto duly authorized, in the City of Princeton, State of New Jersey, on February 13, 2009.

NRG MONTVILLE OPERATIONS INC.

/s/ Christopher S. Sotos

Christopher S. Sotos

Treasurer

**POWER OF ATTORNEY**

KNOW BY ALL PERSONS BY THESE PRESENTS, that each person whose signature appears below constitutes and appoints jointly and severally David Crane, J. Andrew Murphy and Tanuja M. Dehne, and each of them, his or her true and lawful attorney-in-fact and agents with full and several power of substitution, for him or her and his or her name, place and stead, in any and all capacities, to sign any and all amendments (including post-effective amendments) to this Registration Statement, and to file the same, with all exhibits thereto, and all documents in connection therewith, with the Securities and Exchange Commission, granting unto said attorneys-in-fact and agents, and each of them full power and authority to do and perform each and every act and thing requisite and necessary to be done in and about the premises, as fully to all intents and purposes as he or she might or could do in person, hereby ratifying and confirming all that said attorney-in-fact and agents or any of them, or their substitutes, may lawfully do or cause to be done.

Pursuant to the requirements of the Securities Act, this registration statement has been signed by the following persons in the capacities and on the dates indicated:

<b>Signature</b>	<b>Capacity</b>	<b>Date</b>
<u>/s/ David Crane</u> David Crane	President, Chief Executive Officer, and Director of NRG Energy, Inc. (principal executive officer)	February 13, 2009
<u>/s/ Clint C. Freeland</u> Clint C. Freeland	Senior Vice President and Chief Financial Officer of NRG Energy, Inc. (principal financial officer)	February 13, 2009
<u>/s/ James J. Ingoldsby</u> James J. Ingoldsby	Vice President, Chief Accounting Officer of NRG Energy, Inc. (principal accounting officer)	February 13, 2009
<u>/s/ J. Andrew Murphy</u> J. Andrew Murphy	Sole Director	February 13, 2009

---

**SIGNATURES**

Pursuant to the requirements of the Securities Act, NRG New Jersey Energy Sales LLC certifies that it has reasonable grounds to believe that it meets all of the requirements for filing on Form S-3 and has duly caused this registration statement to be signed on its behalf by the undersigned, thereunto duly authorized, in the City of Princeton, State of New Jersey, on February 13, 2009.

NRG NEW JERSEY ENERGY SALES LLC

/s/ Christopher S. Sotos

Christopher S. Sotos

Treasurer

**POWER OF ATTORNEY**

KNOW BY ALL PERSONS BY THESE PRESENTS, that each person whose signature appears below constitutes and appoints jointly and severally David Crane, J. Andrew Murphy and Tanuja M. Dehne, and each of them, his or her true and lawful attorney-in-fact and agents with full and several power of substitution, for him or her and his or her name, place and stead, in any and all capacities, to sign any and all amendments (including post-effective amendments) to this Registration Statement, and to file the same, with all exhibits thereto, and all documents in connection therewith, with the Securities and Exchange Commission, granting unto said attorneys-in-fact and agents, and each of them full power and authority to do and perform each and every act and thing requisite and necessary to be done in and about the premises, as fully to all intents and purposes as he or she might or could do in person, hereby ratifying and confirming all that said attorney-in-fact and agents or any of them, or their substitutes, may lawfully do or cause to be done.

Pursuant to the requirements of the Securities Act, this registration statement has been signed by the following persons in the capacities and on the dates indicated:

<b>Signature</b>	<b>Capacity</b>	<b>Date</b>
<u>/s/ David Crane</u> David Crane	President, Chief Executive Officer, and Director of NRG Energy, Inc. (principal executive officer)	February 13, 2009
<u>/s/ Clint C. Freeland</u> Clint C. Freeland	Senior Vice President and Chief Financial Officer of NRG Energy, Inc. (principal financial officer)	February 13, 2009
<u>/s/ James J. Ingoldsby</u> James J. Ingoldsby	Vice President, Chief Accounting Officer of NRG Energy, Inc. (principal accounting officer)	February 13, 2009
NRG POWER MARKETING LLC	Sole Member	February 13, 2009
By: <u>/s/ Christopher S. Sotos</u> Christopher S. Sotos <i>Vice President and Treasurer</i>		

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**SIGNATURES**

Pursuant to the requirements of the Securities Act, NRG New Roads Holdings LLC certifies that it has reasonable grounds to believe that it meets all of the requirements for filing on Form S-3 and has duly caused this registration statement to be signed on its behalf by the undersigned, thereunto duly authorized, in the City of Princeton, State of New Jersey, on February 13, 2009.

NRG NEW ROADS HOLDINGS LLC

/s/ Christopher S. Sotos

Christopher S. Sotos

Treasurer

**POWER OF ATTORNEY**

KNOW BY ALL PERSONS BY THESE PRESENTS, that each person whose signature appears below constitutes and appoints jointly and severally David Crane, J. Andrew Murphy and Tanuja M. Dehne, and each of them, his or her true and lawful attorney-in-fact and agents with full and several power of substitution, for him or her and his or her name, place and stead, in any and all capacities, to sign any and all amendments (including post-effective amendments) to this Registration Statement, and to file the same, with all exhibits thereto, and all documents in connection therewith, with the Securities and Exchange Commission, granting unto said attorneys-in-fact and agents, and each of them full power and authority to do and perform each and every act and thing requisite and necessary to be done in and about the premises, as fully to all intents and purposes as he or she might or could do in person, hereby ratifying and confirming all that said attorney-in-fact and agents or any of them, or their substitutes, may lawfully do or cause to be done.

Pursuant to the requirements of the Securities Act, this registration statement has been signed by the following persons in the capacities and on the dates indicated:

<b>Signature</b>	<b>Capacity</b>	<b>Date</b>
<u>/s/ David Crane</u> David Crane	President, Chief Executive Officer, and Director of NRG Energy, Inc. (principal executive officer)	February 13, 2009
<u>/s/ Clint C. Freeland</u> Clint C. Freeland	Senior Vice President and Chief Financial Officer of NRG Energy, Inc. (principal financial officer)	February 13, 2009
<u>/s/ James J. Ingoldsby</u> James J. Ingoldsby	Vice President, Chief Accounting Officer of NRG Energy, Inc. (principal accounting officer)	February 13, 2009
NRG SOUTH CENTRAL GENERATING LLC	Sole Member	February 13, 2009
By: <u>/s/ Christopher S. Sotos</u> Christopher S. Sotos Treasurer		

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**SIGNATURES**

Pursuant to the requirements of the Securities Act, NRG North Central Operations, Inc. certifies that it has reasonable grounds to believe that it meets all of the requirements for filing on Form S-3 and has duly caused this registration statement to be signed on its behalf by the undersigned, thereunto duly authorized, in the City of Princeton, State of New Jersey, on February 13, 2009.

NRG NORTH CENTRAL OPERATIONS, INC.

/s/ Christopher S. Sotos

Christopher S. Sotos

Treasurer

**POWER OF ATTORNEY**

KNOW BY ALL PERSONS BY THESE PRESENTS, that each person whose signature appears below constitutes and appoints jointly and severally David Crane, J. Andrew Murphy and Tanuja M. Dehne, and each of them, his or her true and lawful attorney-in-fact and agents with full and several power of substitution, for him or her and his or her name, place and stead, in any and all capacities, to sign any and all amendments (including post-effective amendments) to this Registration Statement, and to file the same, with all exhibits thereto, and all documents in connection therewith, with the Securities and Exchange Commission, granting unto said attorneys-in-fact and agents, and each of them full power and authority to do and perform each and every act and thing requisite and necessary to be done in and about the premises, as fully to all intents and purposes as he or she might or could do in person, hereby ratifying and confirming all that said attorney-in-fact and agents or any of them, or their substitutes, may lawfully do or cause to be done.

Pursuant to the requirements of the Securities Act, this registration statement has been signed by the following persons in the capacities and on the dates indicated:

<b>Signature</b>	<b>Capacity</b>	<b>Date</b>
<u>/s/ David Crane</u> David Crane	President, Chief Executive Officer, and Director of NRG Energy, Inc. (principal executive officer)	February 13, 2009
<u>/s/ Clint C. Freeland</u> Clint C. Freeland	Senior Vice President and Chief Financial Officer of NRG Energy, Inc. (principal financial officer)	February 13, 2009
<u>/s/ James J. Ingoldsby</u> James J. Ingoldsby	Vice President, Chief Accounting Officer of NRG Energy, Inc. (principal accounting officer)	February 13, 2009
<u>/s/ J. Andrew Murphy</u> J. Andrew Murphy	Sole Director	February 13, 2009

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**SIGNATURES**

Pursuant to the requirements of the Securities Act, NRG Northeast Affiliate Services Inc. certifies that it has reasonable grounds to believe that it meets all of the requirements for filing on Form S-3 and has duly caused this registration statement to be signed on its behalf by the undersigned, thereunto duly authorized, in the City of Princeton, State of New Jersey, on February 13, 2009.

NRG NORTHEAST AFFILIATE SERVICES INC.

/s/ Christopher S. Sotos

Christopher S. Sotos

Treasurer

**POWER OF ATTORNEY**

KNOW BY ALL PERSONS BY THESE PRESENTS, that each person whose signature appears below constitutes and appoints jointly and severally David Crane, J. Andrew Murphy and Tanuja M. Dehne, and each of them, his or her true and lawful attorney-in-fact and agents with full and several power of substitution, for him or her and his or her name, place and stead, in any and all capacities, to sign any and all amendments (including post-effective amendments) to this Registration Statement, and to file the same, with all exhibits thereto, and all documents in connection therewith, with the Securities and Exchange Commission, granting unto said attorneys-in-fact and agents, and each of them full power and authority to do and perform each and every act and thing requisite and necessary to be done in and about the premises, as fully to all intents and purposes as he or she might or could do in person, hereby ratifying and confirming all that said attorney-in-fact and agents or any of them, or their substitutes, may lawfully do or cause to be done.

Pursuant to the requirements of the Securities Act, this registration statement has been signed by the following persons in the capacities and on the dates indicated:

<b>Signature</b>	<b>Capacity</b>	<b>Date</b>
<u>/s/ David Crane</u> David Crane	President, Chief Executive Officer, and Director of NRG Energy, Inc. (principal executive officer)	February 13, 2009
<u>/s/ Clint C. Freeland</u> Clint C. Freeland	Senior Vice President and Chief Financial Officer of NRG Energy, Inc. (principal financial officer)	February 13, 2009
<u>/s/ James J. Ingoldsby</u> James J. Ingoldsby	Vice President, Chief Accounting Officer of NRG Energy, Inc. (principal accounting officer)	February 13, 2009
<u>/s/ Jill E. Nangeroni</u> Jill E. Nangeroni	Sole Director	February 13, 2009

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**SIGNATURES**

Pursuant to the requirements of the Securities Act, NRG Norwalk Harbor Operations Inc. certifies that it has reasonable grounds to believe that it meets all of the requirements for filing on Form S-3 and has duly caused this registration statement to be signed on its behalf by the undersigned, thereunto duly authorized, in the City of Princeton, State of New Jersey, on February 13, 2009.

NRG NORWALK HARBOR OPERATIONS INC.

/s/ Christopher S. Sotos

Christopher S. Sotos

Treasurer

**POWER OF ATTORNEY**

KNOW BY ALL PERSONS BY THESE PRESENTS, that each person whose signature appears below constitutes and appoints jointly and severally David Crane, J. Andrew Murphy and Tanuja M. Dehne, and each of them, his or her true and lawful attorney-in-fact and agents with full and several power of substitution, for him or her and his or her name, place and stead, in any and all capacities, to sign any and all amendments (including post-effective amendments) to this Registration Statement, and to file the same, with all exhibits thereto, and all documents in connection therewith, with the Securities and Exchange Commission, granting unto said attorneys-in-fact and agents, and each of them full power and authority to do and perform each and every act and thing requisite and necessary to be done in and about the premises, as fully to all intents and purposes as he or she might or could do in person, hereby ratifying and confirming all that said attorney-in-fact and agents or any of them, or their substitutes, may lawfully do or cause to be done.

Pursuant to the requirements of the Securities Act, this registration statement has been signed by the following persons in the capacities and on the dates indicated:

<b>Signature</b>	<b>Capacity</b>	<b>Date</b>
<u>/s/ David Crane</u> David Crane	President, Chief Executive Officer, and Director of NRG Energy, Inc. (principal executive officer)	February 13, 2009
<u>/s/ Clint C. Freeland</u> Clint C. Freeland	Senior Vice President and Chief Financial Officer of NRG Energy, Inc. (principal financial officer)	February 13, 2009
<u>/s/ James J. Ingoldsby</u> James J. Ingoldsby	Vice President, Chief Accounting Officer of NRG Energy, Inc. (principal accounting officer)	February 13, 2009
<u>/s/ J. Andrew Murphy</u> J. Andrew Murphy	Sole Director	February 13, 2009

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**SIGNATURES**

Pursuant to the requirements of the Securities Act, NRG Operating Services Inc. certifies that it has reasonable grounds to believe that it meets all of the requirements for filing on Form S-3 and has duly caused this registration statement to be signed on its behalf by the undersigned, thereunto duly authorized, in the City of Princeton, State of New Jersey, on February 13, 2009.

NRG OPERATING SERVICES INC.

/s/ Christopher S. Sotos

Christopher S. Sotos

Treasurer

**POWER OF ATTORNEY**

KNOW BY ALL PERSONS BY THESE PRESENTS, that each person whose signature appears below constitutes and appoints jointly and severally David Crane, J. Andrew Murphy and Tanuja M. Dehne, and each of them, his or her true and lawful attorney-in-fact and agents with full and several power of substitution, for him or her and his or her name, place and stead, in any and all capacities, to sign any and all amendments (including post-effective amendments) to this Registration Statement, and to file the same, with all exhibits thereto, and all documents in connection therewith, with the Securities and Exchange Commission, granting unto said attorneys-in-fact and agents, and each of them full power and authority to do and perform each and every act and thing requisite and necessary to be done in and about the premises, as fully to all intents and purposes as he or she might or could do in person, hereby ratifying and confirming all that said attorney-in-fact and agents or any of them, or their substitutes, may lawfully do or cause to be done.

Pursuant to the requirements of the Securities Act, this registration statement has been signed by the following persons in the capacities and on the dates indicated:

<b>Signature</b>	<b>Capacity</b>	<b>Date</b>
<u>/s/ David Crane</u> David Crane	President, Chief Executive Officer, and Director of NRG Energy, Inc. (principal executive officer)	February 13, 2009
<u>/s/ Clint C. Freeland</u> Clint C. Freeland	Senior Vice President and Chief Financial Officer of NRG Energy, Inc. (principal financial officer)	February 13, 2009
<u>/s/ James J. Ingoldsby</u> James J. Ingoldsby	Vice President, Chief Accounting Officer of NRG Energy, Inc. (principal accounting officer)	February 13, 2009
<u>/s/ J. Andrew Murphy</u> J. Andrew Murphy	Sole Director	February 13, 2009

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**SIGNATURES**

Pursuant to the requirements of the Securities Act, NRG Oswego Harbor Power Operations Inc. certifies that it has reasonable grounds to believe that it meets all of the requirements for filing on Form S-3 and has duly caused this registration statement to be signed on its behalf by the undersigned, thereunto duly authorized, in the City of Princeton, State of New Jersey, on February 13, 2009.

NRG OSWEGO HARBOR POWER OPERATIONS INC.

/s/ Christopher S. Sotos

Christopher S. Sotos

Treasurer

**POWER OF ATTORNEY**

KNOW BY ALL PERSONS BY THESE PRESENTS, that each person whose signature appears below constitutes and appoints jointly and severally David Crane, J. Andrew Murphy and Tanuja M. Dehne, and each of them, his or her true and lawful attorney-in-fact and agents with full and several power of substitution, for him or her and his or her name, place and stead, in any and all capacities, to sign any and all amendments (including post-effective amendments) to this Registration Statement, and to file the same, with all exhibits thereto, and all documents in connection therewith, with the Securities and Exchange Commission, granting unto said attorneys-in-fact and agents, and each of them full power and authority to do and perform each and every act and thing requisite and necessary to be done in and about the premises, as fully to all intents and purposes as he or she might or could do in person, hereby ratifying and confirming all that said attorney-in-fact and agents or any of them, or their substitutes, may lawfully do or cause to be done.

