
**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): **October 3, 2014**

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)

N/A
(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.

One Hundred-Twelfth Supplemental Indenture

On October 3, 2014, NRG Energy, Inc. ("NRG"), the subsidiaries of NRG currently party to the Indenture (defined below), NRG HQ DG LLC (the "Guaranteeing Subsidiary"), and Law Debenture Trust Company of New York, as trustee (the "Trustee"), entered into the one hundred-twelfth supplemental indenture (the "One Hundred-Twelfth Supplemental Indenture"), supplementing the indenture, dated as of February 2, 2006 (the "Base Indenture"), as supplemented by (i) the thirty-sixth supplemental indenture, dated as of August 20, 2010 (the "Thirty-Sixth Supplemental Indenture"), among NRG, the guarantors party thereto and the Trustee, pursuant to which NRG issued \$1,100,000,000 aggregate principal amount of 8.25% senior notes due 2020 (the "2020 Notes"), (ii) the forty-second supplemental indenture, dated as of January 26, 2011 (the "Forty-Second Supplemental Indenture"), among NRG, the guarantors party thereto and the Trustee, pursuant to which NRG issued \$1,200,000,000 aggregate principal amount of 7.625% senior notes due 2018 (the "2018 Notes"), (iii) the fifty-first supplemental indenture, dated as of May 24, 2011 (the "Fifty-First Supplemental Indenture"), among NRG, the guarantors party thereto and the Trustee, pursuant to which NRG issued \$1,200,000,000 aggregate principal amount of 7.875% senior notes due 2021 (the "2021 Notes"), (iv) the seventieth supplemental indenture, dated as of September 24, 2012 (the "Seventieth Supplemental Indenture"), among NRG, the guarantors party thereto and the Trustee, pursuant to which NRG issued \$990,000,000 aggregate principal amount of 6.625% senior notes due 2023 (the "2023 Notes"), and (v) the one hundred-ninth supplemental indenture, dated as of January 27, 2014 (the "One Hundred-Ninth Supplemental Indenture," and together with the Base Indenture, the Thirty-Sixth Supplemental Indenture, the Forty-Second Supplemental Indenture, the Fifty-First Supplemental Indenture and the Seventieth Supplemental Indenture, each as further supplemented and amended to the date hereof, the "Indenture"), among NRG, the guarantors party thereto and the Trustee, pursuant to which NRG issued \$1,100,000,000 aggregate principal amount of 6.250% senior notes due 2022 (the "2022 Notes," and collectively with the 2020 Notes, the 2018 Notes, 2021 Notes and the 2023 Notes, the "Notes"). Pursuant to the One Hundred-Twelfth Supplemental Indenture, the Guaranteeing Subsidiary became a guarantor of NRG's obligations under the Notes.

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

Second Supplemental Indenture

On October 3, 2014, NRG, the subsidiaries of NRG currently party to the 2014 Indenture (defined below), the Guaranteeing Subsidiary, and the Trustee, as trustee under the 2014 Indenture, entered into the second supplemental indenture (the "Second Supplemental Indenture"), supplementing the indenture, dated as of April 21, 2014 (the "2014 Indenture"), pursuant to which NRG issued \$1,000,000,000 aggregate principal amount of 6.25% senior notes due 2024 (the "2024 Notes"). Pursuant to the Second Supplemental Indenture, the Guaranteeing Subsidiary became a guarantor of NRG's obligations under the 2024 Notes.

A copy of the Second 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 Second Supplemental Indenture is qualified in its entirety by reference to such exhibit.

Item 9.01 Financial Statements and Exhibits

(d) Exhibits

The Exhibit Index attached to this Form 8-K is incorporated herein by reference.

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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.

By: /s/ David R. Hill
David R. Hill
Executive Vice President and General Counsel

October 3, 2014

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EXHIBIT INDEX

<u>Exhibit No.</u>	<u>Document</u>
4.1	One Hundred-Twelfth Supplemental Indenture, dated as of October 3, 2014, among NRG Energy, Inc., the guarantors named therein and Law Debenture Trust Company of New York.
4.2	Second Supplemental Indenture, dated as of October 3, 2014, among NRG Energy, Inc., the guarantors named therein and Law Debenture Trust Company of New York.

