

NRG ENERGY, INC.  
Form 10-Q  
August 04, 2011

UNITED STATES SECURITIES AND EXCHANGE COMMISSION  
Washington, D.C. 20549  
FORM 10-Q

Quarterly report pursuant to Section 13 or 15(d) of the Securities Exchange Act of 1934

For the Quarterly Period Ended: June 30, 2011

Transition report pursuant to Section 13 or 15(d) of the Securities Exchange Act of 1934  
Commission File Number: 001-15891

NRG Energy, Inc.

(Exact name of registrant as specified in its charter)

Delaware

41-1724239

(State or other jurisdiction

(I.R.S. Employer

of incorporation or organization)

Identification No.)

211 Carnegie Center, Princeton, New Jersey

08540

(Address of principal executive offices)

(Zip Code)

(609) 524-4500

(Registrant's telephone number, including area code)

Indicate by check mark whether the registrant (1) has filed all reports required to be filed by Section 13 or 15(d) of the Securities Exchange Act of 1934 during the preceding 12 months (or for such shorter period that the registrant was required to file such reports), and (2) has been subject to such filing requirements for the past 90 days.

Yes  No

Indicate by check mark whether the registrant has submitted electronically and posted on its corporate Web site, if any, every Interactive Data File required to be submitted and posted pursuant to Rule 405 of Regulation S-T (§232.405 of this chapter) during the preceding 12 months (or for such shorter period that the registrant was required to submit and post such files).

Yes  No

Indicate by check mark whether the registrant is a large accelerated filer, an accelerated filer, a non-accelerated filer, or a smaller reporting company. See the definitions of "large accelerated filer," "accelerated filer," and "smaller reporting company" in Rule 12b-2 of the Exchange Act. (Check one):

Large accelerated filer  Accelerated filer  Non-accelerated filer

Smaller reporting company

(Do not check if a smaller reporting company)

Indicate by check mark whether the registrant is a shell company (as defined in Rule 12b-2 of the Exchange Act).

Yes  No

Indicate by check mark whether the registrant has filed all documents and reports required to be filed by Sections 12, 13 or 15(d) of the Securities Exchange Act of 1934 subsequent to the distribution of securities under a plan confirmed by a court.

Yes  No

As of August 1, 2011, there were 241,251,871 shares of common stock outstanding, par value \$0.01 per share.

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#### CAUTIONARY STATEMENT REGARDING FORWARD LOOKING INFORMATION

This Quarterly Report on Form 10-Q of NRG Energy, Inc., or NRG or the Company, includes forward-looking statements within the meaning of the Private Securities Litigation Reform Act of 1995, Section 27A of the Securities Act of 1933, as amended, or 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 that may cause NRG Energy, Inc.'s actual results, performance and achievements, or industry results, to be materially different from any future results, performance or achievements expressed or implied by such forward-looking statements. These factors, risks and uncertainties include the factors described under Risk Factors Related to NRG Energy, Inc., in Part I, Item 1A of the Company's Annual Report on Form 10-K, for the year ended December 31, 2010, including the following:

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

Forward-looking statements speak only as of the date they were made, and NRG Energy, Inc. undertakes 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 NRG's actual results to differ materially from those contemplated in any forward-looking statements included in this Quarterly Report on Form 10-Q should not be

construed as exhaustive.

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GLOSSARY OF TERMS

When the following terms and abbreviations appear in the text of this report, they have the meanings indicated below:  
2010 Form 10-K NRG's Annual Report on Form 10-K for the year ended December 31, 2010

2011 Senior Credit Facility	As of July 1, 2011, NRG's new senior secured facility, comprised of a \$1.6 billion term loan facility and a \$2.3 billion revolving credit facility, which replaces the Senior Credit Facility
316(b) Rule	A section of the Clean Water Act regulating cooling water intake structures
ASR Agreement	Accelerated Share Repurchase Agreement
Baseload capacity	Electric power generation capacity normally expected to serve loads on an around-the-clock basis throughout the calendar year
CAA	Clean Air Act
CAIR	Clean Air Interstate Rule
CAISO	California Independent System Operator
CATR	Clean Air Transport Rule
Capital Allocation Plan	Share repurchase program
Capital Allocation Program	NRG's plan of allocating capital between debt reduction, reinvestment in the business, and share repurchases through the Capital Allocation Plan
C&I	Commercial, industrial and governmental/institutional
CFTC	U.S. Commodity Futures Trading Commission
CPS	CPS Energy
CSAPR	Cross-State Air Pollution Rule
DNREC	Delaware Department of Natural Resources and Environmental Control
ERCOT	Electric Reliability Council of Texas, the Independent System Operator and the regional reliability coordinator of the various electricity systems within Texas
Exchange Act	The Securities Exchange Act of 1934, as amended
FERC	Federal Energy Regulatory Commission
FFB	Federal Financing Bank

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Funded Letter of Credit Facility	NRG's \$1.3 billion term loan-backed fully funded senior secured letter of credit facility, of which \$500 million matures on February 1, 2013, and \$800 million matures on August 31, 2015, and is a component of NRG's Senior Credit Facility
GHG	Greenhouse Gases
Green Mountain Energy	Green Mountain Energy Company
GWh	Gigawatt hour
ISO	Independent System Operator, also referred to as Regional Transmission Organizations, or RTO
ISO-NE	ISO New England Inc.

LFRM	Locational Forward Reserve Market
LIBOR	London Inter-Bank Offer Rate
LTIP	Long-Term Incentive Plan
MACT	Maximum Achievable Control Technology
Mass	Residential and small business
MMBtu	Million British Thermal Units
MW	Megawatts
MWh	Saleable megawatt hours net of internal/parasitic load megawatt-hours
NAAQS	National Ambient Air Quality Standards
NINA	Nuclear Innovation North America LLC
NO <sub>x</sub>	Nitrogen oxide
NPNS	Normal Purchase Normal Sale
NRC	U.S. Nuclear Regulatory Commission
NYISO	New York Independent System Operator
OCI	Other comprehensive income
PJM	PJM Interconnection, LLC
PJM market	The wholesale and retail electric market operated by PJM primarily in all or parts of Delaware, the District of Columbia, Illinois, Maryland, New Jersey, Ohio, Pennsylvania, Virginia and West Virginia
PM 2.5	Particulate matter particles with a diameter of 2.5 micrometers or less
PPA	Power Purchase Agreement
PUCT	Public Utility Commission of Texas
Repowering	Technologies utilized to replace, rebuild, or redevelop major portions of an existing electrical generating facility, not only to achieve a substantial emissions reduction, but also to increase facility capacity, and improve system efficiency
RepoweringNRG	NRG's program designed to develop, finance, construct and operate new, highly efficient, environmentally responsible capacity

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Revolving Credit Facility	NRG's \$925 million senior secured revolving credit facility, which matures on August 31, 2015, and is a component of NRG's Senior Credit Facility
SEC	United States Securities and Exchange Commission
Securities Act	The Securities Act of 1933, as amended
Senior Credit Facility	NRG's senior secured facility, which is comprised of a Term Loan Facility, a \$925 million Revolving Credit Facility and a \$1.3 billion Funded Letter of Credit Facility
Senior Notes	The Company's \$6.1 billion outstanding unsecured senior notes consisting of \$1.1 billion of 7.375% senior notes due 2017, \$1.2 billion of 7.625% senior notes due 2018, \$700 million of 8.5% senior notes due 2019, \$800 million of 7.625% senior notes due 2019, \$1.1 billion of 8.25% senior notes due 2020 and \$1.2 billion of 7.875% senior notes due 2021



SO <sub>2</sub>	Sulfur dioxide
STP	South Texas Project — nuclear generating facility located near Bay City, Texas in which NRG owns a 44% Interest
STPNOC	South Texas Project Nuclear Operating Company
TANE	Toshiba America Nuclear Energy Corporation
TANE Facility	NINA's \$500 million credit facility with TANE which matures on February 24, 2012
TEPCO	The Tokyo Electric Power Company of Japan, Inc.
Term Loan Facility	A senior first priority secured term loan, of which approximately \$608 million matures on February 1, 2013, and \$990 million matures on August 31, 2015, and is a component of NRG's Senior Credit Facility
U.S.	United States of America
U.S. DOE	United States Department of Energy
U.S. EPA	United States Environmental Protection Agency
U.S. GAAP	Accounting principles generally accepted in the United States
VaR	Value at Risk

## PART I — FINANCIAL INFORMATION

## ITEM 1 — CONDENSED CONSOLIDATED FINANCIAL STATEMENTS AND NOTES

## NRG ENERGY, INC. AND SUBSIDIARIES

## CONDENSED CONSOLIDATED STATEMENTS OF OPERATIONS

(Unaudited)

	Three months ended		Six months ended June	
	June 30,		30,	
(In millions, except for per share amounts)	2011	2010	2011	2010
<b>Operating Revenues</b>				
Total operating revenues	\$2,278	\$2,133	\$4,273	\$4,348
<b>Operating Costs and Expenses</b>				
Cost of operations	1,608	1,329	2,932	2,968
Depreciation and amortization	222	208	427	410
Selling, general and administrative	167	139	310	269
Development costs	12	13	21	22
Total operating costs and expenses	2,009	1,689	3,690	3,669
Gain on sale of assets	—	—	—	23
Operating Income	269	444	583	702
<b>Other Income/(Expense)</b>				
Equity in earnings of unconsolidated affiliates	12	11	10	25
Impairment charge on investment	(11	) —	(492	) —
Other income, net	3	19	8	23
Loss on debt extinguishment	(115	) —	(143	) —
Interest expense	(167	) (147	) (340	) (300
Total other expense	(278	) (117	) (957	) (252
(Loss)/Income Before Income Taxes	(9	) 327	(374	) 450
Income tax (benefit)/expense	(630	) 117	(735	) 182
Net Income	621	210	361	268
Less: Net loss attributable to noncontrolling interest	—	(1	) —	(1
Net Income Attributable to NRG Energy, Inc.	621	211	361	269
Dividends for preferred shares	3	3	5	5
Income Available for Common Stockholders	\$618	\$208	\$356	\$264
<b>Earnings Per Share Attributable to NRG Energy, Inc. Common Stockholders</b>				
Weighted average number of common shares outstanding — basic	243	255	245	254
Net income per weighted average common share — basic	\$2.54	\$0.82	\$1.45	\$1.04
Weighted average number of common shares outstanding — diluted	244	256	247	256
Net income per weighted average common share — diluted	\$2.53	\$0.81	\$1.44	\$1.03

See notes to condensed consolidated financial statements.

NRG ENERGY, INC. AND SUBSIDIARIES  
CONDENSED CONSOLIDATED BALANCE SHEETS

	June 30, 2011	December 31, 2010
(In millions, except shares)	(unaudited)	
<b>ASSETS</b>		
Current Assets		
Cash and cash equivalents	\$1,939	\$2,951
Funds deposited by counterparties	260	408
Restricted cash	145	8
Accounts receivable — trade, less allowance for doubtful accounts of \$18 and \$21,008	21,008	734
Inventory	386	453
Derivative instruments valuation	1,749	1,964
Cash collateral paid in support of energy risk management activities	254	323
Prepayments and other current assets	298	296
Total current assets	6,039	7,137
Property, plant and equipment, net of accumulated depreciation of \$4,170 and \$3,796	12,283	12,517
Other Assets		
Equity investments in affiliates	549	536
Note receivable — affiliate and capital leases, less current portion	419	384
Goodwill	1,863	1,868
Intangible assets, net of accumulated amortization of \$1,255 and \$1,064	1,589	1,776
Nuclear decommissioning trust fund	433	412
Derivative instruments valuation	586	758
Restricted cash supporting Funded Letter of Credit Facility	1,301	1,300
Other non-current assets	274	208
Total other assets	7,014	7,242
Total Assets	\$25,336	\$26,896
<b>LIABILITIES AND STOCKHOLDERS' EQUITY</b>		
Current Liabilities		
Current portion of long-term debt and capital leases	\$90	\$463
Accounts payable	842	783
Derivative instruments valuation	1,319	1,685
Deferred income taxes	101	108
Cash collateral received in support of energy risk management activities	260	408
Accrued expenses and other current liabilities	493	773
Total current liabilities	3,105	4,220
Other Liabilities		
Long-term debt and capital leases	8,910	8,748
Funded letter of credit	1,300	1,300
Nuclear decommissioning reserve	326	317
Nuclear decommissioning trust liability	278	272
Deferred income taxes	1,709	1,989
Derivative instruments valuation	333	365
Out-of-market contracts	201	223
Other non-current liabilities	598	1,142
Total non-current liabilities	13,655	14,356
Total Liabilities	16,760	18,576

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3.625% convertible perpetual preferred stock (at liquidation value, net of issuance costs)	248	248
Commitments and Contingencies		
Stockholders' Equity		
Common stock	3	3
Additional paid-in capital	5,339	5,323
Retained earnings	4,156	3,800
Less treasury stock, at cost — 62,972,529 and 56,808,672 shares, respectively	(1,633	) (1,503
Accumulated other comprehensive income	305	432
Noncontrolling interest	158	17
Total Stockholders' Equity	8,328	8,072
Total Liabilities and Stockholders' Equity	\$25,336	\$26,896

See notes to condensed consolidated financial statements.

## NRG ENERGY, INC. AND SUBSIDIARIES

## CONDENSED CONSOLIDATED STATEMENTS OF CASH FLOWS

(Unaudited)

(In millions)

Six months ended June 30,	2011	2010	
Cash Flows from Operating Activities			
Net income	\$361	\$268	
Adjustments to reconcile net income to net cash provided by operating activities:			
Distributions and equity in earnings of unconsolidated affiliates	—	(9	)
Depreciation and amortization	427	410	
Provision for bad debts	20	22	
Amortization of nuclear fuel	20	19	
Amortization of financing costs and debt discount/premiums	16	15	
Loss on debt extinguishment	26	—	
Amortization of intangibles and out-of-market contracts	92	1	
Changes in deferred income taxes and liability for uncertain tax benefits	(748	) 179	
Changes in nuclear decommissioning trust liability	13	9	
Changes in derivatives	(166	) (55	)
Changes in collateral deposits supporting energy risk management activities	69	(30	)
Impairment charge on investment	481	—	
Cash used by changes in other working capital	(302	) (224	)
Net Cash Provided by Operating Activities	309	605	
Cash Flows from Investing Activities			
Acquisitions of businesses, net of cash acquired	(68	) (141	)
Capital expenditures	(839	) (330	)
Increase in restricted cash, net	(42	) (11	)
Increase in restricted cash to support equity requirements for U.S. DOE funded projects	(70	) —	
Decrease in notes receivable	20	15	
Purchases of emission allowances	(17	) (45	)
Proceeds from sale of emission allowances	4	11	
Investments in nuclear decommissioning trust fund securities	(165	) (76	)
Proceeds from sales of nuclear decommissioning trust fund securities	152	67	
Proceeds from renewable energy grants	—	102	
Proceeds from sale of assets	13	30	
Investments in unconsolidated affiliates	(15	) —	
Other	(32	) (7	)
Net Cash Used by Investing Activities	(1,059	) (385	)
Cash Flows from Financing Activities			
Payment of dividends to preferred stockholders	(5	) (5	)
Payment for treasury stock	(130	) (50	)
Net (payments for)/receipts from settlement of acquired derivatives that include financing elements	(46	) 27	
Installment proceeds from sale of noncontrolling interest in subsidiary	—	50	
Proceeds from issuance of long-term debt	3,798	141	
Proceeds from issuance of term loan for Funded Letter of Credit Facility	—	1,300	
Increase in restricted cash supporting funded letter of credit	(1	) (1,300	)
Proceeds from issuance of common stock	1	2	
Payment of debt issuance costs	(52	) (53	)

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Payments for short and long-term debt	(3,833	)	(459	)
Net Cash Used by Financing Activities	(268	)	(347	)
Effect of exchange rate changes on cash and cash equivalents	6		(9	)
Net Decrease in Cash and Cash Equivalents	(1,012	)	(136	)
Cash and Cash Equivalents at Beginning of Period	2,951		2,304	
Cash and Cash Equivalents at End of Period	\$1,939		\$2,168	

See notes to condensed consolidated financial statements.

NRG ENERGY, INC. AND SUBSIDIARIES  
NOTES TO CONDENSED CONSOLIDATED FINANCIAL STATEMENTS  
(Unaudited)

Note 1 — Basis of Presentation

NRG Energy, Inc., or NRG or the Company, is an integrated wholesale power generation and retail electricity company with a significant presence in major competitive power markets in the United States. NRG is engaged in: the ownership, development, construction and operation of power generation facilities; the transacting in and trading of fuel and transportation services; the trading of energy, capacity and related products in the United States and select international markets; and the supply of electricity, energy services, and cleaner energy products to retail electricity customers in deregulated markets through its retail subsidiaries Reliant Energy and Green Mountain Energy Company, or Green Mountain Energy.

The accompanying unaudited interim condensed consolidated financial statements have been prepared in accordance with the SEC's regulations for interim financial information and with the instructions to Form 10-Q. Accordingly, they do not include all of the information and notes required by generally accepted accounting principles for complete financial statements. The following notes should be read in conjunction with the accounting policies and other disclosures as set forth in the notes to the Company's financial statements in its Annual Report on Form 10-K for the year ended December 31, 2010, or 2010 Form 10-K. Interim results are not necessarily indicative of results for a full year.

In the opinion of management, the accompanying unaudited interim condensed consolidated financial statements contain all material adjustments consisting of normal and recurring accruals necessary to present fairly the Company's consolidated financial position as of June 30, 2011, the results of operations for the three and six months ended June 30, 2011, and 2010, and cash flows for the six months ended June 30, 2011, and 2010.

Use of Estimates

The preparation of consolidated financial statements in accordance with generally accepted accounting principles requires management to make estimates and assumptions. These estimates and assumptions impact the reported amount of assets and liabilities and disclosures of contingent assets and liabilities as of the date of the consolidated financial statements. They also impact the reported amount of net earnings during the reporting period. Actual results could be different from these estimates.

Note 2 — Other Cash Flow Information

NRG's investing activities exclude capital expenditures of \$204 million which were accrued and unpaid at June 30, 2011.