Pursuant to the requirements of the Securities Act, this registration statement has been signed by the following persons in the capacities and on the dates indicated:

<b>Signature</b>	<b>Capacity</b>	<b>Date</b>
<u>/s/ David Crane</u> David Crane	President, Chief Executive Officer, and Director of NRG Energy, Inc. (principal executive officer)	February 13, 2009
<u>/s/ Clint C. Freeland</u> Clint C. Freeland	Senior Vice President and Chief Financial Officer of NRG Energy, Inc. (principal financial officer)	February 13, 2009
<u>/s/ James J. Ingoldsby</u> James J. Ingoldsby	Vice President, Chief Accounting Officer of NRG Energy, Inc. (principal accounting officer)	February 13, 2009
<u>/s/ J. Andrew Murphy</u> J. Andrew Murphy	Sole Director	February 13, 2009

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**SIGNATURES**

Pursuant to the requirements of the Securities Act, NRG Power Marketing LLC certifies that it has reasonable grounds to believe that it meets all of the requirements for filing on Form S-3 and has duly caused this registration statement to be signed on its behalf by the undersigned, thereunto duly authorized, in the City of Princeton, State of New Jersey, on February 13, 2009.

NRG POWER MARKETING LLC

/s/ Christopher S. Sotos  
Christopher S. Sotos  
Vice President and Treasurer

**POWER OF ATTORNEY**

KNOW BY ALL PERSONS BY THESE PRESENTS, that each person whose signature appears below constitutes and appoints jointly and severally David Crane, J. Andrew Murphy and Tanuja M. Dehne, and each of them, his or her true and lawful attorney-in-fact and agents with full and several power of substitution, for him or her and his or her name, place and stead, in any and all capacities, to sign any and all amendments (including post-effective amendments) to this Registration Statement, and to file the same, with all exhibits thereto, and all documents in connection therewith, with the Securities and Exchange Commission, granting unto said attorneys-in-fact and agents, and each of them full power and authority to do and perform each and every act and thing requisite and necessary to be done in and about the premises, as fully to all intents and purposes as he or she might or could do in person, hereby ratifying and confirming all that said attorney-in-fact and agents or any of them, or their substitutes, may lawfully do or cause to be done.

Pursuant to the requirements of the Securities Act, this registration statement has been signed by the following persons in the capacities and on the dates indicated:

Signature	Capacity	Date
<u>/s/ David Crane</u> David Crane	President, Chief Executive Officer, and Director of NRG Energy, Inc. (principal executive officer)	February 13, 2009
<u>/s/ Clint C. Freeland</u> Clint C. Freeland	Senior Vice President and Chief Financial Officer of NRG Energy, Inc. (principal financial officer)	February 13, 2009
<u>/s/ James J. Ingoldsby</u> James J. Ingoldsby	Vice President, Chief Accounting Officer of NRG Energy, Inc. (principal accounting officer)	February 13, 2009
NRG ENERGY, INC.	Sole Member	February 13, 2009

By: /s/ Christopher S. Sotos  
Christopher S. Sotos  
Vice President and Treasurer

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**SIGNATURES**

Pursuant to the requirements of the Securities Act, NRG Rocky Road LLC certifies that it has reasonable grounds to believe that it meets all of the requirements for filing on Form S-3 and has duly caused this registration statement to be signed on its behalf by the undersigned, thereunto duly authorized, in the City of Princeton, State of New Jersey, on February 13, 2009.

NRG ROCKY ROAD LLC

/s/ Christopher S. Sotos

Christopher S. Sotos

Treasurer

**POWER OF ATTORNEY**

KNOW BY ALL PERSONS BY THESE PRESENTS, that each person whose signature appears below constitutes and appoints jointly and severally David Crane, J. Andrew Murphy and Tanuja M. Dehne, and each of them, his or her true and lawful attorney-in-fact and agents with full and several power of substitution, for him or her and his or her name, place and stead, in any and all capacities, to sign any and all amendments (including post-effective amendments) to this Registration Statement, and to file the same, with all exhibits thereto, and all documents in connection therewith, with the Securities and Exchange Commission, granting unto said attorneys-in-fact and agents, and each of them full power and authority to do and perform each and every act and thing requisite and necessary to be done in and about the premises, as fully to all intents and purposes as he or she might or could do in person, hereby ratifying and confirming all that said attorney-in-fact and agents or any of them, or their substitutes, may lawfully do or cause to be done.

Pursuant to the requirements of the Securities Act, this registration statement has been signed by the following persons in the capacities and on the dates indicated:

<b>Signature</b>	<b>Capacity</b>	<b>Date</b>
<u>/s/ David Crane</u> David Crane	President, Chief Executive Officer, and Director of NRG Energy, Inc. (principal executive officer)	February 13, 2009
<u>/s/ Clint C. Freeland</u> Clint C. Freeland	Senior Vice President and Chief Financial Officer of NRG Energy, Inc. (principal financial officer)	February 13, 2009
<u>/s/ James J. Ingoldsby</u> James J. Ingoldsby	Vice President, Chief Accounting Officer of NRG Energy, Inc. (principal accounting officer)	February 13, 2009
NRG ENERGY, INC.	Sole Member	February 13, 2009

By: /s/ Christopher S. Sotos  
Christopher S. Sotos  
*Vice President and Treasurer*

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**SIGNATURES**

Pursuant to the requirements of the Securities Act, NRG Saguaro Operations Inc. certifies that it has reasonable grounds to believe that it meets all of the requirements for filing on Form S-3 and has duly caused this registration statement to be signed on its behalf by the undersigned, thereunto duly authorized, in the City of Princeton, State of New Jersey, on February 13, 2009.

NRG SAGUARO OPERATIONS INC.

/s/ Christopher S. Sotos

Christopher S. Sotos

Treasurer

**POWER OF ATTORNEY**

KNOW BY ALL PERSONS BY THESE PRESENTS, that each person whose signature appears below constitutes and appoints jointly and severally David Crane, J. Andrew Murphy and Tanuja M. Dehne, and each of them, his or her true and lawful attorney-in-fact and agents with full and several power of substitution, for him or her and his or her name, place and stead, in any and all capacities, to sign any and all amendments (including post-effective amendments) to this Registration Statement, and to file the same, with all exhibits thereto, and all documents in connection therewith, with the Securities and Exchange Commission, granting unto said attorneys-in-fact and agents, and each of them full power and authority to do and perform each and every act and thing requisite and necessary to be done in and about the premises, as fully to all intents and purposes as he or she might or could do in person, hereby ratifying and confirming all that said attorney-in-fact and agents or any of them, or their substitutes, may lawfully do or cause to be done.

Pursuant to the requirements of the Securities Act, this registration statement has been signed by the following persons in the capacities and on the dates indicated:

<b>Signature</b>	<b>Capacity</b>	<b>Date</b>
<u>/s/ David Crane</u> David Crane	President, Chief Executive Officer, and Director of NRG Energy, Inc. (principal executive officer)	February 13, 2009
<u>/s/ Clint C. Freeland</u> Clint C. Freeland	Senior Vice President and Chief Financial Officer of NRG Energy, Inc. (principal financial officer)	February 13, 2009
<u>/s/ James J. Ingoldsby</u> James J. Ingoldsby	Vice President, Chief Accounting Officer of NRG Energy, Inc. (principal accounting officer)	February 13, 2009
<u>/s/ J. Andrew Murphy</u> J. Andrew Murphy	Sole Director	February 13, 2009

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[Table of Contents](#)

**SIGNATURES**

Pursuant to the requirements of the Securities Act, NRG South Central Affiliate Services Inc. certifies that it has reasonable grounds to believe that it meets all of the requirements for filing on Form S-3 and has duly caused this registration statement to be signed on its behalf by the undersigned, thereunto duly authorized, in the City of Princeton, State of New Jersey, on February 13, 2009.

NRG SOUTH CENTRAL AFFILIATE  
SERVICES INC.

/s/ Christopher S. Sotos  
Christopher S. Sotos  
Treasurer

**POWER OF ATTORNEY**

KNOW BY ALL PERSONS BY THESE PRESENTS, that each person whose signature appears below constitutes and appoints jointly and severally David Crane, J. Andrew Murphy and Tanuja M. Dehne, and each of them, his or her true and lawful attorney-in-fact and agents with full and several power of substitution, for him or her and his or her name, place and stead, in any and all capacities, to sign any and all amendments (including post-effective amendments) to this Registration Statement, and to file the same, with all exhibits thereto, and all documents in connection therewith, with the Securities and Exchange Commission, granting unto said attorneys-in-fact and agents, and each of them full power and authority to do and perform each and every act and thing requisite and necessary to be done in and about the premises, as fully to all intents and purposes as he or she might or could do in person, hereby ratifying and confirming all that said attorney-in-fact and agents or any of them, or their substitutes, may lawfully do or cause to be done.

Pursuant to the requirements of the Securities Act, this registration statement has been signed by the following persons in the capacities and on the dates indicated:

<b>Signature</b>	<b>Capacity</b>	<b>Date</b>
<u>/s/ David Crane</u> David Crane	President, Chief Executive Officer, and Director of NRG Energy, Inc. (principal executive officer)	February 13, 2009
<u>/s/ Clint C. Freeland</u> Clint C. Freeland	Senior Vice President and Chief Financial Officer of NRG Energy, Inc. (principal financial officer)	February 13, 2009
<u>/s/ James J. Ingoldsby</u> James J. Ingoldsby	Vice President, Chief Accounting Officer of NRG Energy, Inc. (principal accounting officer)	February 13, 2009
<u>/s/ Jill E. Nangeroni</u> Jill E. Nangeroni	Sole Director	February 13, 2009

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**SIGNATURES**

Pursuant to the requirements of the Securities Act, NRG South Central Generating LLC certifies that it has reasonable grounds to believe that it meets all of the requirements for filing on Form S-3 and has duly caused this registration statement to be signed on its behalf by the undersigned, thereunto duly authorized, in the City of Princeton, State of New Jersey, on February 13, 2009.

NRG SOUTH CENTRAL GENERATING LLC

/s/ Christopher S. Sotos

Christopher S. Sotos

Treasurer

**POWER OF ATTORNEY**

KNOW BY ALL PERSONS BY THESE PRESENTS, that each person whose signature appears below constitutes and appoints jointly and severally David Crane, J. Andrew Murphy and Tanuja M. Dehne, and each of them, his or her true and lawful attorney-in-fact and agents with full and several power of substitution, for him or her and his or her name, place and stead, in any and all capacities, to sign any and all amendments (including post-effective amendments) to this Registration Statement, and to file the same, with all exhibits thereto, and all documents in connection therewith, with the Securities and Exchange Commission, granting unto said attorneys-in-fact and agents, and each of them full power and authority to do and perform each and every act and thing requisite and necessary to be done in and about the premises, as fully to all intents and purposes as he or she might or could do in person, hereby ratifying and confirming all that said attorney-in-fact and agents or any of them, or their substitutes, may lawfully do or cause to be done.

Pursuant to the requirements of the Securities Act, this registration statement has been signed by the following persons in the capacities and on the dates indicated:

<b>Signature</b>	<b>Capacity</b>	<b>Date</b>
<u>/s/ David Crane</u> David Crane	President, Chief Executive Officer, and Director of NRG Energy, Inc. (principal executive officer)	February 13, 2009
<u>/s/ Clint C. Freeland</u> Clint C. Freeland	Senior Vice President and Chief Financial Officer of NRG Energy, Inc. (principal financial officer)	February 13, 2009
<u>/s/ James J. Ingoldsby</u> James J. Ingoldsby	Vice President, Chief Accounting Officer of NRG Energy, Inc. (principal accounting officer)	February 13, 2009
NRG ENERGY, INC.	Sole Member	February 13, 2009
By: <u>/s/ Christopher S. Sotos</u> Christopher S. Sotos <i>Vice President and Treasurer</i>		

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**SIGNATURES**

Pursuant to the requirements of the Securities Act, NRG South Central Operations Inc. certifies that it has reasonable grounds to believe that it meets all of the requirements for filing on Form S-3 and has duly caused this registration statement to be signed on its behalf by the undersigned, thereunto duly authorized, in the City of Princeton, State of New Jersey, on February 13, 2009.

NRG SOUTH CENTRAL OPERATIONS INC.

/s/ Christopher S. Sotos

Christopher S. Sotos

Treasurer

**POWER OF ATTORNEY**

KNOW BY ALL PERSONS BY THESE PRESENTS, that each person whose signature appears below constitutes and appoints jointly and severally David Crane, J. Andrew Murphy and Tanuja M. Dehne, and each of them, his or her true and lawful attorney-in-fact and agents with full and several power of substitution, for him or her and his or her name, place and stead, in any and all capacities, to sign any and all amendments (including post-effective amendments) to this Registration Statement, and to file the same, with all exhibits thereto, and all documents in connection therewith, with the Securities and Exchange Commission, granting unto said attorneys-in-fact and agents, and each of them full power and authority to do and perform each and every act and thing requisite and necessary to be done in and about the premises, as fully to all intents and purposes as he or she might or could do in person, hereby ratifying and confirming all that said attorney-in-fact and agents or any of them, or their substitutes, may lawfully do or cause to be done.

Pursuant to the requirements of the Securities Act, this registration statement has been signed by the following persons in the capacities and on the dates indicated:

<b>Signature</b>	<b>Capacity</b>	<b>Date</b>
<u>/s/ David Crane</u> David Crane	President, Chief Executive Officer, and Director of NRG Energy, Inc. (principal executive officer)	February 13, 2009
<u>/s/ Clint C. Freeland</u> Clint C. Freeland	Senior Vice President and Chief Financial Officer of NRG Energy, Inc. (principal financial officer)	February 13, 2009
<u>/s/ James J. Ingoldsby</u> James J. Ingoldsby	Vice President, Chief Accounting Officer of NRG Energy, Inc. (principal accounting officer)	February 13, 2009
<u>/s/ J. Andrew Murphy</u> J. Andrew Murphy	Sole Director	February 13, 2009

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**SIGNATURES**

Pursuant to the requirements of the Securities Act, NRG South Texas LP certifies that it has reasonable grounds to believe that it meets all of the requirements for filing on Form S-3 and has duly caused this registration statement to be signed on its behalf by the undersigned, thereunto duly authorized, in the City of Princeton, State of New Jersey, on February 13, 2009.

NRG SOUTH TEXAS LP

By: TEXAS GENCO GP, LLC  
Its: Managing Partner

By: /s/ Christopher S. Sotos  
Name: Christopher S. Sotos  
Its: Vice President and Treasurer

**POWER OF ATTORNEY**

KNOW BY ALL PERSONS BY THESE PRESENTS, that each person whose signature appears below constitutes and appoints jointly and severally David Crane, J. Andrew Murphy and Tanuja M. Dehne, and each of them, his or her true and lawful attorney-in-fact and agents with full and several power of substitution, for him or her and his or her name, place and stead, in any and all capacities, to sign any and all amendments (including post-effective amendments) to this Registration Statement, and to file the same, with all exhibits thereto, and all documents in connection therewith, with the Securities and Exchange Commission, granting unto said attorneys-in-fact and agents, and each of them full power and authority to do and perform each and every act and thing requisite and necessary to be done in and about the premises, as fully to all intents and purposes as he or she might or could do in person, hereby ratifying and confirming all that said attorney-in-fact and agents or any of them, or their substitutes, may lawfully do or cause to be done.

