

NRG ENERGY, INC.  
Form 425  
October 29, 2008  
Filed by Exelon Corporation

(Commission File No. 1-16169)

Pursuant to Rule 425 under the Securities

Act of 1933

Subject Company:

NRG Energy, Inc.

(Commission File No. 1-15891)

Safe Harbor Statement

This filing does not constitute an offer to sell or the solicitation of an offer to buy any securities or a solicitation of any vote or approval. This filing relates to a transaction with NRG proposed by Exelon, which may become the subject of a registration statement filed with the Securities and Exchange Commission (the SEC). This material is not a substitute for the prospectus/proxy statement Exelon Corporation intends to file with the SEC regarding the proposed transaction or for any other document which Exelon may file with the SEC and send to Exelon or NRG stockholders in connection with the proposed transaction. **INVESTORS AND SECURITY HOLDERS OF EXELON AND NRG ARE URGED TO READ ANY SUCH DOCUMENTS FILED WITH THE SEC CAREFULLY IN THEIR ENTIRETY WHEN THEY BECOME AVAILABLE BECAUSE THEY WILL CONTAIN IMPORTANT INFORMATION ABOUT THE PROPOSED TRANSACTION.**

Investors and security holders will be able to obtain free copies of any documents filed with the SEC by Exelon through the web site maintained by the SEC at [www.sec.gov](http://www.sec.gov). Free copies of any such documents can also be obtained by directing a request to the Exelon Investor Relations Department, Exelon Corporation, 10 South Dearborn, Chicago, Illinois 60603.

Exelon and its directors and executive officers and other persons may be deemed to be participants in the solicitation of proxies in respect of the proposed transaction. Information regarding Exelon's directors and executive officers is available in its Annual Report on Form 10-K for the year ended December 31, 2007, which was filed with the SEC on February 7, 2008, and its proxy statement for its 2008 Annual Meeting of Shareholders, which was filed with the SEC on March 20, 2008. Other information regarding the participants in a proxy solicitation and a description of their direct and indirect interests, by security holdings or otherwise, will be contained in a proxy statement filed in connection with the proposed transaction.

All information in this filing concerning NRG, including its business, operations, and financial results, was obtained from public sources. While Exelon has no knowledge that any such information is inaccurate or incomplete, Exelon has not had the opportunity to verify any of that information.

This filing includes forward-looking statements within the meaning of the Private Securities Litigation Reform Act of 1995. These forward-looking statements include, for example, statements regarding benefits of the proposed merger, integration plans and expected synergies. There are a number of risks and uncertainties that could cause actual results to differ materially from the forward-looking statements made herein. The factors that could cause actual results to differ materially from these forward-looking statements include Exelon's ability to achieve the synergies contemplated by the proposed transaction, Exelon's ability to promptly and effectively integrate the businesses of NRG and Exelon, and the timing to consummate the proposed

transaction and obtain required regulatory approvals as well as those discussed in (1) Exelon's 2007 Annual Report on Form 10-K in (a) ITEM 1A. Risk Factors, (b) ITEM 7. Management's Discussion and Analysis of Financial Condition and Results of Operations and (c) ITEM 8. Financial Statements and Supplementary Data: Note 19; (2) Exelon's Third Quarter 2008 Quarterly Report on Form 10-Q in (a) Part II, Other Information, ITEM 1A. Risk Factors and (b) Part I, Financial Information, ITEM 1. Financial Statements: Note 12; and (3) other factors discussed in Exelon's filings with the SEC. Readers are cautioned not to place undue reliance on these forward-looking statements, which apply only as of the date of this filing. Exelon does not undertake any obligation to publicly release any revision to its forward-looking statements to reflect events or circumstances after the date of this filing.

\* \* \* \* \*

On October 29, 2009, Exelon began meeting with investors to discuss the proposed NRG transaction. The press release that Exelon issued and the presentation used in the meetings are attached to this filing.

\* \* \* \* \*

Press release:

**Exelon Details the Value Creation Opportunities in an Exelon-NRG Combination**

*Exelon points to financial strength and growth potential for shareholders of both companies*

**CHICAGO (Oct. 29, 2008)** Exelon Corporation (NYSE:EXC) today filed with the Securities and Exchange Commission and posted to its Web site a presentation for investors with additional details on the value that would be created by its offer to acquire all of the outstanding common stock of NRG Energy, Inc. (NYSE:NRG) in an all-stock transaction.

