GREEN MOUNTAIN ENERGY CO Form S-4/A May 08, 2013

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As filed with the Securities and Exchange Commission on May 8, 2013

No. 333-187445

# SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

Pre-Effective Amendment No.1 to the

### FORM S-4

REGISTRATION STATEMENT UNDER THE SECURITIES ACT OF 1933

# NRG Energy, Inc.\*

(Exact name of registrant as specified in its charter)

### Delaware

(State or other jurisdiction of incorporation or organization)

### 4911

(Primary Standard Industrial Classification Code Number)

41-1724239 (I.R.S. Employer Identification No.)

211 Carnegie Center, Princeton, NJ 08540 Telephone: (609) 524-4500

(Address, including zip code, and telephone number, including area code, of registrant's principal executive offices)

David R. Hill
Executive Vice President and General Counsel
211 Carnegie Center
Princeton, NJ 08540
Telephone: (609) 524-4500

(Name, address, including zip code, and telephone number, including area code, of agent for service)

Copies of all communications, including communications sent to agent for service, should be sent to:

Gerald T. Nowak, P.C. Paul D. Zier Kirkland & Ellis LLP 300 North LaSalle Street

Chicago, Illinois 60654 (312) 862-2000

Approximate date of commencement of proposed sale of the securities to the public: The exchange will occur as soon as practicable after the effective date of this Registration Statement.

If the securities being registered on this Form are being offered in connection with the formation of a holding company and there is compliance with General Instruction G, check the following box. o

If this Form is filed to registered additional securities for an offering pursuant to Rule 462(b) under the Securities Act, check the following box and list the Securities Act registration statement number of the earlier effective registration statement for the same offering.

If this Form is a post-effective amendment filed pursuant to Rule 462(d) under the Securities act, check the following box and list the Securities Act registration statement number of the earlier effective registration statement for the same offering.

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):

 $Large\ accelerated\ filer\ o \qquad \qquad Non-accelerated\ filer\ o \qquad \qquad Smaller\ reporting\ company\ o$ 

(Do not check if a smaller reporting company)

If applicable, place an X in the box to designate the appropriate rule provision relied upon in conducting this transaction:

Exchange Act Rule 13e-4(i) (Cross-Border Issuer Tender Offer): o

Exchange Act Rule 14d-1(d) (Cross-Border Third-Party Tender Offer): o

### CALCULATION OF REGISTRATION FEE

	Title of Each Class of Securities	Amount to be	Proposed Maximum Offering Price Per	Amount of
	to be Registered	Registered	Unit(1)	Registration Fee
6.62	5% Senior Notes due 2023	\$990,000,000	100%	\$135,036(3)
Gua	rantees related to the 6.625% Senior Notes due 2023(2)			(4)
(1)	Calculated in accordance with Rule 457 under the Securities Act of	1933, as amended.		
(2)	No separate consideration will be received for the issuance of the g	uarantees.		
(3)	Previously paid.			
(4)	Pursuant to Rule 457(n), no separate fee is payable with respect to the	the guarantees being register	ed hereby.	

The Registrants hereby amend this Registration Statement on such date or dates as may be necessary to delay its effective date until the Registrants shall file a further amendment which specifically states that this Registration Statement shall thereafter become effective in accordance with Section 8(a) of the Securities Act of 1933 or until this Registration Statement shall become effective on such date as the Commission, acting pursuant to said Section 8(a), may determine.

<sup>\*</sup> The Co-Registrants listed on the next page are also included in this Form S-4 Registration Statement as additional Registrants.