## Note 3 — Comprehensive Income

The following table summarizes the components of the Company's comprehensive income, net of tax:

(In millions)	Three months ended June 30,		Six months ended June 30,	
	2011	2010	2011	2010
Net Income attributable to NRG Energy, Inc.	\$621	\$211	\$361	\$269
Changes in derivative activity	(67)	(154)	(149)	103
Foreign currency translation adjustment	10	(36)	22	(42)
Unrealized loss on available-for-sale securities	(1)	(1)	—	(1)
Other comprehensive (loss)/income	(58)	(191)	(127)	60
Comprehensive income attributable to NRG Energy, Inc.	\$563	\$20	\$234	\$329

The following table summarizes the changes in the Company's accumulated other comprehensive income, or OCI, net of tax:

(In millions)	
Accumulated other comprehensive income as of December 31, 2010	\$432
Changes in derivative activity	(149)
Foreign currency translation adjustment	22
Accumulated other comprehensive income as of June 30, 2011	\$305

## Note 4 — Business Acquisitions and Disposition

## 2011 Acquisitions

Ivanpah — On April 5, 2011, NRG acquired a 50.1% stake in the 392 MW Ivanpah Solar Electric Generation System, or Ivanpah, from BrightSource Energy, Inc., or BSE, for cash consideration of \$68 million. In addition, NRG committed to contribute up to an additional \$232 million into Ivanpah, against which it paid \$7 million for debt issuance costs and posted \$192 million of collateral, which included \$70 million in cash and \$122 million in a letter of credit. The Company may increase its letter of credit to replace the cash collateral at its discretion. The Company has recorded the \$70 million of cash collateral as restricted cash on the consolidated balance sheet as of June 30, 2011. In addition to the cash collateral of \$70 million, Ivanpah had approximately \$52 million of restricted cash as of June 30, 2011, which primarily represented cash collateral for its various agreements.

Ivanpah is composed of three separate facilities - Ivanpah 1 (126 MW), Ivanpah 2 (133 MW) and Ivanpah 3 (133 MW), all of which are expected to be fully operational by the end of 2013. Ivanpah has received project financing of \$1.6 billion from the Federal Financing Bank, or FFB, under a credit agreement, or the Ivanpah Credit Agreement, which is guaranteed by the United States Department of Energy, or U.S. DOE. As of June 30, 2011, approximately \$474 million of borrowings were outstanding under the Ivanpah Credit Agreement. The terms of the borrowings are described further in Note 9, Long-Term Debt. Power generated from Ivanpah will be sold to Southern California Edison and Pacific Gas and Electric, under multiple 20 to 25 year Power Purchase Agreements, or PPAs.

The acquisition is accounted for under the acquisition method of accounting in accordance with Accounting Standards Codification, or ASC, 805, Business Combinations, with identifiable assets acquired and liabilities assumed provisionally recorded at their estimated fair values on the acquisition date. The purchase price was primarily allocated to property, plant and equipment of \$492 million, restricted cash of \$25 million, other current assets of \$29 million, other non-current assets of \$7 million, accrued expenses of \$327 million, \$4 million of debt and accrued interest and a non-controlling interest of \$154 million. The non-controlling interest represents the fair value of the capital contributions from the minority investors in Ivanpah. The provisional amounts recognized are subject to



revision until evaluations are completed and to the extent that additional information is obtained about the facts and circumstances that existed as of the acquisition date. The provisional fair value of the property, plant and equipment at the acquisition date was measured primarily based on significant inputs that are not observable in the market and thus represent a Level 3 measurement as defined in ASC 820, Fair Value Measurement. The fair value of the property, plant and equipment was valued using a cost approach, which estimates value by determining the current cost of replacing the asset with another equivalent economic utility.

## 2010 Acquisitions

The Company made several acquisitions in 2010, which were recorded as business combinations under ASC 805. Those acquisitions for which purchase accounting was not finalized as of December 31, 2010 are briefly summarized below. See Note 3, Business Acquisitions and Note 12, Debt and Capital Leases, in the Company's 2010 Form 10-K for additional information related to these acquisitions.

**Green Mountain Energy** — On November 5, 2010, NRG acquired Green Mountain Energy for \$357 million in cash, net of \$75 million cash acquired, funded from cash on hand. The identifiable assets acquired and liabilities assumed were provisionally recorded at their estimated fair values on the acquisition date, and are subject to revision until the evaluations are completed and to the extent that additional information is obtained about the facts and circumstances that existed as of the acquisition date. Any changes to the fair value assessments will affect the acquisition-date fair value of goodwill.

**Cottonwood** — On November 15, 2010, NRG acquired the Cottonwood Generating Station, or Cottonwood, a 1,265 MW combined cycle natural gas plant in the Entergy zone of east Texas for \$507 million in cash, funded from cash on hand. The purchase price was primarily allocated to fixed assets acquired, which were recorded at provisional fair value on the acquisition date. The accounting for Cottonwood was considered complete as of March 31, 2011, at which point the provisional fair values became final.

## 2010 Disposition

**Padoma** — On January 11, 2010, NRG sold its terrestrial wind development company, Padoma Wind Power LLC, or Padoma, to Enel North America, Inc. NRG recognized a gain on the sale of Padoma of \$23 million, which was recorded as a component of operating income in the statement of operations during the six months ended June 30, 2010.

## Note 5 — Nuclear Innovation North America LLC Developments, Including Impairment Charge

Nuclear Innovation North America LLC, or NINA, which is majority-owned by NRG, was established in May 2008 to focus on marketing, siting, developing, financing and investing in new advanced design nuclear projects in select markets across North America, including the planned South Texas Project Units 3 and 4, or STP 3 & 4, Project. Toshiba America Nuclear Energy Corporation, or TANE, a wholly-owned subsidiary of Toshiba Corporation, is the minority owner of NINA. NINA is a bankruptcy remote entity under NRG's corporate structure and designated as an Excluded Project Subsidiary under NRG's Senior Credit Facility and senior unsecured notes, which require that NRG not be obligated to contribute any capital to service NINA's debt or fund the repayment of any NINA debt in the event of a default. Furthermore, NRG is not required to continue the funding of NINA and any capital provided to NINA by any other equity partner could result in the dilution of NRG's equity interest.

On March 11, 2011, Japan was hit by a devastating earthquake and tsunami which, in turn, triggered a nuclear incident at the Fukushima Daiichi Nuclear Power Station owned by The Tokyo Electric Power Company of Japan, Inc., or TEPCO. The nuclear incident in Japan introduced multiple and substantial uncertainties around new nuclear development in the United States and the availability of debt and equity financing to NINA. Consequently, NINA announced, on March 21, 2011, that it was reducing the scope of development at the STP 3 & 4 expansion to allow time for the U.S. Nuclear Regulatory Commission, or NRC, and other nuclear stakeholders to assess the impacts from the events in Japan. NINA suspended indefinitely all detailed engineering work and other pre-construction activities and, as a result, dramatically reduced the project workforce. The decision to reduce the scope of activities was made jointly by NINA, NRG and Toshiba. Further, on April 19, 2011, NRG announced that, while it will cooperate with and support its current partners and any prospective future partners in attempting to develop STP 3 & 4 successfully, NRG was withdrawing from further financial participation in NINA's development of STP 3 & 4. NINA, going forward, will be focused solely on securing a combined operating license from the NRC and on obtaining the loan guarantee from the U.S. DOE, two items that are essential to the success of any future project development. TANE agreed, for the time being, to assume responsibility for NINA's ongoing costs associated with continuation of the licensing process. In concurrence with the substantial reduction in NINA's project workforce, and to support NINA's reduced scope of work, NRG has contributed approximately \$11 million to NINA in the second quarter of 2011, and expects to incur additional one-time costs, related to contributions to NINA, of up to \$9 million, bringing these total expected costs to \$20 million. These contributions are expensed as incurred to "Impairment charge on investment."

Due to the events described above, NRG evaluated its investment in NINA for impairment. As part of this process, NRG evaluated the contractual rights and economic interests held by the various stakeholders in NINA, and concluded that while it continues to hold majority legal ownership, NRG ceased to have a controlling financial interest in NINA at the end of the first quarter of 2011. Consequently, NRG deconsolidated NINA as of March 31, 2011, in accordance with ASC-810, Consolidation, or ASC 810. This resulted in the removal of the following amounts from NRG's consolidated balance sheet: \$930 million of construction in progress; \$154 million of accounts payable and accrued expenses; \$297 million of long-term debt; \$17 million of non-controlling interest; and \$19 million of other assets and liabilities. Furthermore, NRG assessed the impact of the diminished prospects for the STP 3 & 4 project on the fair value of NINA's assets relative to NINA's existing liabilities as well as NINA's potential contingent liabilities. Based on this assessment, the Company concluded it was remote that NRG would recover any portion of the carrying amount of its equity investment in NINA and, consequently, recorded an impairment charge of \$492 million for the six months ended Six months ended June 30, 2011, for the full amount of its investment, including \$481 million as of March 31, 2011, and \$11 million from the 2011 second quarter. This impairment charge included net assets contributed from all of NINA's equity investors, both NRG and TANE, which the Company previously consolidated.

As part of a March 1, 2010, settlement of litigation with CPS Energy, or CPS, NRG had agreed to pay \$80 million to CPS, subject to the U.S. DOE's approval of a fully executed term sheet for a conditional U.S. DOE loan guarantee for STP 3 & 4. NRG also had agreed to donate an additional \$10 million, unconditionally, over four years in annual payments of \$2.5 million to the Residential Energy Assistance Partnership, or REAP, in San Antonio. Payments of \$5 million were made to REAP through March 31, 2011. As a result of the events stemming from the nuclear incident in Japan, the Company no longer believes it probable that the conditional U.S. DOE loan guarantee will be received or accepted. Therefore, as of March 31, 2011, the Company reversed the \$80 million contingent liability to CPS previously recorded within other current liabilities, along with the \$80 million of associated amounts capitalized to construction in progress within property, plant and equipment. At June 30, 2011, \$5 million in liabilities remains on the condensed consolidated balance sheet for the obligations to REAP.

## Note 6 — Fair Value of Financial Instruments

The estimated carrying values and fair values of NRG's recorded financial instruments are as follows:

	Carrying Amount		Fair Value	
	June 30, 2011	December 31, 2010	June 30, 2011	December 31, 2010
	(In millions)			
Assets:				
Cash and cash equivalents	\$ 1,939	\$ 2,951	\$ 1,939	\$ 2,951
Funds deposited by counterparties	260	408	260	408
Restricted cash	145	8	145	8
Cash collateral paid in support of energy risk management activities	254	323	254	323
Investment in available-for-sale securities (classified within other non-current assets):				
Debt securities	9	8	9	8
Marketable equity securities	2	3	2	3
Trust fund investments	435	414	435	414
Notes receivable	203	177	214	190
Derivative assets	2,335	2,722	2,335	2,722
Restricted cash supporting funded Letter of Credit Facility	1,301	1,300	1,301	1,300
Liabilities:				
Long-term debt, including current portion	8,886	9,104	8,950	9,236
Funded letter of credit	1,300	1,300	1,300	1,295
Cash collateral received in support of energy risk management activities	260	408	260	408
Derivative liabilities	\$ 1,652	\$ 2,050	\$ 1,652	\$ 2,050

## Recurring Fair Value Measurements

The following table presents assets and liabilities measured and recorded at fair value on the Company's condensed consolidated balance sheet on a recurring basis and their level within the fair value hierarchy:

(In millions) As of June 30, 2011	Fair Value			Total
	Level 1	Level 2	Level 3	
Cash and cash equivalents	\$1,939	\$—	\$—	\$1,939
Funds deposited by counterparties	260	—	—	260
Restricted cash	145	—	—	145
Cash collateral paid in support of energy risk management activities	254	—	—	254
Investment in available-for-sale securities (classified within other non-current assets):				
Debt securities	—	—	9	9
Marketable equity securities	2	—	—	2
Trust fund investments:				
Cash and cash equivalents	2	—	—	2
U.S. government and federal agency obligations	37	—	—	37
Federal agency mortgage-backed securities	—	60	—	60
Commercial mortgage-backed securities	—	11	—	11
Corporate debt securities	—	53	—	53
Marketable equity securities	226	—	41	267
Foreign government fixed income securities	—	5	—	5
Derivative assets:				
Commodity contracts	700	1,548	87	2,335
Restricted cash supporting Funded Letter of Credit Facility	1,301	—	—	1,301
Total assets	\$4,866	\$1,677	\$137	\$6,680
Cash collateral received in support of energy risk management activities	\$260	\$—	\$—	\$260
Derivative liabilities:				
Commodity contracts	707	758	113	1,578
Interest rate contracts	—	74	—	74
Total liabilities	\$967	\$832	\$113	\$1,912

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(In millions) As of December 31, 2010	Fair Value			Total
	Level 1	Level 2	Level 3	
Cash and cash equivalents	\$2,951	\$—	\$—	\$2,951
Funds deposited by counterparties	408	—	—	408
Restricted cash	8	—	—	8
Cash collateral paid in support of energy risk management activities	323	—	—	323
Investment in available-for-sale securities (classified within other non-current assets):				
Debt securities	—	—	8	8
Marketable equity securities	3	—	—	3
Trust fund investments:				
Cash and cash equivalents	9	—	—	9
U.S. government and federal agency obligations	27	—	—	27
Federal agency mortgage-backed securities	—	57	—	57
Commercial mortgage-backed securities	—	11	—	11
Corporate debt securities	—	56	—	56
Marketable equity securities	213	—	39	252
Foreign government fixed income securities	—	2	—	2
Derivative assets:				
Commodity contracts	652	2,046	24	2,722
Restricted cash supporting Funded Letter of Credit Facility	1,300	—	—	1,300
Total assets	\$5,894	\$2,172	\$71	\$8,137
Cash collateral received in support of energy risk management activities	\$408	\$—	\$—	\$408
Derivative liabilities:				
Commodity contracts	660	1,251	51	1,962
Interest rate contracts	—	88	—	88
Total liabilities	\$1,068	\$1,339	\$51	\$2,458

There were no transfers during the three months and six months ended June 30, 2011, and 2010, between Levels 1 and 2. The following tables reconcile, for the three months and six months ended June 30, 2011, and 2010, the beginning and ending balances for financial instruments that are recognized at fair value in the consolidated financial statements at least annually using significant unobservable inputs:

(In millions)	Fair Value Measurement Using Significant Unobservable Inputs (Level 3)							
	Three months ended June 30, 2011				Six months ended June 30, 2011			
	Debt	Trust Fund	Derivatives <sup>(a)</sup> Total		Debt	Trust Fund	Derivatives <sup>(a)</sup> Total	
	Securities	Investments			Securities	Investments		
Beginning Balance	\$9	\$40	\$ (11 )	\$38	\$8	\$ 39	\$ (27 )	\$20
Total gains and losses (realized/unrealized):								
Included in earnings	—	—	10	10	—	—	19	19
Included in OCI	—	—	—	—	1	—	—	1
Included in nuclear decommissioning obligations	—	—	—	—	—	1	—	1
Purchases	—	1	5	6	—	1	8	9
Transfers into Level 3 <sup>(b)</sup>	—	—	(12 )	(12 )	—	—	(30 )	(30 )
Transfers out of Level 3 <sup>(b)</sup>	—	—	(18 )	(18 )	—	—	4	4
Ending balance as of June 30, 2011	\$9	\$41	\$ (26 )	\$24	\$9	\$41	\$ (26 )	\$24
The amount of the total gains for the period included in earnings attributable to the change in unrealized gains relating to assets still held as of June 30, 2011	\$—	\$—	\$ 5	\$5	\$—	\$—	\$ 7	\$7

(In millions)	Fair Value Measurement Using Significant Unobservable Inputs (Level 3)							
	Three months ended June 30, 2010				Six months ended June 30, 2010			
	Debt	Trust Fund	Derivatives <sup>(a)</sup> Total		Debt	Trust Fund	Derivatives <sup>(a)</sup> Total	
	Securities	Investments			Securities	Investments		
Beginning Balance	\$9	\$37	\$ (25 )	\$21	\$9	\$37	\$ (13 )	\$33
Total gains and losses (realized/unrealized):								
Included in earnings	—	—	(63 )	(63 )	—	—	(31 )	(31 )
Included in OCI	1	—	—	1	1	—	—	1
Included in nuclear decommissioning obligations	—	(5 )	—	(5 )	—	(5 )	—	(5 )
Purchases	—	—	8	8	—	—	9	9
Transfers into Level 3 <sup>(b)</sup>	—	—	15	15	—	—	(47 )	(47 )
Transfers out of Level 3 <sup>(b)</sup>	—	—	(11 )	(11 )	—	—	6	6
Ending balance as of June 30, 2010	\$10	\$32	\$ (76 )	\$(34 )	\$10	\$32	\$ (76 )	\$(34 )
The amount of the total gains for the period included in earnings attributable to the change in unrealized gains	\$—	\$—	\$ (61 )	\$(61 )	\$—	\$—	\$ (36 )	\$(36 )



relating to assets still held as  
of June 30, 2010

(a) Consists of derivative assets and liabilities, net.

(b) Transfers into/out of Level 3 are related to the availability of external broker quotes, and are valued as of the end of the reporting period. All transfers into/out are with Level 2.

Realized and unrealized gains and losses included in earnings that are related to the energy derivatives are recorded in operating revenues and cost of operations.

In determining the fair value of NRG's Level 2 and 3 derivative contracts, NRG applies a credit reserve to reflect credit risk which is calculated based on credit default swaps. As of June 30, 2011, the credit reserve resulted in a \$2 million decrease in fair value which is composed of a \$2 million loss in operating revenue and cost of operations. As of June 30, 2010, the credit reserve resulted in an \$11 million decrease in fair value which is composed of a \$6 million loss in OCI and a \$5 million loss in operating revenue and cost of operations.

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## Concentration of Credit Risk

In addition to the credit risk discussion as disclosed in Note 2, Summary of Significant Accounting Policies, to the Company's 2010 Form 10-K, the following item is a discussion of the concentration of credit risk for the Company's contractual obligations. Credit risk relates to the risk of loss resulting from non-performance or non-payment by counterparties pursuant to the terms of their contractual obligations. NRG is exposed to counterparty credit risk through various activities including wholesale sales, fuel purchases and retail supply arrangements, and retail customer credit risk through its retail load activities.

## Counterparty Credit Risk

The Company monitors and manages counterparty credit risk through credit policies that include: (i) an established credit approval process; (ii) daily monitoring of counterparties' credit limits; (iii) the use of credit mitigation measures such as margin, collateral, prepayment arrangements, or volumetric limits; (iv) the use of payment netting arrangements; and (v) the use of master netting agreements that allow for the netting of positive and negative exposures of various contracts associated with a single counterparty. Risk surrounding counterparty performance and credit could ultimately impact the amount and timing of expected cash flows. The Company seeks to mitigate counterparty credit risk with a diversified portfolio of counterparties. The Company also has credit protection within various agreements to call on additional collateral support if and when necessary. Cash margin is collected and held at NRG to cover the credit risk of the counterparty until positions settle.