The combination creates clear and compelling value for both Exelon and NRG shareholders, said Chris Crane, president and COO, Exelon. It provides earnings and cash accretion, an exceptional growth platform, operations in the most attractive markets, and a strong balance sheet.

In its presentation, Exelon shared the following benefits:

Based on analyst consensus estimates, the deal will be accretive in the first full year following closing.

The transaction provides potential value creation through synergies of \$1.5 to \$3 billion, reflecting an annual reduction in operating expenses of the combined company of 3%-5%.

The combined company brings together NRG's high-quality fossil fleet with Exelon's world-class nuclear fleet, which will have requisite scope, scale and financial strength to succeed in an increasingly volatile energy market.

The combined company will continue to rely on low-cost and less volatile fuel sources, including uranium, as well as Powder River Basin and lignite coals, which account for roughly 90% of the generation of the combined companies.

Geographically complementary assets will give the combined company nationwide reach and access to attractive markets in the U.S.

The combination provides a clear path for improving the combined company's credit metrics and balance sheet strength over the next three years.

NRG shareholders will participate in the value to be created through the immediate premium, synergies to be created, and the upside potential in the combined company's stock.

Regulatory hurdles can be reasonably addressed without sacrificing the substantial value that makes the transaction powerful. An Exelon-NRG combination also provides Exelon with an opportunity to take the next step in advancing the company's commitment to address climate change. In July, the company launched *Exelon 2020: A Low-Carbon Roadmap*, a comprehensive plan to reduce, offset or displace 15 million metric tons of greenhouse gas emissions per year by 2020. Exelon not only will continue with this commitment, but also will apply its industry leadership to NRG's fleet, particularly its coal plants.

This is the right deal at the right time, for both companies and both sets of shareholders, based on compelling strategic, operational, and financial value drivers," said John W. Rowe, chairman and CEO, Exelon. "We will continue to move diligently but expeditiously toward completing the proposed transaction.

The presentation can be accessed at [www.exeloncorp.com/investor](http://www.exeloncorp.com/investor).

###

*Exelon Corporation is one of the nation's largest electric utilities with nearly \$19 billion in annual revenues. The company has one of the industry's largest portfolios of electricity generation capacity, with a nationwide reach and strong positions in the Midwest and Mid-Atlantic. Exelon distributes electricity to approximately 5.4 million customers in northern Illinois and Pennsylvania and natural gas to 480,000 customers in the Philadelphia area. Exelon is headquartered in Chicago and trades on the NYSE under the ticker EXC.*

Safe Harbor Statement

This press release does not constitute an offer to sell or the solicitation of an offer to buy any securities or a solicitation of any vote or approval. This press release relates to a transaction with NRG proposed by Exelon, which may become the subject of a registration statement filed with the Securities and Exchange Commission (the "SEC"). This material is not a substitute for the prospectus/proxy statement Exelon Corporation intends to file with the SEC regarding the proposed transaction or for any other document which Exelon may file with the SEC and send to Exelon or NRG stockholders in connection with the proposed transaction. **INVESTORS AND SECURITY HOLDERS OF EXELON AND NRG ARE URGED TO READ ANY SUCH DOCUMENTS FILED WITH THE SEC CAREFULLY IN THEIR ENTIRETY WHEN THEY BECOME AVAILABLE BECAUSE THEY WILL CONTAIN IMPORTANT INFORMATION ABOUT THE PROPOSED TRANSACTION.**

Investors and security holders will be able to obtain free copies of any documents filed with the SEC by Exelon through the web site maintained by the SEC at [www.sec.gov](http://www.sec.gov). Free copies of any such documents can also be obtained by directing a request to the Exelon Investor Relations Department, Exelon Corporation, 10 South Dearborn, Chicago, Illinois 60603.

Exelon and its directors and executive officers and other persons may be deemed to be participants in the solicitation of proxies in respect of the proposed transaction. Information regarding Exelon's directors and executive officers is available in its Annual Report on Form 10-K for the year ended December 31, 2007, which was filed with the SEC on February 7, 2008, and its proxy statement for its 2008 Annual Meeting of Shareholders, which was filed with the SEC on March 20, 2008. Other information regarding the participants in a proxy solicitation and a description of their direct and indirect interests, by security holdings or otherwise, will be contained in a proxy statement filed in connection with the proposed transaction.

