

UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
WASHINGTON, DC 20549

FORM 8-K

CURRENT REPORT
Pursuant to Section 13 or 15(d) of the
Securities Exchange Act of 1934

Date of Report (Date of earliest event reported): April 28, 2006

NRG ENERGY, INC.

(Exact name of Registrant as specified in its charter)

Delaware
(State or other jurisdiction of
incorporation)

001-15891
(Commission File Number)

41-1724239
(IRS Employer Identification No.)

211 Carnegie Center, Princeton, New Jersey 08540
(Address of principal executive offices, including zip code)

(609) 524-4500
(Registrant's telephone number, including area code)

(Former name or former address, if changed since last report)

Check the appropriate box below if the Form 8-K filing is intended to simultaneously satisfy the filing obligation of the registrant under any of the following provisions:

- Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)
 - Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)
 - Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))
 - Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))
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Item 1.01 Entry Into a Material Definitive Agreement

On April 28, 2006, NRG Energy, Inc. (“NRG”), the subsidiaries of NRG named in the Third Supplemental Indenture (as hereinafter defined) (the “Existing Guarantors”), Cabrillo Power I LLC, Cabrillo Power II LLC, Long Beach Generation LLC, El Segundo Power LLC, El Segundo Power II LLC, WCP (Generation) Holdings LLC and West Coast Power LLC (collectively, the “Guaranteeing Subsidiaries”) and Law Debenture Trust Company of New York, as trustee (the “Trustee”), entered into a fifth supplemental indenture (the “Fifth Supplemental Indenture”), supplementing the indenture, dated February 2, 2006 (the “Base Indenture”), among NRG and the Trustee, as supplemented by a first supplemental indenture, dated February 2, 2006, among NRG, the guarantors named therein and the Trustee, pursuant to which NRG issued \$1,200,000,000 aggregate principal amount of 7.250% senior notes due 2014 (the “7.250% Notes”), and a third supplemental indenture (the “Third Supplemental Indenture”), dated as of March 14, 2006 among NRG, the Existing Guarantors and the Trustee. Pursuant to the Fifth Supplemental Indenture, each of the Guaranteeing Subsidiaries became a guarantor of NRG’s obligations under its 7.250% Notes.

On April 28, 2006, NRG, the Existing Guarantors, the Guaranteeing Subsidiaries and the Trustee entered into a sixth supplemental indenture (the “Sixth Supplemental Indenture”), supplementing the Base Indenture, as supplemented by a second supplemental indenture, dated February 2, 2006, among NRG, the guarantors named therein and the Trustee, pursuant to which NRG issued \$2,400,000,000 aggregate principal amount of 7.375% senior notes due 2016 (the “7.375% Notes”) and a fourth supplemental indenture, dated as of March 14, 2006, among NRG, the Existing Guarantors and the Trustee. Pursuant to the Sixth Supplemental Indenture, each of the Guaranteeing Subsidiaries became a guarantor of NRG’s obligations under its 7.375% Notes.

A copy of the Fifth Supplemental Indenture is attached as Exhibit 4.1 to this Current Report on Form 8-K and is incorporated by reference herein. A copy of the Sixth Supplemental Indenture is attached as Exhibit 4.2 to this Current Report on Form 8-K and is incorporated by reference herein. The description of the material terms of the Fifth Supplemental Indenture and the Sixth Supplemental Indenture is qualified in its entirety by reference to such exhibits.

Item 9.01 Financial Statements and Exhibits

(d) Exhibits

<u>Exhibit Number</u>	<u>Description</u>
4.1	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.
4.2	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.

SIGNATURES

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

NRG ENERGY, INC.

/s/ Timothy W.J. O'Brien
Name: Timothy W.J. O'Brien
Title: Vice President and General Counsel

Date: May 3, 2006

EXHIBIT INDEX

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4.2	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.

FIFTH SUPPLEMENTAL INDENTURE FOR
ADDITIONAL SUBSIDIARY GUARANTEES

Fifth Supplemental Indenture (this "*Supplemental Indenture for Additional Guarantees*"), dated as of April 28, 2006, among the guaranteeing subsidiaries listed on Schedule A hereto (the "*Guaranteeing Subsidiaries*"), each an indirect subsidiary of NRG Energy, Inc., a Delaware corporation (the "*Company*"), the Company, the Existing Guarantors set forth on the signature page hereto (the "*Existing Guarantors*") and Law Debenture Trust Company of New York, as trustee under the indentures referred to below (the "*Trustee*").