Pursuant to the requirements of the Securities Act, this registration statement has been signed by the following persons in the capacities and on the dates indicated:

<b>Signature</b>	<b>Capacity</b>	<b>Date</b>
<u>/s/ David Crane</u> David Crane	President, Chief Executive Officer, and Director of NRG Energy, Inc. (principal executive officer)	February 13, 2009
<u>/s/ Clint C. Freeland</u> Clint C. Freeland	Senior Vice President and Chief Financial Officer of NRG Energy, Inc. (principal financial officer)	February 13, 2009
<u>/s/ James J. Ingoldsby</u> James J. Ingoldsby	Vice President, Chief Accounting Officer of NRG Energy, Inc. (principal accounting officer)	February 13, 2009
TEXAS GENCO GP, LLC	General Partner	February 13, 2009
By: <u>/s/ Christopher S. Sotos</u> Christopher S. Sotos <i>Vice President and Treasurer</i>		

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[Table of Contents](#)

Signature	Capacity	Date
TEXAS GENCO HOLDINGS, INC.	Sole Member of General Partner	February 13, 2009
By: <u>/s/ Christopher S. Sotos</u> Christopher S. Sotos <i>Vice President and Treasurer</i>		

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[Table of Contents](#)

**SIGNATURES**

Pursuant to the requirements of the Securities Act, NRG Texas LLC certifies that it has reasonable grounds to believe that it meets all of the requirements for filing on Form S-3 and has duly caused this registration statement to be signed on its behalf by the undersigned, thereunto duly authorized, in the City of Princeton, State of New Jersey, on February 13, 2009.

NRG TEXAS LLC

/s/ Christopher S. Sotos

Christopher S. Sotos

Vice President and Treasurer

**POWER OF ATTORNEY**

KNOW BY ALL PERSONS BY THESE PRESENTS, that each person whose signature appears below constitutes and appoints jointly and severally David Crane, J. Andrew Murphy and Tanuja M. Dehne, and each of them, his or her true and lawful attorney-in-fact and agents with full and several power of substitution, for him or her and his or her name, place and stead, in any and all capacities, to sign any and all amendments (including post-effective amendments) to this Registration Statement, and to file the same, with all exhibits thereto, and all documents in connection therewith, with the Securities and Exchange Commission, granting unto said attorneys-in-fact and agents, and each of them full power and authority to do and perform each and every act and thing requisite and necessary to be done in and about the premises, as fully to all intents and purposes as he or she might or could do in person, hereby ratifying and confirming all that said attorney-in-fact and agents or any of them, or their substitutes, may lawfully do or cause to be done.

Pursuant to the requirements of the Securities Act, this registration statement has been signed by the following persons in the capacities and on the dates indicated:

<b>Signature</b>	<b>Capacity</b>	<b>Date</b>
<u>/s/ David Crane</u> David Crane	President, Chief Executive Officer, and Director of NRG Energy, Inc. (principal executive officer)	February 13, 2009
<u>/s/ Clint C. Freeland</u> Clint C. Freeland	Senior Vice President and Chief Financial Officer of NRG Energy, Inc. (principal financial officer)	February 13, 2009
<u>/s/ James J. Ingoldsby</u> James J. Ingoldsby	Vice President, Chief Accounting Officer of NRG Energy, Inc. (principal accounting officer)	February 13, 2009
NRG ENERGY, INC.	Member	February 13, 2009

By: /s/ Christopher S. Sotos

Christopher S. Sotos

*Vice President and Treasurer*

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[Table of Contents](#)

Signature	Capacity	Date
NRG GENERATION HOLDINGS, INC.	Member	February 13, 2009
By: <u>/s/ Christopher S. Sotos</u> Christopher S. Sotos <i>Treasurer</i>		

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**SIGNATURES**

Pursuant to the requirements of the Securities Act, NRG Texas Power LLC certifies that it has reasonable grounds to believe that it meets all of the requirements for filing on Form S-3 and has duly caused this registration statement to be signed on its behalf by the undersigned, thereunto duly authorized, in the City of Princeton, State of New Jersey, on February 13, 2009.

NRG TEXAS POWER LLC

/s/ Christopher S. Sotos

Christopher S. Sotos  
Vice President and Treasurer

**POWER OF ATTORNEY**

KNOW BY ALL PERSONS BY THESE PRESENTS, that each person whose signature appears below constitutes and appoints jointly and severally David Crane, J. Andrew Murphy and Tanuja M. Dehne, and each of them, his or her true and lawful attorney-in-fact and agents with full and several power of substitution, for him or her and his or her name, place and stead, in any and all capacities, to sign any and all amendments (including post-effective amendments) to this Registration Statement, and to file the same, with all exhibits thereto, and all documents in connection therewith, with the Securities and Exchange Commission, granting unto said attorneys-in-fact and agents, and each of them full power and authority to do and perform each and every act and thing requisite and necessary to be done in and about the premises, as fully to all intents and purposes as he or she might or could do in person, hereby ratifying and confirming all that said attorney-in-fact and agents or any of them, or their substitutes, may lawfully do or cause to be done.

Pursuant to the requirements of the Securities Act, this registration statement has been signed by the following persons in the capacities and on the dates indicated:

<b>Signature</b>	<b>Capacity</b>	<b>Date</b>
<u>/s/ David Crane</u> David Crane	President, Chief Executive Officer, and Director of NRG Energy, Inc. (principal executive officer)	February 13, 2009
<u>/s/ Clint C. Freeland</u> Clint C. Freeland	Senior Vice President and Chief Financial Officer of NRG Energy, Inc. (principal financial officer)	February 13, 2009
<u>/s/ James J. Ingoldsby</u> James J. Ingoldsby	Vice President, Chief Accounting Officer of NRG Energy, Inc. (principal accounting officer)	February 13, 2009

NRG TEXAS LLC

By: /s/ Christopher S. Sotos

Sole Member

Christopher S. Sotos  
Vice President and Treasurer

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**SIGNATURES**

Pursuant to the requirements of the Securities Act, NRG West Coast LLC certifies that it has reasonable grounds to believe that it meets all of the requirements for filing on Form S-3 and has duly caused this registration statement to be signed on its behalf by the undersigned, thereunto duly authorized, in the City of Princeton, State of New Jersey, on February 13, 2009.

NRG WEST COAST LLC

/s/ Christopher S. Sotos

Christopher S. Sotos

Treasurer

**POWER OF ATTORNEY**

KNOW BY ALL PERSONS BY THESE PRESENTS, that each person whose signature appears below constitutes and appoints jointly and severally David Crane, J. Andrew Murphy and Tanuja M. Dehne, and each of them, his or her true and lawful attorney-in-fact and agents with full and several power of substitution, for him or her and his or her name, place and stead, in any and all capacities, to sign any and all amendments (including post-effective amendments) to this Registration Statement, and to file the same, with all exhibits thereto, and all documents in connection therewith, with the Securities and Exchange Commission, granting unto said attorneys-in-fact and agents, and each of them full power and authority to do and perform each and every act and thing requisite and necessary to be done in and about the premises, as fully to all intents and purposes as he or she might or could do in person, hereby ratifying and confirming all that said attorney-in-fact and agents or any of them, or their substitutes, may lawfully do or cause to be done.

Pursuant to the requirements of the Securities Act, this registration statement has been signed by the following persons in the capacities and on the dates indicated:

<b>Signature</b>	<b>Capacity</b>	<b>Date</b>
<u>/s/ David Crane</u> David Crane	President, Chief Executive Officer, and Director of NRG Energy, Inc. (principal executive officer)	February 13, 2009
<u>/s/ Clint C. Freeland</u> Clint C. Freeland	Senior Vice President and Chief Financial Officer of NRG Energy, Inc. (principal financial officer)	February 13, 2009
<u>/s/ James J. Ingoldsby</u> James J. Ingoldsby	Vice President, Chief Accounting Officer of NRG Energy, Inc. (principal accounting officer)	February 13, 2009
NRG ENERGY, INC.		
By: <u>/s/ Christopher S. Sotos</u> Christopher S. Sotos <i>Vice President and Treasurer</i>	Sole Member	February 13, 2009

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**SIGNATURES**

Pursuant to the requirements of the Securities Act, NRG Western Affiliate Services Inc. certifies that it has reasonable grounds to believe that it meets all of the requirements for filing on Form S-3 and has duly caused this registration statement to be signed on its behalf by the undersigned, thereunto duly authorized, in the City of Princeton, State of New Jersey, on February 13, 2009.

NRG WESTERN AFFILIATE SERVICES INC.

/s/ Christopher S. Sotos

Christopher S. Sotos

Treasurer

**POWER OF ATTORNEY**

KNOW BY ALL PERSONS BY THESE PRESENTS, that each person whose signature appears below constitutes and appoints jointly and severally David Crane, J. Andrew Murphy and Tanuja M. Dehne, and each of them, his or her true and lawful attorney-in-fact and agents with full and several power of substitution, for him or her and his or her name, place and stead, in any and all capacities, to sign any and all amendments (including post-effective amendments) to this Registration Statement, and to file the same, with all exhibits thereto, and all documents in connection therewith, with the Securities and Exchange Commission, granting unto said attorneys-in-fact and agents, and each of them full power and authority to do and perform each and every act and thing requisite and necessary to be done in and about the premises, as fully to all intents and purposes as he or she might or could do in person, hereby ratifying and confirming all that said attorney-in-fact and agents or any of them, or their substitutes, may lawfully do or cause to be done.

Pursuant to the requirements of the Securities Act, this registration statement has been signed by the following persons in the capacities and on the dates indicated:

<b>Signature</b>	<b>Capacity</b>	<b>Date</b>
<u>/s/ David Crane</u> David Crane	President, Chief Executive Officer, and Director of NRG Energy, Inc. (principal executive officer)	February 13, 2009
<u>/s/ Clint C. Freeland</u> Clint C. Freeland	Senior Vice President and Chief Financial Officer of NRG Energy, Inc. (principal financial officer)	February 13, 2009
<u>/s/ James J. Ingoldsby</u> James J. Ingoldsby	Vice President, Chief Accounting Officer of NRG Energy, Inc. (principal accounting officer)	February 13, 2009
<u>/s/ Jill E. Nangeroni</u> Jill E. Nangeroni	Sole Director	February 13, 2009

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**SIGNATURES**

Pursuant to the requirements of the Securities Act, Oswego Harbor Power LLC certifies that it has reasonable grounds to believe that it meets all of the requirements for filing on Form S-3 and has duly caused this registration statement to be signed on its behalf by the undersigned, thereunto duly authorized, in the City of Princeton, State of New Jersey, on February 13, 2009.

OSWEGO HARBOR POWER LLC

/s/ Christopher S. Sotos

Christopher S. Sotos  
Treasurer

**POWER OF ATTORNEY**

KNOW BY ALL PERSONS BY THESE PRESENTS, that each person whose signature appears below constitutes and appoints jointly and severally David Crane, J. Andrew Murphy and Tanuja M. Dehne, and each of them, his or her true and lawful attorney-in-fact and agents with full and several power of substitution, for him or her and his or her name, place and stead, in any and all capacities, to sign any and all amendments (including post-effective amendments) to this Registration Statement, and to file the same, with all exhibits thereto, and all documents in connection therewith, with the Securities and Exchange Commission, granting unto said attorneys-in-fact and agents, and each of them full power and authority to do and perform each and every act and thing requisite and necessary to be done in and about the premises, as fully to all intents and purposes as he or she might or could do in person, hereby ratifying and confirming all that said attorney-in-fact and agents or any of them, or their substitutes, may lawfully do or cause to be done.

Pursuant to the requirements of the Securities Act, this registration statement has been signed by the following persons in the capacities and on the dates indicated:

<b>Signature</b>	<b>Capacity</b>	<b>Date</b>
<u>/s/ David Crane</u> David Crane	President, Chief Executive Officer, and Director of NRG Energy, Inc. (principal executive officer)	February 13, 2009
<u>/s/ Clint C. Freeland</u> Clint C. Freeland	Senior Vice President and Chief Financial Officer of NRG Energy, Inc. (principal financial officer)	February 13, 2009
<u>/s/ James J. Ingoldsby</u> James J. Ingoldsby	Vice President, Chief Accounting Officer of NRG Energy, Inc. (principal accounting officer)	February 13, 2009
NRG ENERGY, INC.	Sole Member	February 13, 2009

By: /s/ Christopher S. Sotos  
Christopher S. Sotos  
*Vice President and Treasurer*

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**SIGNATURES**

Pursuant to the requirements of the Securities Act, Padoma Wind Power, LLC certifies that it has reasonable grounds to believe that it meets all of the requirements for filing on Form S-3 and has duly caused this registration statement to be signed on its behalf by the undersigned, thereunto duly authorized, in the City of Princeton, State of New Jersey, on February 13, 2009.

PADOMA WIND POWER, LLC

/s/ Christopher S. Sotos

Christopher S. Sotos  
Treasurer

**POWER OF ATTORNEY**

KNOW BY ALL PERSONS BY THESE PRESENTS, that each person whose signature appears below constitutes and appoints jointly and severally David Crane, J. Andrew Murphy and Tanuja M. Dehne, and each of them, his or her true and lawful attorney-in-fact and agents with full and several power of substitution, for him or her and his or her name, place and stead, in any and all capacities, to sign any and all amendments (including post-effective amendments) to this Registration Statement, and to file the same, with all exhibits thereto, and all documents in connection therewith, with the Securities and Exchange Commission, granting unto said attorneys-in-fact and agents, and each of them full power and authority to do and perform each and every act and thing requisite and necessary to be done in and about the premises, as fully to all intents and purposes as he or she might or could do in person, hereby ratifying and confirming all that said attorney-in-fact and agents or any of them, or their substitutes, may lawfully do or cause to be done.

Pursuant to the requirements of the Securities Act, this registration statement has been signed by the following persons in the capacities and on the dates indicated:

<b>Signature</b>	<b>Capacity</b>	<b>Date</b>
<u>/s/ David Crane</u> David Crane	President, Chief Executive Officer, and Director of NRG Energy, Inc. (principal executive officer)	February 13, 2009
<u>/s/ Clint C. Freeland</u> Clint C. Freeland	Senior Vice President and Chief Financial Officer of NRG Energy, Inc. (principal financial officer)	February 13, 2009
<u>/s/ James J. Ingoldsby</u> James J. Ingoldsby	Vice President, Chief Accounting Officer of NRG Energy, Inc. (principal accounting officer)	February 13, 2009
NRG ENERGY, INC.	Sole Member	February 13, 2009

By: /s/ Christopher S. Sotos  
Christopher S. Sotos  
*Vice President and Treasurer*

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**SIGNATURES**

Pursuant to the requirements of the Securities Act, Saguaro Power LLC certifies that it has reasonable grounds to believe that it meets all of the requirements for filing on Form S-3 and has duly caused this registration statement to be signed on its behalf by the undersigned, thereunto duly authorized, in the City of Princeton, State of New Jersey, on February 13, 2009.

SAGUARO POWER LLC

/s/ Christopher S. Sotos

Christopher S. Sotos

Treasurer

**POWER OF ATTORNEY**

KNOW BY ALL PERSONS BY THESE PRESENTS, that each person whose signature appears below constitutes and appoints jointly and severally David Crane, J. Andrew Murphy and Tanuja M. Dehne, and each of them, his or her true and lawful attorney-in-fact and agents with full and several power of substitution, for him or her and his or her name, place and stead, in any and all capacities, to sign any and all amendments (including post-effective amendments) to this Registration Statement, and to file the same, with all exhibits thereto, and all documents in connection therewith, with the Securities and Exchange Commission, granting unto said attorneys-in-fact and agents, and each of them full power and authority to do and perform each and every act and thing requisite and necessary to be done in and about the premises, as fully to all intents and purposes as he or she might or could do in person, hereby ratifying and confirming all that said attorney-in-fact and agents or any of them, or their substitutes, may lawfully do or cause to be done.