All information in this press release concerning NRG, including its business, operations, and financial results, was obtained from public sources. While Exelon has no knowledge that any such information is inaccurate or incomplete, Exelon has not had the opportunity to verify any of that information.

This press release includes forward-looking statements within the meaning of the Private Securities Litigation Reform Act of 1995. These forward-looking statements include, for example, statements regarding benefits of the proposed merger, integration plans and expected synergies. There are a number of risks and uncertainties that could cause actual results to differ materially from the forward-looking statements made herein. The factors that could cause actual results to differ materially from these forward-looking statements include Exelon's ability to achieve the synergies contemplated by the proposed transaction, Exelon's ability to promptly and effectively integrate the businesses of NRG and Exelon, and the timing to consummate the proposed transaction and obtain required regulatory approvals as well as those discussed in (1) Exelon's 2007 Annual Report on Form 10-K in (a) ITEM 1A. Risk Factors, (b) ITEM 7. Management's Discussion and Analysis of Financial Condition and Results of Operations and (c) ITEM 8. Financial Statements and Supplementary Data: Note 19; (2) Exelon's Third Quarter 2008 Quarterly Report on Form 10-Q in (a) Part II, Other Information, ITEM 1A. Risk Factors and (b) Part I, Financial Information, ITEM 1. Financial Statements: Note 12; and (3) other factors discussed in Exelon's filings with the SEC. Readers are cautioned not to place undue reliance on these forward-looking statements, which apply only as of the date of this press release. Exelon does not undertake any obligation to publicly release any revision to its forward-looking statements to reflect events or circumstances after the date of this press release.

\* \* \* \* \*

Presentation:

Exelon + NRG: A Compelling  
Opportunity for Value Creation  
Investor Meetings

#### Forward-Looking Statements

2

This presentation includes forward-looking statements within the meaning of the Private Securities Litigation Reform Act of 1995. These forward-looking statements include, for example, statements regarding benefits of the proposed merger, integration plans and expected synergies. There are a number of risks and uncertainties that could cause actual results to differ materially from the forward-looking statements herein. The factors that could cause actual results to differ materially from these forward-

looking statements include Exelon Corporation's ability to achieve the synergies contemplated by the proposed transaction, Exelon's ability to promptly and effectively integrate the businesses of NRG Energy, Inc. and Exelon, and the timing to consummate the proposed transaction and obtain required regulatory approvals as well as those discussed herein and those discussed in (1) Exelon's 2007 Annual Report on Form 10-K in (a) ITEM 1A. Risk Factors, (b) ITEM 7. Management's Discussion and Analysis of Financial Condition and Results of Operations and (c) ITEM 8. Financial Statements and Supplementary Data: Note 19; (2) Exelon's Third Quarter 2008 Quarterly Report on Form 10-Q in (a) Part II, Other Information, ITEM 1A. Risk Factors and (b) Part I, Financial Information, ITEM 1. Financial Statements: Note 12; and (3) other factors discussed in filings with the Securities and Exchange Commission by Exelon Corporation, Exelon Generation Company, LLC, Commonwealth Edison Company, and PECO Energy Company (Companies). Readers are cautioned not to place undue reliance on these forward-looking statements, which apply only as of the date of this presentation. None of the Companies undertakes any obligation to publicly release any revision to its forward-looking statements to reflect events or circumstances after the date of this presentation.

All information in this presentation concerning NRG, including its business, operations, and financial results, was obtained from public sources. While Exelon has no knowledge that any such information is inaccurate or incomplete, Exelon has not had the opportunity to verify any of that information.

This communication does not constitute an offer to sell or the solicitation of an offer to buy any securities or a solicitation of any vote or approval. This presentation relates to a transaction with NRG proposed by Exelon, which may become the subject of a registration statement filed with the Securities and Exchange Commission (the "SEC"). This material is not a substitute for the prospectus/proxy statement Exelon intends to file with the SEC regarding the proposed transaction or for any other document which Exelon may file with the SEC and send to Exelon or NRG stockholders in connection with the proposed transaction.

