

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

SCHEDULE 14A

Proxy Statement Pursuant to Section 14(a) of the Securities
Exchange Act of 1934 (Amendment No.)

Filed by the Registrant
Filed by a Party other than the Registrant

Check the appropriate box:

- Preliminary Proxy Statement
- Confidential, for Use of the Commission Only (as permitted by Rule 14a-6(e)(2))**
- Definitive Proxy Statement
- Definitive Additional Materials
- Soliciting Material Pursuant to §240.14a-12

NRG Energy, Inc.

(Name of Registrant as Specified In Its Charter)

(Name of Person(s) Filing Proxy Statement, if other than the Registrant)

Payment of Filing Fee (Check the appropriate box):

- No fee required.
- Fee computed on table below per Exchange Act Rules 14a-6(i)(1) and 0-11.

(1) Title of each class of securities to which transaction applies:

(2) Aggregate number of securities to which transaction applies:

(3) Per unit price or other underlying value of transaction computed pursuant to Exchange Act Rule 0-11 (set forth the amount on which the filing fee is calculated and state how it was determined):

(4) Proposed maximum aggregate value of transaction:

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- Fee paid previously with preliminary materials.
- Check box if any part of the fee is offset as provided by Exchange Act Rule 0-11(a)(2) and identify the filing for which the offsetting fee was paid previously. Identify the previous filing by registration statement number, or the Form or Schedule and the date of its filing.

(1) Amount Previously Paid:

(2) Form, Schedule or Registration Statement No.:

(3) Filing Party:

(4) Date Filed:

On June 30, 2010, NRG Energy, Inc. presented the following materials to RiskMetrics Group.



NRG Energy: Aligned with and Delivering Shareholder Value

Denise Wilson, Chief Administrative Officer
Nahla Azmy, Senior Vice President, Investor Relations

June 30, 2010

Safe Harbor Statement



This presentation contains forward-looking statements within the meaning of Section 27A of the Securities Act of 1933 and Section 21E of the Securities Exchange Act of 1934. Forward-looking statements are subject to certain risks, uncertainties and assumptions and typically can be identified by the use of words such as "expect," "estimate," "should," "anticipate," "forecast," "plan," "guidance," "believe" and similar terms. Such forward-looking statements include our strategic growth strategies and Capital Allocation Plan. Although NRG believes that its expectations are reasonable, it can give no assurance that these expectations will prove to have been correct, and actual results may vary materially. Factors that could cause actual results to differ materially from those contemplated above include, among others, general economic conditions, hazards customary in the power industry, weather conditions, competition in wholesale and retail power markets, the volatility of energy and fuel prices, failure of customers to perform under contracts, successful partnering relationships, receipt of Federal loan guarantees, changes in the wholesale and retail power markets, changes in government regulation of markets and of environmental emissions, the condition of capital markets generally, our ability to access capital markets, unanticipated outages at our generation facilities, adverse results in current and future litigation, failure to identify or successfully implement acquisitions and repowerings, the inability to implement value enhancing improvements to plant operations and companywide processes, our ability to realize value through our commercial operations strategy, and our ability to achieve the expected benefits of our Capital Allocation Plan and *Repowering* NRG projects.

NRG undertakes no obligation to update or revise any forward-looking statements, whether as a result of new information, future events or otherwise, except as required by law. The foregoing review of factors that could cause NRG's actual results to differ materially from those contemplated in the forward-looking statements included in this Investor Presentation should be considered in connection with information regarding risks and uncertainties that may affect NRG's future results included in NRG's filings with the Securities and Exchange Commission at www.sec.gov. Statements made in connection with the exchange offer are not subject to the safe harbor protections provided to forward-looking statements under Private Securities Litigation Reform Act.

Agenda

I. Sector and Company Overview

- NRG in Supply Chain
- Industry Fundamentals
- NRG Board & Management 6-Year Track Record
- NRG Business & Financial Strategic and Beneficial Execution

II. NRG vs. Peer Relative Performance: 2009 Year in Review

- 2009 NRG Record Performance Results
- Review and Comparison of NRG and Peer Strategies
- 2009 Industry Performance Retrospective

III. Pay for Performance Review

- NRG Financial Record vs. Share Performance
- NRG Relative Comparison to Peers vs. Utilities GICS Group
- Compensation Review
- Investor Profile and Overview
- NRG Recognition in Financial Community & Industry



