

NRG ENERGY, INC.  
Form 424B5  
June 03, 2009

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Filed Pursuant to Rule 424(b)(5)  
 Registration No. 333-157351

**CALCULATION OF REGISTRATION FEE**

<b>Title of Class of Securities to be Registered</b>	<b>Amount to be Registered</b>	<b>Proposed Maximum Offering Price per Share</b>	<b>Proposed Maximum Aggregate Offering Price</b>	<b>Amount of Registration Fee(1)</b>
8.50% Notes due 2019	\$700,000,000	98.348%	\$688,436,000	\$38,414.73

(1) Calculated in accordance with Rule 457(r) of the Securities Act of 1933, as amended.

PROSPECTUS SUPPLEMENT  
 (To Prospectus dated February 13, 2009)

\$700,000,000

NRG ENERGY, INC.

8.50% SENIOR NOTES DUE 2019

*We will pay interest on the notes on June 15 and December 15 of each year, beginning December 15, 2009. The notes will mature on June 15, 2019. We may redeem some or all of the notes at any time at redemption prices described in this prospectus supplement.*

*The notes will be unsecured obligations and rank equally with our existing and future unsecured senior indebtedness. The notes will be issued only in registered form in denominations of \$5,000.*

*Investing in the notes involves risks that are described in the Risk Factors section beginning on page S-8 of this prospectus supplement.*

	<i>Per Note</i>	<i>Total</i>
Public offering price	98.348%	\$ 688,436,000
Underwriting discount	1.500%	\$ 10,500,000
Proceeds, before expenses, to NRG Energy, Inc.	96.848%	\$ 677,936,000

*Neither the Securities and Exchange Commission nor any state securities commission has approved or disapproved of these securities or determined if this prospectus is truthful or complete. Any representation to the contrary is a*

*criminal offense.*

*The notes are offered by the Underwriters, subject to prior sale, when, as and if issued to and accepted by them, subject to approval of certain legal matters by counsel for the Underwriters and certain other conditions. The Underwriters reserve the right to withdraw, cancel or modify such offer and reject any orders in whole or in part. The notes will be ready for delivery in book-entry form only through The Depository Trust Company on or about June 5, 2009.*

Joint Book-Running Managers

*MORGAN STANLEY*

*CITI*

Senior Co-Manager

*BANC OF AMERICA SECURITIES LLC*

Co-Managers

*BNP PARIBAS*

*ING WHOLESALE*

*NATIXIS BLEICHROEDER INC.*

*RBS*

*TD SECURITIES*

*WEDBUSH MORGAN SECURITIES INC.*

The date of this prospectus supplement is June 2, 2009

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You should rely only on the information contained or incorporated by reference in this prospectus supplement and the accompanying prospectus. We have not, and the underwriters have not, authorized any other person to provide you with different information. If anyone provides you with different or inconsistent information, you should not rely on it. We are not, and the underwriters are not, making an offer to sell these securities in any jurisdiction where the offer or sale is not permitted. You should assume that the information appearing in this prospectus supplement, the accompanying prospectus and the documents incorporated by reference is accurate only as of the respective dates of those documents. Our business, financial condition, results of operations and prospectus may have changed since those dates.

**CERTAIN PERSONS PARTICIPATING IN THIS OFFERING MAY ENGAGE IN TRANSACTIONS THAT STABILIZE, MAINTAIN OR OTHERWISE AFFECT THE PRICE OF THE NOTES, INCLUDING OVER-ALLOTMENT, STABILIZING AND SHORT-COVERING TRANSACTIONS IN SUCH NOTES. FOR A DESCRIPTION OF THESE ACTIVITIES, SEE UNDERWRITING. THESE ACTIONS, IF COMMENCED, MAY BE DISCONTINUED AT ANY TIME.**

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**ABOUT THIS PROSPECTUS SUPPLEMENT**

This document consists of two parts. The first part is this prospectus supplement, which describes the specific terms of this offering. The second part is the accompanying prospectus, which describes more general information, some of which may not apply to this offering. You should read both this prospectus supplement and the accompanying prospectus, together with additional information described below under the headings **Where You Can Find More Information** and **Incorporation of Certain Documents by Reference**.