**INVESTORS AND SECURITY HOLDERS OF EXELON AND NRG ARE URGED TO READ ANY SUCH DOCUMENTS FILED WITH THE SEC CAREFULLY IN THEIR ENTIRETY WHEN THEY BECOME AVAILABLE BECAUSE THEY WILL CONTAIN IMPORTANT INFORMATION ABOUT THE PROPOSED TRANSACTION.**



3

Combined Entity Creates Value By:

Providing earnings and cash accretion

Creating an exceptional growth platform

Operating in the most attractive markets

Utilizing a premier balance sheet

Allowing Exelon to unlock NRG's value

Giving NRG's shareholders the opportunity to participate in future value

Presenting manageable regulatory hurdles to close

1. Earnings and Cash Accretion

Transaction Is Accretive  
Operating  
Earnings  
per share  
Free cash flow  
per share

\$3.98  
\$4.59  
\$4.62  
2010E  
2011E  
2012E  
\$3.03  
\$3.02  
\$4.23  
2010E  
2011E  
2012E  
\$2.55  
N/A  
N/A  
2010E  
2011E  
2012E  
\$4.53  
\$6.25  
\$6.46  
2010E  
2011E  
2012E  
\$3.63  
N/A  
N/A  
2010E  
2011E  
2012E  
42.5%  
\$4.96  
\$6.37  
\$6.80  
2010E  
2011E  
2012E  
9.5%  
1.9%  
5.3%

Based on analyst consensus estimates for both companies, the deal will be accretive in the first full year following closing.

Exelon

NRG

Pro forma

4

Synergies

Increased interest

expense

5

1. Does not include purchase accounting. One-time cost to achieve of \$100 million (pre-tax) and transaction and other costs of million excluded.

2. Free cash flow defined as cash flow from operations less capital expenditures.

3. Based solely on I/B/E/S estimates for Exelon and NRG as of 10/21/08. Not necessarily representative of either company's forecasts. Provided for illustration only. Not intended as earnings guidance or as a forecast of expected results.

4. Numbers in Exelon's internal forecasts are somewhat lower and accretion is approximately breakeven in 2011.

Synergies

Increased interest

expense

1

2

Combination Creates Substantial Synergies

Exelon

Operations & Maintenance:

\$4,289

NRG

Maintenance & Other Opex:

\$950

General & Admin Expenses:

\$309

Other COGS:

\$454

Pro Forma

Combined Non-fuel Expenses:

\$6,002

Estimated Annual Cost Savings:

\$180 -

\$300

% of Combined Expenses:

3%-5%

Costs to Achieve

\$100

NPV of Synergies:

\$1,500-\$3,000

6

(\$ in Millions)

Transaction creates

\$1.5

\$3 billion of value

through synergies

with

opportunity for more

1. Company 10-K for 2007 and investor presentations.

2. Based on a preliminary analysis of publicly available information. Subject to due diligence investigation.

1

2

1



Gas price is long-term price in 2008 \$/MMBtu, new build cost is long-term combined cycle cost in PJM in 2008 overnight \$/kwh, year is year in which national cap and trade starts, carbon price is in 2012 \$/tonne assuming 7% escalation, moderate recession assumes conditions consistent with current forward prices, and severe recession assumes five years of no load growth.

Clear Value under Multiple Scenarios

Value

Gas Prices

New Build Costs

Carbon Year/Price

Recession

\$0

\$6.50

\$1,300

Moderate

2014/\$22

\$7.30

\$1,100

Moderate

2020/\$22

\$7.10

\$1,100

Severe

2014/\$22

\$7.30

\$1,500

Moderate

2012/\$12

\$8.60

\$1,500

Moderate

7

Long-term Value To Exelon Shareholders

We look at fundamental value creation under a wide range of future commodity price scenarios and our analysis suggests \$1-3 billion, possibly more.

8  
NRG is Best Investment Available  
0%  
4.0%  
8.0%  
12.0%  
16.0%

0.0%

5.0%

10.0%

15.0%

20.0%

25.0%

(10.0%)

0%

5.0%

20.0%

EBITDA / EV Yield

Earnings Yield

Free Cash Flow Yield

EXC

Illustrative

Utilities<sup>1</sup>

NRG at

Offer

2009E

2010E

8.0

10.3

12.0

10.9

8.3

11.5

12.1

11.5

IPPs<sup>2</sup>

EXC

Illustrative

Utilities<sup>1</sup>

NRG at

Offer

IPPs<sup>2</sup>

EXC

Illustrative

Utilities<sup>1</sup>

NRG at

Offer

IPPs<sup>2</sup>

13.9

15.1

20.1

17.2

14.8

16.2

20.3

17.2

Source: FactSet. Prices as of 10/17/08, I/B/E/S estimates as of 10/21/08.