I. Company Overview

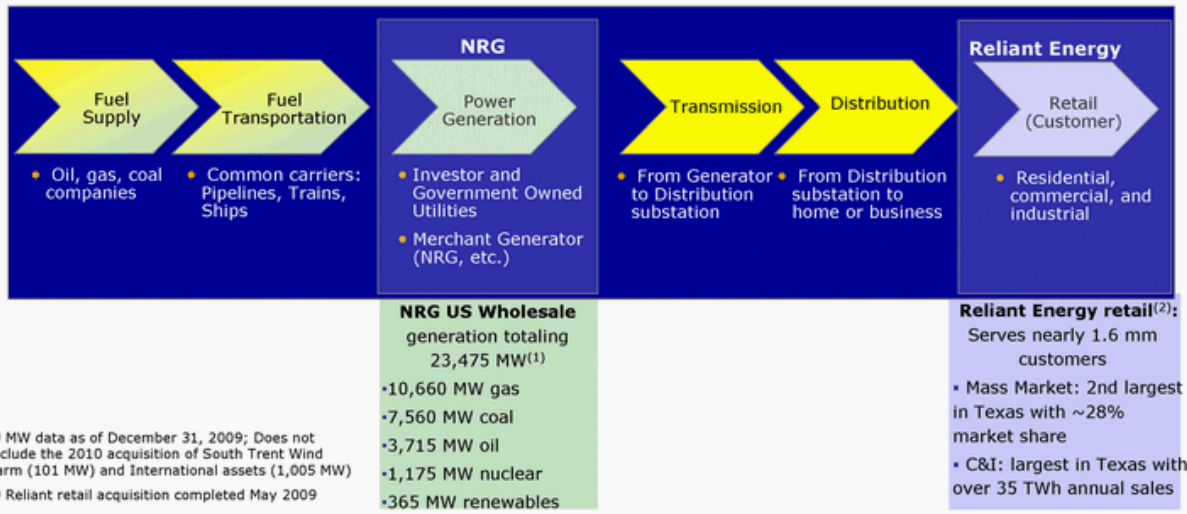
I. Company Overview

Listed: **NYSE (NRG)**; INDICES: **S&P 500, Russell 1000**

Market Cap.: ~\$6 billion

Employees: ~4,300

Generating Assets: ~23,500 MW⁽¹⁾, primarily in four domestic regions



NRG: The center of the competitive power industry value chain

I. Power Industry: Key Characteristics



Fundamental Truths	Strategic Consequences
✓ Capital intensive commodity cyclical business/not labor intensive	➤ Competitive generators cannot “rationalize staff” their way to success; need to increase margins ➤ Balance sheet management and continuous access to capital are critical
✓ Assets relatively illiquid and totally immovable	➤ Need to build on what we have, where we have it ➤ Need to have capacity around chronic transmission constraints
✓ Electricity is a uniquely volatile commodity because it can not be stored	➤ Trading consequences – supplier with assets has better information ➤ Market consequences – supplier should be paid for capacity
✓ Electricity prices are supply\demand driven, with the key being supply	➤ The more supply you have, the more flexibility you have to optimize your portfolio ➤ Regional diversity critical since supply dynamics in various markets are not correlated
✓ Electricity prices, in our core markets, are fundamentally driven by the underlying fuel price	➤ The “single-price auction system” means that gas, the marginal fuel, has primacy in a multi-commodity mindset ➤ Portfolio consequences – fuel is a proxy for storage in most of our markets

Board and executive management decisions at NRG tie back to these five industry truths

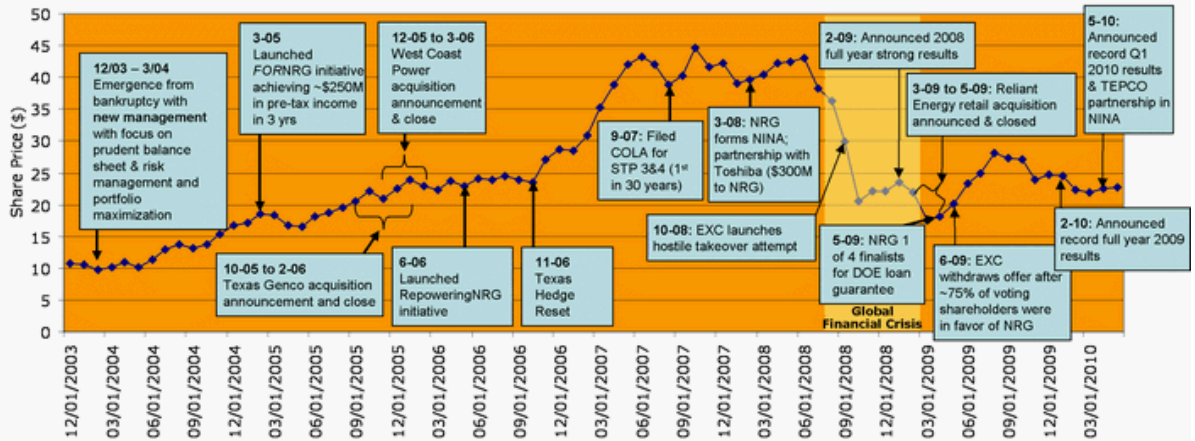
I. NRG Board of Directors & Management: Committed to and Aligned with NRG Stockholders



Composition of NRG Board of Directors

- **Independence:** Most members selected by the creditors' committee during our bankruptcy proceeding (2003); No Director has prior relationship with CEO
- **Separation from Management:** Chairman and CEO are separate positions
- **Complementary Experience and Qualifications:** Depth in power industry, financial matters, key commodities, regulatory and environmental affairs, core markets and prior roles in executive management and Board functions

6-Year Track Record of NRG Execution and Outperformance⁽¹⁾



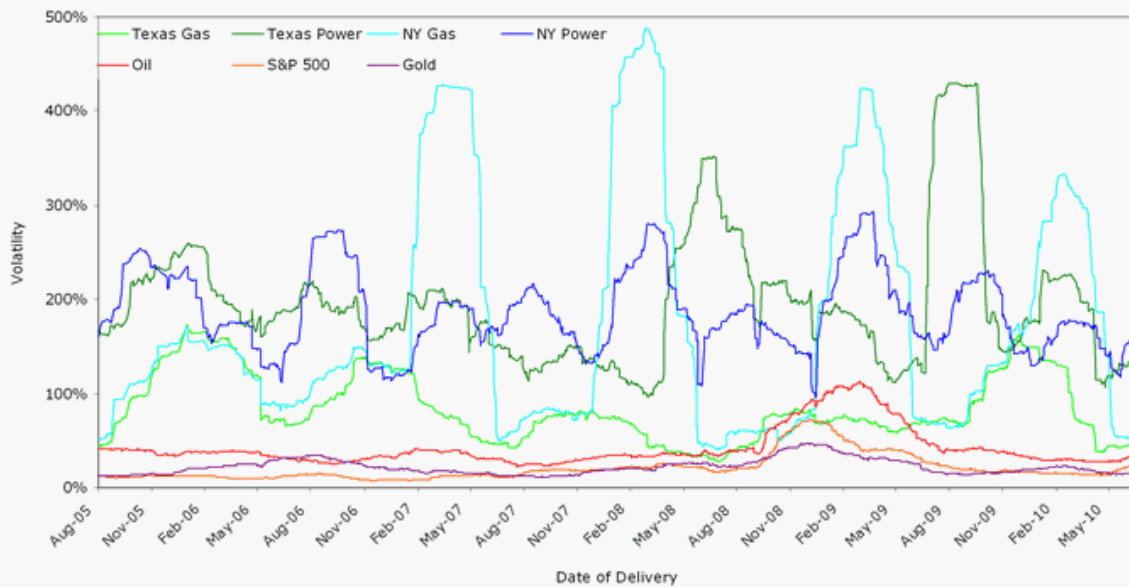
(1) Data reflects NRG trading period from 12/2/2003 through 6/1/2010

A six-year track record of stockholder value creation and returns, before broad market dislocation swamped the energy sector