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ONE HUNDRED-TWELFTH SUPPLEMENTAL INDENTURE FOR
ADDITIONAL SUBSIDIARY GUARANTEES

ONE-HUNDRED TWELFTH SUPPLEMENTAL INDENTURE (this “*Supplemental Indenture for Additional Guarantees*”), dated as of October 3, 2014, among NRG HQ DG LLC, a Delaware limited liability company (the “*Guaranteeing Subsidiary*”), subsidiary of NRG Energy, Inc., a Delaware corporation (the “*Company*”), the Company, the Existing Guarantors set forth on the signature pages hereto (the “*Existing Guarantors*”), and Law Debenture Trust Company of New York, as trustee under the Indenture referred to below (the “*Trustee*”).

W I T N E S S E T H

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 (i) a thirty-sixth supplemental indenture (the “*Thirty-Sixth Supplemental Indenture*”), dated as of August 20, 2010, among the Company, the Guarantors party thereto and the Trustee, providing for the original issuance of an aggregate principal amount of \$1,100 million of 8.25% Senior Notes due 2020 (the “*2020 Initial Notes*”), and, subject to the terms of the Thirty-Sixth Supplemental Indenture, future unlimited issuances of 8.25% Senior Notes due 2020 (the “*2020 Additional Notes*,” and together with the 2020 Initial Notes, the “*2020 Notes*”), (ii) a forty-second supplemental indenture (the “*Forty-Second Supplemental Indenture*”), dated as of January 26, 2011, among the Company, the Guarantors party thereto and the Trustee, providing for the original issuance of an aggregate principal amount of \$1,200 million of 7.625% Senior Notes due 2018 (the “*2018 Initial Notes*”), and, subject to the terms of the Forty-Second Supplemental Indenture, future unlimited issuances of 7.625% Senior Notes due 2018 (the “*2018 Additional Notes*,” and together with the 2018 Initial Notes, the “*2018 Notes*”), (iii) a fifty-first supplemental indenture (the “*Fifty-First Supplemental Indenture*”), dated as of May 24, 2011, among the Company, the Guarantors party thereto and the Trustee, providing for the original issuance of an aggregate principal amount of \$1,200 million of 7.875% Senior Notes due 2021 (the “*2021 Initial Notes*”), and, subject to the terms of the Fifty-First Supplemental Indenture, future unlimited issuances of 7.875% Senior Notes due 2021 (the “*2021 Additional Notes*,” and together with the 2021 Initial Notes, the “*2021 Notes*”), (iv) a seventieth supplemental indenture (the “*Seventieth Supplemental Indenture*”), dated as of September 24, 2012, among the Company, the Guarantors party thereto and the Trustee, providing for the original issuance of an aggregate principal amount of \$990 million of 6.625% Senior Notes due 2023 (the “*2023 Initial Notes*”), and, subject to the terms of the Seventieth Supplemental Indenture, future unlimited issuances of 6.625% Senior Notes due 2023 (the “*2023 Additional Notes*,” and together with the 2023 Initial Notes, the “*2023 Notes*”), and (v) a one hundred-ninth supplemental indenture (the “*One Hundred-Ninth Supplemental Indenture*” and, collectively with the Base Indenture, the Thirty-Sixth Supplemental Indenture, the Forty-Second Supplemental Indenture, the Fifty-First Supplemental Indenture and the Seventieth Supplemental Indenture, each as further supplemented and amended to the date hereof, the “*Indenture*”), dated as of January 27, 2014, among the Company, the Guarantors party thereto and the Trustee, providing for the original issuance of an aggregate principal amount of \$1,100 million of 6.250% Senior Notes due 2022 (the “*2022 Initial Notes*”), and, subject to the terms of the One Hundred-Ninth Supplemental Indenture, future unlimited issuances of 6.250% Senior Notes due 2022 (the “*2022 Additional Notes*,” and together with the 2022 Initial Notes, the “*2022 Notes*,” which, collectively with the 2020 Notes, the 2018 Notes, the 2021 Notes and the 2023 Notes, are referred to herein as the “*Notes*”);