1. Illustrative Utilities include CMS, CNL, DPL, TE, WEC, WR.

2. IPPs include CPN, DYN, MIR, RRI.

4.4

(4.0)

11.1

11.4

4.7

(5.8)

14.1

15.0

15.0%

10.0%

(5.0%)

## 2. Exceptional Growth Platform

Pro Forma

Exelon

10

Combined company will have  
requisite scope, scale and  
financial strength to succeed in an  
increasingly volatile energy market

Pro Forma Quick Stats

(\$s in millions)

Combined assets

1

\$73,500

LTM EBITDA

2

\$8,000

Market cap

3

\$40,500

Enterprise value

3

\$63,000

Generating capacity

4

~47,000MWs

Combination Will Result in Scope, Scale and

Financial Strength

Enterprise

Value

Market Cap

\$0

\$30

\$50

\$60

\$40

\$20

\$70

\$10

Southern

Dominion

Duke

FPL

First

Energy

Entergy

1. Reflects total assets (under GAAP) with no adjustments. Based upon 6/30/08 Form 10-Q.

2. Reflects last twelve months EBITDA (Earnings before Income Taxes, Depreciation and Amortization) as of 6/30/08 with no

3. Calculation of Enterprise Value = Market Capitalization (as of 10/17/08) + Total Debt (as of 6/30/08) + Preferred Securities

Minority Interest (as of 6/30/08) - Cash & Cash Equivalents (as of 6/30/08). Debt, Preferred Securities, Minority Interest and

Equivalents based upon 6/30/08 Form 10-Q.

4. After giving effect to planned divestitures after regulatory approvals.



World Class Nuclear & Fossil Operations  
High performing nuclear plant

Top  
quartile  
capacity  
factor

94.9%

Large, well-maintained, relatively young units

Fossil fleet:

Half of >500 MW coal units are top quartile capacity factor

90% of coal fleet lower-cost PRB and lignite

NRG

Premier U.S. nuclear fleet

Best fleet capacity factor ~ 94%

Lowest fleet production costs ~ \$15 /MWh

Shortest

fleet

average

refueling

outage

duration

24

days

Strong reputation for performance

Exelon

11

## Nuclear Growth Opportunities

Texas offers nuclear growth platform

Potential for stretch power uprate  
(5-7%) on  
South Texas Project units 1 and 2

Continue momentum established with STP 3  
and 4 new build project

Continue work on Victoria County nuclear  
project

Exelon has the financial strength and discipline to  
pursue these opportunities

Strong balance sheet and credit metrics

Demonstrated track record of financial rigor

Nuclear depth and expertise

12

<1%

<1%

Pro Forma

Exelon

~198,000 GWh

1

2009 Historical Forward Coal Prices

Combined Entity Will Continue to Benefit  
from Low Cost, Low Volatility Fuel Sources  
Powder River Basin and lignite coal supply (90%  
of NRG's coal) provides low-sulfur at a relatively  
stable price as compared to northern and  
central Appalachian coal mines.

0.00  
1.00  
2.00  
3.00  
4.00  
5.00  
6.00

Powder River Basin  
Northern Appalachian  
Central Appalachian  
Production Costs

0  
2  
4  
6  
8  
10  
12  
2000  
2001  
2002  
2003  
2004  
2005  
2006  
2007

Nuclear  
Gas  
Coal  
Petroleum

Combined fleet will continue to be  
predominantly low-cost fuel.

1%  
3%  
6%

Other  
Coal

1. Based on 2007 data, does not include ~38,000  
GWh of Exelon Purchased Power.

Q1 2007  
Q2 2007  
Q3 2007  
Q4 2007  
Q1 2008

Q2 2008

Q3 2008

cents/Kwh

\$/mmbtu

13

Exelon

~150,000 GWh

1

Nuclear

PRB & Lignite Coal

Other Coal

Gas/Oil

Hydro/Other

0  
50  
100  
150  
50  
100  
150



200  
250  
2006 Electricity Generated (GWh, in thousands)  
NRG  
TVA  
AEP  
Duke  
FPL  
Southern  
Exelon + NRG  
Entergy  
Exelon  
Dominion  
Progress  
FirstEnergy  
Bubble size represents carbon  
intensity, expressed in terms of metric  
tons of CO2 per MWh generated  
SOURCE: EIA and EPA data as compiled by NRDC  
Exelon 2020 principles will be applied to the combined fleet  
CO2 Emissions of Largest US Electricity Generators  
2006 CO2 Emissions  
from Electricity  
Generation  
(in million metric tons)  
Largest  
Fleet,  
2  
nd  
Lowest  
Carbon  
Intensity  
Top Generators by CO2 Intensity  
10  
9  
8  
7  
6  
5  
4  
3  
2  
1  
AEP  
NRG  
Southern  
Duke  
FirstEnergy  
TVA  
Progress