As of June 30, 2011, counterparty credit exposure to a significant portion of the Company's counterparties was \$1.3 billion and NRG held collateral (cash and letters of credit) against those positions of \$250 million, resulting in a net exposure of \$1.1 billion. Counterparty credit exposure is discounted at the risk free rate. The following tables highlight the counterparty credit quality and the net counterparty credit exposure by industry sector. Net counterparty credit exposure is defined as the aggregate net asset position for NRG with counterparties where netting is permitted under the enabling agreement and includes all cash flow, mark-to-market and Normal Purchase Normal Sale, or NPNS, and non-derivative transactions. The exposure is shown net of collateral held, and includes amounts net of receivables or payables.

Category	Net Exposure <sup>(a)</sup> (% of Total)	
Financial institutions	53	%
Utilities, energy merchants, marketers and other	38	
Coal and emissions	4	
ISOs	5	
Total as of June 30, 2011	100	%

Category	Net Exposure <sup>(a)</sup> (% of Total)	
Investment grade	73	%
Non-Investment grade	3	
Non-rated <sup>(b)</sup>	24	
Total as of June 30, 2011	100	%

(a) Counterparty credit exposure excludes uranium and coal transportation contracts because of the unavailability of market prices.

(b) For non-rated counterparties, the majority are related to ISO and municipal public power entities, which are considered investment grade equivalent ratings based on NRG's internal credit ratings.

NRG has counterparty credit risk exposure to certain counterparties representing more than 10% of total net exposure discussed above and the aggregate of such counterparties was \$251 million. Approximately 77% of NRG's positions relating to this credit risk roll-off by the end of 2012. Changes in hedge positions and market prices will affect credit exposure and counterparty concentration. Given the credit quality, diversification and term of the exposure in the portfolio, NRG does not anticipate a material impact on the Company's financial position or results of operations from nonperformance by any of NRG's counterparties.

Counterparty credit exposure described above excludes credit risk exposure under certain long term agreements, including California tolling agreements, South Central load obligations and a coal supply agreement. As external sources or observable market quotes are not available to estimate such exposure, the Company valued these contracts based on various techniques including but not limited to internal models based on a fundamental analysis of the market and extrapolation of observable market data with similar characteristics. Based on these valuation techniques, as of June 30, 2011, credit risk exposure to these counterparties is approximately \$700 million for the next five years. This amount excludes potential credit exposure for projects with long term PPAs that have not reached commercial operations. Many of these power contracts are with utilities or public power entities that have strong credit quality and specific public utility commission or other regulatory support. In the case of the coal supply agreement, NRG holds a lien against the underlying asset. These factors significantly reduce the risk of loss.

#### Retail Customer Credit Risk

NRG is exposed to credit risk through the Company's competitive electricity supply business, which serves retail customers. Retail credit risk results when a customer fails to pay for services rendered. The losses may result from both nonpayment of customer accounts receivable and the loss of in-the-money forward value. NRG manages retail credit risk through the use of established credit policies that include monitoring of the portfolio, and the use of credit mitigation measures such as deposits or prepayment arrangements.

As of June 30, 2011, the Company's retail customer credit exposure to C&I customers was diversified across many customers and various industries, with a significant portion of the exposure residing at government entities.

NRG is also exposed to retail customer credit risk relating to its Mass customers, which may result in a write-off of bad debt. During 2011, the Company continued to experience improved customer payment behavior, but current economic conditions may affect the ability of the Company's customers to pay bills in a timely manner, which could increase customer delinquencies and may lead to an increase in bad debt expense.

This footnote should be read in conjunction with the complete description under Note 5, Fair Value of Financial Instruments, to the Company's 2010 Form 10-K.

## Note 7 — Nuclear Decommissioning Trust Fund

NRG's nuclear decommissioning trust fund assets, which are for its portion of the decommissioning of the South Texas Project, or STP 1 & 2 are comprised of securities classified as available-for-sale and recorded at fair value based on actively quoted market prices. NRG accounts for the nuclear decommissioning trust fund in accordance with ASC 980, Regulated Operations, or ASC 980. Since the Company is in compliance with PUCT rules and regulations regarding decommissioning trusts and the cost of decommissioning is the responsibility of the Texas ratepayers, not NRG, all realized and unrealized gains or losses (including other-than-temporary impairments) related to the Nuclear Decommissioning Trust Fund are recorded to the Nuclear Decommissioning Trust Liability to the ratepayers and are not included in net income or accumulated other comprehensive income, consistent with regulatory treatment.

The following table summarizes the aggregate fair values and unrealized gains and losses (including other-than-temporary impairments) for the securities held in the trust funds, as well as information about the contractual maturities of those securities. The cost of securities sold is determined on the specific identification method.

(In millions, except otherwise noted)	As of June 30, 2011				As of December 31, 2010			
	Fair Value	Unrealized Gains	Unrealized Losses	Weighted-average maturities (in years)	Fair Value	Unrealized Gains	Unrealized Losses	Weighted-average maturities (in years)
Cash and cash equivalents	\$2	\$—	\$—	—	\$9	\$—	\$—	—
U.S. government and federal agency obligations	35	1	—	10	25	1	—	9
Federal agency mortgage-backed securities	60	3	—	23	57	2	—	24
Commercial mortgage-backed securities	11	—	—	29	11	—	—	29
Corporate debt securities	53	2	1	11	56	3	1	10
Marketable equity securities	267	130	1	—	252	117	1	—
Foreign government fixed income securities	5	—	—	6	2	—	—	8
Total	\$433	\$136	\$2		\$412	\$123	\$2	

The following tables summarize proceeds from sales of available-for-sale securities and the related realized gains and losses from these sales. The cost of securities sold is determined on the specific identification method.

(In millions)	Six months ended June 30,	
	2011	2010
Realized gains	\$3	\$2
Realized losses	3	2
Proceeds from sale of securities	152	67

## Note 8 — Accounting for Derivative Instruments and Hedging Activities

This footnote should be read in conjunction with the complete description under Note 6, Accounting for Derivative Instruments and Hedging Activities, to the Company's 2010 Form 10-K.

## Energy-Related Commodities

As of June 30, 2011, NRG had energy-related derivative financial instruments extending through December 2013, which are designated as cash flow hedges.

## Interest Rate Swaps

NRG is exposed to changes in interest rates through the Company's issuance of variable and fixed rate debt. In order to manage the Company's interest rate risk, NRG enters into interest rate swap agreements. As of June 30, 2011, NRG had interest rate derivative instruments on recourse debt extending through 2013 and on non-recourse debt extending through 2029, the majority of which are designated as cash flow hedges.

## Volumetric Underlying Derivative Transactions

The following table summarizes the net notional volume buy/(sell) of NRG's open derivative transactions broken out by commodity, excluding those derivatives that qualified for the NPNS exception as of June 30, 2011 and December 31, 2010. Option contracts are reflected using delta volume. Delta volume equals the notional volume of an option adjusted for the probability that the option will be in-the-money at its expiration date.

Commodity	Units	Total Volume	
		June 30, 2011	December 31, 2010
		(In millions)	
Emissions	Short Ton	(2	)—
Coal	Short Ton	35	34
Natural Gas	MMBtu	(64	)(175 )
Oil	Barrel	—	1
Power	MWh	10	5
Capacity	MW/Day	—	(1 )
Interest	Dollars	\$1,266	\$2,782

## Fair Value of Derivative Instruments

The following table summarizes the fair value within the derivative instrument valuation on the balance sheet:

(In millions)	Fair Value			
	Derivative Assets		Derivative Liabilities	
	June 30, 2011	December 31, 2010	June 30, 2011	December 31, 2010
Derivatives Designated as Cash Flow or Fair Value Hedges:				
Interest rate contracts current	\$—	\$—	\$—	\$ 17
Interest rate contracts long-term	—	—	74	71
Commodity contracts current	329	392	2	2
Commodity contracts long-term	116	217	—	—
Total Derivatives Designated as Cash Flow or Fair Value Hedges	445	609	76	90
Derivatives Not Designated as Cash Flow or Fair Value Hedges:				
Commodity contracts current	1,420	1,572	1,317	1,666
Commodity contracts long-term	470	541	259	294
Total Derivatives Not Designated as Cash Flow or Fair Value Hedges	1,890	2,113	1,576	1,960
Total Derivatives	\$2,335	\$ 2,722	\$1,652	\$ 2,050

## Accumulated Other Comprehensive Income

The following table summarizes the effects of ASC 815 on NRG's accumulated OCI balance attributable to cash flow hedge derivatives, net of tax:

(In millions)	Three months ended June 30, 2011			Six months ended June 30, 2011		
	Energy Commodities	Interest Rate	Total	Energy Commodities	Interest Rate	Total
	Accumulated OCI beginning balance	\$ 392	\$(33 )	\$ 359	\$ 488	\$(47 )
Reclassified from accumulated OCI to income:						
- Due to realization of previously deferred amounts	(92 )	—	(92 )	(190 )	11	(179 )
Mark-to-market of cash flow hedge accounting contracts	32	(7 )	25	34	(4 )	30
Accumulated OCI ending balance, net of \$181 tax	\$ 332	\$(40 )	\$ 292	\$ 332	\$(40 )	\$ 292
Gains/(losses) expected to be realized from OCI during the next 12 months, net of \$134 tax	\$ 230	\$(2 )	\$ 228	\$ 230	\$(2 )	\$ 228
Gains/(losses) recognized in income from the ineffective portion of cash flow hedges	\$(4 )	\$ 4	\$—	\$(1 )	\$ 3	\$ 2

(In millions)	Three months ended June 30, 2010			Six months ended June 30, 2010		
	Energy Commodities	Interest Rate	Total	Energy Commodities	Interest Rate	Total
Accumulated OCI beginning balance	\$719	\$(56)	) \$663	\$461	\$(55)	) \$406
Reclassified from accumulated OCI to income:						
- Due to realization of previously deferred amounts	(128)	) (2)	) (130)	(234)	) —	) (234)
Mark-to-market of cash flow hedge accounting contracts	(16)	) (8)	) (24)	348	(11)	) 337
Accumulated OCI balance ending balance, net of \$308 tax	\$575	\$(66)	) \$509	\$575	\$(66)	) \$509
Gains/(losses) expected to be realized from OCI during the next 12 months, net of \$186 tax	\$348	\$(32)	) \$316	\$348	\$(32)	) \$316
(Losses)/gains recognized in income from the ineffective portion of cash flow hedges	\$(12)	) \$2	) \$(10)	\$(14)	) \$2	) \$(12)

Amounts reclassified from accumulated OCI into income and amounts recognized in income from the ineffective portion of cash flow hedges are recorded to operating revenue for commodity contracts and interest expense for interest rate contracts.

The following table summarizes the amount of gain/(loss) resulting from fair value hedges reflected in interest income/(expense) for interest rate contracts:

(In millions)	Three months ended June 30,		Six months ended June 30,	
	2011	2010	2011	2010
Derivative	\$—	\$—	\$—	\$3
Senior Notes (hedged item)	—	—	—	(3)



## Impact of Derivative Instruments on the Statement of Operations

In accordance with ASC 815, unrealized gains and losses associated with changes in the fair value of derivative instruments not accounted for as cash flow hedge derivatives and ineffectiveness of hedge derivatives are reflected in current period earnings.

The following table summarizes the pre-tax effects of economic hedges that did not qualify for cash flow hedge accounting, ineffectiveness on cash flow hedges, and trading activity on NRG's statement of operations. These gains are included within operating revenues and cost of operations.

	Three months ended		Six months ended June	
	June 30,		30,	2010
(In millions)	2011	2010	2011	2010
Unrealized mark-to-market results				
Reversal of previously recognized unrealized losses/(gains) on settled positions related to economic hedges	\$24	\$(51)	) 22	\$(91)
Reversal of loss positions acquired as part of the Reliant Energy acquisition as of May 1, 2009	19	60	47	150
Reversal of loss positions acquired as part of the Green Mountain Energy acquisition as of November 5, 2010	11	—	24	—
Net unrealized (losses)/gains on open positions related to economic hedges	(7)	) 48	84	(70)
Loss on ineffectiveness associated with open positions treated as cash flow hedges	(4)	) (12)	) (1)	) (14)
Total unrealized mark-to-market gains/(losses) for economic hedging activities	43	45	176	(25)
Reversal of previously recognized unrealized losses on settled positions related to trading activity	—	8	14	26
Net unrealized gains on open positions related to trading activity	22	9	22	23
Total unrealized mark-to-market for trading activity	22	17	36	49
Total unrealized gains	\$65	\$62	\$212	\$24
	Three months ended		Six months ended June	
	June 30,		30,	
(In millions)	2011	2010	2011	2010
Revenue from operations — energy commodities	\$91	\$(83)	) \$104	\$(14)
Cost of operations	(26)	) 145	108	38
Total impact to statement of operations	\$65	\$62	\$212	\$24

Reliant Energy's loss positions were acquired as of May 1, 2009, and valued using forward prices on that date. Green Mountain Energy's loss positions were acquired as of November 5, 2010, and valued using forward prices on that date. The roll-off amounts were offset by realized losses at the settled prices and are reflected in the cost of operations during the same period.

For the six months ended June 30, 2011, the unrealized gain from open economic hedge positions is the result of an increase in value of forward purchases and sales of natural gas, electricity and fuel due to a decrease in forward power and gas prices.

For the six months ended June 30, 2010, the unrealized loss from open economic hedge positions is the result of a decrease in value of forward purchases and sales of natural gas, electricity and fuel due to a decrease in forward power

and gas prices. This was partially offset by an increase in the value of forward sales of natural gas and electricity.

#### Credit Risk Related Contingent Features

Certain of the Company's hedging agreements contain provisions that require the Company to post additional collateral if the counterparty determines that there has been deterioration in credit quality, generally termed "adequate assurance" under the agreements, or require the Company to post additional collateral if there were a one notch downgrade in the Company's credit rating. The collateral required for contracts that have adequate assurance clauses that are in a net liability position as of June 30, 2011, was \$45 million. The collateral required for contracts with credit rating contingent features was \$38 million. The Company is also a party to certain marginable agreements where NRG has a net liability position but the counterparty has not called for the collateral due, which was approximately \$19 million as of June 30, 2011.

See Note 6, Fair Value of Financial Instruments, to this Form 10-Q for discussion regarding concentration of credit risk.

## Note 9 — Long-Term Debt

This footnote should be read in conjunction with the complete description under Note 12, Debt and Capital Leases, to the Company's 2010 Form 10-K.

Long-term debt and capital leases consisted of the following:

	June 30, 2011	December 31, 2010	Interest rate <sup>(a)</sup>
	(In millions, except rates)		
NRG Recourse Debt:			
Senior notes, due 2021	\$1,200	\$—	7.875
Senior notes, due 2020	1,100	1,100	8.250
Senior notes, due 2019	800	—	7.625
Senior notes, due 2019	691	690	8.500
Senior notes, due 2018	1,200	—	7.625
Senior notes, due 2017	1,100	1,100	7.375
Senior notes, due 2016	—	2,400	7.375
Senior notes, due 2014	—	1,205	7.250
Term loan facility, due 2013 - 2015 <sup>(b)</sup>	1,598	1,759	L+1.75 - L+3.25
Indian River Power LLC, tax-exempt bonds, due 2040	51	1	6.000
Indian River Power LLC, tax-exempt bonds, due 2045	111	66	5.375
Dunkirk Power LLC, tax-exempt bonds, due 2042	59	59	5.875
NRG Non-Recourse Debt:			
NRG Peaker Finance Co. LLC, bonds, due 2019	209	206	L+1.07
NRG Energy Center Minneapolis LLC, senior secured notes, due 2013, 2017, and 2025	157	163	5.95 - 7.31
Solar Partners I, due 2014 and 2033	161	—	1.126 - 3.991
Solar Partners II, due 2014 and 2038	162	—	1.116 - 4.195
Solar Partners VIII, due 2014 and 2038	151	—	1.381 - 4.256
NRG Connecticut Peaking Development LLC, equity bridge loan facility, due 2011	—	61	L+2
NINA TANE facility	—	144	L+2
NINA Shaw facility	—	23	L+6
South Trent Wind LLC, financing agreement, due 2020	76	78	L+2.5
NRG Solar Blythe LLC, credit agreement, due 2028	29	29	L+2.5
Other	31	20	various
Subtotal long-term debt	8,886	9,104	
Capital leases:			
Saale Energie GmbH, Schkopau capital lease, due 2021	114	107	
Subtotal	9,000	9,211	
Less current maturities	90	463	
Total long-term debt and capital leases	\$8,910	\$8,748	
Funded letter of credit <sup>(b)</sup>	\$1,300	\$1,300	L+1.75 - L+3.25

(a) L+ equals LIBOR plus x%.

(b) On July 1, 2011, the Term loan facility and Funded letter of credit were repaid and replaced, as described below under Senior Credit Facility.



#### Issuance of 2018 Senior Notes

On January 26, 2011, NRG issued \$1.2 billion aggregate principal amount at par of 7.625% Senior Notes due 2018, or 2018 Senior Notes. The 2018 Senior Notes were issued under an Indenture, dated February 2, 2006, between NRG and Law Debenture Trust Company of New York, as trustee, as amended through a Supplemental Indenture, which is discussed in Note 12, Debt and Capital Leases, in the Company's 2010 Form 10-K. The Indenture and the form of the note provide, among other things, that the 2018 Senior Notes will be senior unsecured obligations of NRG.

The net proceeds were used primarily to complete the tender offer of the 2014 Senior Notes. Interest is payable semi-annually beginning on July 15, 2011, until their maturity date of January 15, 2018.

Prior to maturity, NRG may redeem all or a portion of the 2018 Senior Notes at a redemption price equal to 100% of the principal amount of the notes redeemed plus a premium and accrued and unpaid interest. The premium is the greater of: (i) 1% of the principal amount of the note or (ii) the excess of the present value of the principal amount at maturity plus all required interest payments due on the note through the maturity date discounted at a Treasury rate plus 0.50%.

#### Redemption of 2014 Senior Notes

On January 26, 2011, the Company redeemed \$945 million of the 2014 Senior Notes through a tender offer, at an early redemption percentage of 102.063%. An additional \$2 million was tendered at a redemption percentage of 100.063% and the remaining \$253 million of 2014 Senior Notes were called on February 25, 2011, at a redemption percentage of 101.813%. A \$28 million loss on the extinguishment of the 2014 Senior Notes was recorded during the three months ended March 31, 2011, which primarily consisted of the premiums paid on the redemption and the write-off of previously deferred financing costs.