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# **Table of Additional Registrants**

Exact Name of Additional Registrants*	Jurisdiction of Formation	I.R.S. Employer Identification No.
Allied Warranty LLC	Texas	20-1813150
Arthur Kill Power LLC	Delaware	41-1937649
Astoria Gas Turbine Power LLC	Delaware	41-1937470
Cabrillo Power I LLC	Delaware	76-0595964
Cabrillo Power II LLC	Delaware	76-0595963
Carbon Management Solutions LLC	Delaware	27-2238021
Clean Edge Energy LLC	Delaware	27-2244275
Conemaugh Power LLC	Delaware	41-1973743
Connecticut Jet Power LLC	Delaware	41-1949386
Cottonwood Development LLC	Delaware	52-2220177
Cottonwood Energy Company LP	Delaware	76-0635621
Cottonwood Generating Partners I LLC	Delaware	76-0635620
Cottonwood Generating Partners II LLC	Delaware	52-2236732
Cottonwood Generating Partners III LLC	Delaware	52-2236738
Cottonwood Technology Partners LP	Delaware	76-0669423
Devon Power LLC	Delaware	41-1949385
Dunkirk Power LLC	Delaware	41-1937466
Eastern Sierra Energy Company LLC	California	33-0299028
El Segundo Power, LLC	Delaware	41-1893999
El Segundo Power II LLC	Delaware	76-0663675
Elbow Creek Wind Project LLC	Texas	26-0765836
Energy Alternatives Wholesale, LLC	Delaware	455420194
Energy Plus Holdings LLC	Delaware	74-3216390
Energy Plus Natural Gas LLC	Delaware	27-3309340
Energy Protection Insurance Company	Vermont	27-3660148
Everything Energy LLC	Delaware	26-3576595
GCP Funding Company, LLC	Delaware	33-0334380
Green Mountain Energy Company	Delaware	03-0360441
Green Mountain Energy Company (NY COM) LLC	Delaware	45-5124984
Green Mountain Energy Company (NY RES) LLC	Delaware	45-5124752
Huntley Power LLC	Delaware	41-1937468
Independence Energy Alliance LLC	Delaware	45-1139369
Independence Energy Group LLC	Delaware	27-4408520
Independence Energy Natural Gas LLC	Delaware	27-4400320
Indian River Operations Inc.	Delaware	41-1973349
Indian River Power LLC	Delaware	41-1973747
Keystone Power LLC	Delaware	41-1973744
Langford Wind Power, LLC	Texas	26-4418527
Lone Star A/C & Appliance Repair, LLC	Texas	20-4418327
Louisiana Generating LLC	Delaware	41-1870498
Meriden Gas Turbines LLC	Delaware	41-1991989
Middletown Power LLC	Delaware	41-1949384
Montville Power LLC	Delaware	41-1949383
NEO Corporation	Minnesota	41-1753235
NEO Freehold-Gen LLC	Delaware	41-1733233
NEO Power Services Inc.	Delaware	23-3043507
New Genco GP, LLC	Delaware	02-0732611
Norwalk Power LLC	Delaware	41-1949381
NRG Affiliate Services Inc.	Delaware	41-1949381
NRG Artesian Energy LLC	Delaware	27-2243660
INTO ATTESIAN ENERGY LLC	Delaware	21-2243000