I. Commercial Ops: Spot Price Volatility of Various Traded Commodities



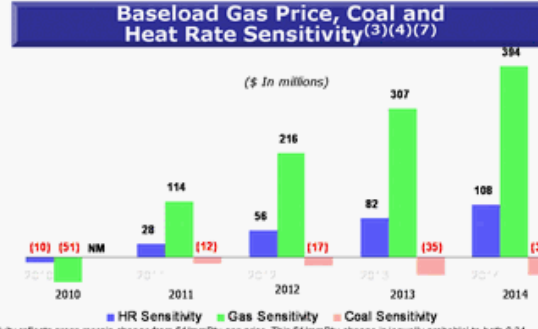
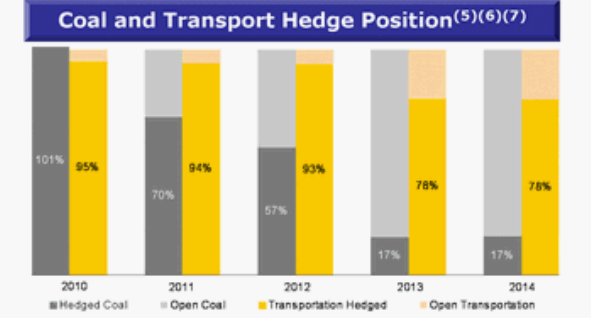
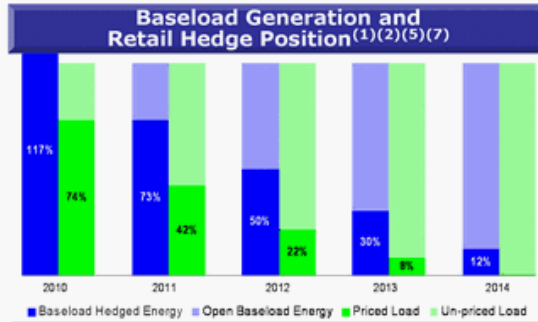
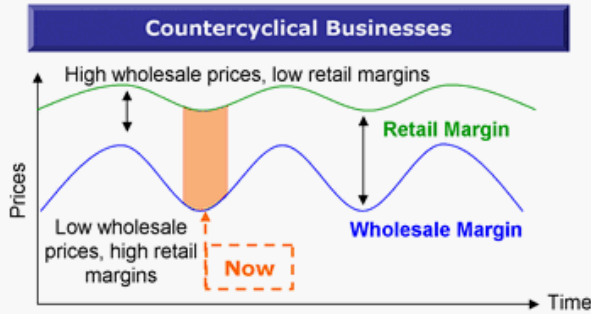
Comparison of Spot Price Volatilities⁽¹⁾



(1) Chart represents annualized volatilities of spot price calculated as 60-day standard deviation of log returns of daily spot prices
Source: LIM

Volatility of power, gas and oil commodities can and must be managed

I. Prudent Risk Management of Commodity Price Exposure



(1) Portfolio as of 4/16/2010. Data in 2010 is from May '10 to Dec '10. (2) Retail Price Loads are 100% hedged. (3) Gas price sensitivity reflects gross margin change from \$1/mmbtu gas price. This \$1/mmbtu change is 'equally probable' to both 0.34 mmbtu/Mwh move in heat rate as well as a \$1.465/ton move in PNB. (4) Sensitivities were based on hedge positions as of 4/16/2010. (5) Indian River unit 3 is assumed to be retired by the end of 2013. (6) Excludes coal inventory. (7) Q on Q changes due to revised portfolio dispatch estimates as well as incremental hedges.

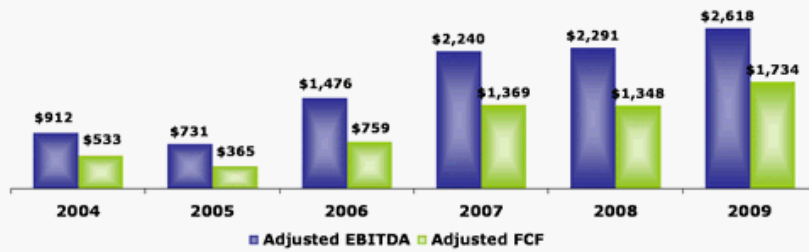
A five year forward hedge strategy to mitigate volatility risk and optimize earnings and cash flows during both down-cycles and up-cycles in order to enable "balanced capital allocation program" 8

I. NRG Delivers Six Years of Consistent Financial Performance



Key Financial Performance Indicators

EBITDA and Adjusted Recurring FCF⁽¹⁾



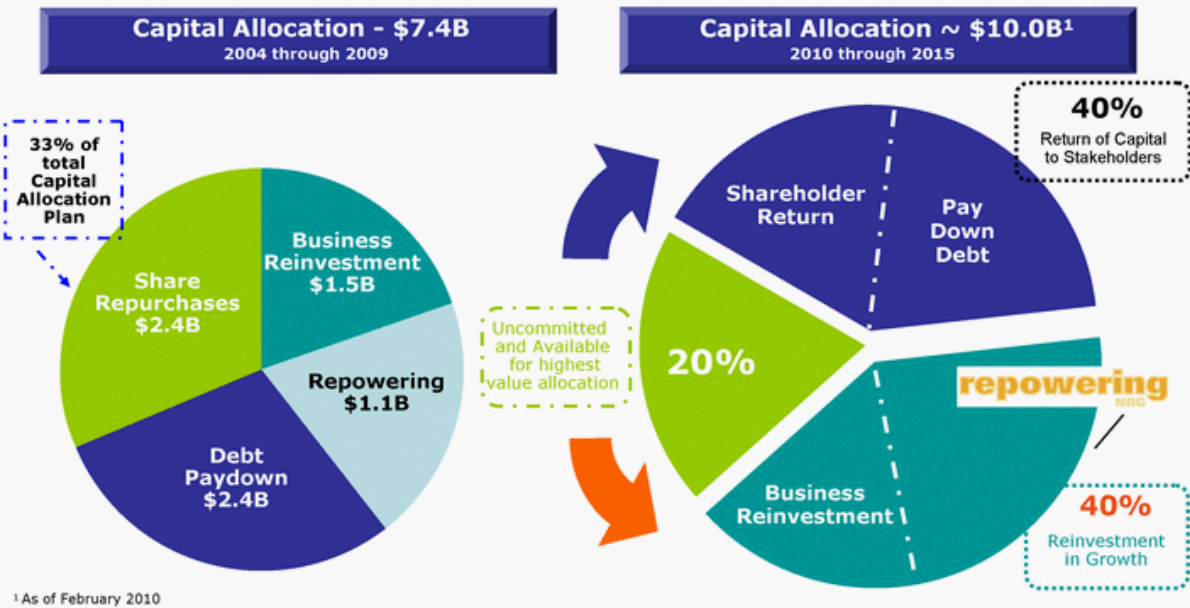
Liquidity & Cash⁽²⁾



(1) See Reg G's for detailed Adjusted EBITDA and Adjusted Recurring Free Cash Flow calculations
 (2) 2006 liquidity and cash balances include ITISA while 2008 and 2009 exclude funds deposited by counterparties of \$760M and \$177M, respectively