WHEREAS, the Indenture provides that under certain circumstances the Guaranteeing Subsidiary shall execute and deliver to the Trustee a supplemental indenture pursuant to which the Guaranteeing Subsidiary 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 each of the Thirty-Sixth Supplemental Indenture, the Forty-Second Supplemental Indenture, the Fifty-First Supplemental Indenture and the Seventieth Supplemental Indenture, and Section 4.16 of the One Hundred-Ninth Supplemental Indenture, the Trustee, the Company and the Existing 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 Subsidiary, the Trustee, the Company and the Existing 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; Guarantees.* The Guaranteeing Subsidiary hereby becomes party to the Indenture as 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. The Guaranteeing Subsidiary hereby agrees to be bound by all of the provisions of the Indenture applicable to a Guarantor and to perform all of the Obligations and agreements of a Guarantor under the Indenture. In furtherance of the foregoing, the Guaranteeing Subsidiary shall be deemed a Guarantor for purposes of Article 10 of each of the Thirty-Sixth Supplemental Indenture, the Forty-Second Supplemental Indenture, the Fifty-First Supplemental Indenture, the Seventieth Supplemental Indenture and the One Hundred-Ninth 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 CONSTRUE 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 Subsidiary 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.

[Signatures on following pages]

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 SUBSIDIARY:

NRG HQ DG LLC

By: /s/ Lynne Wittkamp

Name: Lynne Wittkamp
Title: Assistant Secretary

Signature Page to One Hundred-Twelfth Supplemental Indenture

ISSUER:

NRG ENERGY, INC.

By: /s/ Brian Curci

Name: Brian Curci
Title: Corporate Secretary

EXISTING GUARANTORS:

ARTHUR KILL POWER LLC
ASTORIA GAS TURBINE POWER LLC
BAYOU COVE PEAKING POWER, LLC
CABRILLO POWER I LLC
CABRILLO POWER II LLC
CARBON MANAGEMENT SOLUTIONS LLC
CIRRO ENERGY SERVICES, INC.
CIRRO GROUP, INC.
CLEAN EDGE ENERGY LLC
CONEMAUGH POWER LLC
CONNECTICUT JET POWER LLC
COTTONWOOD DEVELOPMENT LLC
COTTONWOOD GENERATING PARTNERS I LLC
COTTONWOOD GENERATING PARTNERS II LLC
COTTONWOOD GENERATING PARTNERS III LLC
DEVON POWER LLC
DUNKIRK POWER LLC
EASTERN SIERRA ENERGY COMPANY LLC
EL SEGUNDO POWER, LLC
EL SEGUNDO POWER II LLC
ENERGY PLUS HOLDINGS LLC
ENERGY PLUS NATURAL GAS LLC
ENERGY PROTECTION INSURANCE COMPANY
HUNTLEY POWER LLC
INDEPENDENCE ENERGY ALLIANCE LLC
INDEPENDENCE ENERGY NATURAL GAS LLC
INDIAN RIVER OPERATIONS INC.
INDIAN RIVER POWER LLC
KEYSTONE POWER LLC
LANGFORD WIND POWER, LLC
MERIDEN GAS TURBINES LLC