Pursuant to the requirements of the Securities Act, this registration statement has been signed by the following persons in the capacities and on the dates indicated:

<b>Signature</b>	<b>Capacity</b>	<b>Date</b>
<u>/s/ David Crane</u> David Crane	President, Chief Executive Officer, and Director of NRG Energy, Inc. (principal executive officer)	February 13, 2009
<u>/s/ Clint C. Freeland</u> Clint C. Freeland	Senior Vice President and Chief Financial Officer of NRG Energy, Inc. (principal financial officer)	February 13, 2009
<u>/s/ James J. Ingoldsby</u> James J. Ingoldsby	Vice President, Chief Accounting Officer of NRG Energy, Inc. (principal accounting officer)	February 13, 2009
NRG WEST COAST LLC	Sole Member	February 13, 2009
By: <u>/s/ Christopher S. Sotos</u> Christopher S. Sotos Treasurer		

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[Table of Contents](#)

**SIGNATURES**

Pursuant to the requirements of the Securities Act, San Juan Mesa Wind Project II, LLC certifies that it has reasonable grounds to believe that it meets all of the requirements for filing on Form S-3 and has duly caused this registration statement to be signed on its behalf by the undersigned, thereunto duly authorized, in the City of Princeton, State of New Jersey, on February 13, 2009.

SAN JUAN MESA WIND PROJECT II, LLC

/s/ Christopher S. Sotos

Christopher S. Sotos  
Treasurer

**POWER OF ATTORNEY**

KNOW BY ALL PERSONS BY THESE PRESENTS, that each person whose signature appears below constitutes and appoints jointly and severally David Crane, J. Andrew Murphy and Tanuja M. Dehne, and each of them, his or her true and lawful attorney-in-fact and agents with full and several power of substitution, for him or her and his or her name, place and stead, in any and all capacities, to sign any and all amendments (including post-effective amendments) to this Registration Statement, and to file the same, with all exhibits thereto, and all documents in connection therewith, with the Securities and Exchange Commission, granting unto said attorneys-in-fact and agents, and each of them full power and authority to do and perform each and every act and thing requisite and necessary to be done in and about the premises, as fully to all intents and purposes as he or she might or could do in person, hereby ratifying and confirming all that said attorney-in-fact and agents or any of them, or their substitutes, may lawfully do or cause to be done.

Pursuant to the requirements of the Securities Act, this registration statement has been signed by the following persons in the capacities and on the dates indicated:

<b>Signature</b>	<b>Capacity</b>	<b>Date</b>
<u>/s/ David Crane</u> David Crane	President, Chief Executive Officer, and Director of NRG Energy, Inc. (principal executive officer)	February 13, 2009
<u>/s/ Clint C. Freeland</u> Clint C. Freeland	Senior Vice President and Chief Financial Officer of NRG Energy, Inc. (principal financial officer)	February 13, 2009
<u>/s/ James J. Ingoldsby</u> James J. Ingoldsby	Vice President, Chief Accounting Officer of NRG Energy, Inc. (principal accounting officer)	February 13, 2009
PADOMA WIND POWER, LLC	Sole Member	February 13, 2009
By: <u>/s/ Christopher S. Sotos</u> Christopher S. Sotos Treasurer		

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[Table of Contents](#)

**SIGNATURES**

Pursuant to the requirements of the Securities Act, Somerset Operations Inc. certifies that it has reasonable grounds to believe that it meets all of the requirements for filing on Form S-3 and has duly caused this registration statement to be signed on its behalf by the undersigned, thereunto duly authorized, in the City of Princeton, State of New Jersey, on February 13, 2009.

SOMERSET OPERATIONS INC.

/s/ Christopher S. Sotos

Christopher S. Sotos  
Treasurer

**POWER OF ATTORNEY**

KNOW BY ALL PERSONS BY THESE PRESENTS, that each person whose signature appears below constitutes and appoints jointly and severally David Crane, J. Andrew Murphy and Tanuja M. Dehne, and each of them, his or her true and lawful attorney-in-fact and agents with full and several power of substitution, for him or her and his or her name, place and stead, in any and all capacities, to sign any and all amendments (including post-effective amendments) to this Registration Statement, and to file the same, with all exhibits thereto, and all documents in connection therewith, with the Securities and Exchange Commission, granting unto said attorneys-in-fact and agents, and each of them full power and authority to do and perform each and every act and thing requisite and necessary to be done in and about the premises, as fully to all intents and purposes as he or she might or could do in person, hereby ratifying and confirming all that said attorney-in-fact and agents or any of them, or their substitutes, may lawfully do or cause to be done.

Pursuant to the requirements of the Securities Act, this registration statement has been signed by the following persons in the capacities and on the dates indicated:

<b>Signature</b>	<b>Capacity</b>	<b>Date</b>
<u>/s/ David Crane</u> David Crane	President, Chief Executive Officer, and Director of NRG Energy, Inc. (principal executive officer)	February 13, 2009
<u>/s/ Clint C. Freeland</u> Clint C. Freeland	Senior Vice President and Chief Financial Officer of NRG Energy, Inc. (principal financial officer)	February 13, 2009
<u>/s/ James J. Ingoldsby</u> James J. Ingoldsby	Vice President, Chief Accounting Officer of NRG Energy, Inc. (principal accounting officer)	February 13, 2009
<u>/s/ J. Andrew Murphy</u> J. Andrew Murphy	Sole Director	February 13, 2009

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**SIGNATURES**

Pursuant to the requirements of the Securities Act, Somerset Power LLC certifies that it has reasonable grounds to believe that it meets all of the requirements for filing on Form S-3 and has duly caused this registration statement to be signed on its behalf by the undersigned, thereunto duly authorized, in the City of Princeton, State of New Jersey, on February 13, 2009.

SOMERSET POWER LLC

/s/ Christopher S. Sotos

Christopher S. Sotos  
Treasurer

**POWER OF ATTORNEY**

KNOW BY ALL PERSONS BY THESE PRESENTS, that each person whose signature appears below constitutes and appoints jointly and severally David Crane, J. Andrew Murphy and Tanuja M. Dehne, and each of them, his or her true and lawful attorney-in-fact and agents with full and several power of substitution, for him or her and his or her name, place and stead, in any and all capacities, to sign any and all amendments (including post-effective amendments) to this Registration Statement, and to file the same, with all exhibits thereto, and all documents in connection therewith, with the Securities and Exchange Commission, granting unto said attorneys-in-fact and agents, and each of them full power and authority to do and perform each and every act and thing requisite and necessary to be done in and about the premises, as fully to all intents and purposes as he or she might or could do in person, hereby ratifying and confirming all that said attorney-in-fact and agents or any of them, or their substitutes, may lawfully do or cause to be done.

Pursuant to the requirements of the Securities Act, this registration statement has been signed by the following persons in the capacities and on the dates indicated:

<b>Signature</b>	<b>Capacity</b>	<b>Date</b>
<u>/s/ David Crane</u> David Crane	President, Chief Executive Officer, and Director of NRG Energy, Inc. (principal executive officer)	February 13, 2009
<u>/s/ Clint C. Freeland</u> Clint C. Freeland	Senior Vice President and Chief Financial Officer of NRG Energy, Inc. (principal financial officer)	February 13, 2009
<u>/s/ James J. Ingoldsby</u> James J. Ingoldsby	Vice President, Chief Accounting Officer of NRG Energy, Inc. (principal accounting officer)	February 13, 2009
NRG ENERGY, INC.	Sole Member	February 13, 2009

By: /s/ Christopher S. Sotos  
Christopher S. Sotos  
*Vice President and Treasurer*

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[Table of Contents](#)

**SIGNATURES**

Pursuant to the requirements of the Securities Act, Texas Genco Financing Corp. certifies that it has reasonable grounds to believe that it meets all of the requirements for filing on Form S-3 and has duly caused this registration statement to be signed on its behalf by the undersigned, thereunto duly authorized, in the City of Princeton, State of New Jersey, on February 13, 2009.

TEXAS GENCO FINANCING CORP.

/s/ Christopher S. Sotos

Christopher S. Sotos  
Vice President and Treasurer

**POWER OF ATTORNEY**

KNOW BY ALL PERSONS BY THESE PRESENTS, that each person whose signature appears below constitutes and appoints jointly and severally David Crane, J. Andrew Murphy and Tanuja M. Dehne, and each of them, his or her true and lawful attorney-in-fact and agents with full and several power of substitution, for him or her and his or her name, place and stead, in any and all capacities, to sign any and all amendments (including post-effective amendments) to this Registration Statement, and to file the same, with all exhibits thereto, and all documents in connection therewith, with the Securities and Exchange Commission, granting unto said attorneys-in-fact and agents, and each of them full power and authority to do and perform each and every act and thing requisite and necessary to be done in and about the premises, as fully to all intents and purposes as he or she might or could do in person, hereby ratifying and confirming all that said attorney-in-fact and agents or any of them, or their substitutes, may lawfully do or cause to be done.

Pursuant to the requirements of the Securities Act, this registration statement has been signed by the following persons in the capacities and on the dates indicated:

<b>Signature</b>	<b>Capacity</b>	<b>Date</b>
<u>/s/ David Crane</u> David Crane	President, Chief Executive Officer, and Director of NRG Energy, Inc. (principal executive officer)	February 13, 2009
<u>/s/ Clint C. Freeland</u> Clint C. Freeland	Senior Vice President and Chief Financial Officer of NRG Energy, Inc. (principal financial officer)	February 13, 2009
<u>/s/ James J. Ingoldsby</u> James J. Ingoldsby	Vice President, Chief Accounting Officer of NRG Energy, Inc. (principal accounting officer)	February 13, 2009
<u>/s/ Catherine Callaway</u> Catherine Callaway	Director	February 13, 2009

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[Table of Contents](#)

Signature	Capacity	Date
<u>/s/ Kevin T. Howell</u> Kevin T. Howell	Director	February 13, 2009

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**SIGNATURES**

Pursuant to the requirements of the Securities Act, Texas Genco GP, LLC certifies that it has reasonable grounds to believe that it meets all of the requirements for filing on Form S-3 and has duly caused this registration statement to be signed on its behalf by the undersigned, thereunto duly authorized, in the City of Princeton, State of New Jersey, on February 13, 2009.

TEXAS GENCO GP, LLC

/s/ Christopher S. Sotos

Christopher S. Sotos  
Vice President and Treasurer

**POWER OF ATTORNEY**

KNOW BY ALL PERSONS BY THESE PRESENTS, that each person whose signature appears below constitutes and appoints jointly and severally David Crane, J. Andrew Murphy and Tanuja M. Dehne, and each of them, his or her true and lawful attorney-in-fact and agents with full and several power of substitution, for him or her and his or her name, place and stead, in any and all capacities, to sign any and all amendments (including post-effective amendments) to this Registration Statement, and to file the same, with all exhibits thereto, and all documents in connection therewith, with the Securities and Exchange Commission, granting unto said attorneys-in-fact and agents, and each of them full power and authority to do and perform each and every act and thing requisite and necessary to be done in and about the premises, as fully to all intents and purposes as he or she might or could do in person, hereby ratifying and confirming all that said attorney-in-fact and agents or any of them, or their substitutes, may lawfully do or cause to be done.

Pursuant to the requirements of the Securities Act, this registration statement has been signed by the following persons in the capacities and on the dates indicated:

<b>Signature</b>	<b>Capacity</b>	<b>Date</b>
<u>/s/ David Crane</u> David Crane	President, Chief Executive Officer, and Director of NRG Energy, Inc. (principal executive officer)	February 13, 2009
<u>/s/ Clint C. Freeland</u> Clint C. Freeland	Senior Vice President and Chief Financial Officer of NRG Energy, Inc. (principal financial officer)	February 13, 2009
<u>/s/ James J. Ingoldsby</u> James J. Ingoldsby	Vice President, Chief Accounting Officer of NRG Energy, Inc. (principal accounting officer)	February 13, 2009
TEXAS GENCO HOLDINGS, INC.	Sole Member	February 13, 2009

By: /s/ Christopher S. Sotos  
Christopher S. Sotos  
Vice President and Treasurer

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[Table of Contents](#)

**SIGNATURES**

Pursuant to the requirements of the Securities Act, Texas Genco Holdings, Inc. certifies that it has reasonable grounds to believe that it meets all of the requirements for filing on Form S-3 and has duly caused this registration statement to be signed on its behalf by the undersigned, thereunto duly authorized, in the City of Princeton, State of New Jersey, on February 13, 2009.

TEXAS GENCO HOLDINGS, INC.

/s/ Christopher S. Sotos

Christopher S. Sotos  
Vice President and Treasurer

**POWER OF ATTORNEY**

KNOW BY ALL PERSONS BY THESE PRESENTS, that each person whose signature appears below constitutes and appoints jointly and severally David Crane, J. Andrew Murphy and Tanuja M. Dehne, and each of them, his or her true and lawful attorney-in-fact and agents with full and several power of substitution, for him or her and his or her name, place and stead, in any and all capacities, to sign any and all amendments (including post-effective amendments) to this Registration Statement, and to file the same, with all exhibits thereto, and all documents in connection therewith, with the Securities and Exchange Commission, granting unto said attorneys-in-fact and agents, and each of them full power and authority to do and perform each and every act and thing requisite and necessary to be done in and about the premises, as fully to all intents and purposes as he or she might or could do in person, hereby ratifying and confirming all that said attorney-in-fact and agents or any of them, or their substitutes, may lawfully do or cause to be done.

Pursuant to the requirements of the Securities Act, this registration statement has been signed by the following persons in the capacities and on the dates indicated:

<b>Signature</b>	<b>Capacity</b>	<b>Date</b>
<u>/s/ David Crane</u> David Crane	President, Chief Executive Officer, and Director of NRG Energy, Inc. (principal executive officer)	February 13, 2009
<u>/s/ Clint C. Freeland</u> Clint C. Freeland	Senior Vice President and Chief Financial Officer of NRG Energy, Inc. (principal financial officer)	February 13, 2009
<u>/s/ James J. Ingoldsby</u> James J. Ingoldsby	Vice President, Chief Accounting Officer of NRG Energy, Inc. (principal accounting officer)	February 13, 2009
<u>/s/ Catherine Callaway</u> Catherine Callaway	Sole Director	February 13, 2009

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**SIGNATURES**

Pursuant to the requirements of the Securities Act, Texas Genco LP, LLC certifies that it has reasonable grounds to believe that it meets all of the requirements for filing on Form S-3 and has duly caused this registration statement to be signed on its behalf by the undersigned, thereunto duly authorized, in the City of Princeton, State of New Jersey, on February 13, 2009.

TEXAS GENCO LP, LLC

/s/ Christopher S. Sotos

Christopher S. Sotos

Management Committee Member

**POWER OF ATTORNEY**

KNOW BY ALL PERSONS BY THESE PRESENTS, that each person whose signature appears below constitutes and appoints jointly and severally David Crane, J. Andrew Murphy and Tanuja M. Dehne, and each of them, his or her true and lawful attorney-in-fact and agents with full and several power of substitution, for him or her and his or her name, place and stead, in any and all capacities, to sign any and all amendments (including post-effective amendments) to this Registration Statement, and to file the same, with all exhibits thereto, and all documents in connection therewith, with the Securities and Exchange Commission, granting unto said attorneys-in-fact and agents, and each of them full power and authority to do and perform each and every act and thing requisite and necessary to be done in and about the premises, as fully to all intents and purposes as he or she might or could do in person, hereby ratifying and confirming all that said attorney-in-fact and agents or any of them, or their substitutes, may lawfully do or cause to be done.

Pursuant to the requirements of the Securities Act, this registration statement has been signed by the following persons in the capacities and on the dates indicated:

<b>Signature</b>	<b>Capacity</b>	<b>Date</b>
<u>/s/ David Crane</u> David Crane	President, Chief Executive Officer, and Director of NRG Energy, Inc. (principal executive officer)	February 13, 2009
<u>/s/ Clint C. Freeland</u> Clint C. Freeland	Senior Vice President and Chief Financial Officer of NRG Energy, Inc. (principal financial officer)	February 13, 2009
<u>/s/ James J. Ingoldsby</u> James J. Ingoldsby	Vice President, Chief Accounting Officer of NRG Energy, Inc. (principal accounting officer)	February 13, 2009
TEXAS GENCO HOLDINGS, INC.	Sole Member	February 13, 2009

By: /s/ Christopher S. Sotos  
Christopher S. Sotos  
*Vice President and Treasurer*

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**SIGNATURES**

Pursuant to the requirements of the Securities Act, Texas Genco Operating Services, LLC certifies that it has reasonable grounds to believe that it meets all of the requirements for filing on Form S-3 and has duly caused this registration statement to be signed on its behalf by the undersigned, thereunto duly authorized, in the City of Princeton, State of New Jersey, on February 13, 2009.