If the description of the offering varies between this prospectus supplement and the accompanying prospectus, you should rely on the information in this prospectus supplement.

Any statement made in this prospectus supplement or in a document incorporated or deemed to be incorporated by reference in this prospectus supplement will be deemed to be modified or superseded for purposes of this prospectus supplement to the extent that a statement contained in this prospectus supplement or in any other subsequently filed document that is also incorporated or deemed to be incorporated by reference in this prospectus supplement modifies or supersedes that statement. Any statement so modified or superseded will not be deemed, except as so modified or superseded, to constitute a part of this prospectus supplement. See **Incorporation of Certain Documents By Reference**.

Unless the context requires otherwise, the terms **NRG**, **we**, **our**, and **us** refer to NRG Energy, Inc. and its consolidated subsidiaries.

**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 facilities of the Commission at 100 F Street, N.E., Room 1580, Washington, D.C. 20549. Copies of such material may be obtained by mail, upon payment of the Commission's prescribed rates, by writing to the Public Reference Section of the Commission at 100 F Street, N.E., Room 1580, Washington, D.C. 20549, and also may be obtained without charge from the Commission's website at <http://www.sec.gov>.

This prospectus supplement and the accompanying prospectus, which forms a part of the registration statement, do 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 supplement or the accompanying 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 DOCUMENTS BY REFERENCE**

NRG is subject to the informational requirements of the Securities Exchange Act of 1934, as amended, or the Exchange Act, and in accordance therewith files annual, quarterly and special reports, proxy statements and other information with the SEC. The following documents filed by NRG with the SEC are hereby incorporated by reference and considered to be a part of this prospectus supplement:

NRG's annual report on Form 10-K for the year ended December 31, 2008 (filed on February 12, 2009) as amended by the Form 10-K/A filed on April 30, 2009.

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NRG's quarterly report on Form 10-Q for the quarter ended March 31, 2009 (filed on April 30, 2009).

NRG's current reports on Form 8-K filed on January 7, 2009, Form 8-K filed on January 30, 2009, Form 8-K filed on February 19, 2009, Form 8-K filed on February 20, 2009, Form 8-K filed on February 26, 2009, Form 8-K filed on February 27, 2009, Form 8-K filed on March 2, 2009, Form 8-K filed on March 24, 2009, Form 8-K filed on April 27, 2009, Form 8-K filed on May 4, 2009, Form 8-K filed on May 7, 2009 and Form 8-K filed on May 14, 2009.

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Nothing in this prospectus supplement shall be deemed to incorporate information furnished to, but not filed with, the SEC, including, but not limited to, information furnished pursuant to Item 2.02 or Item 7.01 of Form 8-K and corresponding information furnished under Item 9.01 of Form 8-K or included as an exhibit to such Form 8-K.

Information that we file later with the SEC will automatically update and supersede the previously filed information. The documents listed above and any future filings we make with the SEC under Sections 13(a), 13(c), 14 or 15(d) of the Exchange Act after the date of this prospectus supplement but before the end of the offerings that may be made under this prospectus supplement, are incorporated by reference herein.

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 in this prospectus. Any such request should be directed to:

NRG Energy, Inc.  
211 Carnegie Center  
Princeton, New Jersey 08540  
(609) 524-4500  
Attention: General Counsel

You should rely only on the information contained in this prospectus supplement, the attached prospectus, the documents incorporated by reference and any written communication from us or the Underwriters specifying the final terms of the offering. We have not, and the underwriters have not, authorized any other person to provide you with different information. If anyone provides you with different or inconsistent information, you should not rely on it. We are not, and the underwriters are not, making an offer to sell these securities in any jurisdiction where the offer or sale is not permitted. You should assume that the information appearing in or incorporated by reference into this prospectus supplement is accurate as of the date on the front cover of this prospectus supplement or the date of the date document incorporated by reference, as applicable. NRG's business, financial condition, results of operations and prospects may have changed since that date.