Signature Page to One Hundred-Twelfth Supplemental Indenture

MIDDLETOWN POWER LLC
MONTVILLE POWER LLC
NEO CORPORATION
NEO FREEHOLD-GEN LLC
NEO POWER SERVICES INC.
NORWALK POWER LLC
NRG AFFILIATE SERVICES INC.
NRG ARTESIAN ENERGY LLC
NRG ARTHUR KILL OPERATIONS INC.
NRG ASTORIA GAS TURBINE OPERATIONS INC.
NRG BAYOU COVE LLC
NRG BUSINESS SOLUTIONS LLC
NRG CABRILLO POWER OPERATIONS INC.
NRG CALIFORNIA PEAKER OPERATIONS LLC
NRG CEDAR BAYOU DEVELOPMENT COMPANY, LLC
NRG CONNECTICUT AFFILIATE SERVICES INC.
NRG DEVELOPMENT COMPANY INC.
NRG DEVON OPERATIONS INC.
NRG DISPATCH SERVICES LLC
NRG DUNKIRK OPERATIONS INC.
NRG EL SEGUNDO OPERATIONS INC.
NRG ENERGY SERVICES GROUP LLC
NRG GENERATION HOLDINGS, INC.
NRG HOME & BUSINESS SOLUTIONS LLC
NRG HOME SOLUTIONS PRODUCT LLC
NRG HUNTLEY OPERATIONS INC.
NRG IDENTITY PROTECT LLC
NRG ILION LP LLC
NRG INTERNATIONAL LLC
NRG MEXTRANS INC.
NRG MIDATLANTIC AFFILIATE SERVICES INC.
NRG MIDDLETOWN OPERATIONS INC.
NRG MONTVILLE OPERATIONS INC.
NRG NEW JERSEY ENERGY SALES 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 PACGEN INC.

Signature Page to One Hundred-Twelfth Supplemental Indenture

NRG PORTABLE POWER LLC
NRG POWER MARKETING LLC
NRG RENTER'S PROTECTION LLC
NRG RETAIL LLC
NRG ROCKFORD ACQUISITION LLC
NRG SAGUARO OPERATIONS INC.
NRG SECURITY LLC
NRG SERVICES CORPORATION
NRG SIMPLYSMART SOLUTIONS LLC
NRG SOUTH CENTRAL AFFILIATE SERVICES INC.
NRG SOUTH CENTRAL GENERATING LLC
NRG SOUTH CENTRAL OPERATIONS INC.
NRG TEXAS C&I SUPPLY LLC
NRG WARRANTY SERVICES LLC
NRG WEST COAST LLC
NRG WESTERN AFFILIATE SERVICES INC.
O'BRIEN COGENERATION, INC. II
ONSITE ENERGY, INC.
OSWEGO HARBOR POWER LLC
RERH HOLDINGS, LLC
SAGUARO POWER LLC
SOMERSET OPERATIONS INC.
SOMERSET POWER LLC
US RETAILERS LLC
VIENNA OPERATIONS INC.
VIENNA POWER LLC
WCP (GENERATION) HOLDINGS LLC

WEST COAST POWER LLC

By: /s/ Lynne Wittkamp
Name: Lynne Wittkamp
Title: Assistant Secretary

Signature Page to One Hundred-Twelfth Supplemental Indenture

COTTONWOOD ENERGY COMPANY LP
By: Cottonwood Generating Partners I LLC, its General Partner

By: /s/ Lynne Wittkamp
Name: Lynne Wittkamp
Title: Assistant Secretary

COTTONWOOD TECHNOLOGY PARTNERS LP
By: Cottonwood Generating Partners I LLC, its General Partner

By: /s/ Lynne Wittkamp
Name: Lynne Wittkamp
Title: Assistant Secretary

ELBOW CREEK WIND PROJECT LLC

By: /s/ Lynne Wittkamp
Name: Lynne Wittkamp
Title: Assistant Secretary

GCP FUNDING COMPANY, LLC

By: /s/ Elizabeth McCormack
Name: Elizabeth McCormack
Title: Assistant Secretary

GREEN MOUNTAIN ENERGY COMPANY

By: /s/ G. Gary Garcia
Name: G. Gary Garcia
Title: Vice President, Treasury

NRG CONSTRUCTION LLC

By: /s/ Gaetan Frotte
Name: Gaetan Frotte
Title: Vice President and Treasurer

Signature Page to One Hundred-Twelfth Supplemental Indenture

ACE ENERGY, INC.
ALLIED WARRANTY LLC
BIDURENERGY, INC.
ENERGY CURTAILMENT SPECIALISTS, INC.
LONE STAR A/C & APPLIANCE REPAIR, LLC
NRG CURTAILMENT SOLUTIONS LLC
NRG ENERGY LABOR SERVICES LLC
NRG ENERGY SERVICES LLC
NRG HOME SOLUTIONS LLC