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NRG Bayou Cove LLC         Delaware         41-2016940           NRG Cabrillo Power Operations LLC         Delaware         20-0088453           NRG California Peaker Operations LLC         Delaware         20-0088453           NRG Cedar Bayou Development Company, LLC         Delaware         26-0601018           NRG Construction LLC         Delaware         41-1952333           NRG Construction LLC         Delaware         41-1950656           NRG Development Company Inc.         Delaware         41-1950239           NRG Devon Operations Inc.         Delaware         41-1950239           NRG Dispatch Services LLC         Delaware         41-1939114           NRG Dispatch Services LLC         Delaware         41-1939114           NRG El Egundo Operations Inc.         Delaware         41-1939114           NRG Elegy Services LLC         Delaware         27-5345464           NRG Energy Services LLC         Delaware         27-3915519           NRG Energy Services LLC         Delaware         27-3915519           NRG Energy Services LLC         Delaware         20-1911335           NRG Generation Holdings, Inc.         Delaware         20-1911335           NRG Generation For Dute LLC         Delaware         20-1911335           NRG Home Solutions LLC		Delaware	41-1939116
NRG Cabrillo Power Operations Inc.         Delaware         41-1938132           NRG California Peaker Operations LLC         Delaware         20-0088453           NRG Cedar Bayou Development Company, LLC         Delaware         26-0601018           NRG Construction LLC         Delaware         41-1952333           NRG Construction LLC         Delaware         41-1952333           NRG Devol Operations Inc.         Delaware         41-1950239           NRG Dispatch Services LLC         Delaware         41-1950239           NRG Dispatch Services LLC         Delaware         41-1939114           NRG El Segundo Operations Inc.         Delaware         41-1939114           NRG Energy Labor Services LLC         Delaware         41-1929997           NRG Energy Labor Services LLC         Delaware         27-3315519           NRG Energy Services Group LLC         Delaware         27-3915519           NRG Energy Services Group LC         Delaware         41-1978725           NRG Generation Holdings, Inc.         Delaware         41-1978725           NRG Generation Holdings, Inc.         Delaware         46-1559642           NRG Home Solutions LLC         Delaware         46-159942           NRG Home Solutions LC         Delaware         46-159942           NRG Hom	NRG Astoria Gas Turbine Operations Inc.	Delaware	41-1939115
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NRG El Segundo Operations Inc.  NRG Energy Labor Services LLC  Delaware  27-5345464  NRG Energy Services Group LLC  Delaware  27-3915519  NRG Energy Services Group LLC  Delaware  41-1978725  NRG Generation Holdings, Inc.  Delaware  20-1911335  NRG Home Solutions LLC  Delaware  41-1978725  NRG Home Solutions LLC  Delaware  46-1569642  NRG Home Solutions Product LLC  Delaware  NRG Home Solutions Product LLC  Delaware  NRG Home Solutions Product LLC  Delaware  45-5215213  NRG Home Solutions Inc.  Delaware  45-5224616  NRG Hill Limited Partnership  Delaware  45-5224616  NRG Ilion Limited Partnership  Delaware  41-2016939  NRG Ilion LP LLC  Delaware  41-2016939  NRG Maintenance Services LLC  Delaware  41-1744096  NRG Maintenance Services LLC  Delaware  41-1951078  NRG Middletown Operations Inc.  