**DISCLOSURE REGARDING FORWARD-LOOKING STATEMENTS**

This prospectus supplement, and the documents incorporated herein by reference, may contain forward-looking statements within the meaning of Section 27A of the Securities Act and Section 21E of 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 which may cause our 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 statement. These factors, risks and uncertainties include, but are not limited to, the factors described in our Annual Report on Form 10-K for the year ended December 31, 2008, our Quarterly Report on Form 10-Q for the fiscal quarter ended March 31, 2009 and in the Risk Factors contained in this prospectus supplement, including:

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 we may not have adequate insurance to cover losses as a result of such hazards;



The effectiveness of our risk management policies and procedures, and the ability of our counterparties to satisfy their financial commitments;

Counterparties collateral demands and other factors affecting our liquidity position and financial condition;

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Our ability to operate our businesses efficiently, manage capital expenditures and costs tightly, and generate earnings and cash flow from its asset-based businesses in relation to our debt and other obligations;

Our ability to enter into contracts to sell power and procure fuel on terms and prices acceptable to us;

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 regional transmission organizations, that result in a failure to adequately compensate our generation units for all of their costs;

Our ability to borrow additional funds and access capital markets, as well as our substantial indebtedness and the possibility that we may incur additional indebtedness going forward;

Operating and financial restrictions placed on us and our subsidiaries contained in the indentures governing our outstanding notes, in our senior secured credit facility, and in debt and other agreements of certain of our subsidiaries and project affiliates generally, as well as those proposed to be contained in the supplemental indenture governing the notes;

Our ability to implement our *Repowering* NRG strategy of developing and building new power generation facilities, including new nuclear units and wind projects;

Our ability to implement our *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;

Our ability to achieve our strategy of regularly returning capital to shareholders;

Our ability to successfully integrate and manage any acquired companies; and

The effects of Exelon Corporation's tender offer and proxy contest on our ability to effectively manage our business.

Forward-looking statements speak only as of the date they were made, and we undertake no obligation to publicly update or revise any forward-looking statements, whether as a result of new information, future events or otherwise. The foregoing review of factors that could cause our actual results to differ materially from those contemplated in any forward-looking statements included in this prospectus supplement should not be construed as exhaustive.

**MARKET AND INDUSTRY DATA**

Certain market and industry data included or incorporated by reference in this prospectus supplement and in the accompanying prospectus has been obtained from third party sources that we believe to be reliable. We have not independently verified such third party information and cannot assure you of its accuracy or completeness. While we are not aware of any misstatements regarding any market, industry or similar data presented herein, such data involves risks and uncertainties and is subject to change based on various factors, including those discussed under the headings *Disclosure Regarding Forward-Looking Statements* and *Risk Factors* in this prospectus supplement.



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**SUMMARY**

*This summary highlights the information contained elsewhere, or incorporated by reference, in this prospectus supplement. This summary should be read in conjunction with, and is qualified in its entirety by, the more detailed information and financial statements (including the accompanying notes) appearing elsewhere, or incorporated by reference, in this offering circular. You should read this entire prospectus supplement carefully, including Risk Factors, Forward-Looking Statements, the accompanying prospectus and the information incorporated by reference herein before making an investment decision in the notes. In this prospectus supplement, unless otherwise indicated herein or the context otherwise indicates:*

*the terms NRG, we, us and our refer to NRG Energy, Inc., together with its consolidated subsidiaries;*

*the term notes refers to NRG's 8.50% Senior Notes due 2019 offered pursuant to this prospectus supplement; and*

*the term indenture refers to the base indenture dated February 2, 2006, as supplemented by the supplemental indenture to be dated on or about June 5, 2009 among NRG, the guarantors and Law Debenture Trust Company, as trustee.*

**Our Business**

NRG is primarily a wholesale power generation company with a significant presence in major competitive power markets in the United States. We are engaged in the ownership, development, construction and operation of power generation facilities, the transacting in and trading of fuel and transportation services, the trading of energy, capacity and related products in the United States and select international markets, and the supply of electricity and energy services to Texas retail electricity customers.