NRG HOMER CITY SERVICES LLC
NRG MAINTENANCE SERVICES LLC
NRG RELIABILITY SOLUTIONS LLC

By: /s/ Gaetan Frotte
Name: Gaetan Frotte
Title: Vice President and Treasurer

NRG ILION LIMITED PARTNERSHIP
By: NRG Rockford Acquisition LLC, its General Partner

By: /s/ Lynne Wittkamp
Name: Lynne Wittkamp
Title: Assistant Secretary

NRG SOUTH TEXAS LP
By: Texas Genco GP, LLC, its General Partner

By: /s/ Elizabeth McCormack
Name: Elizabeth McCormack
Title: Assistant Secretary

NRG ENERGY SERVICES INTERNATIONAL INC.
NRG RETAIL NORTHEAST LLC

By: /s/ Elizabeth McCormack
Name: Elizabeth McCormack
Title: Assistant Secretary

Signature Page to One Hundred-Twelfth Supplemental Indenture

TEXAS GENCO SERVICES, LP
By: New Genco GP, LLC, its General Partner

By: /s/ G. Gary Garcia
Name: G. Gary Garcia
Title: Vice President and Treasurer

EVERYTHING ENERGY LLC
RE RETAIL RECEIVABLES, LLC
RELIANT ENERGY NORTHEAST LLC
RELIANT ENERGY POWER SUPPLY LLC
RELIANT ENERGY RETAIL HOLDINGS, LLC
RELIANT ENERGY RETAIL SERVICES, LLC
INDEPENDENCE ENERGY GROUP LLC

By: /s/ Lynne Wittkamp
Name: Lynne Wittkamp
Title: Assistant Secretary

ENERGY ALTERNATIVES WHOLESale, LLC
GREGORY PARTNERS, LLC
GREGORY POWER PARTNERS LLC
NEW GENCO GP, LLC
NRG TEXAS GREGORY LLC
NRG TEXAS LLC
NRG TEXAS POWER LLC
TEXAS GENCO FINANCING CORP.
TEXAS GENCO HOLDINGS, INC.
TEXAS GENCO GP, LLC
TEXAS GENCO OPERATING SERVICES, LLC

By: /s/ G. Gary Garcia
Name: G. Gary Garcia
Title: Vice President and Treasurer

Signature Page to One Hundred-Twelfth Supplemental Indenture

LOUISIANA GENERATING LLC
NRG NEW ROADS HOLDINGS LLC
NRG TEXAS HOLDING INC.

By: /s/ G. Gary Garcia
Name: G. Gary Garcia
Title: Treasurer

TEXAS GENCO LP, LLC

By: /s/ G. Gary Garcia
Name: G. Gary Garcia
Title: Manager

Signature Page to One Hundred-Twelfth Supplemental Indenture

LAW DEBENTURE TRUST COMPANY OF NEW YORK,
as Trustee

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

Signature Page to One Hundred-Twelfth Supplemental Indenture

SECOND SUPPLEMENTAL INDENTURE
FOR ADDITIONAL SUBSIDIARY GUARANTEE

SECOND SUPPLEMENTAL INDENTURE (this “*Supplemental Indenture for Additional Guarantee*”), dated as of October 3, 2014, among NRG HQ DG LLC, a Delaware limited liability company (the “*Guaranteeing Subsidiary*”), subsidiary of NRG Energy, Inc. (or its permitted successor), a Delaware corporation (the “*Company*”), the Company, the other Guarantors (as defined in the Indenture referred to herein), and Law Debenture Trust Company of New York, as trustee under the Indenture referred to below (the “*Trustee*”).