Increased FCF and improved liquidity in spite of economic downturn that impacted electric demand and commodity prices

I. Financial Overview: Past and Future 6 Years of Consistent Balanced Capital Allocation



A "balanced" and "value optimized" Capital Allocation Plan that is weighted towards that which provides greatest shareholder return



I. NRG Six-Year Transformation: Business and Financial Track Record

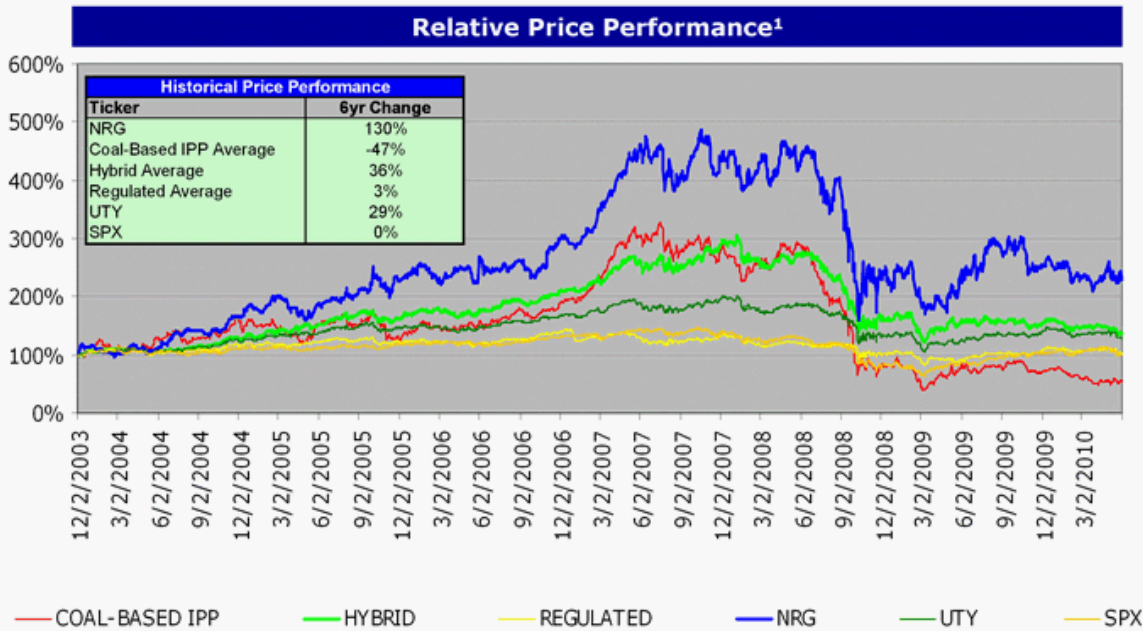


(\$ in millions)	2004	2009	Improvements (↑)
BUSINESS PROFILE			
Management Background/Tenure	New CEO, CFO No CAO or COO	CEO: Crane- 6 years CFO: Flexon- 6 years ¹ ; Schade- ½ year. COO: Ragan- 1.5 years CAO: Wilson- 2.5 years ¹	↑
Geographical Diversity	3 Regions	4 Regions	33% ↑
Retail Business	No	Yes	nm ↑
Total MW	15,400MW	24,480MW	59% ↑
Average Age of Baseload fleet	38	29	-24% ↑
5 Year Average Baseload MW Hedged (%)	1,396 MW (55%)	3,607 MW (50%)	nm ↑
Strategic Hedging Collateral Position	Cash	1 st Lien	nm ↑
Cumulative Corporate Debt Reduction	\$0	\$2,400	nm ↑
Cumulative Share Repurchases	\$405	\$2,425	499% ↑
FINANCIAL PROFILE			
EBITDA	\$912	\$2,618	187% ↑
Adjusted Free Cash Flow	\$533	\$1,734	225% ↑
Liquidity	\$1,557	\$3,794	144% ↑
Enterprise Value	\$6,281	\$12,507	99% ↑
CREDIT/STATS			
Total Debt/Adj. EBITDA	3.82	3.22	-16% ↑
Adj. EBITDA/Interest	3.09	4.20	36% ↑
FFO/Total Debt	16.7%	23.1%	38% ↑
Net Debt/Total Cap	46.9%	43.5%	-7% ↑
Net Debt/EV	55.5%	67.3%	21% ↑
CORPORATE CREDIT RATINGS			
S&P	B+	BB-	↑
Moody's	B2	Ba3	↑

¹ During his 6 years as CFO, Bob Flexon assumed the position of COO from April 2008 to January 2009, at which time Clint Frestland assumed the position of CFO. Bob left the position of CFO at NRG effective November 2, 2009 to assume the position of President and Chief Executive Officer of Foster Wheeler USA Corporation; Denise Wilson net tenure as CAO as she left company for period between March 2007 – September 2008

Positioned NRG as industry leader with value-enhancing growth for 21st century

I. NRG Share Price Performance vs. Power Sector Peers and Indices



1) Data includes trading period from 12/2/2003 through 6/1/2010; Regulated average includes SO, AEP, DUK, XEL, PGN; Hybrid average includes EXC, PEG, CEG, ETR, FPL, PPL, AYE; IPP (pure merchant/wholesale generators) includes those with coal portfolios (RRI, MIR, DYN) and excludes gas only generator CPN (which began trading 1/16/08)

NRG has meaningfully outperformed sector comparables as well as broader markets (SPX)



II. NRG vs. Peers Relative Performance: 2009 Year in Review

II. Record Financial Achievements in 2009



- ★ Record Adjusted EBITDA: \$2,618 million
- ★ Record Adjusted Cash from Operations: \$1,862 million
- ★ Record Adjusted Recurring Free Cash Flow: \$1,734 million
- ★ Record Liquidity: \$3,794 million
- ★ Record Cash: \$2,306 million
- ★ **Completed 2009 Capital Allocation Plan**
 - ✓ Announced and closed in 2 months acquisition of Reliant Retail for ~\$360 million
 - ✓ \$500 million of common share repurchases
 - ✓ Term Loan B Debt repayment of \$429 million and \$181 million debt and interest repayments for Common Stock Finance (CSF) II
 - ✓ \$577 million of maintenance, environmental and Repowering, net capital investments

2009 represented a record year in NRG 6-year history despite a recession for the 2nd year in a row

II. NRG: A Mutually Reinforcing Dual Strategy



Perfecting the current competitive power generator model in our core markets

Priorities:

1. Focus on operational excellence
2. Mitigate risk through optimal hedging of baseload and retail and retain optionality on gas fleet
3. Pursue traditional repowering of projects on existing sites in excess of WACC
4. Move on cash accretive opportunistic acquisitions well below replacement cost
5. Drive appropriate capital allocation

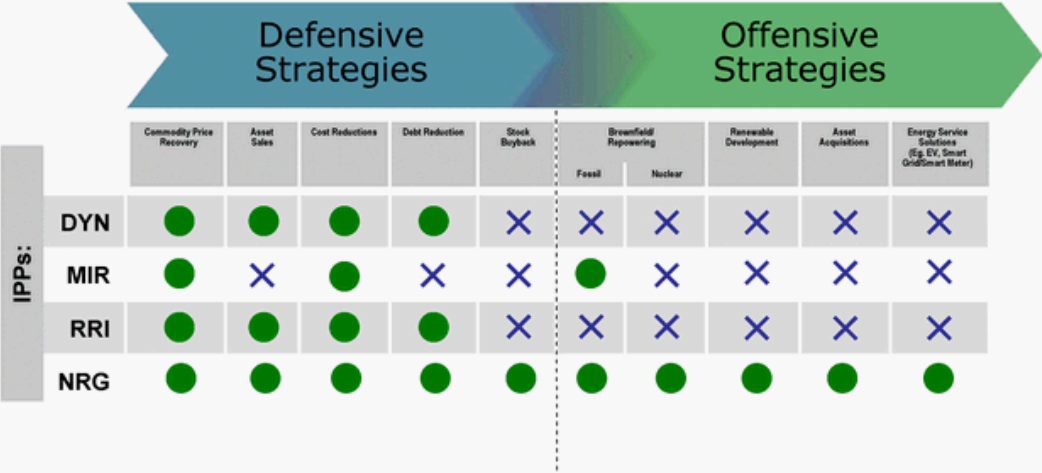
Transforming to a post-hydrocarbon provider of sustainable energy solutions ("Energizing Lifestyles")

Priorities:

1. Low carbon baseload (primarily nuclear)
2. Renewables... with a concentration in solar
3. Fast start, high efficiency gas-fired capacities in each region
4. Electric Vehicle Ecosystems
5. Smart Grid Services

NRG will perfect its core business while using the financial strength of that business springboard to become the first 21st century power company

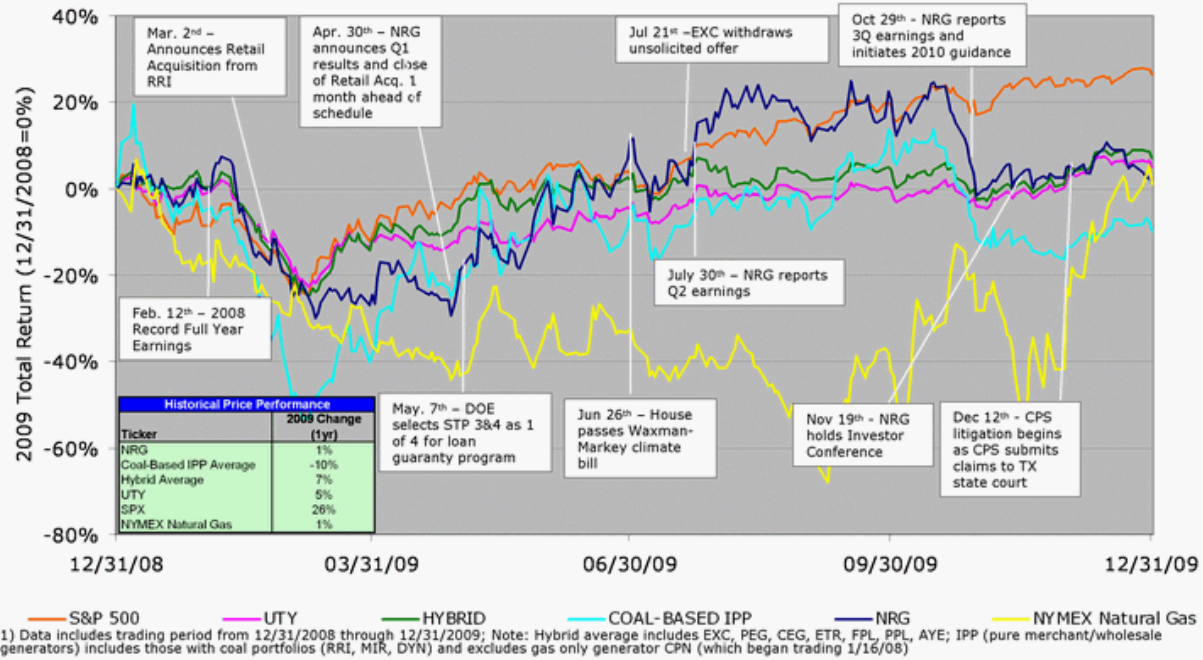
II. Comparison of Coal-Based IPP Peer Strategies



Note: Chart based on company public disclosure

Peers are almost uniformly in defensive posture while NRG is positioned for growth

II. NRG vs. Sector Peer and Indices Relative Performance



NRG 2009 record financial performance overshadowed by recession, weak commodity prices, and environmental uncertainties