#### Issuance of 7.625% 2019 Senior Notes and 2021 Senior Notes

On May 24, 2011, NRG issued \$800 million aggregate principal amount at par of 7.625% Senior Notes due 2019, or the 7.625% 2019 Senior Notes, and \$1.2 billion aggregate principal amount at par of 7.875% Senior Notes due 2021, or the 2021 Senior Notes. The 7.625% 2019 Senior Notes and the 2021 Senior Notes were issued under an Indenture, dated February 2, 2006, between NRG and Law Debenture Trust Company of New York, as trustee, as amended through Supplemental Indentures, which is discussed in Note 12, Debt and Capital Leases, in the Company's 2010 Form 10-K. The Indentures and the form of the notes provide, among other things, that the 7.625% 2019 Senior Notes and the 2021 Senior Notes will be senior unsecured obligations of NRG.

The net proceeds of \$2 billion for both the 7.625% 2019 Senior Notes and the 2021 Senior Notes were used to complete the tender offer of the 2016 Senior Notes. Interest is payable semi-annually beginning on November 15, 2011, until their maturity dates of May 15, 2019, and May 15, 2021, respectively.

Prior to May 15, 2014, NRG may redeem up to 35% of the aggregate principal amount of the 7.625% 2019 Senior Notes with the net proceeds of certain equity offerings, at a redemption price of 107.625% of the principal amount. Prior to May 15, 2014, NRG may redeem all or a portion of the 7.625% 2019 Senior Notes at a price equal to 100% of the principal amount plus a premium and accrued and unpaid interest. The premium is the greater of: (i) 1% of the principal amount of the notes; or (ii) the excess of the principal amount of the note over the following: the present value of 103.813% of the note, plus interest payments due on the note from the date of redemption through May 15, 2014, discounted at a Treasury rate plus 0.50%. In addition, on or after May 15, 2014, NRG may redeem some or all of the notes at redemption prices expressed as percentages of principal amount as set forth in the following table, plus

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accrued and unpaid interest on the notes redeemed to the first applicable redemption date:

Redemption Period	Redemption Percentage
May 15, 2014 to May 14, 2015	103.813%
May 15, 2015 to May 14, 2016	101.906%
May 15, 2016 and thereafter	100.000%

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Prior to May 15, 2016, NRG may redeem up to 35% of the aggregate principal amount of the 2021 Senior Notes with the net proceeds of certain equity offerings, at a redemption price of 107.875% of the principal amount. Prior to May 15, 2016, NRG may redeem all or a portion of the 2021 Senior Notes at a price equal to 100% of the principal amount plus a premium and accrued and unpaid interest. The premium is the greater of: (i) 1% of the principal amount of the notes; or (ii) the excess of the principal amount of the note over the following: the present value of 103.938% of the note, plus interest payments due on the note from the date of redemption through May 15, 2016, discounted at a Treasury rate plus 0.50%. In addition, on or after May 15, 2016, NRG may redeem some or all of the notes at redemption prices expressed as percentages of principal amount as set forth in the following table, plus accrued and unpaid interest on the notes redeemed to the first applicable redemption date:

Redemption Period	Redemption Percentage
May 15, 2016 to May 14, 2017	103.938%
May 15, 2017 to May 14, 2018	102.625%
May 15, 2018 to May 14, 2019	101.313%
May 15, 2019 and thereafter	100.000%

In connection with the 7.625% 2019 Senior Notes and the 2021 Senior Notes, NRG entered into a registration payment arrangement. For the 7.625% 2019 Senior Notes and the 2021 Senior Notes, for the first 90-day period immediately following a registration default, additional interest will be paid in an amount equal to 0.25% per annum of the principal amount of 7.625% 2019 Senior Notes or the 2021 Senior Notes outstanding, as applicable. The amount of interest paid will increase by an additional 0.25% per annum with respect to each subsequent 90-day period until all registration defaults are cured, up to a maximum amount of interest of 1% per annum of the principal amount of the 7.625% 2019 Senior Notes or the 2021 Senior Notes outstanding, as applicable. The additional interest is paid on the next scheduled interest payment date and following the cure of the registration default, the additional interest payment will cease.

#### Redemption of 2016 Senior Notes

On May 23, 2011, the Company redeemed \$1.7 billion of the 2016 Senior Notes through a tender offer, at an early redemption percentage of 103.938%. An additional \$0.4 million was tendered at a redemption percentage of 102.938% and the remaining \$666 million of 2016 Senior Notes was called on June 23, 2011, at a redemption percentage of 103.688%. A \$115 million loss on the extinguishment of the 2016 Senior Notes was recorded during the six months ended June 30, 2011, which primarily consisted of the premiums paid on the redemption and the write-off of previously deferred financing costs.

#### Senior Credit Facility

**Prepayment of Senior Credit Facility** — In March 2011, NRG made a repayment of approximately \$149 million to its first lien lenders under the Term Loan Facility. This payment resulted from the mandatory annual offer of a portion of NRG's excess cash flow (as defined in the Senior Credit Facility) for 2010.

**2011 Senior Credit Facility** — On July 1, 2011, NRG replaced its Senior Credit Facility, consisting of its Term Loan Facility, Revolving Credit Facility and Funded Letter of Credit Facility, with a new senior secured facility, or the 2011 Senior Credit Facility, which includes the following:

▲ \$2.3 billion revolving credit facility with a maturity date of June 30, 2016, which will pay interest on amounts drawn at a rate of LIBOR plus 2.75%. In connection with the issuance of this revolving credit facility, the outstanding letters of credit were novated from the Funded Letter of Credit Facility to the new revolving credit facility. In

addition, the related Funded Letter of Credit loan was repaid, the non-current restricted cash balance was returned to the lenders and the related balances were removed from NRG's balance sheet.

A \$1.6 billion term loan facility with a maturity date of June 30, 2018, which will pay interest at a rate of LIBOR plus 3.00%, with a LIBOR floor of 1.00%. The debt was issued at 99.75% of face value; the discount will be amortized to interest expense over the life of the loan. Repayments under the new term loan facility will consist of 0.25% per quarter, with the remainder due at maturity. The proceeds of the new term loan facility were used to repay the existing term loan balance outstanding.



### Indian River Power LLC Tax-Exempt Bonds

During the first half of 2011, the Company received additional proceeds of \$45 million from the Delaware Economic Development Authority tax-exempt bond financing, and \$50 million from the Sussex County, Delaware tax-exempt bond financing, bringing the total proceeds received as of June 30, 2011, to \$111 million and \$51 million, respectively.

### Ivanpah Financing

On April 5, 2011, NRG acquired a majority interest in Ivanpah, as discussed in Note 4, Business Acquisitions and Disposition. On April 5, 2011, Ivanpah entered into an agreement with the Federal Financing Bank, or FFB, to borrow up to \$1.6 billion to finance the costs of constructing the Ivanpah solar facility, or the Ivanpah Credit Agreement. Each phase of the project is governed by a separate financing agreement and is non recourse to both the other projects and to NRG. Funding requests are submitted to the FFB on a monthly basis and the loans provided by the FFB are guaranteed by the U.S. DOE. Amounts borrowed under the Ivanpah Credit Agreement accrue interest at a fixed rate based on U.S. Treasury rates plus a spread of 0.375% and are secured by all the assets of Ivanpah. Ivanpah intends to submit an application to the U.S. Department of Treasury for a cash grant; any proceeds received will be utilized to repay the borrowings that mature in 2014.

The following table reflects the borrowings under the FFB Credit Agreement as of June 30, 2011:

	Maximum borrowings available under FFB Credit Agreement (In millions, except rates)	Amounts borrowed	Weighted average interest rate on amounts borrowed	
Solar Partners I, due June 27, 2014 <sup>(a)</sup>	\$159	\$152	1.677	%
Solar Partners I, due June 27, 2033	392	9	3.991	%
Solar Partners II, due February 27, 2014 <sup>(a)</sup>	132	128	1.609	%
Solar Partners II, due February 27, 2038	387	34	4.183	%
Solar Partners VIII, due October 27, 2014 <sup>(a)</sup>	117	111	1.996	%
Solar Partners VIII, due October 27, 2038	440	40	4.229	%
	\$1,627	\$474		

(a) The cash portion of the loan is fully drawn; additional amounts will be utilized for capitalized interest.

### Roadrunner Financing

On May 25, 2011, NRG, through its wholly-owned subsidiary, NRG Roadrunner LLC, or Roadrunner, entered into a credit agreement with a bank, or the Roadrunner Financing Agreement, for a \$47 million construction loan that converts to a term loan upon commencing commercial operations and a \$21 million cash grant loan, both of which have an interest rate of LIBOR plus an applicable margin of 2.01%. The construction and term loans, which will be drawn upon first, have an interest rate of LIBOR plus an applicable margin which escalates 0.25% every five years and ranges from 2.01% at closing to 2.76% in year fifteen through maturity. The term loan, which is secured by all the assets of Roadrunner, matures on November 30, 2031, and amortizes based upon a predetermined schedule. The cash grant loan matures upon the earlier of the receipt of the cash grant or May 2012. The Roadrunner Financing Agreement also includes a letter of credit facility on behalf of Roadrunner of up to \$5 million. Roadrunner pays an availability fee of 100% of the applicable margin on issued letters of credit. As of June 30, 2011, \$9 million was outstanding under the construction and term loan and \$2 million letters of credit in support of the PPA were issued.

Also related to the Roadrunner Financing Agreement, in April 2011, Roadrunner entered into a fixed for floating interest rate swap for 75% of the outstanding term loan amount, intended to hedge the risks associated with floating interest rates. Roadrunner will pay its counterparty the equivalent of a 4.313% fixed interest payment on a predetermined notional value, and Roadrunner will receive quarterly the equivalent of a floating interest payment based on a three month LIBOR calculated on the same notional value. All interest rate swap payments by Roadrunner and its counterparty are made quarterly and the LIBOR rate is determined in advance of each interest period. The original notional amount of the swap, which matures in December 2029, is \$36 million and amortizes in proportion to the loan. The swap is forward starting and effective September 30, 2011.

## NRG CT Peaking

On June 29, 2011, NRG Connecticut Peaking Development LLC repaid the \$61 million outstanding under the equity bridge loan facility, or EBL. The commitment was terminated and the collateral held under the facility, including the letter of credit issued by NRG under the Funded Letter of Credit Facility, has been returned. The EBL was used to fund the majority of the equity portion of the GenConn Energy LLC investment.

## Note 10 — Variable Interest Entities, or VIEs

NRG has interests in entities that are considered Variable Interest Entities, or VIEs, under ASC 810 but NRG is not considered the primary beneficiary. NRG accounts for its interests in these entities under the equity method of accounting.

Sherbino I Wind Farm LLC — NRG owns a 50% interest in Sherbino, a joint venture with BP Wind Energy North America Inc. NRG's maximum exposure to loss is limited to its equity investment, which was \$93 million as of June 30, 2011.

GenConn Energy LLC — Through its subsidiary, NRG Connecticut Peaking Development LLC, NRG owns a 50% interest in GenConn, a limited liability company formed to construct, own and operate two 200 MW peaking generation facilities in Connecticut at NRG's Devon and Middletown sites. The GenConn Devon facility reached commercial operation in 2010. Construction of the Middletown facility is substantially complete with all four generating units becoming operational and participating in the ISONE market in June 2011.

NRG Connecticut Peaking Development LLC had a note receivable due from GenConn for \$63 million as of June 30, 2011 as discussed in Note 9, Capital Leases and Notes Receivable to the Company's 2010 Form 10-K. As of June 30, 2011, NRG had a \$69 million equity investment in GenConn. NRG's maximum exposure to loss is limited to its equity investment and note receivable.

## Note 11 — Changes in Capital Structure

As of June 30, 2011, and December 31, 2010, the Company had 500,000,000 shares of common stock authorized. The following table reflects the changes in NRG's common shares issued and outstanding:

	Issued	Treasury	Outstanding
Balance as of December 31, 2010	304,006,027	(56,808,672 )	247,197,355
Shares issued under LTIP	103,289	—	103,289
Shares issued under ESPP	—	65,717	65,717
Capital Allocation Plan repurchases	—	(6,229,574 )	(6,229,574 )
Balance as of June 30, 2011	304,109,316	(62,972,529 )	241,136,787

## 2011 Capital Allocation Plan

On February 22, 2011, the Company announced a plan to repurchase \$180 million of common stock under the Company's 2011 Capital Allocation Plan. The Company entered into an accelerated share repurchase agreement, or ASR Agreement, with a financial institution to repurchase a total of \$130 million of NRG common stock, based on a volume weighted average price less a specified discount. On February 25, 2011, the Company remitted \$130 million

to the financial institution. The share repurchases under the ASR Agreement were completed on April 29, 2011, and the Company received 6,229,574 shares of NRG common stock. On August 4 2011, the Company announced additional share repurchases of \$250 million under the Capital Allocation Plan, bringing the total targeted share repurchases for 2011 to \$430 million. The Company intends to complete its remaining \$300 million of share repurchases by the end of 2011, subject to market prices, financial restrictions under the Company's debt facilities and as permitted by securities laws.

#### Employee Stock Purchase Plan

In July 2011, 54,410 shares of NRG common stock were issued to employee accounts from treasury stock under the ESPP.

## Note 12 — Earnings Per Share

Basic earnings per common share is computed by dividing net income less accumulated preferred stock dividends by the weighted average number of common shares outstanding. Shares issued and treasury shares repurchased during the year are weighted for the portion of the year that they were outstanding. Diluted earnings per share is computed in a manner consistent with that of basic earnings per share while giving effect to all potentially dilutive common shares that were outstanding during the period. Shares borrowed under the Share Lending Agreement (see Note 15, Capital Structure — Share Lending Agreements in the Company's 2010 Form 10-K) were not treated as outstanding for earnings per share purposes.

The reconciliation of NRG's basic and diluted earnings per share is shown in the following table:

(In millions, except per share data)	Three months ended		Six months ended June	
	June 30, 2011	2010	30, 2011	2010
Basic earnings per share attributable to NRG common stockholders				
Numerator:				
Net income attributable to NRG Energy, Inc.	\$621	\$211	\$361	\$269
Preferred stock dividends	(3	) (3	) (5	) (5
Net income attributable to NRG Energy, Inc. available to common stockholders	\$618	\$208	\$356	\$264
Denominator:				
Weighted average number of common shares outstanding	243	255	245	254
Basic earnings per share:				
Net income attributable to NRG Energy, Inc.	\$2.54	\$0.82	\$1.45	\$1.04
Diluted earnings per share attributable to NRG common stockholders				
Numerator:				
Net income attributable to NRG Energy, Inc. available to common stockholders	\$618	\$208	\$356	\$264
Denominator:				
Weighted average number of common shares outstanding	243	255	245	254
Incremental shares attributable to the issuance of equity compensation (treasury stock method)	1	1	2	1
Incremental shares attributable to assumed conversion features of outstanding preferred stock (if-converted method)	—	—	—	1
Total dilutive shares	244	256	247	256
Diluted earnings per share:				
Net income attributable to NRG Energy, Inc.	\$2.53	\$0.81	\$1.44	\$1.03

The following table summarizes NRG's outstanding equity instruments that are anti-dilutive and were not included in the computation of the Company's diluted earnings per share:

(In millions of shares)	Three months ended		Six months ended June	
	June 30, 2011	2010	30, 2011	2010
Equity compensation — NQSOs and PUs	7	6	7	6

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Embedded derivative of 3.625% redeemable perpetual preferred stock	16	16	16	16
Total	23	22	23	22

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## Note 13 — Segment Reporting

NRG's segment structure reflects core areas of operation which are primarily segregated based on the Company's wholesale power generation, retail, thermal and chilled water business, and corporate activities. Within NRG's wholesale power generation operations, there are distinct components with separate operating results and management structures for the following geographical regions: Texas, Northeast, South Central, West and International. The Company's corporate activities include solar and wind development, NINA activity and Green Mountain Energy. Intersegment supply sales between Texas, Reliant Energy and Green Mountain Energy are accounted for at market.

(In millions) Three months ended June 30, 2011	Wholesale Power Generation									Total
	Reliant Energy	Texas <sup>(a)</sup>	Northeast	South Central	West	Internat- ional	Thermal	Corporate <sup>(b)(c)</sup>	Elimination	
Operating revenues	\$1,264	\$822	\$246	\$188	\$38	\$38	\$32	\$161	\$(511)	\$2,278
Depreciation and amortization	24	122	27	22	3	—	4	20	—	222
Equity in earnings of unconsolidated affiliates	—	2	3	—	5	2	—	—	—	12
Income/(loss) before income taxes	31	203	19	12	12	8	(2)	(292)	—	(9)
Net income/(loss) attributable to NRG Energy, Inc.	\$31	\$203	\$19	\$12	\$12	\$6	\$(2)	\$340	\$—	\$621
Total assets	\$1,519	\$12,760	\$1,914	\$1,312	\$1,430	\$798	\$344	\$19,951	\$(14,692)	\$25,336

(a)Includes inter-segment sales of \$456 million to Reliant Energy and \$50 million to Green Mountain Energy.

(b)Includes Green Mountain Energy results.

(c)Includes an impairment charge on investment of \$11 million.

(In millions) Three months ended June 30, 2010	Wholesale Power Generation									Total
	Reliant Energy	Texas <sup>(d)</sup>	Northeast	South Central	West	Internat- ional	Thermal	Corporate	Elimination	
Operating revenues	\$1,282	\$692	\$205	\$152	\$32	\$30	\$27	\$(4)	\$(283)	\$2,133
Depreciation and amortization	29	124	31	16	3	—	3	2	—	208
Equity in earnings/(losses) of unconsolidated affiliates	—	1	(1)	—	1	11	—	(1)	—	11
	277	157	(2)	4	8	31	(2)	(147)	1	327

(Loss)/income before income taxes										
Net loss attributable to non-controlling interest	—	(1 )	—	—	—	—	—	—	—	(1 )
Net income/(loss) attributable to NRG Energy, Inc.	\$277	\$158	\$(2 )	\$4	\$8	\$21	\$(2 )	\$(254 )	\$1	\$211

(d) Includes inter-segment sales of \$281 million to Reliant Energy.



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(In millions) Six months ended June 30, 2011	Reliant Energy	Wholesale Power Generation						Thermal	Corporate <sup>(b)(c)</sup>	Elimination	Total
		Texas <sup>(a)</sup>	Northeast	South Central	West	Internat- ional					
Operating revenues	\$2,269	\$1,353	\$472	\$377	\$80	\$73	\$72	\$ 283	\$(706 )	\$4,273	
Depreciation and amortization	48	244	56	42	6	—	7	24	—	427	
Equity in (losses)/earnings of unconsolidated affiliates	—	(6 )	5	—	5	6	—	—	—	10	
Income/(loss) before income taxes	303	210	(13 )	26	25	18	3	(946 )	—	(374 )	
Net income/(loss) attributable to NRG Energy, Inc.	\$303	\$210	\$(13 )	\$26	\$25	\$14	\$3	\$(207 )	\$—	\$361	

(a) Includes inter-segment sales of \$633 million to Reliant Energy and \$66 million to Green Mountain Energy.