WITNESSETH

WHEREAS, the Company has heretofore executed and delivered to the Trustee an indenture (the “*Indenture*”), dated as of April 21, 2014 providing for the issuance of 6.25% Senior Notes due 2024 (the “*Notes*”);

WHEREAS, the Indenture provides that under certain circumstances the Guaranteeing Subsidiary shall execute and deliver to the Trustee a supplemental indenture pursuant to which the Guaranteeing Subsidiary shall unconditionally guarantee all of the Company’s Obligations under the Notes and the Indenture on the terms and conditions set forth herein (the “*Subsidiary Guarantee*”); and

WHEREAS, pursuant to Sections 4.10 and 9.01 of the Indenture, the Trustee, the Company and the other Guarantors are authorized to execute and deliver this Supplemental Indenture for Additional Guarantee.

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

1. *Capitalized Terms.* Capitalized terms used herein without definition shall have the meanings assigned to them in the Indenture.
 2. *Agreement to Guarantee.* The Guaranteeing Subsidiary hereby becomes party to the Indenture as a Guarantor and as such will have all the rights and be subject to all the Obligations and agreements of a Guarantor under the Indenture. The Guaranteeing Subsidiary hereby agrees to provide an unconditional Guarantee on the terms and subject to the conditions set forth in the Subsidiary Guarantee and in the Indenture including but not limited to Article 10 thereof.
 4. *No Recourse Against Others.* No director, officer, employee, incorporator or stockholder of the Company or any Guarantor, as such, will have any liability for any obligations of the Company or the Guarantors under the Notes, this Indenture, the Subsidiary Guarantee or for any claim based on, in respect of, or by reason of, such obligations or their creation. Each Holder of Notes by accepting a Note waives and releases all such liability. The waiver and release are part of the consideration for issuance of the Notes. The waiver may not be effective to waive liabilities under the federal securities laws.
 5. *NEW YORK LAW TO GOVERN.* THE INTERNAL LAW OF THE STATE OF NEW YORK SHALL GOVERN AND BE USED TO CONSTRUE THIS SUPPLEMENTAL INDENTURE FOR ADDITIONAL GUARANTEE 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.
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6. *Counterparts.* The parties may sign any number of copies of this Supplemental Indenture for Additional Guarantee. Each signed copy shall be an original, but all of them together represent the same agreement.
 7. *Effect of Headings.* The Section headings herein are for convenience only and shall not affect the construction hereof.
 8. *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 Guarantee or for or in respect of the recitals contained herein, all of which recitals are made solely by the Guaranteeing Subsidiary and the Company.
 9. *Ratification of Indenture; Supplemental Indenture for Additional Guarantee 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 Guarantee 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.

[Signatures on following pages]

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

GUARANTEEING SUBSIDIARY:

NRG HQ DG LLC

By: /s/ Lynne Wittkamp

Name: Lynne Wittkamp
Title: Assistant Secretary

ISSUER:

NRG ENERGY, INC.

By: /s/ Brian Curci

Name: Brian Curci

Title: Corporate Secretary

EXISTING GUARANTORS:

ARTHUR KILL POWER LLC
ASTORIA GAS TURBINE POWER LLC
BAYOU COVE PEAKING POWER, LLC
CABRILLO POWER I LLC
CABRILLO POWER II LLC
CARBON MANAGEMENT SOLUTIONS LLC
CIRRO ENERGY SERVICES, INC.
CIRRO GROUP, INC.
CLEAN EDGE ENERGY LLC
CONEMAUGH POWER LLC
CONNECTICUT JET POWER LLC
COTTONWOOD DEVELOPMENT LLC
COTTONWOOD GENERATING PARTNERS I LLC
COTTONWOOD GENERATING PARTNERS II LLC
COTTONWOOD GENERATING PARTNERS III LLC
DEVON POWER LLC
DUNKIRK POWER LLC
EASTERN SIERRA ENERGY COMPANY LLC
EL SEGUNDO POWER, LLC
EL SEGUNDO POWER II LLC
ENERGY PLUS HOLDINGS LLC
ENERGY PLUS NATURAL GAS LLC
ENERGY PROTECTION INSURANCE COMPANY
HUNTLEY POWER LLC
INDEPENDENCE ENERGY ALLIANCE LLC
INDEPENDENCE ENERGY NATURAL GAS LLC
INDIAN RIVER OPERATIONS INC.
INDIAN RIVER POWER LLC
KEYSTONE POWER LLC
LANGFORD WIND POWER, LLC
MERIDEN GAS TURBINES LLC
MIDDLETOWN POWER LLC