Dominion

FPL

Exelon + NRG

Entergy

Exelon

0.83

0.80

0.74

0.66

0.64

0.64

0.57

0.50

0.35

0.31

0.26

0.07

14

Exelon 2020 and NRG  
Offer more low carbon  
electricity in the  
marketplace  
Reduce emissions from  
coal/oil fired generation  
Help our customers

and the communities  
we serve reduce their  
GHG emissions  
Reduce or offset our  
footprint by greening  
our operations  
Apply Elements of  
Exelon 2020 to NRG  
Expand the 2020 Plan

Expand internal energy efficiency, SF6,  
vehicle, and supply chain initiatives to NRG  
portfolio

Offset a portion of NRG's GHG emissions

Expand energy efficiency program offerings

Add capacity to existing nuclear units  
through uprates

Add new renewable generation

Add new gas-fired capacity

Continue to explore new nuclear

Address older/higher emitting coal  
and oil units

Invest in clean coal technology R&D  
15

Taking the next step in Exelon's  
commitment to address climate change  
Options to Evaluate:

3. Presence in Most Attractive Markets

17  
Combination Enables Access to  
Attractive New Markets  
Exelon  
NRG

Geographically complementary asset base

Predominantly located in competitive markets

Attractive new markets for Exelon (NY, NE, CA): declining reserve margins,  
supportive regulatory structures

ERCOT portfolio will position Exelon to offer an array of products, capture value,  
and efficiently utilize credit

6,280

Contracted\*

51,403

2,085

CAL ISO

13,027

ERCOT

By RTO

Combined<sup>1</sup>

PJM

22,812

MISO

1,065

ISO NE

2,174

NYISO

3,960

SERC

2,405

WECC

45

Total

53,853

By Fuel Type

Combined<sup>1</sup>

Nuclear

18,144

Coal

8,986

Gas/Oil

18,801

Other

1,642

Contracted

6,280

\*Contracted in various RTOs, mainly in PJM and ERCOT

1. Before Any Divestitures.

4. Balance Sheet and Credit Metrics



Premier Balance Sheet and Credit Metrics

Committed to returning Exelon Generation's senior unsecured debt to strong investment grade within the next 3 years

Targeting stronger credit metrics for the combined entity  
25 -

30%  
FFO/debt

Pay down debt plan will include: NRG balance sheet cash, asset sale proceeds, free cash flow

1.  
Ratios exclude securitized debt.

2.  
Senior  
unsecured  
credit  
rating

as  
of  
10/24/08.

Projected  
2008  
FFO

/  
Debt  
as  
disclosed

in  
3  
quarter  
2008  
earnings  
slides.

3.  
From  
Standard  
&  
Poor s  
8/28/08  
CreditStats:  
Independent  
Power  
Producers  
&  
Energy  
Traders

U.S.  
19  
Exelon  
NRG  
Today  
2011  
Credit Rating:  
BBB

FFO / Debt:  
25-30%  
Combined  
Entity Targets  
Credit Rating:  
BBB-  
FFO / Debt:  
28%  
Credit Rating:  
B+  
FFO / Debt:  
18%  
2  
3  
rd  
1

5. Exelon Offer For NRG

Compelling Offer For NRG

Exelon offered to acquire all outstanding common shares of NRG in an all stock transaction

Fixed exchange ratio of 0.485 Exelon share for each NRG common share

Offer represents a 37% premium to October 17th closing price for NRG

All stock offer provides NRG shareholders the opportunity to participate in the future growth of the largest and most diversified power company in the nation, with a substantially improved credit profile

Superior Value Return Policy

21

22  
Exelon More Than Meets the Five  
Imperatives  
Outlined by NRG on May 28, 2008

- 1.
- 2.
- 3.

4.

5.