TEXAS GENCO OPERATING  
SERVICES, LLC

/s/ Christopher S. Sotos  
Christopher S. Sotos  
Vice President and Treasurer

**POWER OF ATTORNEY**

KNOW BY ALL PERSONS BY THESE PRESENTS, that each person whose signature appears below constitutes and appoints jointly and severally David Crane, J. Andrew Murphy and Tanuja M. Dehne, and each of them, his or her true and lawful attorney-in-fact and agents with full and several power of substitution, for him or her and his or her name, place and stead, in any and all capacities, to sign any and all amendments (including post-effective amendments) to this Registration Statement, and to file the same, with all exhibits thereto, and all documents in connection therewith, with the Securities and Exchange Commission, granting unto said attorneys-in-fact and agents, and each of them full power and authority to do and perform each and every act and thing requisite and necessary to be done in and about the premises, as fully to all intents and purposes as he or she might or could do in person, hereby ratifying and confirming all that said attorney-in-fact and agents or any of them, or their substitutes, may lawfully do or cause to be done.

Pursuant to the requirements of the Securities Act, this registration statement has been signed by the following persons in the capacities and on the dates indicated:

<b>Signature</b>	<b>Capacity</b>	<b>Date</b>
<u>/s/ David Crane</u> David Crane	President, Chief Executive Officer, and Director of NRG Energy, Inc. (principal executive officer)	February 13, 2009
<u>/s/ Clint C. Freeland</u> Clint C. Freeland	Senior Vice President and Chief Financial Officer of NRG Energy, Inc. (principal financial officer)	February 13, 2009
<u>/s/ James J. Ingoldsby</u> James J. Ingoldsby	Vice President, Chief Accounting Officer of NRG Energy, Inc. (principal accounting officer)	February 13, 2009
NRG TEXAS LLC	Sole Member	
By: <u>/s/ Christopher S. Sotos</u> Christopher S. Sotos Vice President and Treasurer		

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**SIGNATURES**

Pursuant to the requirements of the Securities Act, Texas Genco Services, LP certifies that it has reasonable grounds to believe that it meets all of the requirements for filing on Form S-3 and has duly caused this registration statement to be signed on its behalf by the undersigned, thereunto duly authorized, in the City of Princeton, State of New Jersey, on February 13, 2009.

TEXAS GENCO SERVICES, LP

By: NEW GENCO GP, LLC  
Its: Managing Partner

By: /s/ Christopher S. Sotos  
Name: Christopher S. Sotos  
Its: Vice President and Treasurer

**POWER OF ATTORNEY**

KNOW BY ALL PERSONS BY THESE PRESENTS, that each person whose signature appears below constitutes and appoints jointly and severally David Crane, J. Andrew Murphy and Tanuja M. Dehne, and each of them, his or her true and lawful attorney-in-fact and agents with full and several power of substitution, for him or her and his or her name, place and stead, in any and all capacities, to sign any and all amendments (including post-effective amendments) to this Registration Statement, and to file the same, with all exhibits thereto, and all documents in connection therewith, with the Securities and Exchange Commission, granting unto said attorneys-in-fact and agents, and each of them full power and authority to do and perform each and every act and thing requisite and necessary to be done in and about the premises, as fully to all intents and purposes as he or she might or could do in person, hereby ratifying and confirming all that said attorney-in-fact and agents or any of them, or their substitutes, may lawfully do or cause to be done.

Pursuant to the requirements of the Securities Act, this registration statement has been signed by the following persons in the capacities and on the dates indicated:

<b>Signature</b>	<b>Capacity</b>	<b>Date</b>
<u>/s/ David Crane</u> David Crane	President, Chief Executive Officer, and Director of NRG Energy, Inc. (principal executive officer)	February 13, 2009
<u>/s/ Clint C. Freeland</u> Clint C. Freeland	Senior Vice President and Chief Financial Officer of NRG Energy, Inc. (principal financial officer)	February 13, 2009
<u>/s/ James J. Ingoldsby</u> James J. Ingoldsby	Vice President, Chief Accounting Officer of NRG Energy, Inc. (principal accounting officer)	February 13, 2009
NEW GENCO GP, LLC	General Partner	February 13, 2009
By: <u>/s/ Christopher S. Sotos</u> Christopher S. Sotos <i>Vice President and Treasurer</i>		

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[Table of Contents](#)

NRG TEXAS LLC

Sole Member of General Partner

February 13, 2009

By: /s/ Christopher S. Sotos  
Christopher S. Sotos  
*Vice President and Treasurer*

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**SIGNATURES**

Pursuant to the requirements of the Securities Act, Vienna Operations, Inc. certifies that it has reasonable grounds to believe that it meets all of the requirements for filing on Form S-3 and has duly caused this registration statement to be signed on its behalf by the undersigned, thereunto duly authorized, in the City of Princeton, State of New Jersey, on February 13, 2009.

VIENNA OPERATIONS, INC.

/s/ Christopher S. Sotos

Christopher S. Sotos

Treasurer

**POWER OF ATTORNEY**

KNOW BY ALL PERSONS BY THESE PRESENTS, that each person whose signature appears below constitutes and appoints jointly and severally David Crane, J. Andrew Murphy and Tanuja M. Dehne, and each of them, his or her true and lawful attorney-in-fact and agents with full and several power of substitution, for him or her and his or her name, place and stead, in any and all capacities, to sign any and all amendments (including post-effective amendments) to this Registration Statement, and to file the same, with all exhibits thereto, and all documents in connection therewith, with the Securities and Exchange Commission, granting unto said attorneys-in-fact and agents, and each of them full power and authority to do and perform each and every act and thing requisite and necessary to be done in and about the premises, as fully to all intents and purposes as he or she might or could do in person, hereby ratifying and confirming all that said attorney-in-fact and agents or any of them, or their substitutes, may lawfully do or cause to be done.

Pursuant to the requirements of the Securities Act, this registration statement has been signed by the following persons in the capacities and on the dates indicated:

<b>Signature</b>	<b>Capacity</b>	<b>Date</b>
<u>/s/ David Crane</u> David Crane	President, Chief Executive Officer, and Director of NRG Energy, Inc. (principal executive officer)	February 13, 2009
<u>/s/ Clint C. Freeland</u> Clint C. Freeland	Senior Vice President and Chief Financial Officer of NRG Energy, Inc. (principal financial officer)	February 13, 2009
<u>/s/ James J. Ingoldsby</u> James J. Ingoldsby	Vice President, Chief Accounting Officer of NRG Energy, Inc. (principal accounting officer)	February 13, 2009
<u>/s/ J. Andrew Murphy</u> J. Andrew Murphy	Sole Director	February 13, 2009

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**SIGNATURES**

Pursuant to the requirements of the Securities Act, Vienna Power LLC certifies that it has reasonable grounds to believe that it meets all of the requirements for filing on Form S-3 and has duly caused this registration statement to be signed on its behalf by the undersigned, thereunto duly authorized, in the City of Princeton, State of New Jersey, on February 13, 2009.

VIENNA POWER LLC

/s/ Christopher S. Sotos

Christopher S. Sotos

Treasurer

**POWER OF ATTORNEY**

KNOW BY ALL PERSONS BY THESE PRESENTS, that each person whose signature appears below constitutes and appoints jointly and severally David Crane, J. Andrew Murphy and Tanuja M. Dehne, and each of them, his or her true and lawful attorney-in-fact and agents with full and several power of substitution, for him or her and his or her name, place and stead, in any and all capacities, to sign any and all amendments (including post-effective amendments) to this Registration Statement, and to file the same, with all exhibits thereto, and all documents in connection therewith, with the Securities and Exchange Commission, granting unto said attorneys-in-fact and agents, and each of them full power and authority to do and perform each and every act and thing requisite and necessary to be done in and about the premises, as fully to all intents and purposes as he or she might or could do in person, hereby ratifying and confirming all that said attorney-in-fact and agents or any of them, or their substitutes, may lawfully do or cause to be done.

Pursuant to the requirements of the Securities Act, this registration statement has been signed by the following persons in the capacities and on the dates indicated:

<b>Signature</b>	<b>Capacity</b>	<b>Date</b>
<u>/s/ David Crane</u> David Crane	President, Chief Executive Officer, and Director of NRG Energy, Inc. (principal executive officer)	February 13, 2009
<u>/s/ Clint C. Freeland</u> Clint C. Freeland	Senior Vice President and Chief Financial Officer of NRG Energy, Inc. (principal financial officer)	February 13, 2009
<u>/s/ James J. Ingoldsby</u> James J. Ingoldsby	Vice President, Chief Accounting Officer of NRG Energy, Inc. (principal accounting officer)	February 13, 2009
NRG ENERGY, INC.	Sole Member	February 13, 2009
By: <u>/s/ Christopher S. Sotos</u> Christopher S. Sotos <i>Vice President and Treasurer</i>		

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[Table of Contents](#)

**SIGNATURES**

Pursuant to the requirements of the Securities Act, WCP (Generation) Holdings LLC certifies that it has reasonable grounds to believe that it meets all of the requirements for filing on Form S-3 and has duly caused this registration statement to be signed on its behalf by the undersigned, thereunto duly authorized, in the City of Princeton, State of New Jersey, on February 13, 2009.

WCP (GENERATION) HOLDINGS LLC

/s/ Christopher S. Sotos

Christopher S. Sotos

Treasurer

**POWER OF ATTORNEY**

KNOW BY ALL PERSONS BY THESE PRESENTS, that each person whose signature appears below constitutes and appoints jointly and severally David Crane, J. Andrew Murphy and Tanuja M. Dehne, and each of them, his or her true and lawful attorney-in-fact and agents with full and several power of substitution, for him or her and his or her name, place and stead, in any and all capacities, to sign any and all amendments (including post-effective amendments) to this Registration Statement, and to file the same, with all exhibits thereto, and all documents in connection therewith, with the Securities and Exchange Commission, granting unto said attorneys-in-fact and agents, and each of them full power and authority to do and perform each and every act and thing requisite and necessary to be done in and about the premises, as fully to all intents and purposes as he or she might or could do in person, hereby ratifying and confirming all that said attorney-in-fact and agents or any of them, or their substitutes, may lawfully do or cause to be done.

Pursuant to the requirements of the Securities Act, this registration statement has been signed by the following persons in the capacities and on the dates indicated:

<b>Signature</b>	<b>Capacity</b>	<b>Date</b>
<u>/s/ David Crane</u> David Crane	President, Chief Executive Officer, and Director of NRG Energy, Inc. (principal executive officer)	February 13, 2009
<u>/s/ Clint C. Freeland</u> Clint C. Freeland	Senior Vice President and Chief Financial Officer of NRG Energy, Inc. (principal financial officer)	February 13, 2009
<u>/s/ James J. Ingoldsby</u> James J. Ingoldsby	Vice President, Chief Accounting Officer of NRG Energy, Inc. (principal accounting officer)	February 13, 2009
NRG WEST COAST LLC	Sole Member	February 13, 2009
By: <u>/s/ Christopher S. Sotos</u> Christopher S. Sotos Treasurer		

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**SIGNATURES**

Pursuant to the requirements of the Securities Act, West Coast Power LLC certifies that it has reasonable grounds to believe that it meets all of the requirements for filing on Form S-3 and has duly caused this registration statement to be signed on its behalf by the undersigned, thereunto duly authorized, in the City of Princeton, State of New Jersey, on February 13, 2009.

WEST COAST POWER LLC

/s/ Christopher S. Sotos

Christopher S. Sotos

Treasurer

**POWER OF ATTORNEY**

KNOW BY ALL PERSONS BY THESE PRESENTS, that each person whose signature appears below constitutes and appoints jointly and severally David Crane, J. Andrew Murphy and Tanuja M. Dehne, and each of them, his or her true and lawful attorney-in-fact and agents with full and several power of substitution, for him or her and his or her name, place and stead, in any and all capacities, to sign any and all amendments (including post-effective amendments) to this Registration Statement, and to file the same, with all exhibits thereto, and all documents in connection therewith, with the Securities and Exchange Commission, granting unto said attorneys-in-fact and agents, and each of them full power and authority to do and perform each and every act and thing requisite and necessary to be done in and about the premises, as fully to all intents and purposes as he or she might or could do in person, hereby ratifying and confirming all that said attorney-in-fact and agents or any of them, or their substitutes, may lawfully do or cause to be done.

Pursuant to the requirements of the Securities Act, this registration statement has been signed by the following persons in the capacities and on the dates indicated:

<b>Signature</b>	<b>Capacity</b>	<b>Date</b>
<u>/s/ David Crane</u> David Crane	President, Chief Executive Officer, and Director of NRG Energy, Inc. (principal executive officer)	February 13, 2009
<u>/s/ Clint C. Freeland</u> Clint C. Freeland	Senior Vice President and Chief Financial Officer of NRG Energy, Inc. (principal financial officer)	February 13, 2009
<u>/s/ James J. Ingoldsby</u> James J. Ingoldsby	Vice President, Chief Accounting Officer of NRG Energy, Inc. (principal accounting officer)	February 13, 2009
WCP (GENERATION) HOLDINGS LLC	Sole Member	February 13, 2009
By: <u>/s/ Christopher S. Sotos</u> Christopher S. Sotos Treasurer		

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**EXHIBIT INDEX**

<b>Exhibit No.</b>	<b>Description</b>
1.1	Form of Underwriting Agreement related to debt securities, preferred stock and common stock *
3.1	Amended and Restated Certificate of Incorporation ( incorporated by reference to NRG Energy, Inc.'s current report on Form 8-K filed on May 24, 2005).
3.2	Amended and Restated By-Laws (incorporated herein by reference to NRG Energy, Inc.'s annual report on Form 10-K filed on February 28, 2008).
4.1	Specimen of certificate representing common stock, par value \$0.01 per share (incorporated herein by reference to NRG Energy, Inc.'s quarterly report on Form 10-Q filed on August 4, 2006).
4.2	Specimen of certificate representing preferred stock, par value \$0.01 per share *
4.3	Indenture, dated February 2, 2006, among NRG Energy, Inc. and Law Debenture Trust Company of New York (incorporated herein by reference to NRG Energy, Inc.'s Form 8-A filed on January 27, 2006).
4.4	First Supplemental Indenture, dated February 2, 2006, among NRG Energy, Inc., the guarantors named therein and Law Debenture Trust Company of New York as Trustee, re: NRG Energy, Inc.'s 7.250% Senior Notes due 2014 (incorporated herein by reference to NRG Energy, Inc.'s current report on Form 8-K filed on February 6, 2006)
4.5	Second Supplemental Indenture, dated February 2, 2006, among NRG Energy, Inc., the guarantors named therein and Law Debenture Trust Company of New York as Trustee, re: NRG Energy, Inc.'s 7.375% Senior Notes due 2016 (incorporated herein by reference to NRG Energy, Inc.'s current report on Form 8-K filed on February 6, 2006)
4.6	Third Supplemental Indenture, dated March 14, 2006, among NRG, the existing guarantors named therein, the guaranteeing subsidiaries named therein and Law Debenture Trust Company of New York as Trustee, re: NRG Energy, Inc.'s 7.250% Senior Notes due 2014 (incorporated herein by reference to NRG Energy, Inc.'s current report on Form 8-K filed on March 16, 2006).
4.7	Fourth Supplemental Indenture, dated March 14, 2006, among NRG, the existing guarantors named therein, the guaranteeing subsidiaries named therein and Law Debenture Trust Company of New York as Trustee, re: NRG Energy, Inc.'s 7.375% Senior Notes due 2016 (incorporated herein by reference to NRG Energy, Inc.'s current report on Form 8-K filed on March 16, 2006).
4.8	Fifth Supplemental Indenture, dated April 28, 2006, among NRG, the existing guarantors named therein, the guaranteeing subsidiaries named therein and Law Debenture Trust Company of New York as Trustee, re: NRG Energy, Inc.'s 7.250% Senior Notes due 2014 (incorporated herein by reference to NRG Energy, Inc.'s current report on Form 8-K filed on May 3, 2006).
4.9	Sixth Supplemental Indenture, dated April 28, 2006, among NRG, the existing guarantors named therein, the guaranteeing subsidiaries named therein and Law Debenture Trust Company of New York as Trustee, re: NRG Energy, Inc.'s 7.375% Senior Notes due 2016 (incorporated herein by reference to NRG Energy, Inc.'s current report on Form 8-K filed on May 3, 2006).
4.10	Seventh Supplemental Indenture, dated November 13, 2006, among NRG Energy, Inc., the existing guarantors named therein, the guaranteeing subsidiaries named therein and Law Debenture Trust Company of New York as Trustee, re: NRG Energy, Inc.'s 7.250% Senior Notes due 2014 (incorporated herein by reference to NRG Energy, Inc.'s current report on Form 8-K filed on November 14, 2006).
4.11	Eighth Supplemental Indenture, dated November 13, 2006, among NRG Energy, Inc., the existing guarantors named therein, the guaranteeing subsidiaries named therein and Law Debenture Trust Company of New York as Trustee, re: NRG Energy, Inc.'s 7.375% Senior Notes due 2016 (incorporated herein by reference to NRG Energy, Inc.'s current report on Form 8-K filed on November 14, 2006).
4.12	Ninth Supplemental Indenture, dated November 13, 2006, among NRG Energy, Inc., the guarantors named therein and Law Debenture Trust Company of New York as Trustee, re: NRG Energy, Inc.'s 7.375% Senior Notes due 2017 (incorporated herein by reference to NRG Energy, Inc.'s current report on Form 8-K filed on November 27, 2006).
4.13	Tenth Supplemental Indenture, dated July 19, 2007, among NRG Energy, Inc., the guarantors named therein and Law Debenture Trust Company of New York as Trustee, re: NRG Energy, Inc.'s 7.250% Senior Notes due 2014 (incorporated herein by reference to NRG Energy, Inc.'s current report on Form 8-K filed on July 20, 2007).