Delaware  41-1951078  NRG Middletown Operations Inc.  Delaware  41-1950236  NRG Montville Operations Inc.  Delaware  41-1950237  NRG New Jersey Energy Sales LLC  Delaware  41-1950236  NRG North Central Operations Inc.  Delaware  41-1968966  NRG North Central Operations Inc.  Delaware  41-1960896  NRG North Central Operations Inc.  Delaware  41-1940300  NRG North Central Operations Inc.  Delaware  41-1950236  NRG Operating Services, Inc.  Delaware  41-1940300  NRG Operating Services, Inc.  Delaware  41-1940300  NRG Rower Alfiliate Services Inc.  Delaware  41-1940300  NRG Rower Alfiliate Services Inc.  Delaware  41-1940300  NRG Reliability Solutions LLC  Delaware  41-1940300  NRG Rescript LLC  Delaware  41-1940300  NRG Rescript LLC  Delaware  41-1940300  NRG Rescript LLC  Delaware  41-1940300  NRG Saguaro Op	NRG Dispatch Services LLC	Delaware	45-5214920
NRG Energy Labor Services LLC NRG Energy Services Group LLC Delaware 27-3915519 NRG Energy Services Group LLC Delaware 27-3915519 NRG Energy Services LLC Delaware 27-3915519 NRG Generation Holdings, Inc. Delaware 20-1911335 NRG Home & Business Solutions LLC Delaware 90-0835027 NRG Home Solutions Product LLC Delaware 46-1569642 NRG Home Solutions Product LLC Delaware 46-1569642 NRG Home Solutions Product LLC Delaware 46-159642 NRG Home Solutions Product LLC Delaware 47-5215213 NRG Homer City Services LLC Delaware 47-919118 NRG Homer City Services LLC Delaware 41-1939118 NRG Huntley Operations Inc. Delaware 41-1939118 NRG Identity Protect LLC Delaware 45-5224616 NRG Ilion Limited Partnership Delaware 41-2016939 NRG Ilion LImited Partnership Delaware 41-2016939 NRG International LLC Delaware 41-1940939 NRG International LLC Delaware 41-1951078 NRG Maintenance Services LLC Delaware 41-1951078 NRG MidAtlantic Affiliate Services Inc. Delaware 41-1950236 NRG MidAtlantic Affiliate Services Inc. Delaware 41-1950237 NRG New Jersey Energy Sales LLC Delaware 41-1950237 NRG New Jersey Energy Sales LLC Delaware 41-1950236 NRG North Cortail Operations Inc. Delaware 41-1950237 NRG New Roads Holdings LLC Delaware 41-1964025 NRG Northeast Affiliate Services Inc. Delaware 41-19604025 NRG Northeast Affiliate Services Inc. Delaware 41-1940300 NRG Norwalk Harbor Operations Inc. Delaware 41-1940300 NRG Norwalk Harbor Operations Inc. Delaware 41-1940300 NRG Norwalk Harbor Operations Inc. Delaware 41-1940300 NRG Oswego Harbor Power Operations Inc. Delaware 41-1940300 NRG Reliability Solutions LLC Delaware 41-1930117 NRG Reliability Solutions LLC Delaware 41-1930137 NRG Reliability Solutions LLC Delaware 41-1930137 NRG Renter's Protection LLC Delaware 41-1930137 NRG Saguaro Operations Inc. Delaware 41-1930137 NRG Saguaro Operations Inc. Delaware 41-1930137 NRG South Central Operations Inc. Delaw		Delaware	41-1939114
NRG Energy Services LLC Delaware NRG Energy Services LLC Delaware NRG Generation Holdings, Inc. Delaware NRG Generation Holdings, Inc. Delaware NRG Home & Business Solutions LLC Delaware NRG Home & Business Solutions LLC Delaware NRG Home Solutions Delaware NRG Home Solutions Inc. Delaware NRG Home Solutions Inc. Delaware NRG Huntley Operations Inc. Delaware NRG Huntley Operations Inc. Delaware NRG Ilion Limited Partnership Delaware NRG Ilion Limited Partnership Delaware NRG Ilion Limited Partnership Delaware NRG Milion LLC Delaware NRG Maintenance Services LLC Delaware NRG Maintenance Services LLC Delaware NRG MidAtlantic Affiliate Services Inc. Delaware NRG Middletown Operations Inc. Delaware NRG Montville Operations Inc. Delaware