WITNESSETH

WHEREAS, the Company has heretofore executed and delivered to the Trustee an indenture (the "*Base Indenture*"), dated as of February 2, 2006, between the Company and the Trustee, as amended by a first supplemental indenture (the "*First Supplemental Indenture*"), dated as of February 2, 2006, among the Company, the Guarantors named therein and the Trustee, providing for the original issuance of an aggregate principal amount of \$1,200 million of 7.250% Senior Notes due 2014 (the "*Initial Notes*"), and, subject to the terms of the Indenture, future unlimited issuances of 7.250% Senior Notes due 2014 (the "*Additional Notes*," and together with the Initial Notes, the "*Notes*"), and a third supplemental indenture (together with the Base Indenture and the First Supplemental Indenture, the "*Indenture*"), dated as of March 14, 2006, among the Company, the Existing Guarantors and the Trustee;

WHEREAS, the Indenture provides that under certain circumstances the Guaranteeing Subsidiaries shall execute and deliver to the Trustee a supplemental indenture pursuant to which the Guaranteeing Subsidiaries shall unconditionally guarantee all of the Company's Obligations under the Notes and the Indenture (the "*Additional Guarantees*"); and

WHEREAS, pursuant to Section 4.17 of the First Supplemental Indenture, the Trustee, the Company and the other Guarantors are authorized and required to execute and deliver this Supplemental Indenture for Additional Guarantees.

NOW THEREFORE, in consideration of the foregoing and for good and valuable consideration, the receipt of which is hereby acknowledged, the Guaranteeing Subsidiaries, the Trustee, the Company and the other Guarantors mutually covenant and agree for the equal and ratable benefit of the Holders of the Notes as follows:

1. *Capitalized Terms.* Unless otherwise defined in this Supplemental Indenture for Additional Guarantees, capitalized terms used herein without definition shall have the meanings assigned to them in the Indenture.
2. *Agreement to be Bound; Guarantee.* Each of the Guaranteeing Subsidiaries hereby becomes a party to the First Supplemental Indenture as a Guarantor and as such will have all of the rights and be subject to all of the Obligations and agreements of a Guarantor under the Indenture. Each of the Guaranteeing Subsidiaries hereby agrees to be bound by all of the provisions of the First Supplemental Indenture applicable to a Guarantor and to perform all of the Obligations and agreements of a Guarantor under the First Supplemental Indenture. In furtherance of the foregoing, each of the Guaranteeing Subsidiaries shall be deemed a Guarantor for purposes of Article 10 of the First Supplemental Indenture, including, without limitation, Section 10.02 thereof.
3. **NEW YORK LAW TO GOVERN. THE INTERNAL LAW OF THE STATE OF NEW YORK SHALL GOVERN AND BE USED TO CONSTRUCT THIS SUPPLEMENTAL**

INDENTURE FOR ADDITIONAL GUARANTEES BUT WITHOUT GIVING EFFECT TO APPLICABLE PRINCIPLES OF CONFLICTS OF LAW TO THE EXTENT THAT THE APPLICATION OF THE LAWS OF ANOTHER JURISDICTION WOULD BE REQUIRED THEREBY.

4. *Counterparts.* The parties may sign any number of copies of this Supplemental Indenture for Additional Guarantees. Each signed copy shall be an original, but all of them together represent the same agreement.

5. *Effect of Headings.* The Section headings herein are for convenience only and shall not affect the construction hereof.

6. *The Trustee.* The Trustee shall not be responsible in any manner whatsoever for or in respect of the validity or sufficiency of this Supplemental Indenture for Additional Guarantees or for or in respect of the recitals contained herein, all of which recitals are made solely by the Guaranteeing Subsidiaries and the Company.

7. *Ratification of Indenture; Supplemental Indenture for Additional Guarantees Part of Indenture.* Except as expressly amended hereby, the Indenture is in all respects ratified and confirmed and all the terms, conditions and provisions thereof shall remain in full force and effect. This Supplemental Indenture for Additional Guarantees shall form a part of the Indenture for all purposes, and every Holder of Notes heretofore or hereafter authenticated and delivered shall be bound hereby.

IN WITNESS WHEREOF, the parties hereto have caused this Supplemental Indenture for Additional Guarantees to be duly executed and attested, all as of the date first above written.

Guaranteeing Subsidiaries:

CABRILLO POWER I LLC
CABRILLO POWER II LLC
LONG BEACH GENERATION LLC
EL SEGUNDO POWER LLC
EL SEGUNDO POWER II LLC
WCP (GENERATION) HOLDINGS LLC
WEST COAST POWER LLC

By: /s/ George P. Schaefer

Name: George P. Schaefer

Title: Treasurer

Issuer:

NRG ENERGY, INC.