## Table of Contents

<u>Exhibit No.</u>	<u>Description</u>
4.14	Eleventh Supplemental Indenture, dated July 19, 2007, among NRG Energy, Inc., the guarantors named therein and Law Debenture Trust Company of New York as Trustee, re: NRG Energy, Inc.'s 7.375% Senior Notes due 2016 (incorporated herein by reference to NRG Energy, Inc.'s current report on Form 8-K filed on July 20, 2007).
4.15	Twelfth Supplemental Indenture, dated July 19, 2007, among NRG Energy, Inc., the guarantors named therein and Law Debenture Trust Company of New York as Trustee, re: NRG Energy, Inc.'s 7.375% Senior Notes due 2017 (incorporated herein by reference to NRG Energy, Inc.'s current report on Form 8-K filed on July 20, 2007).
4.16	Thirteenth Supplemental Indenture, dated August 28, 2007, among NRG Energy, Inc., the guarantors named therein and Law Debenture Trust Company of New York as Trustee, re: NRG Energy, Inc.'s 7.250% Senior Notes due 2014 (incorporated herein by reference to NRG Energy, Inc.'s current report on Form 8-K filed on September 4, 2007).
4.17	Fourteenth Supplemental Indenture, dated August 28, 2007, among NRG Energy, Inc., the guarantors named therein and Law Debenture Trust Company of New York as Trustee, re: NRG Energy, Inc.'s 7.375% Senior Notes due 2016 (incorporated herein by reference to NRG Energy, Inc.'s current report on Form 8-K filed on September 4, 2007).
4.18	Fifteenth Supplemental Indenture, dated August 28, 2007, among NRG Energy, Inc., the guarantors named therein and Law Debenture Trust Company of New York as Trustee, re: NRG Energy, Inc.'s 7.375% Senior Notes due 2017 (incorporated herein by reference to NRG Energy, Inc.'s current report on Form 8-K filed on September 4, 2007).
4.19	Form of debt securities *
5.1	Opinion of Kirkland & Ellis LLP
12.1	Calculation of ratio of earnings to fixed charges.
12.2	Computation of ratio of earnings to fixed charges and preferred stock dividend requirements.
23.1	Consent of KPMG LLP
23.2	Consent of Kirkland & Ellis LLP (set forth in Exhibit 5.1)
24.1	Powers of attorney (included on the signature page of the Registration Statement)
25.1	Form T-1 Statement of Eligibility under the Trust Indenture Act of 1939 of Law Debenture Trust Company of New York, the trustee under the Indenture

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\* To be filed, if necessary, by a post effective amendment to the registration statement or as an exhibit to a document incorporated by reference herein.

KIRKLAND & ELLIS LLP  
AND AFFILIATED FIRM MEMBERS

200 East Randolph Drive  
Chicago, Illinois 60601

312 861-2000

www.kirkland.com

Facsimile:  
312 861-2200

February 13, 2009

NRG Energy, Inc.  
211 Carnegie Center  
Princeton, New Jersey 08540

Ladies and Gentlemen:

We are acting as special counsel to NRG Energy, Inc., a Delaware corporation (the "Company"), in connection with the preparation of the Registration Statement on Form S-3 (such Registration Statement, as amended or supplemented, is hereinafter referred to as the "Registration Statement") filed with the Securities and Exchange Commission (the "Commission") on or about February [•], 2009 under the Securities Act of 1933, as amended (the "Securities Act"), by the Company and certain of the Company's direct and indirect subsidiaries which are co-registrants thereto (the "Co-Registrants" and together with the Company, the "Registrants"). The Registration Statement relates to the issuance and sale from time to time, pursuant to Rule 415 of the General Rules and Regulations promulgated under the Securities Act, of an unspecified amount of the following securities: (i) shares of common stock, par value \$0.01 per share, of the Company (the "Common Stock"); (ii) one or more series of preferred stock, par value \$0.01 per share, of the Company (the "Preferred Stock"); (iii) one or more series of senior or subordinated debt securities of the Company, which may be guaranteed by one or more of the Company or the Co-Registrants (the "Debt Securities," and together with the Common Stock and Preferred Stock, the "Securities").

You have advised us that the Debt Securities will be issued under the indenture filed as an exhibit to the Registration Statement (as amended or supplemented from time to time, the "Indenture"), entered between the Company and Law Debenture Trust Company of New York, as trustee (together with any successor trustee, the "Trustee"), dated February 2, 2006.

In connection with the registration of the Securities, we have examined originals, or copies certified or otherwise identified to our satisfaction, of such documents, corporate records and other instruments as we have deemed necessary for the purposes of this opinion, including (i) the organizational documents of the Registrants, (ii) certain resolutions adopted by the Board of Directors of the Company relating to the registration of the Securities and related matters, (iii) the Registration Statement and the exhibits thereto, (iv) a specimen certificate evidencing the Common Stock, and (v) the Indenture.

London

Los Angeles

Munich

New York

San Francisco

Washington, D.C.

**KIRKLAND & ELLIS LLP**

NRG Energy, Inc.  
February 13, 2009  
Page 2

For purposes of this opinion, we have assumed the authenticity of all documents submitted to us as originals, the conformity to the originals of all documents submitted to us as copies and the authenticity of the originals of all documents submitted to us as copies. We have also assumed the legal capacity of all natural persons, the genuineness of the signatures of persons signing all documents in connection with which this opinion is rendered, the authority of such persons signing on behalf of the parties thereto other than the Registrants and the due authorization, execution and delivery of all documents by the parties thereto other than the Registrants. We have not independently established or verified any facts relevant to the opinions expressed herein, but have relied upon statements and representations of the officers and other representatives of the Registrants.

We have also assumed that:

- (i) the Registration Statement will have become effective and comply with all applicable laws;
  - (ii) the Registration Statement will be effective and will comply with all applicable laws at the time the Securities are offered or issued as contemplated by the Registration Statement;
  - (iii) a prospectus supplement or term sheet ("Prospectus Supplement") will have been prepared and filed with the Commission describing the Securities offered thereby and will comply with all applicable laws;
  - (iv) all Securities will be issued and sold in compliance with applicable federal and state securities laws and in the manner stated in the Registration Statement and the appropriate Prospectus Supplement;
  - (v) the Securities will be issued and sold in the form and containing the terms set forth in the Registration Statement, the appropriate Prospectus Supplement and the relevant Governing Document;
  - (vi) the Securities offered or issued as well as the terms of the Indenture, as executed and delivered, do not and will not violate any law applicable to applicable Registrant or result in a default under or breach of any agreement or instrument binding upon the applicable Registrant;
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**KIRKLAND & ELLIS LLP**

NRG Energy, Inc.  
February 13, 2009  
Page 3

(vii) the applicable Registrant will have obtained any legally required consents, approvals, authorizations and other orders of the Commission and any other regulatory authorities necessary to issue and sell the Securities being offered and to execute and deliver the Indenture;

(viii) the Securities offered or issued as well as the terms of the Indenture, as executed and delivered, comply with all requirements and restrictions, if any, applicable to the applicable Registrant, whether imposed by any court or governmental or regulatory body having jurisdiction over the applicable Registrant;

(ix) a definitive purchase, underwriting, or similar agreement (each, a "Purchase Agreement") with respect to any Securities offered or issued will have been duly authorized and validly executed and delivered by the Company and the other parties thereto; and

(x) any Securities issuable upon conversion, exchange, or exercise of any Security being offered or issued will be duly authorized, created, and, if appropriate, reserved for issuance upon such conversion, exchange, or exercise.

Based upon and subject to the foregoing qualifications, assumptions and limitations and the further limitations set forth below, we are of the opinion that:

(1) Debt Securities. When, as and if (i) the terms of any particular series of Debt Securities have been duly authorized and duly established in accordance with the Indenture and applicable law, (ii) the appropriate corporate or organizational action has been taken to authorize the form, terms, execution and delivery of such Debt Securities (and any required amendment or supplement to the Indenture), and (iii) the applicable Debt Securities have been duly executed, attested, issued and delivered by duly authorized officers against payment in accordance with such authorization, the Indenture, the applicable Purchase Agreement and applicable law and authenticated by the Trustee, such Debt Securities (including any Debt Securities duly executed and delivered upon the exchange or conversion of Debt Securities that are exchangeable or convertible into another series of Debt Securities) will constitute valid and binding obligations of the Company and, as applicable, any Co-Registrant delivering a guarantee, enforceable against the Company in accordance with their terms.

(2) Preferred Stock. With respect to the shares of any series of Preferred Stock (the "Offered Preferred Stock"), when, as and if (i) the Board of Directors, have taken all necessary corporate action, including the adoption of a Certificate of Designations to the Certificate of

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**KIRKLAND & ELLIS LLP**

NRG Energy, Inc.  
February 13, 2009  
Page 4

Incorporation for the Offered Preferred Stock (the "Certificate of Designation") in accordance with the applicable provisions of the Delaware General Corporation Law ("DGCL") and the filing of the Certificate of Designation with the Secretary of State of the State of Delaware has duly occurred; (ii) the terms of the Offered Preferred Stock and of their issuance and sale have been duly established in conformity with the Certificate of Incorporation as the Certificate of Incorporation exists at the time of issuance, including the Certificate of Designation relating to the Offered Preferred Stock, and the Bylaws of the Company, as the Bylaws exist at the time of issuance, so as not to violate any applicable law, the Certificate of Incorporation or the Bylaws or result in a default under or breach of any agreement or instrument binding upon the Company and so as to comply with any requirement or restriction imposed by any court or governmental body having jurisdiction over the Company; and (iii) certificates in the form required under the DGCL representing the shares of the Offered Preferred Stock are duly executed, countersigned, registered and delivered upon payment of the agreed-upon consideration therefor, such shares of the Offered Preferred Stock (including any Preferred Stock duly issued upon conversion, exchange or exercise of any Debt Securities or Preferred Stock), when issued or sold in accordance with the applicable Purchase Agreement or any other duly authorized, executed and delivered valid and binding purchase or agency agreement, will be duly authorized, validly issued, fully paid and nonassessable, provided that the consideration therefor is not less than \$0.01 per share of Preferred Stock.

(3) Common Stock. With respect to the shares of Common Stock (the "Offered Common Stock"), when, as and if (i) the terms of the Offered Common Stock and of their issuance and sale have been duly established in conformity with the Certificate of Incorporation as the Certificate of Incorporation exists at the time of issuance, and the Bylaws of the Company, as the Bylaws exist at the time of issuance, so as not to violate any applicable law, the Certificate of Incorporation or the Bylaws or result in a default under or breach of any agreement or instrument binding upon the Company and so as to comply with any requirement or restriction imposed by any court or governmental body having jurisdiction over the Company; and (ii) certificates in the form required under the DGCL representing the shares of the Offered Common Stock are duly executed, countersigned, registered and delivered upon payment of the agreed-upon consideration therefor, such shares of the Common Stock (including any Common Stock duly issued upon conversion, exchange or exercise of any Debt Securities or Preferred Stock), when issued or sold in accordance with the applicable underwriting agreement or any other duly authorized, executed and delivered valid and binding purchase or agency agreement, will be duly authorized, validly issued, fully paid and nonassessable, provided that the consideration therefor is not less than \$0.01 per share of Common Stock.

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**KIRKLAND & ELLIS LLP**

NRG Energy, Inc.  
February 13, 2009  
Page 5

Our opinion expressed above is subject to the qualifications that we express no opinion as to the applicability of, compliance with, or effect of (i) any bankruptcy, insolvency, reorganization, fraudulent transfer, fraudulent conveyance, moratorium or other similar law affecting the enforcement of creditors' rights generally (including, without limitation, Sections 547 and 548 of the United States Bankruptcy Code and Article 10 of the New York Debtor and Creditor Law), (ii) general principles of equity (regardless of whether enforcement is considered in a proceeding in equity or at law), (iii) public policy considerations which may limit the rights of parties to obtain certain remedies, and (iv) any laws except the federal securities laws of the United States, the laws of the State of New York and the General Corporation Law of the State of Delaware, including the applicable provisions of the Delaware constitution and reported judicial decisions interpreting these laws.

We express no opinion with respect to the enforceability of (i) consents to, or restrictions upon, judicial relief or jurisdiction or venue; (ii) waivers of rights or defenses with respect to stay, extension or usury laws; (iii) advance waivers of claims, defenses, rights granted by law, or notice, opportunity for hearing, evidentiary requirements, statutes of limitation, trial by jury or at law, or other procedural rights; (iv) waivers of broadly or vaguely stated rights; (v) provisions for exclusivity, election or cumulation of rights or remedies; (vi) provisions authorizing or validating conclusive or discretionary determinations; (vii) grants of setoff rights; (viii) provisions to the effect that a guarantor is liable as a primary obligor, and not as a surety; (ix) provisions for the payment of attorneys' fees where such payment is contrary to law or public policy; (x) proxies, powers and trusts; (xi) restrictions upon non-written modifications and waivers; (xii) provisions prohibiting, restricting, or requiring consent to assignment or transfer of any right or property; (xiii) any provision to the extent it requires any party to indemnify any other person against loss in obtaining the currency due following a court judgment in another currency; and (xiv) provisions for liquidated damages, default interest, late charges, monetary penalties, make-whole premiums or other economic remedies to the extent such provisions are deemed to constitute a penalty. In addition, we express no opinion with respect to (i) whether acceleration of the Debt Securities may affect the collectibility of that portion of the stated principal amount thereof that might be determined to constitute unearned interest thereon, (ii) compliance with laws relating to permissible rates of interest or (iii) the creation, validity, perfection or priority of any security interest or lien.

To the extent that the obligations of a Registrant under the Indenture may be dependent on such matters, we assume for purposes of this opinion that the Trustee is duly organized, validly existing and in good standing under the laws of its jurisdiction of organization; that the Trustee is duly qualified to engage in the activities contemplated by the Indenture; that the

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**KIRKLAND & ELLIS LLP**

NRG Energy, Inc.  
February 13, 2009  
Page 6

Indenture has been duly authorized, executed and delivered by the Trustee and constitutes the legally valid and binding obligations of such Trustee, enforceable against such Trustee in accordance with its terms; that the Trustee is in compliance, generally and with respect to acting as trustee, under the Indenture, with all applicable laws and regulations; and that the Trustee has the requisite organizational and legal power and authority to perform its obligations under the Indenture.