NRG Montville Operations Inc. Delaware NRG Norwalk Harbor Operations Inc. Delaware NRG Operating Services, Inc. Delaware NRG Operating Services Inc. Delaware 41-1940300 NRG Norwalk Harbor Operations Inc. Delaware 41-1940300 NRG Rowego Harbor Power Operations Inc. Delaware 41-1940300 NRG Rowego Harbor Power Operations Inc. Delaware 41-1910737 NRG PacGen Inc. Delaware 41-1910737 NRG Rediail LLC Delaware 41-1910737 NRG Rediail LLC Delaware 45-5215086 NRG Sevices Corporation Delaware 41-2011003 NRG Sevices Corporation Delaware 41-1841627 Delaware 41-1963217 NRG South Central Operations Inc. Delaware 41-1963217	NRG El Segundo Operations Inc.	Delaware	41-1929997
NRG Energy Services LLC NRG Generation Holdings, Inc. Delaware 20-1911335 NRG Home & Business Solutions LLC Delaware NRG Home Solutions LLC Delaware NRG Home Solutions LLC Delaware NRG Home Solutions Product LLC NRG Home Solutions Product LLC Delaware NRG Home Solutions Product LLC Delaware NRG Homer City Services LLC Delaware NRG Huntley Operations Inc. Delaware NRG Huntley Operations Inc. Delaware NRG Ilion Limited Partnership Delaware NRG Ilion Limited Partnership Delaware NRG Ilion LP LLC Delaware NRG Midnitenance Services LLC Delaware NRG Maintenance Services LLC Delaware NRG Midnitenance Services LLC Delaware NRG Midnitenance Services LLC Delaware NRG Middlantic Affiliate Services Inc. Delaware H1-1951078 NRG Middlatown Operations Inc. Delaware H1-1950236 NRG Montville Operations Inc. Delaware H1-1950237 NRG New Jersey Energy Sales LLC Delaware H1-1968966 NRG North Central Operations Inc. Delaware H1-1968966 NRG Northeast Affiliate Services Inc. Delaware H1-1968966 NRG Northeast Affiliate Services Inc. Delaware H1-1968966 NRG Northeast Affiliate Services Inc. Delaware H1-1940300 NRG Norwalk Harbor Operations Inc. Delaware H1-1940300 NRG Operating Services, Inc. Delaware H1-1940300 NRG Power Marketing LLC Delaware H1-1940300 NRG Reliability Solutions LLC Delaware H1-1940300 NRG Rescorn Inc. Delaware H1-1940300 NRG Saguaro Operations Inc. Delaware H1-1940300	NRG Energy Labor Services LLC	Delaware	27-5345464
NRG Generation Holdings, Inc. NRG Home & Business Solutions LLC Delaware 90-0835027 NRG Home Solutions Product LLC Delaware NRG Homer City Services LLC Delaware NRG Huntley Operations Inc. Delaware NRG Huntley Operations Inc. Delaware NRG Identity Protect LLC Delaware NRG Ilion Limited Partnership Delaware NRG Ilion LP LLC Delaware NRG Ilion LP LLC Delaware NRG Minternational LLC Delaware NRG Maintenance Services LLC Delaware NRG Maintenance Services LLC Delaware NRG MidAtlantic Affiliate Services Inc. Delaware H1-1950236 NRG Middletown Operations Inc. Delaware H1-1950236 NRG Montville Operations Inc. Delaware H1-1950237 NRG New Jersey Energy Sales LLC Delaware H1-1950237 NRG New Roads Holdings LLC Delaware H1-1968966 NRG North Central Operations Inc. Delaware H1-1968966 NRG Northeast Affiliate Services Inc. Delaware H1-1969045 NRG Northeast Affiliate Services Inc. Delaware H1-1940300 NRG Norwalk Harbor Operations Inc. Delaware H1-1940300 NRG Norwalk Harbor Operations Inc. Delaware H1-1940300 NRG Norwalk Harbor Operations Inc. Delaware H1-1940300 NRG Operating Services, Inc. Delaware H1-1940300 NRG Oswego Harbor Power Operations Inc. Delaware H1-1940300 NRG Rower Marketing LLC Delaware H1-1940300 NRG Rower Marketing LLC Delaware H1-1940300 NRG Retail LLC Delaware H1-1950238 NRG Retail LLC Delaware H1-1940300 NRG Saguaro Operations Inc. Delaware H1-1940300 NRG Saguaro Operations Inc. Delaware H1-1940300 NRG Security LLC Delaware H1-1940300 NRG Security LLC Delaware H1-1940300 NRG South Central Affiliate Services Inc. Delaware H1-1940300 NRG South Central Operations Inc. Delaware H1-1940300	NRG Energy Services Group LLC	Delaware	27-3915519