(b) Includes Green Mountain Energy results.

(c) Includes an impairment charge on investment of \$492 million.

(In millions) Six months ended June 30, 2010	Reliant Energy	Wholesale Power Generation						Thermal	Corporate	Elimination	Total
		Texas <sup>(d)</sup>	Northeast	South Central	West	Internat- ional					
Operating revenues	\$2,458	\$1,562	\$484	\$295	\$67	\$ 65	\$63	\$(2 )	\$(644 )	\$4,348	
Depreciation and amortization	59	241	63	32	6	—	5	4	—	410	
Equity in earnings/(losses) of unconsolidated affiliates	—	11	(1 )	—	1	15	—	(1 )	—	25	
Income/(loss) before income taxes	89	532	50	—	14	41	2	(279 )	1	450	
Net loss attributable to non-controlling interest	—	(1 )	—	—	—	—	—	—	—	(1 )	
Net income/(loss) attributable to NRG Energy, Inc.	\$89	\$533	\$50	\$—	\$14	\$29	\$2	\$(449 )	\$1	\$269	

(d) Includes inter-segment sales of \$642 million to Reliant Energy.

## Note 14 — Income Taxes

## Effective Tax Rate

The income tax provision consisted of the following:

(In millions except otherwise noted)	Three months ended June 30,		Six months ended June 30,		
	2011	2010	2011	2010	
Income tax (benefit)/expense	\$(630	) \$117	\$(735	) \$182	
Effective tax rate	7,000.0	% 35.8	% 196.5	% 40.4	%

For the three and six months ended June 30, 2011, NRG recorded an income tax benefit on pre-tax losses of \$9 million and \$374 million, respectively. NRG's overall effective tax rates for both of these periods were different than the statutory rate of 35% primarily due to a benefit of \$612 million resulting from the resolution of the federal tax audit. The benefit is predominantly due to the recognition of previously uncertain tax benefits that were effectively settled upon audit in June 2011 and that were mainly composed of net operating losses of \$536 million which had been classified as capital loss carryforwards for financial statement purposes. In addition, valuation allowance net decreases of \$40 million and \$23 million for the three and six month periods, respectively, increased the effective tax rates. For both the three and six months ended June 30, 2010, NRG's overall effective tax rate was different than the statutory rate of 35% primarily due to state and local income taxes, as well as recording federal and state tax expense and interest for uncertain tax benefits.

## Uncertain tax benefits

In the 2011 second quarter, the Company received the final audit report effectively closing the Internal Revenue Service's audit examination for the years 2004 through 2006. The Company believes the matters addressed under audit are effectively settled in accordance with ASC 740 and recognized a benefit of \$536 million to income tax expense during the 2011 second quarter.

As of June 30, 2011, a non-current tax liability of \$53 million for uncertain tax benefits remains from positions taken on various state tax returns, including accrued interest. NRG has accrued interest and penalties related to these uncertain tax benefits of \$1 million for the six months ended June 30, 2011, and has accrued \$9 million since adoption. The Company recognizes interest and penalties related to uncertain tax benefits in income tax expense.

The Company continues to be under examination for various state jurisdictions for multiple years.

## Tax Receivable and Payable

As of June 30, 2011, NRG recorded a current tax payable of \$20 million that represents a tax liability due for domestic state taxes of \$15 million, as well as foreign taxes payable of \$5 million. In addition, as of June 30, 2011, NRG has a domestic tax receivable of \$95 million, of which \$89 million is related to property tax refunds as a result of the New York State Empire Zone program.

## Note 15 — Benefit Plans and Other Postretirement Benefits

NRG sponsors and operates three defined benefit pension and other postretirement plans. In addition, NRG has a 44% undivided ownership interest in STP 1 & 2. South Texas Project Nuclear Operating Company, or STPNOC, which operates and maintains STP 1 & 2, provides its employees a defined benefit pension plan as well as postretirement

health and welfare benefits. Although NRG does not sponsor the South Texas Project plans, it reimburses STPNOC for 44% of the contributions made towards its retirement plan obligations.

The total amount of employer contributions paid for the six months ended June 30, 2011, including reimbursements to STPNOC, was \$16 million. NRG expects to make approximately \$9 million in contributions for the remainder of 2011. Relating to its sponsored plans as well as its 44% interest in STP 1 & 2, the Company recognized total net periodic benefit cost of \$9 million and \$19 million for the three and six months ended June 30, 2011, respectively, and \$7 million and \$15 million for the three and six months ended June 30, 2010, respectively.

## Note 16 — Commitments and Contingencies

### First Lien Structure

NRG has granted first liens to certain counterparties on substantially all of the Company's assets to reduce the amount of cash collateral and letters of credit that it would otherwise be required to post from time to time to support its obligations under out-of-the-money hedge agreements for forward sales of power or MWh equivalents. The Company's lien counterparties may have a claim on NRG's assets to the extent market prices exceed the hedged price. As of June 30, 2011, all hedges under the first liens were in-the-money for NRG on a counterparty aggregate basis.

### Contingencies

Set forth below is a description of the Company's material legal proceedings. The Company believes that it has valid defenses to these legal proceedings and intends to defend them vigorously. Pursuant to the requirements of ASC 450 and related guidance, NRG records reserves for estimated losses from contingencies when information available indicates that a loss is probable and the amount of the loss, or range of loss, can be reasonably estimated. In addition, legal costs are expensed as incurred. Management has assessed each of the following matters based on current information and made a judgment concerning its potential outcome, considering the nature of the claim, the amount and nature of damages sought, and the probability of success. Unless specified below, the Company is unable to predict the outcome of these legal proceedings or reasonably estimate the scope or amount of any associated costs and potential liabilities. As additional information becomes available, management adjusts its assessment and estimates of such contingencies accordingly. Because litigation is subject to inherent uncertainties and unfavorable rulings or developments, it is possible that the ultimate resolution of the Company's liabilities and contingencies could be at amounts that are different from its currently recorded reserves and that such difference could be material.

In addition to the legal proceedings noted below, NRG and its subsidiaries are party to other litigation or legal proceedings arising in the ordinary course of business. In management's opinion, the disposition of these ordinary course matters will not materially adversely affect NRG's consolidated financial position, results of operations, or cash flows.

### California Department of Water Resources

This matter concerns, among other contracts and other defendants, the California Department of Water Resources, or CDWR, and its wholesale power contract with subsidiaries of WCP (Generation) Holdings, Inc., or WCP. The case originated with a February 2002 complaint filed by the State of California alleging that many parties, including WCP subsidiaries, overcharged the State of California. For WCP, the alleged overcharges totaled approximately \$940 million for 2001 and 2002. The complaint demanded that the Federal Energy Regulatory Commission, or FERC, abrogate the CDWR contract and sought refunds associated with revenues collected under the contract. In 2003, the FERC rejected this complaint, denied rehearing, and the case was appealed to the U.S. Court of Appeals for the Ninth Circuit where oral argument was held on December 8, 2004. On December 19, 2006, the Ninth Circuit decided that in the FERC's review of the contracts at issue, the FERC could not rely on the Mobile-Sierra standard presumption of just and reasonable rates, where such contracts were not reviewed by the FERC with full knowledge of the then existing market conditions. WCP and others sought review by the U.S. Supreme Court. WCP's appeal was not selected, but instead held by the Supreme Court. In the appeal that was selected by the Supreme Court, on June 26, 2008, the Supreme Court ruled: (i) that the Mobile-Sierra public interest standard of review applied to contracts made under a seller's market-based rate authority; (ii) that the public interest "bar" required to set aside a contract remains a very high one to overcome; and (iii) that the Mobile-Sierra presumption of contract reasonableness applies when a contract is formed during a period of market dysfunction unless (a) such market conditions were caused by the illegal

actions of one of the parties or (b) the contract negotiations were tainted by fraud or duress. In this related case, the U.S. Supreme Court affirmed the Ninth Circuit's decision agreeing that the case should be remanded to the FERC to clarify the FERC's 2003 reasoning regarding its rejection of the original complaint relating to the financial burdens under the contracts at issue and to alleged market manipulation at the time these contracts were formed. As a result, the U.S. Supreme Court then reversed and remanded the WCP CDWR case to the Ninth Circuit for treatment consistent with its June 26, 2008, decision in the related case. On October 20, 2008, the Ninth Circuit asked the parties in the remanded CDWR case, including WCP and the FERC, whether that Court should answer a question the U.S. Supreme Court did not address in its June 26, 2008, decision; whether the Mobile-Sierra doctrine applies to a third-party that was not a signatory to any of the wholesale power contracts, including the CDWR contract, at issue in that case. Without answering that reserved question, on December 4, 2008, the Ninth Circuit vacated its prior opinion and remanded the WCP CDWR case back to the FERC for proceedings consistent with the U.S. Supreme Court's June 26, 2008, decision.

On December 15, 2008, WCP and the other seller-defendants filed with the FERC a Motion for Order Governing Proceedings on Remand. On January 14, 2009, the Public Utilities Commission of the State of California filed an Answer and Cross Motion for an Order Governing Procedures on Remand and on January 28, 2009, WCP and the other seller-defendants filed their reply. At this time, the FERC has not acted on remand.

At this time, while NRG cannot predict with certainty whether WCP will be required to make refunds for rates collected under the CDWR contract or estimate the range of any such possible refunds, a reconsideration of the CDWR contract by the FERC with a resulting order mandating significant refunds could have a material adverse impact on NRG's financial position, statement of operations, and statement of cash flows. As part of the 2006 acquisition of Dynegy's 50% ownership interest in WCP, WCP and NRG assumed responsibility for any risk of loss arising from this case, unless any such loss was deemed to have resulted from certain acts of gross negligence or willful misconduct on the part of Dynegy, in which case any such loss would be shared equally between WCP and Dynegy.

On January 14, 2010, the U.S. Supreme Court issued its decision in an unrelated proceeding involving the Mobile-Sierra doctrine that will affect the standard of review applied to the CDWR contract on remand before the FERC. In *NRG Power Marketing v. Maine Public Utilities Commission*, the Supreme Court held that the Mobile-Sierra presumption regarding the reasonableness of contract rates does not depend on the identity of the complainant who seeks a FERC investigation/refund.

#### Louisiana Generating, LLC

On February 11, 2009, the U.S. Department of Justice, or U.S. DOJ, acting at the request of the U.S. Environmental Protection Agency, or U.S. EPA, commenced a lawsuit against Louisiana Generating, LLC, or LaGen, in federal district court in the Middle District of Louisiana alleging violations of the Clean Air Act, or CAA, at the Big Cajun II power plant. This is the same matter for which Notices of Violation, or NOV's, were issued to LaGen on February 15, 2005, and on December 8, 2006. Specifically, it is alleged that in the late 1990's, several years prior to NRG's acquisition of the Big Cajun II power plant from the Cajun Electric bankruptcy and several years prior to the NRG bankruptcy, modifications were made to Big Cajun II Units 1 and 2 by the prior owners without appropriate or adequate permits and without installing and employing the best available control technology, or BACT, to control emissions of nitrogen oxides and/or sulfur dioxides. The relief sought in the complaint includes a request for an injunction to: (i) preclude the operation of Units 1 and 2 except in accordance with the CAA; (ii) order the installation of BACT on Units 1 and 2 for each pollutant subject to regulation under the CAA; (iii) obtain all necessary permits for Units 1 and 2; (iv) order the surrender of emission allowances or credits; (v) conduct audits to determine if any additional modifications have been made which would require compliance with the CAA's Prevention of Significant Deterioration program; (vi) award to the Department of Justice its costs in prosecuting this litigation; and (vii) assess civil penalties of up to \$27,500 per day for each CAA violation found to have occurred between January 31, 1997, and March 15, 2004, up to \$32,500 for each CAA violation found to have occurred between March 15, 2004, and January 12, 2009, and up to \$37,500 for each CAA violation found to have occurred after January 12, 2009.

On April 27, 2009, LaGen made several filings. LaGen filed an objection in the Cajun Electric Cooperative Power, Inc.'s bankruptcy proceeding in the U.S. Bankruptcy Court for the Middle District of Louisiana to seek to prevent the bankruptcy from closing. LaGen also filed a complaint, or adversary proceeding, in the same bankruptcy proceeding, seeking a judgment that: (i) it did not assume liability from Cajun Electric for any claims or other liabilities under environmental laws with respect to Big Cajun II that arose, or are based on activities that were undertaken, prior to the closing date of the acquisition; (ii) it is not otherwise the successor to Cajun Electric with respect to environmental liabilities arising prior to the acquisition; and (iii) Cajun Electric and/or the Bankruptcy Trustee are exclusively liable for any of the violations alleged in the February 11, 2009, lawsuit to the extent that such claims are determined to have

merit. On April 15, 2010, the bankruptcy court signed an order granting LaGen's stipulation of voluntary dismissal without prejudice of the adversary proceeding. The bankruptcy proceeding has since closed.

On June 8, 2009, the parties filed a joint status report in the U.S. DOJ lawsuit setting forth their views of the case and proposing a trial schedule. While the district court entered a Joint Case Management Order on April 28, 2010, indicating the potential of a 2011 liability phase trial, no such trial date has been set.

On August 24, 2009, LaGen filed a motion to dismiss this lawsuit, and on September 25, 2009, the U.S. DOJ filed its opposition to the motion. Thereafter, on February 18, 2010, the Louisiana Department of Environmental Quality, or LDEQ, filed a motion to intervene in the above lawsuit and a complaint against LaGen for alleged violations of Louisiana's Prevention of Significant Deterioration, or PSD, regulations and Louisiana's Title V operating permit program. LDEQ seeks substantially similar relief to that requested by the U.S. DOJ. On February 19, 2010, the district court granted LDEQ's motion to intervene. On April 26, 2010, LaGen filed a motion to dismiss the LDEQ complaint. On July 21, 2010, the motions to dismiss the U.S. DOJ and LDEQ complaints were argued to the district court. On August 20, 2010, the parties submitted proposed findings of fact and conclusions of law, and both parties have submitted additional briefing on emerging jurisprudence from other jurisdictions touching on the issues at stake in the U.S. DOJ lawsuit. On February 4, 2011, LaGen filed motions for summary judgment requesting that the court dismiss all of the U.S. DOJ's claims. Also on February 4, 2011, the U.S. DOJ filed three motions for partial summary judgment. Additional summary judgment briefing was filed by the parties on April 4, 2011. On April 20, 2011, the district court ruled that certain of the liability phase deadlines were vacated until the court ruled on the summary judgment motions submitted by the parties. A status conference is scheduled with the magistrate judge for August 5, 2011.

#### Excess Mitigation Credits

From January 2002 to April 2005, CenterPoint Energy applied excess mitigation credits, or EMCs, to its monthly charges to retail electric providers as ordered by the PUCT. The PUCT imposed these credits to facilitate the transition to competition in Texas, which had the effect of lowering the retail electric providers' monthly charges payable to CenterPoint Energy. As indicated in its Petition for Review filed with the Supreme Court of Texas on June 2, 2008, CenterPoint Energy has claimed that the portion of those EMCs credited to Reliant Energy Retail Services, LLC, or RERS, a retail electric provider and NRG subsidiary acquired from RRI Energy, Inc. (formerly Reliant Energy, Inc.), totaled \$385 million for RERS's "Price to Beat" Customers. It is unclear what the actual number may be. "Price to Beat" was the rate RERS was required by state law to charge residential and small commercial customers that were transitioned to RERS from the incumbent integrated utility company commencing in 2002. In its original stranded cost case brought before the PUCT on March 31, 2004, CenterPoint Energy sought recovery of all EMCs that were credited to all retail electric providers, including RERS, and the PUCT ordered that relief in its Order on Rehearing in Docket No. 29526, on December 17, 2004. After an appeal to state district court, the court entered a final judgment on August 26, 2005, affirming the PUCT's order with regard to EMCs credited to RERS. Various parties filed appeals of that judgment, and on April 17, 2008, the Court of Appeals for the Third District reversed the lower court's decision ruling that CenterPoint Energy's stranded cost recovery should exclude only EMCs credited to RERS for its "Price to Beat" customers. On June 2, 2008, CenterPoint Energy's Petition for Review with the Supreme Court of Texas was accepted. Oral argument occurred on October 6, 2009, and on March 18, 2011, the Texas Supreme Court reversed the Court of Appeals, finding no basis for deducting EMCs credited to RERS. Motions for rehearing were filed on May 4, 2011. On June 10, 2011, the Texas Supreme Court denied all motions for rehearing, thereby ending the matter.

In November 2008, CenterPoint Energy and Reliant Energy Inc., or REI, on behalf of itself and affiliates including RERS, agreed to suspend unexpired deadlines, if any, related to limitations periods that might exist for possible claims against REI and its affiliates if CenterPoint Energy is ultimately not allowed to include in its stranded cost calculation those EMCs previously credited to RERS. The agreed upon suspension of unexpired deadlines will cease by August 29, 2011. NRG believes that any possible future CenterPoint Energy claim against RERS for EMCs credited to RERS would lack legal merit. No such claim has been filed.



Note 17 — Regulatory Matters

NRG operates in a highly regulated industry and is subject to regulation by various federal and state agencies. As such, NRG is affected by regulatory developments at both the federal and state levels and in the regions in which NRG operates. In addition, NRG is subject to the market rules, procedures, and protocols of the various ISO markets in which NRG participates. These power markets are subject to ongoing legislative and regulatory changes that may impact NRG's wholesale and retail businesses.

In addition to the regulatory proceedings noted below, NRG and its subsidiaries are a party to other regulatory proceedings arising in the ordinary course of business or have other regulatory exposure. In management's opinion, the disposition of these ordinary course matters will not materially adversely affect NRG's consolidated financial position, results of operations, or cash flows.

California — On May 4, 2010, in *Southern California Edison Company v. FERC*, the U.S. Court of Appeals for the D.C. Circuit vacated FERC's acceptance of station power rules for the CAISO market, and remanded the case for further proceedings at FERC. On August 30, 2010, FERC issued an Order on Remand effectively disclaiming jurisdiction over how the states impose retail station power charges. Due to reservation-of-rights language in the California utilities' state-jurisdictional station power tariffs, FERC's ruling arguably requires California generators to pay state-imposed retail charges back to the date of enrollment by the facilities in the CAISO's station period program (February 1, 2009, for the Company's Encina and El Segundo facilities; March 1, 2009, for the Company's Long Beach facility). On February 28, 2011, FERC issued an order denying rehearing. The Company, together with other generators, has filed an appeal. On April 22, 2011, Southern California Edison Company filed with the California Public Utilities Commission seeking authorization to begin charging generators station power charges, and to assess such charges retroactively, which the Company and other generators have challenged. The Company has established an appropriate reserve.