II. NRG Then, Now, and Future: Well Positioned vis-a-vis all Industry Uncertainties



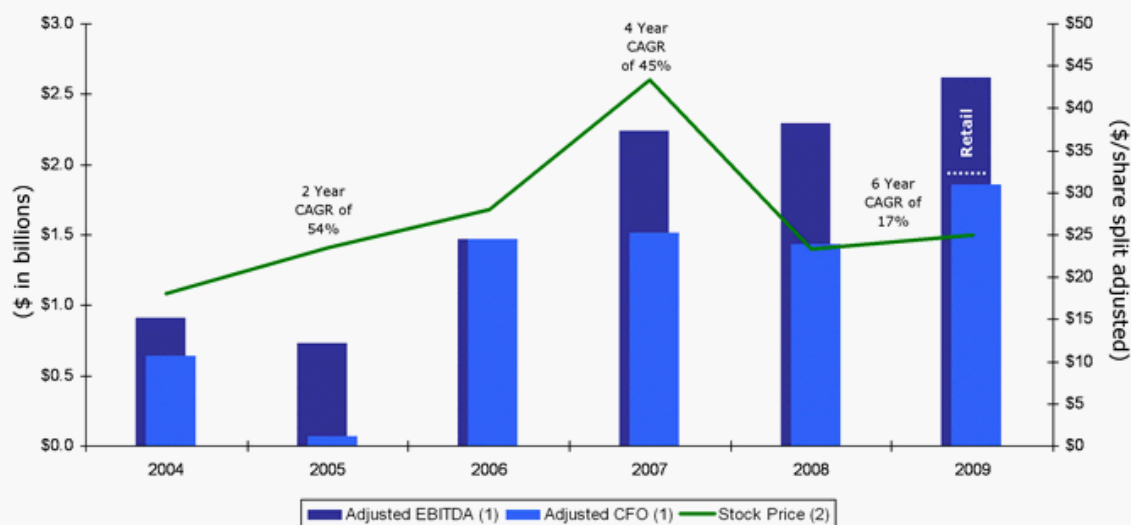
Market Perceived "Industry Risks"	NRG Position	Details
<ul style="list-style-type: none"> ➤ Prolonged slump in electricity demand 	<ul style="list-style-type: none"> ▪ High growth Texas is our core market 	<ul style="list-style-type: none"> ✓ 1500 people move to Texas every day
<ul style="list-style-type: none"> ➤ Expensive future environmental regulation of coal plants 	<ul style="list-style-type: none"> ▪ "All coal plants are not created equally" 	<ul style="list-style-type: none"> ✓ Bigger, newer and lower emissions than most coal portfolios (coupled with recovery of significant portion of costs for South Central plants)
<ul style="list-style-type: none"> ➤ Natural gas is in abundant supply and easy to fund and produce so that it could be in weak pricing territory for the near to medium term 	<ul style="list-style-type: none"> ▪ Diversified EBITDA increasingly not correlated to natural gas prices 	<ul style="list-style-type: none"> ✓ Retail (inversely correlated) ✓ Renewables (not correlated) ✓ Electric Vehicles (inversely correlated) ✓ Enhanced Oil Recovery (inversely correlated)
<ul style="list-style-type: none"> ➤ Wall Street still too weak to support a capital intensive sub-investment grade industry 	<ul style="list-style-type: none"> ▪ Financial strength 	<ul style="list-style-type: none"> ✓ Record Liquidity ✓ First lien structure supports hedging

A solid foundation to build on for the future



III. Pay for Performance

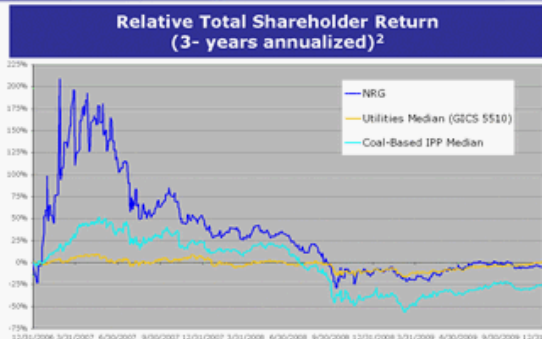
III. NRG: A Track Record of Financial Success



(1) See Reg G's for detailed Adjusted EBITDA and Adjusted Cash flow from Operations calculations
 (2) Yearly stock prices represent year-end prices; CAGR represents per share change calculated using closing price of \$9.63 on 12/2/2003

Financial performance focused on strong cash generation accretion, and yield with substantial benefits realized by share returns until 2008-2009 market dislocations and commodity risk-averse trends

III. NRG Share Performance vs. Coal-Based IPP Peers & Utilities GICS Group Median



CEO Total Direct Compensation (TDC)				
(\$ in thousands)	FY2008	FY2009	YoY Change	% Change
Salary	\$1,098	\$1,100	\$ 2	0.2%
Bonus	\$0	\$200	\$200	NA
Non-Equity Incentives	\$1,924	\$2,121	\$197	10.2%
Stock Options	\$2,828	\$2,938	\$110	3.9%
Stock Awards ⁴	\$1,905	\$2,143	\$238	12.5%
Pension	\$17	\$38	\$ 21	123.5%
All Other Compensation	\$60	\$54	- \$6	-10.0%
(TDC)	\$7,832	\$8,594	\$762	9.7%

NRG TSR vs Coal Peers and Utilities GIC Group			
TSR	Utilities Median (GICS 5510)	NRG	Coal-based IPP Peers Median ³
1-Year ¹	12.56%	1.20%	-9.50%
3-Year ² (Annualized)	0.02%	-5.53%	-26.16%

Coal Based IPP Group provides more direct basis for comparison for NRG share performance

1) Data includes trading period from 12/31/2008 through 12/31/2009; 2) Data includes trading period from 12/29/2006 through 12/31/2009; 3) IPP (pure merchant/wholesale generators includes those with coal portfolios (RR1, MR, DYN) and excludes gas only generator CPN (which began trading 1/16/08); 4) Stock awards granted in 2008 and 2009 shows performance-based pay is going up and time-based is going down: 2008 Stock Awards (\$m): Total: \$1,905 with Time-based: \$1,087 and Performance-based: \$818 versus 2009 Stock Awards (\$m): Total: \$2,143 with Time-based: \$747 and Performance-based: \$1,396

From strategic, financial and share performance, NRG leads other "pure merchant coal generator" space

III. CEO Compensation Plan Design



- Board Compensation Committee engages 3rd party consultant (Fredrick W. Cook & Co.) to assess annually appropriate and competitive executive compensation plan with peer groups of 12-20 companies in sector (16 in 2009)
- Board approved Compensation plan tied heavily towards company performance

Compensation	Component	Opportunity ¹	Pay for Performance
Annual Non-Equity Incentives	Adj EBITDA	40%	80% of CEO's total incentive opportunity driven by financial performance (60% of target opportunity)
	Adj FCF	40%	
	Internal Metrics ²	20%	
Long Term Equity Incentives	Non-qualified Stock Options (NQSOs)	50%	No value to the CEO unless stock price increases from the date of grant
	Performance Units (PUs)	33%	Require a minimum of 9% year-over-year stock appreciation to have value <i>High Standard: CEO has yet to reach his aggressive PU share price targets, even with NRG's superior financial performance</i>
	Restricted Stock (RSUs)	17%	Minor portion is service-based, however the value fluctuates with stock price

¹Annual Cash Incentive Opportunity percentages represent the portion of total opportunity

²Includes Safety, Environmental, Staff development, and Strategic Development

CEO TDC plan aligned with performance

III. CEO 2009 Compensation: Competitive, Fair & Results-Oriented



- No material methodology change for executive compensation plan in 2009 vs. prior years and modest year-on-year increase