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NRG Home & Business Solutions LLC  NRG Home Solutions LLC  Delaware  46-1569642  NRG Home Solutions Product LLC  Delaware  45-5215213  NRG Homer City Services LLC  Delaware  41-1939118  NRG Homer City Services LLC  Delaware  41-1939118  NRG Huntley Operations Inc.  Delaware  41-1939118  NRG Identity Protect LLC  Delaware  41-1939118  NRG Ilion Limited Partnership  Delaware  36-3783670  NRG Ilion LP LLC  Delaware  41-2016939  NRG International LLC  Delaware  41-1744096  NRG Maintenance Services LLC  Delaware  41-1951078  NRG MidAtlantic Affiliate Services Inc.  Delaware  41-1950236  NRG Montville Operations Inc.  Delaware  41-1950237  NRG New Jersey Energy Sales LLC  Delaware  41-1950237  NRG North Central Operations Inc.  Delaware  41-1968966  NRG North Central Operations Inc.  Delaware  41-1950236  NRG North Services Inc.  Delaware  41-1940300  NRG Northeast Affiliate Services Inc.  Delaware  41-1940300  NRG Norwalk Harbor Operations Inc.  Delaware  41-1940300  NRG Operating Services, Inc.  Delaware  41-194095  NRG Oswego Harbor Power Operations Inc.  Delaware  41-194095  NRG Oswego Harbor Power Operations Inc.  Delaware  41-194095  NRG Oswego Harbor Power Operations Inc.  Delaware  41-194095  NRG Renter's Protection LLC  Delaware  41-194095  NRG Renter's Protection LLC  Delaware  41-194095  NRG Renter's Protection LLC  Delaware  41-1910737  NRG Resial LLC  Delaware  41-2011003  NRG Saguaro Operations Inc.  Delaware  41-2011003  NRG Saguaro Operations LC  Delaware  41-2011003  NRG Security LLC  Delaware  41-2011003  NRG South Central Affiliate Services Inc.  Delaware  41-2011003		Delaware	20-1911335
NRG Home Solutions Product LLC  Delaware  30-0749587 NRG Huntley Operations Inc.  Delaware  41-1939118 NRG Identity Protect LLC  Delaware  36-3783670 NRG Ilion Limited Partnership  Delaware  36-3783670 NRG Ilion LP LLC  Delaware  41-2016939 NRG International LLC  Delaware  41-2016939 NRG Maintenance Services LLC  Delaware  20-8088165 NRG Maintenance Services LLC  Delaware  41-195088 NRG MidAtlantic Affiliate Services Inc.  Delaware  41-1996587 NRG Middletown Operations Inc.  Delaware  41-1996587 NRG Montville Operations Inc.  Delaware  41-1950236 NRG New Jersey Energy Sales LLC  Delaware  41-1960237 NRG New Roads Holdings LLC  Delaware  41-19604025 NRG North Central Operations Inc.  Delaware  41-1940300 NRG Norwalk Harbor Operations Inc.  Delaware  41-1940300 NRG Norwalk Harbor Operations Inc.  Delaware  41-1940300 NRG Operating Services, Inc.  Delaware  41-194030 NRG Oswego Harbor Power Operations Inc.  Delaware  41-194030 NRG Oswego Harbor Power Operations Inc.  Delaware  41-194030 NRG Oswego Harbor Power Operations Inc.  Delaware  41-194030 NRG Rower Marketing LLC  Delaware  41-194037 NRG Rediability Solutions LLC  Delaware  41-194037 NRG Reliability Solutions LLC  Delaware  41-1910737 NRG Rescorriction LLC  Delaware  41-1910737 NRG Rescorriction LLC  Delaware  41-201003 NRG Security LLC  Delaware  41-2011003 NRG Security LLC  Delaware  41-2011003 NRG Security LLC  Delaware  41-2011003 NRG Security LLC  Delaware  41-1841627 NRG South Central Affiliate Services Inc.  Delaware  41-1841627 NRG South Central Affiliate Services Inc.  Delaware  41-191037 NRG South Central Affiliate Services Inc.  Delaware  41-2013262 NRG South Central Affiliate Services Inc.  Delaware  41-1963217 NRG South Central Operations Inc.  Delaware  41-1963217 NRG South Central Operations Inc.  Delaware  41-1963217	NRG Home & Business Solutions LLC	Delaware	90-0835027