Retail (Replacement Reserve) — On November 14, 2006, Constellation Energy Commodities Group, or Constellation, filed a complaint with the PUCT alleging that ERCOT misapplied the Replacement Reserve Settlement, or RPRS, Formula contained in the ERCOT protocols from April 10, 2006, through September 27, 2006. Specifically, Constellation disputed approximately \$4 million in under-scheduling charges for capacity insufficiency asserting that ERCOT applied the wrong protocol. Retail Electric Providers, or REPS, other market participants, ERCOT, and PUCT staff opposed Constellation's complaint. On January 25, 2008, the PUCT entered an order finding that ERCOT correctly settled the capacity insufficiency charges for the disputed dates in accordance with ERCOT protocols and denied Constellation's complaint. On April 9, 2008, Constellation appealed the PUCT order to the Civil District Court of Travis County, Texas and on June 19, 2009, the court issued a judgment reversing the PUCT order, finding that the ERCOT protocols were in irreconcilable conflict with each other. On July 20, 2009, REPS filed an appeal to the Third Court of Appeals in Travis County, Texas, thereby staying the effect of the trial court's decision. On October 6, 2010, the parties argued the appeal before the Court of Appeals for the Third District in Austin, Texas. If all appeals are unsuccessful, on remand to the PUCT, it would determine the appropriate methodology for giving effect to the trial court's decision. It is not known at this time whether only Constellation's under-scheduling charges, the under-scheduling charges of all other Qualified Scheduling Entities, or QSEs, that disputed REPS charges for the same time frame, the entire market, or some other approach would be used for any resettlement.

Under the PUCT ordered formula QSEs who under-scheduled capacity within any of ERCOT's four congestion zones were assessed under-scheduling charges which defrayed the costs incurred by ERCOT for RPRS that would otherwise be spread among all load-serving QSEs. Under the Court's decision, all RPRS costs would be assigned to all load-serving QSEs based upon their load ratio share without assessing any separate charge to those QSEs who under-scheduled capacity. If under-scheduling charges for capacity insufficient QSEs were not used to defray RPRS

costs, REPS's share of the total RPRS costs allocated to QSEs would increase.

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Retail (Midwest ISO SECA) — Green Mountain Energy previously provided competitive retail energy supply in the Midwest ISO region during the relevant period of January 1, 2002, to December 31, 2005. By order dated November 18, 2004, FERC eliminated certain regional through-and-out transmission rates charged by transmission owners in the regional electric grids operated by the Midwest Independent Transmission Systems Operator, Inc. and PJM Interconnection, L.L.C., or PJM, respectively. In order to temporarily compensate the transmission owners for revenue lost as a result of the elimination of the through-and-out transmission rates, FERC also ordered MISO, PJM and their respective transmission owners to provide for the recovery of certain Seams Elimination Charge/Cost Adjustments/Assignments, or SECA, charges effective December 1, 2004, through March 31, 2006, based on usage during 2002 and 2003. The tariff amendments filed by MISO and the MISO transmission owners allocated certain SECA charges to various zones and sub-zones within MISO, including a sub-zone called the Green Mountain Energy Company Sub-zone. Over the last several years, there has been extensive litigation before FERC relating to these charges seeking, among other things, to recover monies from Green Mountain Energy, and before the federal appellate courts. Green Mountain Energy has not paid any asserted SECA charges.

On May 21, 2010, FERC issued two orders. In its Order on Rehearing, FERC denied all requests for rehearing of its past orders directing and accepting the SECA compliance filings of MISO, PJM, and the transmission owners. In its Order on Initial Decision, FERC: (1) affirmed an order by the Administrative Law Judge granting Green Mountain Energy partial summary judgment and holding Green Mountain Energy not liable for SECA charges for January — March 2006; and (2) reversed an August 2006 determination by the Administrative Law Judge that Green Mountain Energy could be held directly liable for some amount of SECA charges. Requests for rehearing are pending of the Order on Initial Decision. Several parties have filed notices of appeal of the Order on Rehearing, which are being held in abeyance pending resolution of the requests for rehearing before FERC.

With regard to the SECA charges that had been invoiced to Green Mountain Energy, FERC determined that most of those charges, approximately \$22 million plus interest, were owed not by Green Mountain Energy but rather by BP Energy — one of Green Mountain Energy's suppliers during the period at issue. On August 19, 2010, the transmission owners and MISO made compliance filings in accordance with FERC's Orders allocating SECA charges to a BP Energy Sub-zone, and making no allocation to a Green Mountain Energy sub-zone. BP Energy has not asserted any contractual claims against Green Mountain Energy. The Company has established an appropriate reserve.

#### Note 18 — Environmental Matters

NRG is subject to a wide range of environmental regulations across a broad number of jurisdictions in the development, ownership, construction and operation of domestic and international projects. These laws and regulations generally require that governmental permits and approvals be obtained before construction and during operation of power plants. Environmental laws have become increasingly stringent and NRG expects this trend to continue. The electric generation industry will face new requirements to address air emissions, climate change, combustion byproducts and water use. In general, future laws and regulations are expected to require the addition of emission controls or other environmental quality equipment or the imposition of certain restrictions on the operations of the Company's facilities. NRG expects that future liability under, or compliance with, environmental requirements could have a material effect on the Company's operations or competitive position.

#### Environmental Capital Expenditures

Based on current rules, technology and plans, NRG has estimated that environmental capital expenditures from 2011 through 2015 to meet NRG's environmental commitments will be approximately \$721 million (of which \$180 million

will be financed through draws on the Indian River tax exempt facilities) and are primarily associated with controls on the Company's Big Cajun and Indian River facilities. These capital expenditures, in general, are related to installation of particulate, SO<sub>2</sub>, NO<sub>x</sub>, and mercury controls to comply with federal and state air quality rules and consent orders, as well as installation of Best Technology Available, or BTA, under the proposed 316(b) Rule. NRG continues to explore cost effective compliance alternatives. This estimate reflects anticipated schedules and controls related to CAIR, Mercury and Air Toxics Standards and the 316(b) Rule. The full impact on the scope and timing of environmental retrofits from any new or revised regulations cannot be determined until these rules are final; however, NRG believes it is positioned to meet more stringent requirements through its planned capital expenditures, existing controls, and the use of Powder River Basin coal.

The U.S. EPA released the final Cross-State Air Pollution Rule, or CSAPR, on July 7, 2011. CSAPR will replace CAIR and is designed to bring 27 states and Washington, D.C. into attainment with PM 2.5 and ozone national ambient air quality standards, or NAAQS, reducing SO<sub>2</sub> and NO<sub>x</sub> emissions from power plants. Under CSAPR, use of discounted Acid Rain SO<sub>2</sub> and CAIR NO<sub>x</sub> allowances will be discontinued and replaced with completely distinct allowance programs. Acid Rain allowances will still be required on a 1:1 basis under the Acid Rain Program. NRG owns or has minority interests in plants in six states that are covered by the rule. NRG is reviewing the recent rule and developing an integrated strategy based on enhancing the performance of existing controls, fuel adjustments, other operational changes, and allowance acquisition. While it is still early in the review process, we do not expect any incremental environmental capital investment to be material. In the second half of 2011, this rule will result in an impairment charge ranging from \$150 million to \$200 million on the Company's excess Acid Rain Program SO<sub>2</sub> emission allowances, which are recorded as an intangible asset on the Company's balance sheet.

NRG's current contracts with the Company's rural electric cooperative customers in the South Central region allow for recovery of a portion of the regions' environmental capital costs incurred as the result of complying with any change in environmental law. Cost recoveries begin once the environmental equipment becomes operational and include a capital return. The actual recoveries will depend, among other things, on the timing of the completion of the capital projects and the remaining duration of the contracts.

#### Northeast Region

In January 2006, NRG's Indian River Operations, Inc. received a letter of informal notification from Delaware Department of Natural Resources and Environmental Control, or DNREC, stating that it may be a potentially responsible party with respect to Burton Island Old Ash Landfill, a historic captive landfill located at the Indian River facility. On October 1, 2007, NRG signed an agreement with DNREC to investigate the site through the Voluntary Clean-up Program. On February 4, 2008, DNREC issued findings that no further action is required in relation to surface water and that a previously planned shoreline stabilization project would satisfactorily address shoreline erosion. The landfill itself will require a further Remedial Investigation and Feasibility Study to determine the type and scope of any additional work required. Until the Remedial Investigation and Feasibility Study is completed, the Company is unable to predict the impact of any required remediation. On May 29, 2008, DNREC requested that NRG's Indian River Operations, Inc. participate in the development and performance of a Natural Resource Damage Assessment, or NRDA, at the Burton Island Old Ash Landfill. NRG is currently working with DNREC and other trustees to close out the assessment phase.

Pursuant to a consent order dated September 25, 2007, and amended July 21, 2010, between NRG and DNREC regarding the Indian River plant, NRG agreed to limit the emissions of NO<sub>x</sub> and SO<sub>2</sub>, and to mothball Units 1 and 2. Unit 1 was mothballed as planned on May 1, 2011.

#### South Central Region

On February 11, 2009, the U.S. DOJ acting at the request of the U.S. EPA commenced a lawsuit against LaGen in federal district court in the Middle District of Louisiana alleging violations of the CAA at the Big Cajun II power plant. This is the same matter for which NOV's were issued to LaGen on February 15, 2005, and on December 8, 2006. Further discussion on this matter can be found in Note 16, Commitments and Contingencies — Louisiana Generating, LLC, to this Form 10-Q.



## Note 19 — Condensed Consolidating Financial Information

As of June 30, 2011, the Company had outstanding \$1.1 billion of 7.375% Senior Notes due 2017, \$1.2 billion of 7.625% Senior Notes due 2018, \$700 million of 8.50% Senior Notes due 2019, \$800 million of 7.625% Senior Notes due 2019, \$1.1 billion of 8.25% Senior Notes due 2020 and \$1.2 billion of 7.875% Senior Notes due 2021. These notes are guaranteed by certain of NRG's current and future wholly-owned domestic subsidiaries, or guarantor subsidiaries.

Unless otherwise noted below, each of the following guarantor subsidiaries fully and unconditionally guaranteed the Senior Notes as of June 30, 2011:

Arthur Kill Power LLC	NRG Artesian Energy LLC	NRG Services Corporation
Astoria Gas Turbine Power LLC	NRG Arthur Kill Operations Inc.	NRG Simply Smart Solutions LLC
Cabrillo Power I LLC	NRG Astoria Gas Turbine Operations Inc.	NRG South Central Affiliate Services Inc.
Cabrillo Power II LLC	NRG Bayou Cove LLC	NRG South Central Generating LLC
Carbon Management Solutions LLC	NRG Cabrillo Power Operations Inc.	NRG South Central Operations Inc.
Clean Edge Energy LLC	NRG California Peaker Operations LLC	NRG South Texas LP
Conemaugh Power LLC	NRG Cedar Bayou Development Company, LLC	NRG Texas LLC
Connecticut Jet Power LLC	NRG Connecticut Affiliate Services Inc.	NRG Texas C & I Supply LLC
Cottonwood Development LLC	NRG Construction LLC	NRG Texas Holding Inc.
Cottonwood Energy Company LP	NRG Development Company Inc.	NRG Texas Power LLC
Cottonwood Generating Partners I LLC	NRG Devon Operations Inc.	NRG West Coast LLC
Cottonwood Generating Partners II LLC	NRG Dunkirk Operations, Inc.	NRG Western Affiliate Services Inc.
Cottonwood Generating Partners III LLC	NRG El Segundo Operations Inc.	O'Brien Cogeneration, Inc. II
Cottonwood Technology Partners LP	NRG Energy Labor Services LLC	ONSITE Energy, Inc.
Devon Power LLC	NRG Energy Services Group LLC	Oswego Harbor Power LLC
Dunkirk Power LLC	NRG Energy Services LLC	Pennywise Power LLC
Eastern Sierra Energy Company	NRG Generation Holdings Inc.	RE Retail Receivables LLC
El Segundo Power LLC	NRG Huntley Operations Inc.	Reliant Energy NorthEast LLC
El Segundo Power II LLC	NRG Ilion limited partnership	Reliant Energy Power Supply LLC
Elbow Creek Wind Project LLC	NRG Ilion LP LLC	Reliant Energy Retail Holdings LLC
Energy Protection Insurance Company	NRG International LLC	Reliant Energy Retail Services LLC
GCP Funding Company, LLC	NRG Maintenance Services LLC	Reliant Energy Texas Retail LLC
Green Mountain Energy Company	NRG Mextrans Inc.	RERH Holdings, LLC
Huntley Power LLC	NRG MidAtlantic Affiliate Services Inc.	Saguaro Power LLC
Indian River Operations Inc.	NRG Middletown Operations Inc.	Somerset Operations Inc.
Indian River Power LLC	NRG Montville Operations Inc.	Somerset Power LLC
Keystone Power LLC	NRG New Jersey Energy Sales LLC	Texas Genco Financing Corp.
Langford Wind Power, LLC	NRG New Roads Holdings LLC	Texas Genco GP, LLC
Louisiana Generating LLC	NRG North Central Operations Inc.	Texas Genco Holdings, Inc.
Meriden Gas Turbines LLC	NRG Northeast Affiliate Services Inc.	Texas Genco LP, LLC
Middletown Power LLC	NRG Norwalk Harbor Operations Inc.	Texas Genco Operating Services LLC

Montville Power LLC  
NEO Corporation  
NEO Freehold-Gen LLC  
NEO Power Services Inc.  
New Genco GP LLC  
Norwalk Power LLC  
NRG Affiliate Services Inc.

NRG Operating Services, Inc.  
NRG Oswego Harbor Power Operations  
Inc.  
NRG PacGen Inc  
NRG Power Marketing LLC  
NRG Retail LLC  
NRG Rockford Acquisition LLC  
NRG Saguario Operations Inc.

Texas Genco Services, LP  
Vienna Operations Inc.  
Vienna Power LLC  
WCP (Generation) Holdings LLC  
West Coast Power LLC



The non-guarantor subsidiaries include all of NRG's foreign subsidiaries and certain domestic subsidiaries. NRG conducts much of its business through and derives much of its income from its subsidiaries. Therefore, the Company's ability to make required payments with respect to its indebtedness and other obligations depends on the financial results and condition of its subsidiaries and NRG's ability to receive funds from its subsidiaries. Except for NRG Bayou Cove, LLC, which is subject to certain restrictions under the Company's Peaker financing agreements, there are no restrictions on the ability of any of the guarantor subsidiaries to transfer funds to NRG. In addition, there may be restrictions for certain non-guarantor subsidiaries.

The following condensed consolidating financial information presents the financial information of NRG Energy, Inc., the guarantor subsidiaries and the non-guarantor subsidiaries in accordance with Rule 3-10 under the Securities and Exchange Commission's Regulation S-X. The financial information may not necessarily be indicative of results of operations or financial position had the guarantor subsidiaries or non-guarantor subsidiaries operated as independent entities.

In this presentation, NRG Energy, Inc. consists of parent company operations. Guarantor subsidiaries and non-guarantor subsidiaries of NRG are reported on an equity basis. For companies acquired, the fair values of the assets and liabilities acquired have been presented on a push-down accounting basis.

NRG ENERGY, INC. AND SUBSIDIARIES  
CONDENSED CONSOLIDATING STATEMENTS OF OPERATIONS  
For the Three Months Ended June 30, 2011

(In millions)	Guarantor Subsidiaries	Non-Guarantor Subsidiaries	NRG Energy, Inc. (Note Issuer)	Eliminations <sup>(a)</sup>	Consolidated Balance	
<b>Operating Revenues</b>						
Total operating revenues	\$ 2,185	\$ 90	\$—	\$ 3	\$ 2,278	
<b>Operating Costs and Expenses</b>						
Cost of operations	1,545	59	1	3	1,608	
Depreciation and amortization	210	8	4	—	222	
Selling, general and administrative	93	7	67	—	167	
Development costs	—	—	12	—	12	
Total operating costs and expenses	1,848	74	84	3	2,009	
Operating Income/(Loss)	337	16	(84	) —	269	
<b>Other Income/(Expense)</b>						
Equity in earnings/(losses) of consolidated subsidiaries	6	(8	) 175	(173	) —	
Equity in earnings of unconsolidated affiliates	6	6	—	—	12	
Impairment charge on investment	(11	) —	—	—	(11	)
Other income, net	—	1	2	—	3	
Loss on debt extinguishment	—	—	(115	) —	(115	)
Interest expense	(17	) (14	) (136	) —	(167	)
Total other expense	(16	) (15	) (74	) (173	) (278	)
(Loss)/Income Before Income Taxes	321	1	(158	) (173	) (9	)
Income tax (benefit)/expense	148	1	(779	) —	(630	)
Net Income/(Loss) attributable to NRG Energy, Inc.	\$ 173	\$—	\$621	\$ (173	) \$ 621	

(a) All significant intercompany transactions have been eliminated in consolidation.



NRG ENERGY, INC. AND SUBSIDIARIES  
 CONDENSED CONSOLIDATING STATEMENTS OF OPERATIONS  
 For the Six Months Ended June 30, 2011

(In millions)	Guarantor Subsidiaries	Non-Guarantor Subsidiaries	NRG Energy, Inc. (Note Issuer)	Eliminations <sup>(a)</sup>	Consolidated Balance
<b>Operating Revenues</b>					
Total operating revenues	\$ 4,089	\$ 194	\$—	\$ (10 )	\$ 4,273
<b>Operating Costs and Expenses</b>					
Cost of operations	2,798	131	6	(3 )	2,932
Depreciation and amortization	402	18	7	—	427
Selling, general and administrative	174	12	124	—	310
Development costs	—	(1 )	22	—	21
Total operating costs and expenses	3,374	160	159	(3 )	3,690
Operating Income/(Loss)	715	34	(159 )	(7 )	583
<b>Other Income/(Expense)</b>					
Equity in earnings/(losses) of consolidated subsidiaries	15	(9 )	97	(103 )	—
Equity in losses of unconsolidated affiliates	6	4	—	—	10
Impairment charge on investment	(492 )	—	—	—	(492 )
Other income, net	—	5	3	—	8
Loss on debt extinguishment	—	—	(143 )	—	(143 )
Interest expense	(26 )	(27 )	(287 )	—	(340 )
Total other expense	(497 )	(27 )	(330 )	(103 )	(957 )
(Loss)/Income Before Income Taxes	218	7	(489 )	(110 )	(374 )
Income tax (benefit)/expense	112	3	(850 )	—	(735 )
Net Income attributable to NRG Energy, Inc.	\$ 106	\$ 4	\$ 361	\$ (110 )	\$ 361

(a) All significant intercompany transactions have been eliminated in consolidation.