NRG's Stated Imperatives

MUST

accumulate generation at competitive cost

This transaction accomplishes in one step what several transactions might have accomplished for NRG in these regards. Given the current difficulty in accessing capital markets, it is unclear whether NRG would have the ability to meet this objective without Exelon. Exelon provides NRG stakeholders with broad trading expertise and sound power marketing and risk management practices. Exelon's significant experience in markets with locational prices is particularly relevant since ERCOT is moving to a PJM-type structure. Exelon's breadth of operations and depth of service allows unparalleled access to customers, retail providers, and other sales channels.

NRG stakeholders become part of the most diversified and competitive generation portfolio operating in 12 different states and 6 different regional transmission organizations.

Deal provides NRG stakeholders with significant value and upside and a share of the largest unregulated generation fleet in the United States.

MUST

be geographically diversified in multiple markets

MUST

develop and expand our route to market through contracting with retail load providers, trading, direct sales, etc

MUST

have sophisticated ability to trade, procure, hedge, and originate for electricity and input fuels

MUST

develop depth and breadth in key markets, particularly across fuel types, transmission constraints and merit order

Exelon Combination More

than Meets These Imperatives



Without  
Premium  
Price  
(\$/kilowatt)  
0  
1,000  
3,000

2,000

With

Premium

Conservative

DCF Estimate

Replacement

Costs

NRG Stock Value

NRG Long-Term Value

23

975

1,350

2,050

3,000+

Price per Kilowatt Comparison for Texas Baseload Generation

Exelon Unlocks NRG Value

Less than 45% of  
replacement value

Even with premium, purchase  
price is 66% of conservative  
long-term DCF value

### Financing Plan Considerations

Contemplating structure such that the required refinancing is only ~\$4B

A negotiated deal with NRG can be structured such that \$4.7B of NRG bonds remain in place with no change in

terms, but with substantially improved credit metrics for those bondholders

Exelon has existing relationships with many banks holding ~\$4B of other NRG debt; should facilitate refinancing in connection with a negotiated deal with NRG.

Financing commitments are well underway to prepay or refinance the ~\$4B

The NRG direct lien program for power marketing could be left in place

24

6. Manageable Regulatory Hurdles

Modest Divestitures Expected

Limited market power issues  
not  
expected to challenge transaction closing

Divestitures anticipated only in PJM

and ERCOT

~3,000 MWs of high heat rate gas and  
baseload

coal  
plants

in  
liquid  
markets

1  
26  
1.

Plants  
subject  
to  
divestiture  
are  
de  
minus  
contributors  
to  
revenue  
and  
earnings.

Principal Regulatory Approvals

Texas, New York, Pennsylvania, California  
state regulatory commissions

Hart-Scott-Rodino (DOJ/FTC)



FERC

NRC

Notice filing in Illinois

27

28

Combined Entity Creates Value By:

Providing earnings and cash accretion

Creating an exceptional growth platform

Operating in the most attractive markets

Utilizing a premier balance sheet

Allowing Exelon to unlock NRG's value

Giving NRG's shareholders the opportunity to participate in future value

Presenting manageable regulatory hurdles to close



Exelon Nuclear Fleet Overview  
30  
Average in-service time = 27 years  
Plant, Location  
Units  
Type  
Vendor

Net Annual  
Mean Rating  
MW 2008  
License Expiration /  
Status  
Ownership  
Spent Fuel Storage/  
Date to lose full core  
discharge capacity  
Braidwood, IL  
2  
PWR  
W  
1194, 1166  
2026, 2027  
100%  
2013  
Byron, IL  
2  
PWR  
W  
1183, 1153  
2024, 2026  
100%  
2011  
Clinton, IL  
1  
BWR  
GE  
1065  
2026  
100% AmerGen  
Re-rack completed  
Dresden, IL  
2  
BWR  
GE  
869, 871  
Renewed: 2029,  
2031  
100%  
Dry cask  
LaSalle, IL  
2  
BWR  
GE  
1138, 1150  
2022, 2023  
100%  
2010

Limerick, PA

2

BWR

GE

1149, 1146

2024, 2029

100%

Dry cask

Oyster Creek, NJ

1

BWR

GE

625

2009; renewal filed

2005

100% AmerGen

Dry cask

Peach Bottom, PA

2

BWR

GE

570, 570

(1)

Renewed: 2033,

2034

50% Exelon, 50%

PSEG

Dry cask

Quad Cities, IL

2

BWR

GE

650, 653

(1)

Renewed: 2032

75% Exelon, 25% Mid-

American Holdings

Dry cask

TMI-1, PA

1

PWR

B&W

837

2014; renewal filed

2008

100% AmerGen

Life of plant capacity

Salem, NJ

2

PWR

W

503, 491

(1)

2016, 2020

42.6% Exelon, 56.4 %

PSEG

2011

Fleet also includes 4 shutdown units: Peach Bottom 1, Dresden 1, Zion 1 & 2.