As of March 31, 2009, we 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 24,000 Megawatts, or MW, and approximately 700 MW under construction which includes partner interests of 275 MW. In addition to the previous ownership, we maintain ownership interests in two wind farms representing an aggregate generation capacity of 270 MW, which includes partner interests of 75 MW. Within the US, we have one of the largest and most diversified power generation portfolios in terms of geography, fuel-type and dispatch levels, with approximately 22,920 MW of fossil fuel and nuclear generation capacity in 177 active generating units at 43 plants. In addition, we possess ownership interests in two wind farms representing 195 MW of wind generation capacity. All of these power generation facilities combined are primarily located in Texas (approximately 11,010 MW, including the 195 MW from the two wind farms), the Northeast (approximately 7,015 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 our thermal assets.

As of March 31, 2009, our 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 our total domestic generation capacity, respectively. In addition, 11% of our domestic generating facilities have dual or multiple fuel capacity, which allows plants to dispatch with the lowest cost fuel option.

Our 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 our revenues and provides a stable source of cash flow. In addition, our generation portfolio provides us 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.

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**Our Strategy**

Our business strategy is designed to enhance our position as a leading wholesale power generation company in the US. We will continue to utilize our asset base as a platform for growth and development and as a source of cash flow generation which can be used for the return of capital to debt and equity holders. Our strategy is focused on: (1) top decile operating performance of our existing operating assets and enhanced operating performance of our commercial operations and hedging program; (2) repowering of power generation assets at existing sites and development of new power generation projects; and (3) investment in energy-related new businesses and new technologies associated with the societal and industry imperatives to foster sustainability and combat climate change. This strategy is supported by our five major initiatives (*FORNRG*, *RepoweringNRG*, *econrg*, *Future NRG* and *NRG Global Giving*) which are designed to enhance our competitive advantages in these strategic areas and allow us to surmount the challenges faced by the power industry in the coming years. This strategy is being implemented by focusing on the following principles, which are more fully described in our Annual Report on Form 10-K for the year ended December 31, 2008:

*Operational Performance.* We are focused on increasing value from our existing assets, primarily through our *FORNRG* initiative, commercial operations strategy, and maintenance of appropriate levels of liquidity, debt and equity in order to ensure continued access to capital.

*Development.* We are favorably positioned to pursue growth opportunities through expansion of our existing generating capacity and development of new generating capacity at our existing facilities, primarily through our *RepoweringNRG* initiative. We expect that these efforts will provide one or more of the following benefits: improve heat rates; lower delivered costs; expand electricity production capability; improve the ability to dispatch economically across the regional general portfolio; increase technological and fuel diversity; and reduce environmental impacts, including facilities that either have near zero greenhouse gas, or GHG, emissions or can be equipped to capture and sequester GHG emissions. Several of our original *RepoweringNRG* projects or projects commenced under that initiative since its inception may qualify for financial support under the infrastructure financing component of the American Recovery and Reinvestment Act.

*New Businesses and New Technology.* We are focused on the development and investment in energy-related new businesses and new technologies where the benefits of such investments represent significant commercial opportunities and create a comparative advantage for us, including low or no GHG emitting energy generating sources, such as nuclear, wind, solar thermal, photovoltaic, clean coal and gasification, and the retrofit of post-combustion carbon capture technologies. A primary focus of this strategy is supported by the *econrg* initiative whereby we are pursuing investments in new generating facilities and technologies that will be highly efficient and will employ no and low carbon technologies to limit CO<sub>2</sub> emissions and other air emissions. While our effort in this regard to date has focused on businesses and technologies applicable to the centralized power station, our recent acquisition of the Texas electric retail business operation of Reliant Energy, Inc. (now known as RRI Energy, Inc. and referred to herein as RRI) put us in a position to consider and pursue smart meters and distributed clean solutions.

*Company-Wide Initiatives.* In addition, our overall strategy is also supported by *Future NRG* and *NRG Global Giving* initiatives, which primarily contemplate workforce planning and community investments, respectively.