Total Direct Compensation (TDC)	2009	2008	% change
	\$8,594	\$7,832	9.7%

- CEO pay tied to key metrics of importance for valuation to stakeholders

NRG Target	% CEO Total Opportunity ¹	2009 Results	2009 Outperformance vs Target
Adj EBITDA = \$2,320m	40%	\$2,618m	13% Improvement
Adj FCF = \$900m	40%	\$1,252m	39% Improvement
Safety = 1.28/ Environmental	5%	1.16	9% Improvement in Safety; Quantified and Implemented Cost Effective Capital Improvement Plan
Strategic Development/Business Development	7.5%	6.0% Achieved	II Magazine Investor Comment: "David Crane maintains a good business strategy"
Staff Development & Retention	7.5%	6.0% Achieved	Sell-sider Comment: "We were very impressed with the caliber of the management team"

¹ Percentages represent proportion of total opportunity up to maximum achievement; EBITDA and FCF drive all opportunity above target. See proxy pages 48 – 50 for additional detail.

CEO TDC increase was result of record outperformance and was near equally weighted between cash and equity incentives which are significantly performance based

III. NRG Investor Profile



NRG Top 20 Shareholders			
Institution Name	Current Holdings (3-31-10)	Current % S/O	Holders Since:
T. Rowe Price	16,070,888	6%	6/30/2004
Orbis Investment Management	15,769,415	6%	3/31/2004
Fidelity Management & Research Company	14,449,920	6%	6/30/2004
The Vanguard Group, Inc.	12,541,737	5%	3/31/2004
Franklin Mutual Advisors	12,540,507	5%	6/30/2004*
BlackRock Global Investors (formerly Barclays Global)	12,427,354	5%	3/31/2004
Capital World Investors (U.S.)	10,600,000	4%	12/31/2007
State Street Global Advisors (SSgA)	10,423,228	4%	6/30/2004
Jennison Associates, LLC	10,004,890	4%	9/30/2005
NWQ Investment Management Company, LLC	9,939,328	4%	9/30/2005
BlackRock Advisors, LLC	8,750,527	3%	3/31/2004
Harbinger Capital Partners, LLC	7,614,529	3%	6/30/2009*
Owl Creek Asset Management	7,322,688	3%	9/30/2009
Berkshire Hathaway, Inc.	6,000,000	2%	6/30/2008
MFS Investment Management	5,432,036	2%	6/30/2004
TIAA-CREF Investment Management	4,619,840	2%	6/30/2004
Goldman Sachs Asset Management	3,474,721	1%	6/30/2004
Northern Trust Investments NA	3,134,962	1%	6/30/2004
Norges Bank Investment Mgmt (Norway)	2,879,344	1%	9/30/2007*
Neuberger Berman, LLC	2,787,452	1%	9/30/2005
TOTAL	176,782,366	69%	

* = Different hold profiles over period

Investor Ranking & Comments

- David Crane voted Second Place – Best CEO in Electric Utilities by buy side and sell side in Institutional Investor’s (II) 2010 All-America Executive Team
- II Magazine Investor comments:
 - “David Crane has all-around ability”
 - “David Crane is a visionary leader who has shown excellence in risk management”

The majority of our shareholders are long-time holders and recognize NRG Board and management track record of execution and support future strategy and path for value creation

III. Financial Community & Industry Awards & Accolades



STANDARD
& POOR'S



Institutional
Investor

ERNST & YOUNG
Quality In Everything We Do



- S&P 500 Index- Added to the Index on January 28, 2010
- Energy Central Magazine- David Crane recognized as EnergyBiz CEO of the year (2010)
- Institutional Investor Magazine- David Crane Ranked #2 Electric Utility CEO by Buyside Investors and Sell Side research analysts (2010)
- Ernst & Young- New Jersey Entrepreneur of the Year "Transformational Achievement" award (2010)
- Fortune 500 Magazine- Ranked 12th Fastest Growing Company (2009)
- Fortune 500 Magazine- Ranked in top 10% for "Best Investment" (2008)
- Platt's Recipient of Energy Company and Industry Leader of the Year (2007)



Appendix: Reg. G

Appendix: Full Year 2004 – 2009 Free Cash Flow reconciliation

The following table summarizes the calculation of free cash flow and provides a reconciliation to cash flow from (used by) operations

	2004	2005	2006	2007	2008	2009
Cash Flow from Operations	\$645	\$ 68	\$408	\$1,517	\$1,479	\$2,106
Hedge Reset	-	-	1,361	-	-	-
Reclassifying of payment of Financing Element of Acquired Derivatives	-	-	(296)	-	(43)	(79)
Cash receipts from termination of hedges associated with CSRA unwind	-	-	-	-	-	(165)
Adjusted Cash Flow from Operations	645	68	1,473	1,517	1,436	1,862
Margin	7	405	(454)	125	417	(127)
Option Premiums Collected	-	-	-	(8)	(268)	282
Maintenance CapEx	(119)	(88)	(210)	(210)	(182)	(250)
Preferred Dividends	-	(20)	(50)	(55)	(55)	(33)
Adjusted Recurring Free Cash Flow	\$533	\$ 365	\$759	\$1,369	\$1,348	\$1,734

Note: Option premium collections were a driver of margin movements and therefore excluded from the Adjusted Free Cash Flow calculation

Appendix: Full Year 2004 EBITDA Reconciliation

The following table summarizes the calculation of adjusted EBITDA and provides a reconciliation to net income/(loss)

(dollars in millions)	Total
Net Income (Loss)	186
Plus:	
Income Tax	65
Interest Expense	244
Amortization of Finance Costs	9
Amortization of Debt (Discount)/Premium	13
Refinancing Expense	72
Depreciation Expense	208
WCP CDWR contract amortization	116
Amortization of Power Contracts	35
Amortization of Emission Credits	18
EBITDA	966
(Income)/Loss from discontinued operations	(25)
Corporate relocation charges	16
Reorganization items	(13)
Impairment charges	45
Write down of notes receivable	5
FERC-authorized settlement with CT L&P	(39)
Write Downs/Loss on Sales of Equity Investments	16
Adjusted EBITDA	971
Less: M&M positions	59
Adjusted EBITDA, excluding M&M	912

Appendix: Full Year 2005 EBITDA Reconciliation

The following table summarizes the calculation of adjusted EBITDA and provides a reconciliation to net income/(loss)