By: /s/ George P. Schaefer

Name: George P. Schaefer

Title: Vice President and Treasurer

Existing Guarantors:

ARTHUR KILL POWER LLC
ASTORIA GAS TURBINE POWER LLC
BERRIANS I GAS TURBINE POWER LLC
BIG CAJUN II UNIT 4 LLC
CAPISTRANO COGENERATION COMPANY
CHICKAHOMINY RIVER ENERGY CORP.
COMMONWEALTH ATLANTIC POWER LLC
CONEMAUGH POWER LLC
CONNECTICUT JET POWER LLC
DEVON POWER LLC
DUNKIRK POWER LLC
EASTERN SIERRA ENERGY COMPANY
HANOVER ENERGY COMPANY
HUNTLEY POWER LLC
INDIAN RIVER OPERATIONS INC.
INDIAN RIVER POWER LLC
JAMES RIVER POWER LLC
KAUFMAN COGEN LP
KEYSTONE POWER LLC
LOUISIANA GENERATING LLC

MIDDLETOWN POWER LLC
MONTVILLE POWER LLC
NEO CALIFORNIA POWER LLC
NEO CHESTER-GEN LLC
NEO CORPORATION
NEO FREEHOLD-GEN LLC
NEO LANDFILL GAS HOLDINGS INC.
NEO POWER SERVICES INC.
NEW GENCO GP, LLC
NORWALK POWER LLC
NRG AFFILIATE SERVICES INC.
NRG ARTHUR KILL OPERATIONS INC.
NRG ASIA-PACIFIC, LTD.
NRG ASTORIA GAS TURBINE OPERATIONS, INC.
NRG BAYOU COVE LLC
NRG BLOCKER I LP
NRG BLOCKER II LP
NRG BLOCKER III INC.
NRG BLOCKER IV INC.
NRG BLOCKER V INC.
NRG BLOCKER VI INC.
NRG BLOCKER VII INC.
NRG CABRILLO POWER OPERATIONS INC.
NRG CADILLAC OPERATIONS INC.
NRG CALIFORNIA PEAKER OPERATIONS LLC
NRG CONNECTICUT AFFILIATE SERVICES INC.
NRG DEVON OPERATIONS INC.
NRG DUNKIRK OPERATIONS INC.
NRG EL SEGUNDO OPERATIONS INC.
NRG HUNTLEY OPERATIONS INC.
NRG INTERNATIONAL LLC
NRG KAUFMAN LLC
NRG MESQUITE LLC
NRG MIDATLANTIC AFFILIATE SERVICES INC.
NRG MIDDLETOWN OPERATIONS INC.
NRG MONTVILLE OPERATIONS INC.
NRG NEW JERSEY ENERGY SALES LLC
NRG NEW ROADS HOLDINGS LLC
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 POWER MARKETING INC.
NRG ROCKY ROAD LLC
NRG SAGUARO OPERATIONS INC.
NRG SOUTH CENTRAL AFFILIATE SERVICES INC.
NRG SOUTH CENTRAL GENERATING LLC
NRG SOUTH CENTRAL OPERATIONS INC.
NRG TEXAS LLC
NRG WEST COAST LLC

NRG WESTERN AFFILIATE SERVICES INC.
OSWEGO HARBOR POWER LLC
SAGUARO POWER LLC
SOMERSET OPERATIONS INC.
SOMERSET POWER LLC
TEXAS GENCO FINANCING CORP.
TEXAS GENCO GP, LLC
TEXAS GENCO HOLDINGS, INC.
TEXAS GENCO OPERATING SERVICES LLC
VIENNA OPERATIONS INC.
VIENNA POWER LLC

By: /s/ George P. Schaefer

Name: George P. Schaefer

Title: Treasurer

GCP FUNDING COMPANY, LLC
NEW GENCO LP, LLC
TEXAS GENCO LP, LLC

By: /s/ Susan T. Dubb

Name: Susan T. Dubb

Title: Treasurer and Secretary

NRG SOUTH TEXAS LP

By: Texas Genco GP, LLC, its General Partner

By: /s/ George P. Schaefer

Name: George P. Schaefer

Title: Vice President and Treasurer

NRG TEXAS LP
TEXAS GENCO SERVICES, LP

By: New Genco GP, LLC, its General Partner

By: /s/ George P. Schaefer

Name: George P. Schaefer

Title: Vice President and Treasurer

Attest:

/s/ Tanuja M. Dehne

Name: Tanuja M. Dehne

Title: Corporate Secretary

LAW DEBENTURE TRUST COMPANY OF NEW YORK,
as Trustee

By: /s/ Adam Berman

Name: Adam Berman

Title: Vice President

SCHEDULE A

SCHEDULE OF GUARANTEEING SUBSIDIARIES

1. Cabrillo Power I LLC, a Delaware limited liability company
2. Cabrillo Power II LLC, a Delaware limited liability company
3. Long Beach Generation LLC, a Delaware limited liability company
4. El Segundo Power LLC, a Delaware limited liability company
5. El Segundo Power II LLC, a Delaware limited liability company
6. WCP (Generation) Holdings LLC, a Delaware limited liability company
7. West Coast Power LLC, a Delaware limited liability company

SIXTH SUPPLEMENTAL INDENTURE FOR
ADDITIONAL SUBSIDIARY GUARANTEES

Sixth Supplemental Indenture (this "*Supplemental Indenture for Additional Guarantees*"), dated as of April 28, 2006, among the guaranteeing subsidiaries listed on Schedule A hereto (the "*Guaranteeing Subsidiaries*"), each an indirect subsidiary of NRG Energy, Inc., a Delaware corporation (the "*Company*"), the Company, the Existing Guarantors set forth on the signature page hereto (the "*Existing Guarantors*") and Law Debenture Trust Company of New York, as trustee under the indentures referred to below (the "*Trustee*").

WITNESSETH

WHEREAS, the Company has heretofore executed and delivered to the Trustee an indenture (the "*Base Indenture*"), dated as of February 2, 2006, between the Company and the Trustee, as amended by a second supplemental indenture (the "*Second Supplemental Indenture*"), dated as of February 2, 2006, among the Company, the Guarantors named therein and the Trustee, providing for the original issuance of an aggregate principal amount of \$2,400 million of 7.375% Senior Notes due 2016 (the "*Initial Notes*"), and, subject to the terms of the Indenture, future unlimited issuances of 7.375% Senior Notes due 2016 (the "*Additional Notes*," and together with the Initial Notes, the "*Notes*"), and a fourth supplemental indenture (together with the Base Indenture and the Second Supplemental Indenture, the "*Indenture*"), dated as of March 14, 2006, among the Company, the Existing Guarantors and the Trustee;

WHEREAS, the Indenture provides that under certain circumstances the Guaranteeing Subsidiaries shall execute and deliver to the Trustee a supplemental indenture pursuant to which the Guaranteeing Subsidiaries shall unconditionally guarantee all of the Company's Obligations under the Notes and the Indenture (the "*Additional Guarantees*"); and

WHEREAS, pursuant to Section 4.17 of the Second Supplemental Indenture, the Trustee, the Company and the other Guarantors are authorized and required to execute and deliver this Supplemental Indenture for Additional Guarantees.

NOW THEREFORE, in consideration of the foregoing and for good and valuable consideration, the receipt of which is hereby acknowledged, the Guaranteeing Subsidiaries, the Trustee, the Company and the other Guarantors mutually covenant and agree for the equal and ratable benefit of the Holders of the Notes as follows:

1. *Capitalized Terms*. Unless otherwise defined in this Supplemental Indenture for Additional Guarantees, capitalized terms used herein without definition shall have the meanings assigned to them in the Indenture.
2. *Agreement to be Bound; Guarantee*. Each of the Guaranteeing Subsidiaries hereby becomes a party to the Second Supplemental Indenture as a Guarantor and as such will have all of the rights and be subject to all of the Obligations and agreements of a Guarantor under the Indenture. Each of the Guaranteeing Subsidiaries hereby agrees to be bound by all of the provisions of the Second Supplemental Indenture applicable to a Guarantor and to perform all of the Obligations and agreements of a Guarantor under the Second Supplemental Indenture. In furtherance of the foregoing, each of the Guaranteeing Subsidiaries shall be deemed a Guarantor for purposes of Article 10 of the Second Supplemental Indenture, including, without limitation, Section 10.02 thereof.
3. **NEW YORK LAW TO GOVERN. THE INTERNAL LAW OF THE STATE OF NEW YORK SHALL GOVERN AND BE USED TO CONSTRUCT THIS SUPPLEMENTAL**

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By: /s/ George P. Schaefer

Name: George P. Schaefer

Title: Treasurer

Issuer:

NRG ENERGY, INC.

By: /s/ George P. Schaefer

Name: George P. Schaefer

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By: /s/ George P. Schaefer
Name: George P. Schaefer
Title: Vice President and Treasurer

Attest:

/s/ Tanuja M. Dehne

Name: Tanuja M. Dehne
Title: Corporate Secretary

LAW DEBENTURE TRUST COMPANY OF NEW YORK,
as Trustee

By: /s/ Adam Berman

Name: Adam Berman

Title: Vice President

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