MONTVILLE POWER LLC
NEO CORPORATION
NEO FREEHOLD-GEN LLC
NEO POWER SERVICES INC.
NORWALK POWER LLC
NRG AFFILIATE SERVICES INC.
NRG ARTESIAN ENERGY LLC
NRG ARTHUR KILL OPERATIONS INC.
NRG ASTORIA GAS TURBINE OPERATIONS INC.
NRG BAYOU COVE LLC
NRG BUSINESS SOLUTIONS LLC
NRG CABRILLO POWER OPERATIONS INC.
NRG CALIFORNIA PEAKER OPERATIONS LLC
NRG CEDAR BAYOU DEVELOPMENT COMPANY, LLC
NRG CONNECTICUT AFFILIATE SERVICES INC.
NRG DEVELOPMENT COMPANY INC.
NRG DEVON OPERATIONS INC.
NRG DISPATCH SERVICES LLC
NRG DUNKIRK OPERATIONS INC.

NRG EL SEGUNDO OPERATIONS INC.
NRG ENERGY SERVICES GROUP LLC
NRG GENERATION HOLDINGS, INC.
NRG HOME & BUSINESS SOLUTIONS LLC
NRG HOME SOLUTIONS PRODUCT LLC
NRG HUNTLEY OPERATIONS INC.
NRG IDENTITY PROTECT LLC
NRG ILION LP LLC
NRG INTERNATIONAL LLC
NRG MEXTRANS INC.
NRG MIDATLANTIC AFFILIATE SERVICES INC.
NRG MIDDLETOWN OPERATIONS INC.
NRG MONTVILLE OPERATIONS INC.
NRG NEW JERSEY ENERGY SALES 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.

Signature Page to Second Supplemental Indenture

NRG PACGEN INC.
NRG PORTABLE POWER LLC
NRG POWER MARKETING LLC
NRG RENTER'S PROTECTION LLC
NRG RETAIL LLC
NRG ROCKFORD ACQUISITION LLC
NRG SAGUARO OPERATIONS INC.
NRG SECURITY LLC
NRG SERVICES CORPORATION
NRG SIMPLYSMART SOLUTIONS LLC
NRG SOUTH CENTRAL AFFILIATE SERVICES INC.
NRG SOUTH CENTRAL GENERATING LLC
NRG SOUTH CENTRAL OPERATIONS INC.
NRG TEXAS C&I SUPPLY LLC
NRG WARRANTY SERVICES LLC
NRG WEST COAST LLC
NRG WESTERN AFFILIATE SERVICES INC.
O'BRIEN COGENERATION, INC. II
ONSITE ENERGY, INC.
OSWEGO HARBOR POWER LLC
RERH HOLDINGS, LLC
SAGUARO POWER LLC
SOMERSET OPERATIONS INC.
SOMERSET POWER LLC
US RETAILERS LLC
VIENNA OPERATIONS INC.
VIENNA POWER LLC
WCP (GENERATION) HOLDINGS LLC
WEST COAST POWER LLC

By: /s/ Lynne Wittkamp

Name: Lynne Wittkamp
Title: Assistant Secretary

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COTTONWOOD ENERGY COMPANY LP
By: Cottonwood Generating Partners I LLC, its General Partner