NRG ENERGY, INC. AND SUBSIDIARIES  
CONDENSED CONSOLIDATING BALANCE SHEETS  
June 30, 2011

(In millions)	Guarantor Subsidiaries	Non-Guarantor Subsidiaries	NRG Energy, Inc. (Note Issuer)	Eliminations <sup>(a)</sup>	Consolidated Balance
<b>ASSETS</b>					
<b>Current Assets</b>					
Cash and cash equivalents	\$ 20	\$ 160	\$ 1,759	\$ —	\$ 1,939
Funds deposited by counterparties	260	—	—	—	260
Restricted cash	4	71	70	—	145
Accounts receivable, net	971	37	—	—	1,008
Inventory	377	9	—	—	386
Derivative instruments valuation	1,749	—	—	—	1,749
Cash collateral paid in support of energy risk management activities	254	—	—	—	254
Prepayments and other current assets	165	54	1,269	(1,190 )	298
Total current assets	3,800	331	3,098	(1,190 )	6,039
Net property, plant and equipment	10,666	1,584	50	(17 )	12,283
<b>Other Assets</b>					
Investment in subsidiaries	288	412	13,884	(14,584 )	—
Equity investments in affiliates	52	497	—	—	549
Notes receivable – affiliate and capital leases, less current portion	—	419	404	(404 )	419
Goodwill	1,863	—	—	—	1,863
Intangible assets, net	1,529	65	33	(38 )	1,589
Nuclear decommissioning trust fund	433	—	—	—	433
Derivative instruments valuation	586	—	—	—	586
Restricted cash supporting Funded Letter of Credit Facility	—	1,301	—	—	1,301
Other non-current assets	42	52	180	—	274
Total other assets	4,793	2,746	14,501	(15,026 )	7,014
Total Assets	\$ 19,259	\$ 4,661	\$ 17,649	\$ (16,233 )	\$ 25,336
<b>LIABILITIES AND STOCKHOLDERS' EQUITY</b>					
<b>Current Liabilities</b>					
Current portion of long-term debt and capital leases	\$ 1,150	\$ 64	\$ 26	\$ (1,150 )	\$ 90
Accounts payable	357	155	330	—	842
Derivative instruments valuation	1,317	2	—	—	1,319
Deferred income taxes	524	(51 )	(372 )	—	101
Cash collateral received in support of energy risk management activities	260	—	—	—	260
Accrued expenses and other current liabilities	294	28	211	(40 )	493
Total current liabilities	3,902	198	195	(1,190 )	3,105
<b>Other Liabilities</b>					
Long-term debt and capital leases	221	1,431	7,662	(404 )	8,910

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Funded letter of credit	—	—	1,300	—	1,300
Nuclear decommissioning reserve	326	—	—	—	326
Nuclear decommissioning trust liability	278	—	—	—	278
Deferred income taxes	1,483	279	(53	) —	1,709
Derivative instruments valuation	259	37	37	—	333
Out-of-market contracts	226	6	—	(31	) 201
Other non-current liabilities	485	23	90	—	598
Total non-current liabilities	3,278	1,776	9,036	(435	) 13,655
Total liabilities	7,180	1,974	9,231	(1,625	) 16,760
3.625% Preferred Stock	—	—	248	—	248
Stockholders' Equity	12,079	2,687	8,170	(14,608	) 8,328
Total Liabilities and Stockholders' Equity	\$ 19,259	\$ 4,661	\$ 17,649	\$ (16,233	) \$ 25,336

(a) All significant intercompany transactions have been eliminated in consolidation.

NRG ENERGY, INC. AND SUBSIDIARIES  
CONDENSED CONSOLIDATING STATEMENTS OF CASH FLOWS  
For the Six Months Ended June 30, 2011

(In millions)	Guarantor Subsidiaries	Non-Guarantor Subsidiaries	NRG Energy, Inc. (Note Issuer)	Eliminations <sup>(a)</sup>	Consolidated Balance
Cash Flows from Operating Activities					
Net income	\$ 106	\$ 4	\$ 361	\$ (110 )	\$ 361
Adjustments to reconcile net income to net cash provided/(used) by operating activities:					
Distributions and equity in (earnings)/losses of unconsolidated affiliates and consolidated subsidiaries	(21 )	15	(93 )	99	—
Depreciation and amortization	402	18	7	—	427
Provision for bad debts	20	—	—	—	20
Amortization of nuclear fuel	20	—	—	—	20
Amortization of financing costs and debt discount/premiums	—	3	13	—	16
Loss on debt extinguishment	—	—	26	—	26
Amortization of intangibles and out-of-market contracts	92	—	—	—	92
Changes in deferred income taxes and liability for uncertain tax benefits	111	3	(862 )	—	(748 )
Changes in nuclear decommissioning trust liability	13	—	—	—	13
Changes in derivatives	(167 )	1	—	—	(166 )
Changes in collateral deposits supporting energy risk management activities	67	2	—	—	69
Impairment charge on investment	481	—	—	—	481
Cash (used)/provided by changes in other working capital	(273 )	7	(43 )	7	(302 )
Net Cash Provided/(Used) by Operating Activities	851	53	(591 )	(4 )	309
Cash Flows from Investing Activities					
Intercompany loans to subsidiaries	(869 )	(14 )	(352 )	1,235	—
Acquisition of businesses, net of cash acquired	—	(68 )	—	—	(68 )
Capital expenditures	(197 )	(599 )	(43 )	—	(839 )
Increase in restricted cash, net	(1 )	(41 )	—	—	(42 )
Increase in restricted cash - U.S. DOE projects	—	—	(70 )	—	(70 )
Decrease in notes receivable	—	20	—	—	20
Purchases of emission allowances	(17 )	—	—	—	(17 )
Proceeds from sale of emission allowances	4	—	—	—	4
Investments in nuclear decommissioning trust fund securities	(165 )	—	—	—	(165 )
Proceeds from sales of nuclear decommissioning trust fund securities	152	—	—	—	152
Proceeds from sale of assets	13	—	—	—	13
Investments in unconsolidated affiliates	(1 )	(14 )	—	—	(15 )

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Other	(6	)	(16	)	(10	)	—	(32	)
Net Cash Used by Investing Activities	(1,087	)	(732	)	(475	)	1,235	(1,059	)
Cash Flows from Financing Activities									
Proceeds from intercompany loans	38		314		883		(1,235	)	—
Payment of dividends to preferred stockholders	—		—		(5	)	—	(5	)
Payments of Intercompany Dividends	—		(4	)	—		4	—	
Payment for treasury stock	—		—		(130	)	—	(130	)
Net payments to settle acquired derivatives that include financing elements	(46	)	—		—		—	(46	)
Proceeds from issuance of long-term debt	96		502		3,200		—	3,798	
Increase in restricted cash supporting funded letter of credit	—		(1	)	—		—	(1	)
Proceeds from issuance of common stock	—		—		1		—	1	
Payment of debt issuance costs	—		(18	)	(34	)	—	(52	)
Payments for short and long-term debt	—		(71	)	(3,762	)	—	(3,833	)
Net Cash Provided/(Used) by Financing Activities	88		722		153		(1,231	)	(268
Effect of exchange rate changes on cash and cash equivalents	—		6		—		—	6	
Net (Decrease)/Increase in Cash and Cash Equivalents	(148	)	49		(913	)	—	(1,012	)
Cash and Cash Equivalents at Beginning of Period	168		111		2,672		—	2,951	
Cash and Cash Equivalents at End of Period	\$ 20		\$ 160		\$ 1,759		\$ —	\$ 1,939	

(a) All significant intercompany transactions have been eliminated in consolidation.



NRG ENERGY, INC. AND SUBSIDIARIES  
CONDENSED CONSOLIDATING STATEMENTS OF OPERATIONS  
For the Three Months Ended June 30, 2010

(In millions)	Guarantor Subsidiaries	Non-Guarantor Subsidiaries	NRG Energy, Inc. (Note Issuer)	Eliminations <sup>(a)</sup>	Consolidated Balance
<b>Operating Revenues</b>					
Total operating revenues	\$ 2,066	\$ 74	\$—	\$ (7 )	\$ 2,133
<b>Operating Costs and Expenses</b>					
Cost of operations	1,283	53	—	(7 )	1,329
Depreciation and amortization	202	4	2	—	208
Selling, general and administrative	72	2	65	—	139
Development costs	—	3	10	—	13
Total operating costs and expenses	1,557	62	77	(7 )	1,689
Gain on sale of assets	—	—	—	—	—
Operating Income/(Loss)	509	12	(77 )	—	444
<b>Other Income/(Expense)</b>					
Equity in earnings of consolidated subsidiaries	15	—	332	(347 )	—
Equity in earnings of unconsolidated affiliates	1	10	—	—	11
Other income, net	2	14	3	—	19
Interest expense	(6 )	(9 )	(132 )	—	(147 )
Total other income/(expense)	12	15	203	(347 )	(117 )
Income Before Income Taxes	521	27	126	(347 )	327
Income tax expense/(benefit)	190	12	(85 )	—	117
Net Income	331	15	211	(347 )	210
Less: Net loss attributable to noncontrolling interest	(1 )	—	—	—	(1 )
Net Income attributable to NRG Energy, Inc.	\$ 332	\$ 15	\$ 211	\$ (347 )	\$ 211

(a) All significant intercompany transactions have been eliminated in consolidation.



NRG ENERGY, INC. AND SUBSIDIARIES  
 CONDENSED CONSOLIDATING STATEMENTS OF OPERATIONS  
 For the Six Months Ended June 30, 2010

(In millions)	Guarantor Subsidiaries	Non-Guarantor Subsidiaries	NRG Energy, Inc. (Note Issuer)	Eliminations <sup>(a)</sup>	Consolidated Balance
<b>Operating Revenues</b>					
Total operating revenues	\$ 4,193	\$ 169	\$—	\$ (14 )	\$ 4,348
<b>Operating Costs and Expenses</b>					
Cost of operations	2,856	119	7	(14 )	2,968
Depreciation and amortization	392	14	4	—	410
Selling, general and administrative	139	5	125	—	269
Development costs	—	6	16	—	22
Total operating costs and expenses	3,387	144	152	(14 )	3,669
Gain on sale of assets	—	—	23	—	23
Operating Income/(Loss)	806	25	(129 )	—	702
<b>Other Income/(Expense)</b>					
Equity in earnings of consolidated subsidiaries	22	—	526	(548 )	—
Equity in earnings of unconsolidated affiliates	1	24	—	—	25
Other income, net	3	17	3	—	23
Interest expense	(11 )	(23 )	(266 )	—	(300 )
Total other income/(expense)	15	18	263	(548 )	(252 )
Income Before Income Taxes	821	43	134	(548 )	450
Income tax expense/(benefit)	301	16	(135 )	—	182
Net Income	520	27	269	(548 )	268
Less: Net loss attributable to noncontrolling interest	(1 )	—	—	—	(1 )
Net Income attributable to NRG Energy, Inc.	\$ 521	\$ 27	\$ 269	\$ (548 )	\$ 269

(a) All significant intercompany transactions have been eliminated in consolidation.

NRG ENERGY, INC. AND SUBSIDIARIES  
 CONDENSED CONSOLIDATING BALANCE SHEETS  
 December 31, 2010

(In millions)	Guarantor Subsidiaries	Non-Guarantor Subsidiaries	NRG Energy, Inc. (Note Issuer)	Eliminations <sup>(a)</sup>	Consolidated Balance
<b>ASSETS</b>					
<b>Current Assets</b>					
Cash and cash equivalents	\$ 168	\$ 111	\$ 2,672	\$ —	\$ 2,951
Funds deposited by counterparties	408	—	—	—	408
Restricted cash	2	6	—	—	8
Accounts receivable-trade, net	693	38	3	—	734
Inventory	445	8	—	—	453
Derivative instruments valuation	1,964	—	—	—	1,964
Cash collateral paid in support of energy risk management activities	321	2	—	—	323
Prepayments and other current assets	112	60	1,313	(1,189 )	296
Total current assets	4,113	225	3,988	(1,189 )	7,137
Net Property, Plant and Equipment	10,816	1,515	186	—	12,517
<b>Other Assets</b>					
Investment in subsidiaries	811	248	22,046	(23,105 )	—
Equity investments in affiliates	47	489	—	—	536
Notes receivable – affiliate and capital leases, less current portion	6,507	380	2,130	(8,633 )	384
Goodwill	1,868	—	—	—	1,868
Intangible assets, net	1,716	58	33	(31 )	1,776
Nuclear decommissioning trust fund	412	—	—	—	412
Derivative instruments valuation	758	—	—	—	758
Restricted cash supporting funded letter of credit facility	—	1,300	—	—	1,300
Other non-current assets	42	22	144	—	208
Total other assets	12,161	2,497	24,353	(31,769 )	7,242
Total Assets	\$ 27,090	\$ 4,237	\$ 28,527	\$ (32,958 )	\$ 26,896
<b>LIABILITIES AND STOCKHOLDERS' EQUITY</b>					
<b>Current Liabilities</b>					
Current portion of long-term debt and capital leases	\$ 1,150	\$ 223	\$ 240	\$ (1,150 )	\$ 463
Accounts payable	(2,665 )	229	3,219	—	783
Derivative instruments valuation	1,665	3	17	—	1,685
Deferred income taxes	515	(51 )	(356 )	—	108
Cash collateral received in support of energy risk management activities	408	—	—	—	408
Accrued expenses and other current liabilities	399	34	379	(39 )	773
Total current liabilities	1,472	438	3,499	(1,189 )	4,220
<b>Other Liabilities</b>					
Long-term debt and capital leases	1,857	991	14,533	(8,633 )	8,748
Funded letter of credit	—	—	1,300	—	1,300

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Nuclear decommissioning reserve	317	—	—	—	317
Nuclear decommissioning trust liability	272	—	—	—	272
Deferred income taxes	1,464	279	246	—	1,989
Derivative instruments valuation	294	34	37	—	365
Out-of-market contracts	248	6	—	(31	) 223
Other non-current liabilities	504	29	609	—	1,142
Total non-current liabilities	4,956	1,339	16,725	(8,664	) 14,356
Total liabilities	6,428	1,777	20,224	(9,853	) 18,576
3.625% Preferred Stock	—	—	248	—	248
Stockholders' Equity	20,662	2,460	8,055	(23,105	) 8,072
Total Liabilities and Stockholders' Equity	\$ 27,090	\$ 4,237	\$ 28,527	\$ (32,958	) \$ 26,896

(a) All significant intercompany transactions have been eliminated in consolidation.

NRG ENERGY, INC. AND SUBSIDIARIES  
CONDENSED CONSOLIDATING STATEMENTS OF CASH FLOWS  
For the Six Months Ended June 30, 2010

(In millions)	Guarantor Subsidiaries	Non-Guarantor Subsidiaries	NRG Energy, Inc. (Note Issuer)	Eliminations <sup>(a)</sup>	Consolidated Balance
<b>Cash Flows from Operating Activities</b>					
Net income	\$ 520	\$ 27	\$ 269	\$ (548 )	\$ 268
Adjustments to reconcile net income to net cash provided/(used) by operating activities:					
Distributions and equity in (earnings)/losses of unconsolidated affiliates and consolidated subsidiaries	10	(11 )	(489 )	481	(9 )
Depreciation and amortization	392	14	4	—	410
Provision for bad debts	22	—	—	—	22
Amortization of nuclear fuel	19	—	—	—	19
Amortization of financing costs and debt discount/premiums	—	3	12	—	15
Amortization of intangibles and out-of market contracts	1	—	—	—	1
Changes in deferred income taxes and liability for uncertain tax benefits	300	2	(123 )	—	179
Changes in nuclear decommissioning trust liability	9	—	—	—	9
Changes in derivatives	(57 )	2	—	—	(55 )
Changes in collateral deposits supporting energy risk management activities	(30 )	—	—	—	(30 )
Cash (used)/provided by changes in other working capital	(456 )	(75 )	307	—	(224 )
<b>Net Cash Provided/(Used) by Operating Activities</b>	<b>730</b>	<b>(38 )</b>	<b>(20 )</b>	<b>(67 )</b>	<b>605</b>
<b>Cash Flows from Investing Activities</b>					
Intercompany loans to subsidiaries	(739 )	—	(142 )	881	—
Acquisition of Business	—	(141 )	—	—	(141 )
Investment in subsidiaries	—	1,721	(1,721 )	—	—
Capital expenditures	(145 )	(159 )	(26 )	—	(330 )
Increase in restricted cash, net	—	(11 )	—	—	(11 )
Decrease in notes receivable	—	15	—	—	15
Purchases of emission allowances	(45 )	—	—	—	(45 )
Proceeds from sale of emission allowances	11	—	—	—	11
Investments in nuclear decommissioning trust fund securities	(76 )	—	—	—	(76 )
Proceeds from sales of nuclear decommissioning trust fund securities	67	—	—	—	67
Proceeds from renewable energy grants	84	18	—	—	102
Proceeds from sale of assets	1	—	29	—	30
Other	—	(2 )	(5 )	—	(7 )

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Net Cash (Used)/Provided by Investing Activities	(842 )	1,441	(1,865 )	881	(385 )
Cash Flows from Financing Activities					
Proceeds from intercompany loans	127	15	739	(881 )	—
Payment of intercompany dividends	(30 )	(37 )	—	67	—
Payment of dividends to preferred stockholders	—	—	(5 )	—	(5 )
Payments for treasury stock	—	—	(50 )	—	(50 )
Installment proceeds from sale of non-controlling interest in subsidiary	—	50	—	—	50
Net receipt from acquired derivatives that include financing elements	27	—	—	—	27
Proceeds from issuance of long-term debt	3	138	—	—	141
Proceeds from issuance of term loan for funded Letter of Credit Facility	—	—	1,300	—	1,300
Increase of restricted cash supporting funded letter of credit	—	(1,300 )	—	—	(1,300 )
Proceeds from issuance of common stock	—	—	2	—	2
Payment of debt issuance costs	(1 )	(7 )	(45 )	—	(53 )
Payments for short and long-term debt	—	(219 )	(240 )	—	(459 )
Net Cash Provided/(Used) by Financing Activities	126	(1,360 )	1,701	(814 )	(347 )
Effect of exchange rate changes on cash and cash equivalents	—	(9 )	—	—	(9 )
Net (Decrease)/Increase in Cash and Cash Equivalents	14	34	(184 )	—	(136 )
Cash and Cash Equivalents at Beginning of Period	20	120	2,164	—	2,304
Cash and Cash Equivalents at End of Period	\$ 34	\$ 154	\$ 1,980	\$ —	\$ 2,168

(a) All significant intercompany transactions have been eliminated in consolidation.