(dollars in millions)	Total
Net Income (Loss)	84
Plus:	
Income Tax	47
Interest Expense	174
Amortization of Finance Costs	5
Amortization of Debt (Discount)/Premium	5
Refinancing Expense	65
Depreciation Expense	162
Amortization of Power Contracts	(9)
Amortization of Emission Credits	15
EBITDA	548
(Income) Loss from Discontinued Operations	(12)
Write-Down and (Gain)/Losses on Sales of Equity Method Investments	31
Corporate Relocation charges	6
Impairment charges	6
Gain on Settlement	(7)
Gain on sale of land	(4)
TermoRio legal matters	(11)
Gain on Crockett contingency	(3)
Adjusted EBITDA	554
Less: MM Forward Positions	(119)
Add: Prior Period MM	58
Adjusted EBITDA, excluding MM	731

Appendix: 2006 EBITDA Reconciliation

The following table summarizes the calculation of adjusted EBITDA and provides a reconciliation to net income/(loss)

(dollars in millions)	Total
Net Income (Loss)	621
Plus:	
Income Tax	322
Interest Expense	560
Amortization of Finance Costs	24
Amortization of Debt (Discount)/Premium	6
Refinancing Expense	187
Depreciation Expense	590
Amortization of Power Contracts	(1,701)
Amortization of Fuel Contracts	85
Amortization of Emission Credits	47
EBITDA	741
Net (Income) Loss from Discontinued Operations	(78)
Write-Down and (Gain)/Losses on Sales of Equity Method Investments	(8)
Legal Settlement	(74)
Acquisition Integration Costs	14
Audrain Asset Sale Adjustment	(3)
Station Service Reserve Reversal	(15)
Gain on Dissolution of Pike	(13)
Property Tax refund Prior Years	(9)
Reclassify Emission Credit Sale	-
Hedge Reset	1,202
Mirant Defense	6
Adjusted EBITDA	1,763
Less: MIM forward position accruals	143
Add: Prior period MIM reversals	(116)
Less: Hedge Ineffectiveness	28
Adjusted EBITDA, excluding MIM	1,476

Appendix: 2007 Adjusted EBITDA Reconciliation

The following table summarizes the calculation of adjusted EBITDA and provides a reconciliation to net income

<i>(Amounts in millions)</i>		Total
Net Income/(Loss)	\$	586
Plus:		
Income Tax		377
Interest Expense		656
Amortization of Finance Costs		25
Amortization of Debt (Discount)/Premium		7
Refinancing Expense		35
Depreciation Expense		658
ARO Accretion Expense		6
Amortization of Power Contracts		(242)
Amortization of Fuel Contracts		47
Amortization of Emission Allowances		40
EBITDA		2,195
Income from Discontinued Operations		(17)
Station Service Reversal		(18)
Fixed Asset Write-offs		3
Gain on Sale of Equity Method Investment		(1)
Loss/(Gain) on Sale of Assets		(17)
Adjusted EBITDA		2,145
Less MTM Forward Position Accruals		20
Add. Prior Period MTM Reversals		128
Less: Hedge Ineffectiveness		13
Adjusted EBITDA, excluding MtM	\$	2,240

Appendix: 2008 Adjusted EBITDA Reconciliation

The following table summarizes the calculation of adjusted EBITDA and provides a reconciliation to net income

<i>(Amounts in millions)</i>	Total
Net Income/(Loss)	\$ 1,188
Plus:	
Income Tax	713
Interest Expense	591
Amortization of Finance Costs	22
Amortization of Debt (Discount)/Premium	7
Depreciation Expense	649
ARO Accretion Expense	9
Amortization of Power Contracts	(278)
Amortization of Fuel Contracts	(13)
Amortization of Emission Allowances	40
EBITDA	2,928
Exelon Defense Costs	8
Income from Discontinued Operations	(172)
Adjusted EBITDA	2,764
Less MTM Forward Position Accruals	536
Add. Prior Period MtM Reversals	38
Less: Hedge Ineffectiveness	(25)
Adjusted EBITDA, excluding MtM	\$ 2,291

Appendix: 2009 Adjusted EBITDA Reconciliation

The following table summarizes the calculation of adjusted EBITDA and provides a reconciliation to net income

<i>(\$ in millions)</i>	Total
Net Income/(Loss)	942
Plus:	
Income Tax	728
Interest Expense	609
Amortization of Finance Costs	31
Amortization of Debt (Discount)/Premium	14
Depreciation Expense	818
ARO Accretion Expense	8
Amortization of Power Contracts	179
Amortization of Fuel Contracts	(42)
Amortization of Emission Allowances	38
EBITDA	3,325
Early Termination of CSRA	85
Exelon Defense Cost	31
Integration Cost	54
FX Loss on MIBRAG Sale Proceeds	20
Settlement of Pre-Existing Relationship with Reliant Energy	(31)
Gain on Sale of Equity Method Investment	(128)
Adjusted EBITDA	3,356
Less: MTM Forward Position Accruals	105
Add: Prior Period MTM Reversals	(588)
Less: Hedge Ineffectiveness	45
Adjusted EBITDA, excluding MTM	2,618

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Appendix Table:

The following table summarizes the calculation of the following: Debt to Adjusted EBITDA, Funds from Operations to Debt, Adjusted EBITDA to Interest and Net Debt to Capital

	2004	2009		2004	2009
Debt to Adjusted EBITDA					
Numerator:					
Gross debt	3,484	8,418			
Denominator:					
Adjusted EBITDA	912	2,618			
Debt/Adjusted EBITDA	3.82	3.22			
Funds from Operations to Debt					
Numerator:					
Adjusted EBITDA	912	2,618			
Less: Cash Interest	295	623			
Less: Cash Taxes	34	47			
Funds From Operations:	583	1,948			
Denominator:					
Gross debt	3,484	8,418			
FFO/Debt	16.7%	23.1%			
Adjusted EBITDA / Interest					
Numerator:					
Adjusted EBITDA	912	2,618			
Denominator:					
Interest	295	623			
Debt/Adjusted EBITDA	3.09	4.20			
Net Debt to Capital					
Numerator:					
Gross debt	3,484	8,418			
Less: Total Cash (excl. restricted cash)	1,104	2,304			
Net Debt	2,380	6,114			
Denominator:					
Capital					
Net debt	2,380	6,114			
Preferred Stock	406	396			
Book value of common Equity	2,286	7,548			
Capital	5,072	14,058			
Net Debt/Cap	46.9%	43.5%			

Source:
2004 data - 2005 10K and 2005 year-end earnings call deck
2009 data - 2009 10K and 2009 year-end earnings call deck