We hereby consent to the filing of this opinion with the Commission as Exhibit 5.1 to the Registration Statement. We also consent to the reference to our firm under the heading "Legal Matters" in the Registration Statement. In giving this consent, we do not thereby admit that we are in the category of persons whose consent is required under Section 7 of the Securities Act or the rules and regulations of the Commission.

We do not find it necessary for the purposes of this opinion, and accordingly we do not purport to cover herein, the application of the securities or "Blue Sky" laws of the various states to the sale of the Securities.

This opinion is limited to the specific issues addressed herein, and no opinion may be inferred or implied beyond that expressly stated herein. We assume no obligation to revise or supplement this opinion should the present federal securities laws, laws of the State of New York or the General Corporation Law of the State of Delaware be changed by legislative action, judicial decision or otherwise.

This opinion is furnished to you in connection with the filing of the Registration Statement, and is not to be used, circulated, quoted or otherwise relied upon for any other purpose.

Sincerely,

/s/ Kirkland & Ellis LLP  
Kirkland & Ellis LLP

**NRG Energy, Inc.**  
**Calculation of Ratio of Earnings to Fixed Charges**

	For the Year Ended December 31,				
	2008	2007	2006	2005	2004
	(In millions except ratio)				
<b>Earnings:</b>					
Income from continuing operations before income tax	\$ 1,729	\$ 946	\$ 865	\$ 110	\$ 232
Minority interest in earnings	(1)	—	—	—	—
<b>Less:</b>					
Undistributed equity in earning of unconsolidated affiliates	(44)	(33)	(33)	(8)	(1)
Capitalized interest	(45)	(11)	(5)	—	—
<b>Add:</b>					
Fixed charges	671	702	599	180	249
Amortization of capitalized interest	1	—	—	—	—
<b>Total Earnings:</b>	<u>\$ 2,311</u>	<u>\$ 1,604</u>	<u>\$ 1,426</u>	<u>\$ 282</u>	<u>\$ 480</u>
<b>Fixed Charges:</b>					
Interest expense	\$ 591	\$ 657	\$ 562	\$ 166	\$ 222
Interest capitalized	45	11	5	—	—
Amortization of debt issuance costs	22	26	22	6	9
Amortization of debt discount/(premiums)	7	6	6	5	14
Approximation of interest in rental expense	6	2	4	3	4
<b>Total Fixed Charges:</b>	<u>\$ 671</u>	<u>\$ 702</u>	<u>\$ 599</u>	<u>\$ 180</u>	<u>\$ 249</u>
<b>Ratio of Earnings to Combined Fixed Charges</b>	<u>3.44</u>	<u>2.28</u>	<u>2.38</u>	<u>1.57</u>	<u>1.93</u>

**NRG Energy, Inc.**  
**Calculation of Ratio of Earnings to Fixed Charges**  
**And Preferred Stock Dividend Requirements**

	For the Year Ended December 31,				
	2008	2007	2006	2005	2004
	(In millions except ratio)				
<b>Earnings:</b>					
Income from continuing operations before income tax	\$ 1,729	\$ 946	\$ 865	\$ 110	\$ 232
Minority interest in earnings	(1)	—	—	—	—
<b>Less:</b>					
Undistributed equity in earning of unconsolidated affiliates	(44)	(33)	(33)	(8)	(1)
Capitalized interest	(45)	(11)	(5)	—	—
Preference dividends — tax effected	(90)	(91)	(83)	(33)	(1)
<b>Add:</b>					
Fixed charges	761	793	682	213	250
Amortization of capitalized interest	1	—	—	—	—
<b>Total Earnings:</b>	<u>\$ 2,311</u>	<u>\$ 1,604</u>	<u>\$ 1,426</u>	<u>\$ 282</u>	<u>\$ 480</u>
<b>Fixed Charges:</b>					
Interest expense	\$ 591	\$ 657	\$ 562	\$ 166	\$ 222
Interest capitalized	45	11	5	—	—
Amortization of debt issuance costs	22	26	22	6	9
Amortization of debt discount/(premiums)	7	6	6	5	14
Approximation of interest in rental expense	6	2	4	3	4
Tax effect of preference dividends	90	91	83	33	1
<b>Total Fixed Charges:</b>	<u>\$ 761</u>	<u>\$ 793</u>	<u>\$ 682</u>	<u>\$ 213</u>	<u>\$ 250</u>
<b>Ratio of Earnings to Combined Fixed Charges and Preference Dividends</b>	<u>3.04</u>	<u>2.02</u>	<u>2.09</u>	<u>1.32</u>	<u>1.92</u>

The Board of Directors  
NRG Energy, Inc.:

We consent to the use of our reports dated February 12, 2009 with respect to the consolidated balance sheets of NRG Energy, Inc. as of December 31, 2008 and 2007, and the related consolidated statements of operations, consolidated statement of stockholders' equity and comprehensive income / (loss), and consolidated statements of cash flows, for each of the years in the three-year period ended December 31, 2008, and related financial statement schedule, and the effectiveness of internal control over financial reporting as of December 31, 2008 incorporated herein by reference and to the reference to our firm under the heading "Experts" in the prospectus.

Our report refers to the Company's adoption of Statement of Financial Accounting Standards (SFAS) No. 157, *Fair Value Measurements*, effective January 1, 2008; FASB Interpretation No. 48, *Accounting for Uncertainty in Income Taxes — an Interpretation of SFAS No. 109*, effective January 1, 2007; Emerging Issues Task Force Issue No. 04-6, *Accounting for Stripping Costs Incurred during Production in the Mining Industry*, and SFAS No. 123(R), *Share Based Payments*, and related interpretations effective January 1, 2006; and SFAS No 158, *Employers' Accounting for Defined Benefit Pension and Other Postretirement Plans — an amendment of SFAS No. 87, 88, 106 and 132(R)*, effective December 31, 2006.

(Signed) KPMG LLP

Philadelphia, PA  
February 12, 2009

SECURITIES AND EXCHANGE COMMISSION  
Washington, D.C. 20549

Form T-1

STATEMENT OF ELIGIBILITY UNDER THE TRUST INDENTURE ACT OF 1939 OF A  
CORPORATION DESIGNATED TO ACT AS TRUSTEE

CHECK IF AN APPLICATION TO DETERMINE ELIGIBILITY OF A  
TRUSTEE PURSUANT TO SECTION 305(b)(2) [ ]

LAW DEBENTURE TRUST COMPANY OF NEW YORK  
(Exact name of trustee as specified in its charter)

New York (Jurisdiction of incorporation or organization if not a U.S. national bank)	01-0622605 (I.R.S. Employer Identification Number)
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400 Madison Avenue, 4 <sup>th</sup> Floor, New York, New York (Address of principal executive offices)	10017 (Zip Code)
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Law Debenture Trust Company of New York, 400 Madison Avenue, 4th Floor  
New York, NY 10017, James D. Heaney, Managing Director, (212) 750-6474  
(Name, address and telephone number of agent for services)

NRG Energy, Inc.\*  
(Exact name of obligor as specified in its charter)

Delaware (State or other jurisdiction of incorporation or organization)	41-1724239 (I.R.S. Employer Identification No.)
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211 Carnegie Center Princeton, New Jersey (Address of principal executive offices)	08540 (Zip Code)
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Debt Securities  
(Title of the indenture securities)

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\* The co-obligors listed on the next pages are also included in this Form T-1 as additional obligors.

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Table of Additional Obligors

Name of Subsidiary	Jurisdiction of Formation	I.R.S. Employer Identification Number
Arthur Kill Power LLC	Delaware	41-1937649
Astoria Gas Turbine Power LLC	Delaware	41-1937470
Berrians I Gas Turbine Power LLC	Delaware	41-2008755
Big Cajun II Unit 4 LLC	Delaware	41-2018822
Cabrillo Power I LLC	Delaware	76-0595964
Cabrillo Power II LLC	Delaware	76-0595963
Chickahominy River Energy Corp.	Virginia	13-3469941
Commonwealth Atlantic Power LLC	Delaware	41-2013264
Conemaugh Power LLC	Delaware	41-1973743
Connecticut Jet Power LLC	Delaware	41-1949386
Devon Power LLC	Delaware	41-1949385
Dunkirk Power LLC	Delaware	41-1937466
Eastern Sierra Energy Company	California	33-0299028
El Segundo Power, LLC	Delaware	41-1893999
El Segundo Power II LLC	Delaware	76-0663675
GCP Funding Company LLC	Delaware	33-0334380
Hanover Energy Company	California	33-0334380
Hoffman Summit Wind Project LLC	California	20-5821818
Huntley IGCC LLC	Delaware	41-1937468
Huntley Power LLC	Delaware	41-1937468
Indian River IGCC LLC	Delaware	20-5080561
Indian River Operations Inc.	Delaware	41-1973349
Indian River Power LLC	Delaware	41-1973747
James River Power LLC	Delaware	41-2013263
Kaufman Cogen LP	Delaware	76-0606757
Keystone Power LLC	Delaware	41-1973744
Lake Erie Properties Inc.	Delaware	20-5821703
Louisiana Generating LLC	Delaware	41-1870498
Middletown Power LLC	Delaware	41-1949384
Montville IGCC LLC	Delaware	20-5080863
Montville Power LLC	Delaware	41-1949383
NEO Chester-Gen LLC	Delaware	41-1980236
NEO Corporation	Minnesota	41-1753235
NEO Freehold-Gen LLC	Delaware	41-1980237
NEO Power Services Inc.	Delaware	23-3043507
New Genco GP LLC	Delaware	02-0732611
Norwalk Power LLC	Delaware	41-1949381
NRG Affiliate Services Inc.	Delaware	41-1960764
NRG Arthur Kill Operations Inc.	Delaware	41-1939116
NRG Asia-Pacific Ltd.	Delaware	98-0138856
NRG Astoria Gas Turbine Operations Inc.	Delaware	41-1939115
NRG Bayou Cove LLC	Delaware	41-2016940
NRG Cabrillo Power Operations Inc.	Delaware	41-1938132
NRG Cadillac Operations Inc.	Delaware	41-1910726
NRG California Peaker Operations LLC	Delaware	20-0088453
NRG Cedar Bayou Development Company LLC	Delaware	26-0601018
NRG Connecticut Affiliate Services Inc.	Delaware	41-1952333
NRG Construction LLC	Delaware	26-0496159
NRG Devon Operations Inc.	Delaware	41-1950239
NRG Dunkirk Operations, Inc.	Delaware	41-1939114
NRG El Segundo Operations Inc.	Delaware	41-1929997
NRG Generation Holdings, Inc.	Delaware	20-1911335
NRG Huntley Operations Inc.	Delaware	41-1939118
NRG International LLC	Delaware	41-1744096

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<b>Name of Subsidiary</b>	<b>Jurisdiction of Formation</b>	<b>I.R.S. Employer Identification Number</b>
NRG Kaufman LLC	Delaware	74-2982419
NRG Mesquite LLC	Delaware	74-2982421
NRG MidAtlantic Affiliate Services Inc.	Delaware	41-1996587
NRG Middletown Operations Inc.	Delaware	41-1950236
NRG Montville Operations Inc.	Delaware	41-1950237
NRG New Jersey Energy Sales LLC	Delaware	03-0412726
NRG New Roads Holdings LLC	Delaware	41-1968966
NRG North Central Operations, Inc.	Delaware	41-2004025
NRG Northeast Affiliate Services Inc.	Delaware	41-1940300
NRG Norwalk Harbor Operations Inc.	Delaware	41-1950238
NRG Operating Services Inc.	Delaware	41-1744095
NRG Oswego Harbor Power Operations Inc.	Delaware	41-1939117
NRG Power Marketing LLC	Delaware	41-1910737
NRG Rocky Road LLC	Delaware	41-1959448
NRG Saguario Operations Inc.	Delaware	41-2013262
NRG South Central Affiliate Services Inc.	Delaware	41-1996193
NRG South Central Generating LLC	Delaware	41-1963217
NRG South Central Operations Inc.	Delaware	41-2002465
NRG South Texas LP	Texas	30-0083668
NRG Texas LLC	Delaware	20-1504355
NRG Texas Power LLC	Delaware	34-2019301
NRG West Coast LLC	Delaware	41-1942517
NRG Western Affiliate Services Inc.	Delaware	41-1949168
Oswego Harbor Power LLC	Delaware	41-1937465
Padoma Wind Power, LLC	California	33-0973091
Saguaro Power LLC	Delaware	41-2013654
San Juan Mesa Wind Project II, LLC	Delaware	20-3994621
Somerset Operations Inc.	Delaware	41-1923722
Somerset Power LLC	Delaware	41-1924606
Texas Genco Financing Corp.	Delaware	27-0110393
Texas Genco GP, LLC	Texas	75-3013803
Texas Genco Holdings, Inc.	Texas	76-0695920
Texas Genco LP, LLC	Delaware	30-0381697
Texas Genco Operating Services, LLC	Delaware	75-3172707
Texas Genco Services, LP	Texas	38-3694336
Vienna Operations, Inc.	Delaware	41-1973351
Vienna Power LLC	Delaware	41-1973745
WCP (Generation) Holdings LLC	Delaware	74-2922374
West Coast Power LLC	Delaware	36-4301246

\* The address for each of the obligors is c/o NRG Energy, Inc. 211 Carnegie Center Princeton, NJ 08540.

**Item 1. General information.**

**Furnish the following information as to the trustee-**

- a. Name and address of each examining or supervising authority to which it is subject.**

Name	Address
Superintendent of Banks of the State of New York	2 Rector Street, New York, NY 10006, and Albany, NY 12203

- b. Whether it is authorized to exercise corporate trust powers.**

Yes

**Item 2. Affiliations with the obligor.**

**If the obligor is an affiliate of the trustee, describe each such affiliation.**

None.

**Items 3-14.**

No responses are included for Items 3-14 of this Form T-1 because the obligor is not in default as provide under Item 13.

**Item 15. Foreign Trustee.**

Not applicable.

**Item 16. List of exhibits.**

**List below all exhibits filed as a part of this statement of eligibility.**

1. A copy of the articles of association of the trustee as now in effect. (see Exhibit 1 to Form T-1 filed in connection with Registration Statement No. 333-133414, which is incorporated by reference).
  2. A copy of the certificate of authority of the trustee to commence business, if not contained in the articles of association. (see Exhibit 2 to Form T-1 filed in connection with Registration Statement No. 333-133414, which is incorporated by reference).
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3. A copy of the existing bylaws of the trustee, or instruments corresponding thereto. ( see Exhibit 3 to Form T-1 filed in connection with Registration Statement No. 333-133414, which is incorporated by reference).
4. The consents of the Trustee required by Section 321(b) of the Act. (see Exhibit 4 to Form T-1 filed in connection with Registration Statement 333-133414, which is incorporated by reference).
5. A copy of the latest report of condition of the trustee published pursuant to law or the requirements of its supervising or examining authority.

**SIGNATURE**

Pursuant to the requirements of the Trust Indenture Act of 1939 the trustee, Law Debenture Trust Company of New York, a trust company organized and existing under the laws of New York, has duly caused this statement of eligibility to be signed on its behalf by the undersigned, thereunto duly authorized, all in the City of New York, and State of New York, on the 11th day of February, 2009.

Law Debenture Trust Company of New York  
(Trustee)

By: /s/ James D. Heaney  
James D. Heaney  
Managing Director

Exhibit 5

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**Consolidated Report of Condition (attached as Exhibit A hereto) of**

**LAW DEBENTURE TRUST COMPANY OF NEW YORK**

of 767 Third Avenue, New York, NY 10017,

a limited purpose trust company ("LDTC-NY") and U.S. subsidiary of Law Debenture Corporation plc, London, England ("Law Debenture"), at the close of business December 31, 2008, published with the Federal Financial Institutions Examination Council/Board of Governors of the Federal Reserve System, and in accordance with Chapter 2 of the Consolidated Laws of the State of New York Banking Department license granted on May 8, 2002.