**ITEM 2 — MANAGEMENT’S DISCUSSION AND ANALYSIS OF FINANCIAL CONDITION AND RESULTS OF OPERATIONS**

As you read this discussion and analysis, refer to NRG's Condensed Consolidated Statements of Operations to this Form 10-Q, which present the results of operations for the three and six months ended June 30, 2011, and 2010. Also refer to NRG's Annual Report on Form 10-K for the year ended December 31, 2010, or 2010 Form 10-K, which includes detailed discussions of various items impacting the Company's business, results of operations and financial condition, including: Introduction and Overview section which provides a description of NRG's business segments; Strategy section; Business Environment section, including how regulation, weather, and other factors affect NRG's business; and Critical Accounting Policies and Estimates section.

The discussion and analysis below has been organized as follows:

- Executive Summary, including introduction and overview, business strategy, and changes to the business environment during the period including regulatory and environmental matters;
- Results of operations;
- Financial condition, addressing liquidity position, sources and uses of liquidity, capital resources and requirements, commitments, and off-balance sheet arrangements; and
- Known trends that may affect NRG’s results of operations and financial condition in the future.



## Executive Summary

### Introduction and Overview

NRG Energy, Inc., or NRG or the Company, is an integrated wholesale power generation and retail electricity company with a significant presence in major competitive power markets in the United States. NRG is engaged in: the ownership, development, construction and operation of power generation facilities; the transacting in and trading of fuel and transportation services; the trading of energy, capacity and related products in the United States and select international markets; and the supply of electricity, energy services, and cleaner energy products to retail electricity customers in deregulated markets through its retail subsidiaries Reliant Energy and Green Mountain Energy.

As of June 30, 2011, NRG had a total global generation portfolio of 199 active operating fossil fuel and nuclear generation units, at 46 power generation plants, with an aggregate generation capacity of approximately 24,995 MW, and approximately 1,015 MW under construction which includes partner interests of 218 MW. In addition to its fossil fuel plant ownership, NRG has ownership interests in operating renewable facilities with an aggregate generation capacity of 470 MW, consisting of four wind farms representing an aggregate generation capacity of 450 MW, and 20 MW from a solar facility. Within the United States, NRG has large and diversified power generation portfolios in terms of geography, fuel-type and dispatch levels, with approximately 23,990 MW of fossil fuel and nuclear generation capacity in 191 active generating units at 44 plants. The Company's power generation facilities are most heavily concentrated in Texas (approximately 11,150 MW, including 450 MW from four wind farms), the Northeast (approximately 6,915 MW), South Central (approximately 4,125 MW), and West (approximately 2,155 MW, including 20 MW from a solar facility) regions of the United States. Through certain foreign subsidiaries, NRG has investments in power generation projects located in Australia and Germany with approximately 1,005 MW of generation capacity. In addition, NRG has approximately 115 MW of additional generation capacity from the Company's thermal assets, as well as a district energy business that has a steam and chilled water capacity of approximately 1,140 megawatts thermal equivalent, or MWt.

NRG's principal domestic power plants consist of a mix of natural gas-, coal-, oil-fired, nuclear and renewable facilities, representing approximately 47%, 30%, 16%, 5% and 2% of the Company's total domestic generation capacity, respectively. In addition, 7% of NRG's domestic generating facilities have dual or multiple fuel capacity.

NRG's domestic generation facilities consist of intermittent, baseload, intermediate and peaking power generation facilities. The sale of capacity and power from baseload generation facilities accounts for the majority of the Company's revenues. In addition, NRG's generation portfolio provides the Company with opportunities to capture additional revenues by selling power during periods of peak demand, offering capacity or similar products to retail electric providers and others, and providing ancillary services to support system reliability.

Reliant Energy and Green Mountain Energy arrange for the transmission and delivery of electricity to customers, bill customers, collect payments for electricity sold and maintain call centers to provide customer service. Based on metered locations, as of June 30, 2011, Reliant Energy and Green Mountain Energy combined to serve approximately 1.9 million residential, small business, commercial and industrial customers.

Furthermore, NRG is 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 the Company. These investments include low or no GHG emitting energy generating sources, such as wind, solar thermal, solar photovoltaic, biomass, gasification, the retrofit of post-combustion carbon capture technologies, and fueling infrastructure for electric vehicle ecosystems.



## NRG's Business Strategy

NRG's business strategy is intended to maximize shareholder value through the production and sale of safe, reliable and affordable power to its customers in the markets served by the Company, while aggressively positioning the Company to meet the market's increasing demand for sustainable and low carbon energy solutions. This dual strategy is designed to perfect the Company's core business of competitive power generation and establish the Company as a leading provider of sustainable energy solutions that promote national energy security, while utilizing the Company's retail business to complement and advance both initiatives.

The Company's core business is focused on: (i) excellence in safety and operating performance of its existing operating assets, (ii) serving the energy needs of end-use residential, commercial and industrial customers in the Company's core markets, (iii) optimal hedging of baseload generation and retail load operations, while retaining optionality on the Company's gas fleet, (iv) repowering of power generation assets at existing sites and reducing environmental impacts, (v) pursuing selective acquisitions, joint ventures, divestitures and investments, and (vi) engaging in a proactive capital allocation plan focused on achieving the regular return of and on stockholder capital within the dictates of prudent balance sheet management.

In addition, the Company believes that it is well-positioned to capture the opportunities arising out of a long-term societal trend towards sustainability as a result of technological developments and new product offerings in "green" energy. The Company's initiatives in this area of future growth are focused on: (i) renewables, with a concentration in solar and wind generation and development; (ii) fast start, high efficiency gas-fired capacity in the Company's core regions; (iii) electric vehicle ecosystems; and (iv) smart grid services. The Company's advances in each of these areas are driven by select acquisitions, joint ventures, and investments that are more fully described in the Company's 2010 Form 10-K and this Form 10-Q.

## Environmental Matters

### Environmental Regulatory Landscape

A number of regulations that could significantly impact the power generation industry are in development or under review by the U.S. EPA as of June 30, 2011: CATR, NSPS for GHGs, MACT, NAAQS revisions, coal combustion byproducts, and once-through cooling. While most of these regulations have been under consideration for some time, they are expected to gain clarity in 2011 and 2012. The timing and stringency of these regulations will provide a framework for the retrofit of existing fossil plants and deployment of new, cleaner technologies in the next decade. The Company has included capital to meet anticipated CATR, Mercury and Air Toxics Standards, and the installation of BTA under the 316(b) Rule in the current estimated environmental capital expenditures. The Company cannot predict the impact of changes in these proposed rules nor future regulations and could face additional investments over time. However, NRG believes it is positioned to meet more stringent requirements through its planned capital expenditures, existing controls, and the use of Powder River Basin coal.

The U.S. EPA released CSAPR on July 7, 2011. CSAPR will replace CAIR and is designed to bring 27 states and Washington, D.C. into attainment with PM 2.5 and ozone NAAQS, reducing SO<sub>2</sub> and NO<sub>x</sub> emissions from power plants. Proposed implementation will be through cap and trade programs starting in 2012 for Group 1 SO<sub>2</sub>, Group 2 SO<sub>2</sub>, Annual NO<sub>x</sub>, and Ozone Season NO<sub>x</sub>. In 2014, the SO<sub>2</sub> cap would be further reduced in Group 1 states. Under CSAPR, use of discounted Acid Rain SO<sub>2</sub> and CAIR NO<sub>x</sub> allowances will be discontinued and replaced with completely distinct allowance programs. Acid Rain allowances will still be required on a 1:1 basis under the Acid Rain Program. NRG owns or has minority interests in plants in six states that are covered by the rule.

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State	Group 1 SO <sub>2</sub>	Group 2 SO <sub>2</sub>	Annual NO <sub>x</sub>	Ozone NO <sub>x</sub>
IL	X		X	X
LA				X
MD	X		X	X
NY	X		X	X
PA	X		X	X
TX		X	X	X

The final rule differed from the proposed rule in that Texas was added into the Group 2 SO<sub>2</sub> and Annual NO<sub>x</sub> programs, Delaware and Connecticut are no longer under the rule and Louisiana is limited to ozone season NO<sub>x</sub>. In general, with the exception of Pennsylvania Annual and Ozone Season NO<sub>x</sub>, these states saw tightening of the state budget between the proposed and final rules. Despite already low emission rates, NRG's allowance allocations are less than 2010 emissions.

NRG is reviewing the recent rule and developing an integrated strategy based on enhancing the performance of existing controls, fuel adjustments, other operational changes, and allowance acquisition. While it is still early in the review process, we do not expect any incremental environmental capital investment to be material. In the second half of 2011, this rule will result in an impairment charge ranging from \$150 million to \$200 million on the Company's excess Acid Rain Program SO<sub>2</sub> emission allowances, which are recorded as an intangible asset on the Company's balance sheet.

On March 16, 2011, the U.S. EPA released the proposed Mercury and Air Toxics Standards to control emissions of hazardous air pollutants. NRG's existing and currently planned environmental capital expenditures are consistent with reductions required per the proposed rule. Additional investments for compliance cannot be determined until the rule is final.

In July 2004, the U.S. EPA published rules governing cooling water intake structures at existing power facilities commonly referred to as the 316(b) Rule. As a result of a decision by the U.S. Court of Appeals for the Second Circuit, the U.S. EPA suspended the rule in July 2007 while preparing a revised version. On March 28, 2011, the U.S. EPA released the proposed 316(b) Rule. States such as California and New York moved ahead with their own more stringent requirements for once-through cooled units, which are expected to satisfy the requirements of the proposed 316(b) Rule. On July 20, 2011, the New York State Department of Environmental Conservation, or NYDEC, announced the State's final policy on cooling water intake structures, confirming the Company's current capital expenditure in that state. NRG expects to comply with these requirements with a mix of intake and operational modifications.

The California Air Resources Board released a series of draft changes to the rules implementing the state's GHG cap and trade program under AB 32. Among those changes is a delay of the program start from 2012 to 2013.

#### Regulatory Matters

As operators of power plants and participants in wholesale energy markets, certain NRG entities are subject to regulation by various federal and state government agencies. These include the U.S. Commodity Futures Trading Commission, or CFTC, FERC, NRC, and PUCT as well as other public utility commissions in certain states where NRG's generating or thermal assets are located. In addition, NRG is subject to the market rules, procedures and protocols of the various ISO markets in which it participates. Certain of the retail entities are competitive Retail Electric Providers, or REPs, and as such are subject to the rules and regulations of the PUCT governing REPs, as well as other states where NRG is licensed to sell at retail. NRG must also comply with the mandatory reliability requirements imposed by the North American Electric Reliability Corporation, or NERC, and the regional reliability councils in the regions where the Company operates. The operations of, and wholesale electric sales from, NRG's Texas region are not subject to rate regulation by the FERC, as they are deemed to operate solely within the ERCOT market and not in interstate commerce.

California — On March 17, 2011, FERC issued an order on CAISO's proposal to replace its interim backstop Capacity Procurement Mechanism, or CPM, with a permanent version. The proposed CPM addresses capacity payments for generating units not contracted to fulfill California's Resource Adequacy requirements, but nevertheless needed for reliability. FERC accepted CAISO's proposal effective April 1, 2011, subject to refund and convened a technical conference to expeditiously explore issues related to the pricing of the CPM. Market participants are discussing

resolution of these matters.

New England — On April 13, 2011, FERC issued an order addressing proposed amendments submitted by ISO-NE to its Forward Capacity Market, or FCM, design, as well as two pending complaints. Among other market revisions, FERC's order extends the price floor for “at least” the fifth (2014/2015) and sixth (2015/2016) Forward Capacity Auctions in order to address the effect of historical out-of-market capacity. Requests for rehearing have been submitted by numerous parties and compliance filings are pending and being contested.

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New York — On November 30, 2010, the NYISO filed at FERC its proposed installed capacity demand curves for 2011/2012, 2012/2013, and 2013/2014. The demand curves are a critical determinant of capacity market prices. The Company and other market participants protested the NYISO's filing, and on January 28, 2011, FERC found in favor of generators on a number of issues principally related to determining the cost of new entry and the resulting adjustments to the demand curves should positively affect capacity clearing prices. On May 19, 2011, FERC granted rehearing to remove property taxes from the cost of new entry of new in-city generation and denied other requests for rehearing. A coalition of New York in-city generators, including the Company, is seeking rehearing of the May 19, 2011, order. In addition, on June 3, 2011, as amended on June 15, 2011, the same coalition of New York in-city generators filed a complaint with FERC seeking additional transparency into: (i) whether the NYISO was correctly evaluating whether new entrants into the capacity markets should be subject to mitigation and, if so, (ii) whether the NYISO was appropriately setting the level of any mitigation. On June 29, 2011, the NYISO released its July spot capacity auction clearing prices for New York City, which significantly decreased over June clearing prices. The apparent cause of this decrease was a decision by the NYISO to allow a new entrant to bid into the July spot capacity auction, either without mitigation or without proper mitigation. Additionally, another new entrant has since indicated that it also received a mitigation exemption from NYISO and that it intends to begin participating in the NYISO capacity market starting with the May 2012 capability period. The addition of this second new entrant may further affect capacity clearing prices in New York. On July 10, 2011, in response to the July spot auction capacity clearing prices, two generators filed a second complaint alleging that the NYISO had improperly exempted both new entrants from mitigation, and requested that FERC immediately direct the NYISO to apply its offer-floor market mitigation rules to both new entrants, to resettle the July capacity spot auction, and other relief. Certain of NRG's subsidiaries filed a motion to intervene at FERC in support of applying offer-floor mitigation to the new entrants. Both complaints are pending before FERC.

PJM — On April 12, 2011, FERC issued an order addressing a complaint filed by PJM Power Providers Group seeking to require PJM to address the potential adverse impacts of out-of-market generation, as well as PJM's subsequent submission seeking revisions to the capacity market design, in particular the Minimum Offer Price Rule, or MOPR. In its order, FERC generally strengthened the MOPR and the protections against market price distortion from out-of-market generation. Requests for rehearing have been submitted by numerous parties and compliance filings are pending and being contested. FERC convened a technical conference on July 28, 2011, to further explore issues associated with self-supply and out-of-market generation.

South Central — On April 25, 2011, Entergy Corporation, or Entergy, announced that it will pursue joining the Midwest Independent System Operator regional transmission organization, or MISO, with a current target date for joining of December 2013. Entergy's proposal is subject to approval from the regulatory commissions of the states of Arkansas, Louisiana, Mississippi, and Texas, as well as the City of New Orleans. The Company's South Central region is dependent upon Entergy's transmission system to conduct its business, and thus would necessarily move with Entergy into MISO. This development is not expected to materially impact the Company's ability to serve its customers in the region, and we are continuing to analyze the impact of the possible changes in transmission access and market design.

Texas — On February 2, 2011, ERCOT experienced unusually cold temperatures that resulted in a power emergency, rotating blackouts, and a new all-time winter peak of 56,334 MW (on February 10, 2011, ERCOT again set a new winter peak of 57,315 MW). Several regulators are reviewing the circumstances surrounding the cold snap, and have issued requests for information to market participants, including NRG. During the load shed event, the Company satisfied its load responsibilities and wholesale obligations, and complied with ERCOT's instructions.

Nuclear Regulatory Commission, or NRC, Task Force Report — On July 12, 2011, the NRC Near-Term Task Force, or the Task Force, issued its report, which reviewed nuclear processes and regulations in light of the accident at the Fukushima Daiichi Nuclear Power Station in Japan. The Task Force concluded that U.S. nuclear plants are operating

safely and did not identify changes to the existing nuclear licensing process nor recommend fundamental changes to spent nuclear fuel storage. The Task Force report made recommendations in three key areas: the NRC's regulatory framework, specific plant design requirements, and emergency preparedness and actions. STPNOC expects the report to be the first step in a longer-term review that the NRC will conduct, along with seeking broad stakeholder input. STPNOC continues to apply lessons learned and work with regulators and industry organizations on appropriate assessments and actions. Until further actions are taken by the NRC, the Company cannot predict the impact of the recommendations in the NRC Task Force report, and could face additional investments at STP Units 1 & 2.

#### Changes in Accounting Standards

None.



## Consolidated Results of Operations

The following table provides selected financial information for the Company:

(In millions except otherwise noted)	Three months ended June 30,			Six months ended June 30,		
	2011	2010	Change %	2011	2010	Change %
<b>Operating Revenues</b>						
Energy revenue <sup>(a)</sup>	\$529	\$682	(22 )%	\$1,127	\$1,379	(18 )%
Capacity revenue <sup>(a)</sup>	183	204	(10 )	368	413	(11 )
Retail revenue	1,464	1,341	9	2,644	2,586	2
Mark-to-market for economic hedging activities	69	(100 )	169	68	(63 )	208
Contract amortization	(44 )	(52 )	15	(91 )	(114 )	20
Thermal revenue	33	29	14	73	66	11
Other revenues <sup>(b)</sup>	44	29	52	84	81	4
Total operating revenues	2,278	2,133	7	4,273	4,348	(2 )
<b>Operating Costs and Expenses</b>						
Generation cost of sales <sup>(a)</sup>	594	468	27	1,132	938	21
Retail cost of sales <sup>(a)</sup>	683	705	(3 )	1,292	1,432	(10 )
Mark-to-market for economic hedging activities	26	(145 )	118	(108 )	(38 )	(184 )
Contract and emissions credit amortization <sup>(c)</sup>	12	3	300	21	4	425
Thermal cost of sales	13	14	(7 )	32	30	7
Other cost of operations	280	284	(1 )	563	602	(6 )
Total cost of operations	1,608	1,329	21	2,932	2,968	(1 )
Depreciation and amortization	222	208	7	427	410	4
Selling, general and administrative	167	139	20	310	269	15
Development costs	12	13	(8 )	21	22	(5 )
Total operating costs and expenses	2,009	1,689	19	3,690	3,669	1
Gain on sale of assets	—	—	N/A	—	23	(100 )
Operating Income	269	444	(39 )	583	702	(17 )
<b>Other Income/(Expense)</b>						
Equity in earnings of unconsolidated affiliates	12	11	9	10	25	(60 )
Impairment charge on investment	(11 )	—	N/A	(492 )	—	N/A
Other income, net	3	19	(84 )	8	23	(65 )