1. Capacity based on ownership interest.

1



NRG Fleet Overview

31

1. Capacity based on ownership interest.

Plant, Location

Type

Power Market

Net Annual Mean

Rating MW 2008  
Ownership  
Cedar Bayou, TX  
Gas  
ERCOT  
1,500  
100%  
Greens Bayou, TX  
Gas  
ERCOT  
760  
100%  
Limestone, TX  
Coal  
ERCOT  
1,690  
100%  
San Jacinto, TX  
Gas  
ERCOT  
160  
100%  
SR Berton, TX  
Gas  
ERCOT  
840  
100%  
South Texas Project, TX  
PWR  
ERCOT  
1,175  
44% NRG, 40% CPS Energy/City  
of San Antonio, 16% Austin  
Energy/City of Austin  
TH Wharton, TX  
Gas  
ERCOT  
1,025  
100%  
WA Parish (coal), TX  
Coal  
ERCOT  
2,460  
100%  
WA Parish (gas), TX  
Gas  
ERCOT  
1,190  
100%  
Arthur Kill, NY

Gas  
NYISO  
865  
100%  
Astoria Gas Turbines, NY  
Gas  
NYISO  
550  
100%  
Conemaugh, PA  
Coal/Oil  
PJM  
65  
3.7%  
1

NRG Fleet Overview  
32  
Plant, Location  
Type  
Power Market  
Net Annual Mean  
Rating MW 2008

1  
Ownership  
Connecticut Remote Turbines, CT  
Jet Fuel/ Gas  
ISO-NE  
145  
100%  
Devon, CT  
Gas/Oil/ Jet Fuel  
ISO-NE  
140  
100%  
Dunkirk, NY  
Coal  
NYISO  
530  
100%  
Huntley, NY  
Coal  
NYISO  
380  
100%  
Indian River, DE  
Coal/Oil  
PJM  
740  
100%  
Keystone, PA  
Coal/Oil  
PJM  
65  
3.7%  
Middletown, CT  
Oil/Gas/ Jet Fuel  
ISO-NE  
770  
100%  
Montville, CT  
Oil/Gas/ Diesel  
ISO-NE  
500  
100%  
Norwalk Harbor, CT  
Oil  
ISO-NE  
340  
100%  
Oswego, NY  
Oil/Gas  
NYISO

1,635

100%

Somerset, MA

Coal/Oil/ Jet Fuel

ISO-NE

125

100%

Vienna, MD

Oil

PJM

170

100%

1. Capacity based on ownership interest.

NRG Fleet Overview

33

50%

75

ERCOT

Wind

Sherbino, TX

Plant,  
Location  
2  
Type  
Power Market  
Net Annual Mean  
Rating MW 2008  
1  
Ownership  
Bayou Cove, LA  
Gas  
SERC-Entergy  
300  
100%  
Big Cajun I  
Gas  
SERC-Entergy  
430  
100%  
Big Cajun II  
Coal  
SERC-Entergy  
1,495  
85.8%  
Sterlington, LA  
Gas  
SERC-Entergy  
185  
100%  
Rockford I, IL  
Gas  
PJM  
300  
100%  
Rockford II, IL  
Gas  
PJM  
150  
100%  
El Segundo, CA  
Gas  
Cal ISO  
670  
100%  
Encina  
(Cabrillo I), CA  
Gas/Oil  
Cal ISO  
965  
100%



Long Beach, CA

Gas

CAISO

260

100%

Saguaro, NV

Gas/Oil

WECC

45

50%

San Diego Turbines (Cabrillo II)

Gas/Oil

Cal ISO

190

100%

Dover Energy, DE

Gas/Oil

PJM

105

100%

Paxton Creek, PA

Gas

PJM

10

100%

Gladstone, Australia

Coal

605

37.5%

MIBRAG, Germany

Lignite Coal

75

50%

Schkopau, Germany

Lignite Coal

400

41.9%

1. Capacity based on ownership interest.

2. Elbow Creek (wind, 122 MW), and Cedar Bayou (gas CC, 275 MW) are not included but are expected to come on-line within the next year.