By: /s/ Lynne Wittkamp

Name: Lynne Wittkamp
Title: Assistant Secretary

COTTONWOOD TECHNOLOGY PARTNERS LP

By: Cottonwood Generating Partners I LLC, its General Partner

By: /s/ Lynne Wittkamp
Name: Lynne Wittkamp
Title: Assistant Secretary

ELBOW CREEK WIND PROJECT LLC

By: /s/ Lynne Wittkamp
Name: Lynne Wittkamp
Title: Assistant Secretary

GCP FUNDING COMPANY, LLC

By: /s/ Elizabeth McCormack
Name: Elizabeth McCormack
Title: Assistant Secretary

GREEN MOUNTAIN ENERGY COMPANY

By: /s/ G. Gary Garcia
Name: G. Gary Garcia
Title: Vice President, Treasury

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NRG CONSTRUCTION LLC

By: /s/ Gaetan Frotte
Name: Gaetan Frotte
Title: Vice President and Treasurer

ACE ENERGY, INC.
ALLIED WARRANTY LLC
BIDURENERGY, INC.
ENERGY CURTAILMENT SPECIALISTS, INC.
LONE STAR A/C & APPLIANCE REPAIR, LLC
NRG CURTAILMENT SOLUTIONS LLC
NRG ENERGY LABOR SERVICES LLC
NRG ENERGY SERVICES LLC
NRG HOME SOLUTIONS LLC
NRG HOMER CITY SERVICES LLC
NRG MAINTENANCE SERVICES LLC
NRG RELIABILITY SOLUTIONS LLC

By: /s/ Gaetan Frotte
Name: Gaetan Frotte
Title: Vice President and Treasurer

NRG ILION LIMITED PARTNERSHIP

By: NRG Rockford Acquisition LLC, its General Partner

By: /s/ Lynne Wittkamp
Name: Lynne Wittkamp
Title: Assistant Secretary

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NRG SOUTH TEXAS LP
By: Texas Genco GP, LLC, its General Partner

By: /s/ Elizabeth McCormack
Name: Elizabeth McCormack
Title: Assistant Secretary

NRG ENERGY SERVICES INTERNATIONAL INC.
NRG RETAIL NORTHEAST LLC

By: /s/ Elizabeth McCormack
Name: Elizabeth McCormack
Title: Assistant Secretary

TEXAS GENCO SERVICES, LP
By: New Genco GP, LLC, its General Partner

By: /s/ G. Gary Garcia
Name: G. Gary Garcia
Title: Vice President and Treasurer

EVERYTHING ENERGY LLC
RE RETAIL RECEIVABLES, LLC
RELIANT ENERGY NORTHEAST LLC
RELIANT ENERGY POWER SUPPLY LLC
RELIANT ENERGY RETAIL HOLDINGS, LLC
RELIANT ENERGY RETAIL SERVICES, LLC
INDEPENDENCE ENERGY GROUP LLC

By: /s/ Lynne Wittkamp
Name: Lynne Wittkamp
Title: Assistant Secretary

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ENERGY ALTERNATIVES WHOLESale, LLC
GREGORY PARTNERS, LLC
GREGORY POWER PARTNERS LLC
NEW GENCO GP, LLC
NRG TEXAS GREGORY LLC
NRG TEXAS LLC
NRG TEXAS POWER LLC
TEXAS GENCO FINANCING CORP.
TEXAS GENCO HOLDINGS, INC.
TEXAS GENCO GP, LLC
TEXAS GENCO OPERATING SERVICES, LLC

By: /s/ G. Gary Garcia
Name: G. Gary Garcia
Title: Vice President and Treasurer

LOUISIANA GENERATING LLC
NRG NEW ROADS HOLDINGS LLC
NRG TEXAS HOLDING INC.

By: /s/ G. Gary Garcia
Name: G. Gary Garcia
Title: Treasurer

TEXAS GENCO LP, LLC

By: /s/ G. Gary Garcia

Name: G. Gary Garcia

Title: Manager

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LAW DEBENTURE TRUST COMPANY OF NEW YORK,
as Trustee

By: /s/ James D. Heaney

Name: James D. Heaney

Title: Managing Director

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