Finally, we will continue to pursue selective acquisitions, joint ventures and divestitures to enhance its asset mix and competitive position in our core markets. We intend to concentrate on opportunities that present attractive risk-adjusted returns. We will also opportunistically pursue other strategic transactions, including mergers, acquisitions or divestitures.

**Recent Developments**

*Acquisition of Reliant Energy.* Effective May 1, 2009, NRG, through its wholly owned subsidiary, NRG Retail LLC, or NRG Retail, consummated the purchase of the Texas electric retail business operations (referred to herein as Reliant Energy) of Reliant Energy, Inc. (now known as RRI Energy, Inc. and referred to herein

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as RRI) for a purchase price of \$287.5 million cash and the return of Reliant Energy's net working capital of approximately \$82 million as of the closing date.

Simultaneously therewith, Reliant Energy Power Supply, LLC, RERH Holdings, LLC, Reliant Energy Retail Holdings, LLC, Reliant Energy Retail Services, LLC and RE Retail Receivables, LLC (each such entity an indirect wholly-owned subsidiary of NRG and collectively referred to herein as the Reliant Energy Subsidiaries), entered into a transitional credit sleeve and reimbursement agreement with Merrill Lynch Commodities, Inc and certain of its affiliates (referred to herein as Merrill Lynch), the former credit provider of RRI, to provide continuing credit support to the retail business subsequent to the closing of the acquisition. In connection with entering into the credit sleeve arrangement, NRG contributed \$200 million of cash to Reliant Energy pursuant to a contingent contribution agreement among NRG, NRG Retail, Reliant Energy Retail Holdings, LLC, RERH Holdings, LLC and Merrill Lynch, and NRG agreed to make additional contributions to Reliant Energy on a contingent basis if Merrill Lynch's exposure under the credit sleeve arrangement exceeds certain identified levels. The credit sleeve arrangement provides collateral support for Reliant Energy up to November 1, 2010, while NRG assumes responsibility for supplying Reliant Energy's power requirements, with limited ongoing collateral requirements.

*Exelon Proposal, Tender Offer and Proxy Contest.* On October 19, 2008, NRG received an unsolicited proposal from Exelon Corporation, or Exelon, to acquire all of the outstanding shares of NRG and on November 12, 2008, Exelon announced a tender offer for all of our outstanding common stock. On February 26, 2009, Exelon again extended the tender offer, to June 26, 2009. Our board of directors, after carefully reviewing the proposal, unanimously concluded that the proposal was not in the best interests of the stockholders and has recommended that NRG stockholders not tender their shares. In addition, on March 17, 2009, Exelon filed a Preliminary Proxy Statement with the SEC with respect to their proposals for NRG's 2009 Annual Meeting of Stockholders, which consists of: (1) consideration of Exelon's four nominees as Class III directors, (2) consideration of the expansion of NRG's board to 19 directors, (3) if the board expansion is approved, consideration of five additional Exelon nominees; and (4) consideration of repealing any amendments to the NRG Bylaws after February 26, 2009. Our board of directors has recommended a vote against each of the proposals.

## **Summary of Risk Factors**

We are subject to a variety of risks related to our competitive position and business strategies. Some of the more significant challenges and risks include those associated with the operation of our power generation plants, volatility in power prices and fuel costs, our leveraged capital structure and extensive governmental regulation. See the Risk Factors section of our Annual Report on Form 10-K for the year ended December 31, 2008 (which is expressly incorporated by reference into this prospectus supplement) and Risk Factors beginning on page S-8, in each case, for a discussion of the factors you should consider before investing in the notes.

## **Corporate Information**

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 located at [www.nrgenergy.com](http://www.nrgenergy.com). The information on, or linked to, our website is not a part of this prospectus supplement.

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 SEC. See Where You Can Find More Information and Incorporation of Documents by Reference.