Subsequent to this Consolidated Report of Condition dated December 31, 2008, a Guarantee and Keep Well Agreement (attached as Exhibit B hereto) was executed by subsidiaries of Law Debenture, to effect capitalization of LDTC-NY in the total aggregate amount of \$50,000,000, on July 12, 2002.

I, Kenneth Portera, Chief Executive Officer and Director of Law Debenture Trust Company of New York do hereby declare that this Report of Condition has been prepared in conformance with instructions issued by the Board of Governors of the Federal Reserve System and is true to the best of my knowledge and belief.

IN WITNESS WHEREOF, I have executed this certificate the 11th day of February, 2009.

/S/ Kenneth Portera

Kenneth Portera

Chief Executive Officer and Director Law Debenture Trust  
Company of New York

I, James D. Heaney, Managing Director of Law Debenture Trust Company of New York, do hereby attest that the signature set forth above is the true and genuine signature of Kenneth Portera, Chief Executive Officer of Law Debenture Trust Company of New York.

Attested by: /S/ James D. Heaney

Its: Managing Director

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**Consolidated Report of Condition for Insured Commercial  
and State-Chartered Savings Banks for December 31, 2008**

All schedules are to be reported in thousands of dollars. Unless otherwise indicated, report the amount outstanding as of the last business day of the quarter.

**Schedule RC—Balance Sheet**

	Dollar Amounts in Thousands	RCON	Bil	Mil	Thou
<b>ASSETS</b>					
1. Cash and balances due from depository institutions (from Schedule RC-A):					
a. Noninterest-bearing balances and currency and coin <sup>1</sup>		0081		267	1.a.
b. Interest-bearing balances <sup>2</sup>		0071		4	500
2. Securities:					
a. Held-to-maturity securities (from Schedule RC-B, column A)		1754			2.a.
b. Available-for-sale securities (from Schedule RC-B, column D)		1773			2.b.
3. Federal funds sold and securities purchased under agreements to resell:					
a. Federal funds sold		B987			3.a.
b. Securities purchased under agreements to resell <sup>3</sup>		B989			3.b.
4. Loans and lease financing receivables (from Schedule RC-C):					
a. Loans and leases held for sale		5369			4.a.
b. Loans and leases, net of unearned income		B528			4.b.
c. LESS: Allowance for loan and lease losses		3123			4.c.
d. Loans and leases, net of unearned income and allowance (item 4.b minus 4.c)		B529			4.d.
5. Trading assets (from Schedule RC-D)		3545			5.
6. Premises and fixed assets (including capitalized leases)		2145		1	6.
7. Other real estate owned (from Schedule RC-M)		2150			7.
8. Investments in unconsolidated subsidiaries and associated companies (from Schedule RC-M)		2130			8.
9. Not applicable					
10. Intangible assets					
a. Goodwill		3163			10.a.
b. Other intangible assets (from Schedule RC-M)		0426			10.b.
11. Other assets (from Schedule RC-F)		2160		1	792
12. Total assets (sum of items 1 through 11)		2170		6	560

- 1 Includes cash items in process of collection and unposted debits.  
2 Includes time certificates of deposit not held for trading.  
3 Includes all securities resale agreements, regardless of maturity.

**Schedule RC—Continued**

	Dollar Amounts in Thousands	RCON	Bil	Mil	Thou
<b>LIABILITIES</b>					
13. Deposits:					
a. In domestic offices (sum of totals of columns A and C from Schedule RC-E)		2200			13.a.
(1) Noninterest-bearing <sup>1</sup>	6631				13.a.(1)
(2) Interest-bearing	6636				13.a.(2)
b. Not applicable					
14. Federal funds purchased and securities sold under agreements to repurchase:					
a. Federal funds purchased <sup>2</sup>		B993			14.a.
b. Securities sold under agreements to repurchase <sup>3</sup>		B995			14.b.
15. Trading liabilities (from Schedule RC-D)		3548			15.
16. Other borrowed money (includes mortgage indebtedness and obligations under capitalized leases) (from Schedule RC-M)		3190			16.
17. and 18. Not applicable					
19. Subordinated notes and debentures <sup>4</sup>		3200			19.
20. Other liabilities (from Schedule RC-G)		2930	3	467	20.
21. Total liabilities (sum of items 13 through 20)		2948	3	467	21.
22. Minority interest in consolidated subsidiaries		3000			22.
<b>EQUITY CAPITAL</b>					
23. Perpetual preferred stock and related surplus		3838			23.
24. Common stock		3230		1	24
25. Surplus (exclude all surplus related to preferred stock)		3839	3	377	25.
26. a. Retained earnings		3632		(285)	26.a.
b. Accumulated other comprehensive income <sup>5</sup>		B530			26.b.
27. Other equity capital components <sup>6</sup>		A130			27.
28. Total equity capital (sum of items 23 through 27)		3210	3	093	28.
29. Total liabilities, minority interest, and equity capital (sum of items 21, 22, and 28)		3300	6	560	29.

Memorandum

**To be reported with the March Report of Condition.**

	RCON	Number	
1. Indicate in the box at the right the number of the statement below that best describes the most comprehensive level of auditing work performed for the bank by independent external auditors as of any date during 2007	6724	1	M.1
1 = Independent audit of the bank conducted in accordance with generally accepted auditing standards by a certified public accounting firm which submits a report on the bank			
2 = Independent audit of the bank's parent holding company conducted in accordance with generally accepted auditing standards by a certified public accounting firm which submits a report on the consolidated holding company (but not on the bank separately)			
3 = Attestation on bank management's assertion on the effectiveness of the bank's internal control over financial reporting by a certified public accounting firm			
4 = Directors' examination of the bank conducted in accordance with generally accepted auditing standards by a certified public accounting firm (may be required by state chartering authority)			
5 = Directors' examination of the bank performed by other external auditors (may be required by state chartering authority)			
6 = Review of the bank's financial statements by external auditors			
7 = Compilation of the bank's financial statements by external auditors			
8 = Other audit procedures (excluding tax preparation work)			
9 = No external audit work			

1 Includes total demand deposits and noninterest-bearing time and savings deposits.

2 Report overnight Federal Home Loan Bank advances in Schedule RC, item 16, "Other borrowed money."

3 Includes all securities repurchase agreements, regardless of maturity.

4 Includes limited-life preferred stock and related surplus.

5 Includes net unrealized holding gains (losses) on available-for-sale securities, accumulated net gains (losses) on cash flow hedges, and minimum pension liability adjustments.

6 Includes treasury stock and unearned Employee Stock Ownership Plan shares.

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**GUARANTEE AND KEEP WELL AGREEMENT**

This Guarantee and Keep Well Agreement (the "Agreement") dated as of July \_\_\_\_, 2002 is entered into by and among Law Debenture Guarantee Limited (the "Guarantor"), LDC Trust Management Limited (the "Parent"), and Law Debenture Trust Company of New York (the "Trust Company").

WHEREAS, the Guarantor and the Trust Company are wholly-owned subsidiaries of the Parent;

WHEREAS, in order to enable the Trust Company to conduct its corporate trust business and meet qualification requirements of documents pertaining to its acceptance of trust appointments, the Trust Company requires combined capital and surplus of U.S. \$50,000,000; and

WHEREAS, the Parent and the Guarantor have determined that the execution and delivery by them of this Agreement is necessary in order for the Trust Company to conduct, promote and attain corporate trust business in the United States.

Now, THEREFORE, in consideration of the premises herein and intending to be legally bound by this Agreement, each of the Guarantor, the Trust Company and the Parent hereby agree as follows:

**1. Stock Ownership.**

During the term of this Agreement, the Parent will own, indirectly or directly, all of the capital stock of the Trust Company and the Guarantor; provided, however, that, upon sixty (60) days' prior written notice to and the consent of the Trust Company (which consent shall not be unreasonably withheld), the Guarantor may sell, transfer or otherwise assign any such capital stock (or any interest therein) that it now owns or may hereafter acquire.

**2. Covenants of the Parent**

It is understood and agreed by all parties hereto that the obligations under Section 3(a) are solely those of the Guarantor and no recourse can be had in connection therewith against the Parent.

(a) The Parent agrees that during the term of this Agreement, it shall not, without the prior written consent of the Trust Company and the Guarantor, unless it has already contributed the Maximum Aggregate Capitalization Amount (as defined below), cause the Guarantor to consolidate with or merge into any other corporation, or liquidate, wind up or dissolve the Guarantor (or otherwise cause the Guarantor to suffer any

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liquidation, winding up or dissolution), or sell, transfer, lease or otherwise dispose of all or substantially all of its assets, whether now owned or hereafter acquired, to any person, except (i) the merger or consolidation of the Guarantor and any person, provided, that the surviving corporation is the Guarantor, and (ii) sales, transfers, leases and other dispositions of assets in the ordinary course of the Guarantor's business, provided, that such sale, transfer, lease or other disposition of assets does not materially adversely affect the Guarantor's ability to perform its obligations hereunder.

(b) If, during the term of this Agreement, the Guarantor is unable or refuses to perform its obligations under section 3(a) of this Agreement, the Parent may, at its option or at the request of the Trust Company, cause such obligations to be performed. During the term of this Agreement, the Parent agrees to monitor the financial condition and management of the Guarantor and the Trust Company.

### **3. The Guarantee**

(a) The Guarantor hereby guarantees a combined capital and surplus to the Trust Company in the amount of U.S. \$50 million [INITIALED: "CB" and "JMJ"]; provided, however, that the maximum amount of capitalization shall not at any time exceed U.S. \$50,000,000 in the aggregate (the "Maximum Aggregate Capitalization Amount"). Under no circumstances shall the Guarantor be required to pay or contribute any amounts in excess of the Maximum Aggregate Capitalization Amount hereunder.

(b) If, during the term of this Agreement, the Trust Company is unable to make timely payment of any debt, liability or other obligation as the same shall become due (the "Guaranteed Obligations"), the Trust Company shall request from the Guarantor, and the Guarantor promptly shall provide the Trust Company, pursuant to its obligations under (a) above, such funds (in the form of cash or liquid assets in an amount sufficient to permit the Trust Company to make timely payment in respect of such debt, liability or other obligation) as equity, provided, however, that such Guaranteed Obligations shall not in the aggregate exceed the Maximum Aggregate Capitalization Amount. Any request for payment pursuant to this section shall specifically identify the debt, liability or other obligation in respect of which the Trust Company is unable to make timely payment and with respect to which the Trust Company seeks funds not to exceed the Maximum Aggregate Capitalization Amount. Each of the Trust Company and the Guarantor hereby acknowledges that any funds provided by the Guarantor pursuant thereto shall be used solely to make payment with respect to such identified Guaranteed Obligation and not for any other purposes. Notwithstanding any termination of this Agreement as provided hereunder or otherwise, this Agreement shall continue in effect

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or be reinstated with respect to the payment of a debt, liability or an obligation which is rescinded or must otherwise be returned upon the insolvency, bankruptcy, reorganization, dissolution or liquidation of the Trust Company, all as though such payment had not been made, provided, however, that such Guaranteed Obligations shall not in the aggregate exceed the Maximum Aggregate Capitalization Amount.

(c) Any payments made hereunder by the Guarantor to the Trust Company within 30 days after the end of a quarterly period shall be deemed to have been made as of the end of such period.

(d) This Agreement may be amended from time to time by mutual written consent of duly authorized officers of each of the Guarantor, the Parent and the Trust Company.

(e) This Agreement may be terminated only upon written notification to the Trust Company by the Guarantor and the Parent, and in no event shall termination occur earlier than ninety days following such written notification. Unless so terminated, this Agreement shall remain in effect for the duration of the Trust Company's conducting of trust business in the United States.

(f) The Guarantor hereby waives any failure or delay on the part of the Trust Company in asserting or enforcing any of its rights or in making any claims or demands hereunder. The Trust Company may at any time, without the Guarantor's consent, without notice to the Guarantor and without affecting or impairing the Trust Company's rights, or impairing the Guarantor's obligations hereunder, do any of the following with respect to any obligation: (a) grant renewals and extensions of time, for payment or otherwise, (b) accept new or additional documents, instruments or agreements relating to or in substitution of said obligation, or (c) otherwise handle the enforcement of its respective rights and remedies in accordance with its business judgment.

(g) Nothing in this Agreement, express or implied, shall give to any person, other than the parties hereto and their successors and assigns hereunder, any benefit or any legal or equitable right, remedy or claim under this Agreement.

(h) The covenants herein set forth shall be mutually binding upon, and inure to the mutual benefit of the Guarantor and its successors and assignees, the Trust Company and its respective successors and assignees, and to the Parent and its respective successors and assignees.

(i) The obligations of the Guarantor under this Agreement are absolute and unconditional and shall remain in full force and effect without regard to, and shall not be released, suspended, discharged,

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terminated or otherwise affected by, any circumstance or occurrence whatsoever, including, without limitation:

- (i) any lack of validity or enforceability of this Agreement or any other document or instrument relating hereto;
- (ii) any extension or renewal for one or more periods (whether or not longer than the original period) or change in the time, manner, or place or payment of, or in any other term of, all or any of the Guaranteed Obligations;
- (iii) any change in the ownership of capital stock of the Trust Company or any change in the identity or structure of the Trust Company, whether by consolidation, merger or otherwise;
- (iv) any release or amendment or waiver of or consent to departure from the terms of this Agreement; or
- (v) any other circumstance which might otherwise constitute a defense available to, or a discharge of, the Guarantor in respect of the Guaranteed Obligations in respect of this Agreement.

**4. Representations and Warranties**

(a) The Guarantor hereby represents that:

(i) the Guarantor is a corporation duly organized, validly existing, and in good standing under the laws of the jurisdiction of its incorporation; and

(ii) the Guarantor has the requisite power and authority to execute, deliver, and perform its obligations under this Agreement, and has taken all necessary action to authorize the execution, delivery and performance by it of this Agreement.

(b) The Parent hereby represents that the Parent owns directly or indirectly 100% of the issued and outstanding voting common stock of the Trust Company and the Guarantor.

**5. Governing Law and Submission to Jurisdiction**

(a) Governing Law — This Agreement shall be governed by and construed in accordance with the laws of the State of New York, without regard to principles of conflicts of law.

(b) The Parent and the Guarantor hereby irrevocably consent to and hereby submit themselves to the jurisdiction of the United States

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District Court of the Southern District of New York (the "New York Court") solely in connection with any proceeding relating hereto.

(c) The Parent and the Guarantor hereby severally represent and warrant each in respect of itself alone that it has no right to immunity from the service of process or jurisdiction or any judicial proceedings of any competent court located pursuant to section (b) above or from execution of any judgment in the United States or from the execution or enforcement therein of any arbitration decision in respect of any suit, action, proceeding or any other matter solely arising out of or relating to its obligations under this Agreement or the transactions contemplated hereby, and to the extent that the Parent or the Guarantor is or becomes entitled to any such immunity with respect to the service of process or jurisdiction or any judicial proceedings of any competent court located pursuant to section (b) above, and to the extent permitted by law, it does hereby and will irrevocably and unconditionally agree not to plead or claim any such immunity solely with respect to its obligations hereunder or any other matter under or arising out of or in connection with this Agreement or the transactions contemplated hereby.

IN WITNESS WHEREOF, each of the Guarantor, the Trust Company and the Parent have caused this Agreement to be executed by their respective duly authorized officers as of this 12 day of July 2002. [INITIALED: "CB"]

LAW DEBENTURE GUARANTEE LIMITED

By: /s/ Caroline J Banský  
Name: CAROLINE J. BANSKY  
Title: DIRECTOR

LDC TRUST MANAGEMENT LIMITED

By: /s/ Julian Mason-Jebb  
Name: JULIAN MASON-JEBB  
Title: DIRECTOR

LAW DEBENTURE TRUST COMPANY OF NEW YORK

By: /s/ NJKuenstner  
Name: NJKuenstner  
Title: President