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**The Offering**

Issuer	NRG Energy, Inc.
Notes Offered	\$700,000,000 in aggregate principal amount of 8.50% Senior Notes due 2019.
Maturity Date	The notes will mature on June 15, 2019.
Interest Rate	The notes will accrue interest at a rate per year equal to 8.50%.
Interest Payment Dates	June 15 and December 15 beginning December 15, 2009.
Guarantees	<p>The notes will be guaranteed on a joint and several basis by each of our current and future restricted subsidiaries, excluding certain foreign, project and immaterial subsidiaries. Each guarantee will rank pari passu with all existing and future senior indebtedness of that guarantor and will be senior in right of payment to all existing and future subordinated indebtedness of that guarantor. Our operations are largely conducted through our subsidiaries and, therefore, we will depend on the cash flow of our subsidiaries to meet our obligations under the notes. Not all of our subsidiaries will guarantee the notes.</p> <p>The notes will be effectively subordinated in right of payment to all indebtedness and other liabilities and commitments of our non-guarantor subsidiaries. As of March 31, 2009, the guarantors would have accounted for approximately 95% of our revenues from wholly-owned operations for the three-month period ended March 31, 2009. The guarantors held approximately 92% of our consolidated assets as of March 31, 2009. As of March 31, 2009, our non-guarantor subsidiaries had approximately \$794 million in aggregate principal amount of external funded indebtedness and outstanding trade payables of approximately \$56 million. See Risk Factors Risks Related to the Offering We may not have access to the cash flow and other assets of our subsidiaries that may be needed to make payment on the notes.</p>
Ranking	<p>The notes will be general unsecured obligations and will rank:</p> <p>equally with all of our existing and future unsecured senior indebtedness (including the other series of our existing senior notes); and</p> <p>senior to any of our future subordinated indebtedness.</p>
Optional Redemption	<p>We may redeem some or all of the notes at any time prior to June 15, 2014 at a price equal to 100% of the principal amount of the notes redeemed plus a make-whole premium and accrued and unpaid interest. On or after June 15, 2014, we may redeem some or all of the notes at the redemption prices listed in Description of the Notes Optional Redemption section of this prospectus supplement, plus accrued and unpaid interest.</p>

Prior to June 15, 2012, we may redeem up to 35% of the notes issued under the indenture with the net cash proceeds of certain equity offerings, provided at least 65% of the aggregate principal amount of the notes issued in this offering remains outstanding after the redemption.

Change of Control

If a change of control triggering event occurs, each holder of notes may require us, subject to certain conditions, to repurchase all or a

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portion of its notes at a price equal to 101% of the principal amount of the notes, plus accrued and unpaid interest to the date of repurchase. See Description of the Notes Repurchase at the Option of Holders Change of Control Triggering Event.

Certain Covenants

The indenture governing the notes will contain certain covenants that will, among other things, limit our ability and the ability of our restricted subsidiaries to:

incur additional debt;

declare or pay dividends, redeem stock or make other distributions to stockholders;

create liens;

make certain restricted investments;

enter into transactions with affiliates;

sell or transfer assets; and

consolidate or merge.

These covenants are subject to a number of important qualifications and limitations. See Description of the Notes Certain Covenants.

Events of Default

For a discussion of events that will permit acceleration of the payment of the principal of and accrued interest on the notes, see Description of the Notes Events of Default and Remedies.

Form and Denomination

The notes will be delivered in fully-registered form. The notes will be represented by one or more global notes, deposited with the trustee as a custodian for DTC and registered in the name of Cede & Co., DTC's nominee. Beneficial interests in the global notes will be shown on, and any transfers will be effective only through, records maintained by DTC and its participants.

Use of Proceeds

We estimate that the net proceeds of this offering, after giving effect to underwriting discounts and commissions, will be approximately \$678 million. We currently intend to use the net proceeds from this offering to cash collateralize, in late 2009, the obligations of certain of our subsidiaries constituting the Texas electric retail business operations we acquired from RRI effective May 1, 2009, pursuant to the credit sleeve and reimbursement agreement and certain related agreements among these subsidiaries and Merrill Lynch, if we are able to reach agreement with Merrill Lynch on terms for such cash collateralization acceptable to us. Prior to the intended cash collateralization, or in the event we do not reach agreement with Merrill Lynch as to the terms thereof, the net proceeds of

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the notes will be available for general corporate purposes. For more information, see Use of Proceeds.

Listing

We do not intend to list the notes on any securities exchange. We will apply to make the notes eligible for trading on The PORTAL<sup>sm</sup> Market, which is operated by The Nasdaq Stock Market LLC.

Governing Law

The notes and the indenture governing the notes will be governed by, and construed in accordance with, the laws of the State of New York.

Trustee

Law Debenture Trust Company of New York.

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The summary historical consolidated financial information of NRG as of and for the years ended December 31, 2007 and December 31, 2008 were derived from the audited consolidated financial information contained in the audited consolidated financial statements of NRG incorporated by reference in this prospectus supplement. The summary unaudited historical consolidated financial information for NRG as of and for the three months ended March 31, 2008 and March 31, 2009 (1) were derived from NRG's unaudited consolidated financial statements which are incorporated by reference into this prospectus supplement, (2) have been prepared on a similar basis to that used in the preparation of the audited financial statements of NRG after adjustment for the retrospective application of FSP APB 14-1 and SFAS 160, as described below and (3) in the opinion of NRG's management, include all adjustments necessary for a fair statement of the results for the unaudited interim period. The results for periods for less than a full year are not necessarily indicative of the results to be expected for any interim period.

The financial information set forth below should be read in conjunction with Capitalization, the consolidated financial statements of NRG, the related notes thereto and Management's Discussion and Analysis of Financial Condition and Results of Operations included in NRG's Annual Report on Form 10-K for the year ended December 31, 2008 and its Quarterly Report on Form 10-Q for the three months ended March 31, 2009, each as incorporated in this prospectus supplement by reference.

The following table presents summary consolidated financial information of NRG as of and for the periods indicated on (1) a historical as filed basis, and (2) for the years ended December 31, 2007 and 2008, an as adjusted basis to reflect the retrospective application of FASB Staff Position No. APB 14-1, *Accounting for Convertible Debt Instruments that May be Settled in Cash Upon Conversion*, or FSP APB 14-1, and Financial Accounting Standard No. 160, *Non-controlling Interests in Consolidated Financial Statements, an amendment of ARB No. 51*, or SFAS 160. NRG adopted FSP APB 14-1 and SFAS 160 on January 1, 2009, with retrospective application for all previous years presented.

	Year Ended December 31,				Three Months Ended	
	2007		2008		2008	2009
	As Adjusted for New Accounting		As Adjusted for New Accounting			
	As Filed	Pronouncements(1) (Unaudited)	As Filed	Pronouncements(1) (Unaudited)	(Unaudited)	(Unaudited)
(In millions except ratio and per share amounts)						
<b>Income Statement Data:</b>						
Total operating revenues	\$ 5,989	\$ 5,989	\$ 6,885	\$ 6,885	\$ 1,302	\$ 1,658
Total operating costs and expenses	4,446	4,446	4,612	4,612	1,052	1,043
Income from continuing operations	569	556	1,016	1,052	45	198
Income from discontinued operations, net of income taxes	17	17	172	172	4	
	586	573	1,188	1,225	49	198

Net income attributable to  
NRG Energy, Inc.

**Earnings per share  
attributable to NRG Energy,  
Inc. Common Stockholders:**

Basic	\$ 2.21	\$ 2.16	\$ 4.82	\$ 4.98	\$ 0.15	\$ 0.78
Diluted	\$ 2.01	\$ 1.96	\$ 4.29	\$ 4.43	\$ 0.14	\$ 0.70

**Other Financial Data:**

Capital expenditures	(481)	(481)	(899)	(899)	(164)	(233)
Cash flows from operating activities	1,517	1,517	1,434	1,479	60	139

**Unaudited:**

Ratio of earnings to fixed charges	2.28	2.24	3.44	3.65	1.59	4.07
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	<b>At March 31, 2009(2) (Unaudited)</b>
<b>Balance Sheet Data (at period end):</b>	
Cash and cash equivalents	\$ 1,188
Restricted cash	17
Total assets	24,198