NRG Homer City Services LLC  NRG Huntley Operations Inc.  NRG Identity Protect LLC  Delaware  41-1939118  NRG Identity Protect LLC  Delaware  45-5224616  NRG Ilion Limited Partnership  Delaware  41-2016939  NRG Ilion LP LLC  Delaware  41-2016939  NRG International LLC  Delaware  41-1744096  NRG Maintenance Services LLC  Delaware  41-1951078  NRG Mextrans Inc.  Delaware  41-1951078  NRG Middlantic Affiliate Services Inc.  Delaware  41-1950236  NRG Montville Operations Inc.  Delaware  41-1950237  NRG New Jersey Energy Sales LLC  Delaware  41-1950237  NRG New Presey Energy Sales LLC  Delaware  41-196227  NRG North Central Operations Inc.  Delaware  41-1968966  NRG Northeast Affiliate Services Inc.  Delaware  41-1940300  NRG Norwalk Harbor Operations Inc.  Delaware  41-1940300  NRG Operating Services, Inc.  Delaware  41-1940300  NRG Oswego Harbor Power Operations Inc.  Delaware  41-19405  NRG Oswego Harbor Power Operations Inc.  Delaware  41-19405  NRG PacGen Inc.  Delaware  41-19405  NRG Reliability Solutions LLC  Delaware  41-1910737  NRG Reliability Solutions LLC  Delaware  41-1910737  NRG Restail LLC  Delaware  45-5224780  NRG Restail LLC  Delaware  45-5224780  NRG Security LLC  Delaware  41-2011003  NRG Security LLC  Delaware  41-2011003  NRG Security LLC  Delaware  41-2013262  NRG Services Corporation  Delaware  41-1841627  NRG Services Corporation  Delaware  41-1841627  NRG SimplySmart Solutions LLC  Delaware  41-1841627  NRG South Central Affiliate Services Inc.  Delaware  41-1963217  NRG South Central Operations Inc.  Delaware  41-1963217  NRG South Central Operations Inc.  Delaware  41-1963217	NRG Home Solutions LLC	Delaware	46-1569642
NRG Huntley Operations Inc.  NRG Identity Protect LLC  NRG Ilion Limited Partnership  Delaware  A5-5224616  NRG Ilion Limited Partnership  Delaware  A1-2016939  NRG Ilion LP LLC  Delaware  A1-2016939  NRG Minternational LLC  Delaware  A1-1744096  NRG Maintenance Services LLC  Delaware  NRG Minternational LLC  Delaware  A1-1951078  NRG MidAtlantic Affiliate Services Inc.  Delaware  A1-1951078  NRG Middetown Operations Inc.  Delaware  A1-1950236  NRG Montville Operations Inc.  Delaware  A1-1950237  NRG New Jersey Energy Sales LLC  Delaware  A1-1968966  NRG New Roads Holdings LLC  Delaware  A1-1968966  NRG North Central Operations Inc.  Delaware  A1-1968966  NRG Northeast Affiliate Services Inc.  Delaware  A1-1968966  NRG Northeast Affiliate Services Inc.  Delaware  A1-1940300  NRG Norwalk Harbor Operations Inc.  Delaware  A1-1950238  NRG Operating Services, Inc.  Delaware  A1-1950238  NRG Oswego Harbor Power Operations Inc.  Delaware  A1-1939117  NRG PacGen Inc.  Delaware  A1-1939117  NRG PacGen Inc.  Delaware  A1-1939117  NRG Reliability Solutions LLC  Delaware  A1-193917  NRG Reliability Solutions LLC  Delaware  A5-5411416  NRG Renter's Protection LLC  Delaware  A5-5215086  NRG Secvices Corporation  NRG Secvices Corporation  Delaware  A1-2013262  NRG Security LLC  Delaware  A1-2013262  NRG Security LLC  Delaware  A1-201003  NRG Security LLC  Delaware  A1-2013262  NRG Security LLC  Delaware  A1-201481  NRG South Central Affiliate Services Inc.  Delaware  A1-1996193  NRG South Central Affiliate Services Inc.  Delaware  A1-1996193  NRG South Central Operations Inc.  Delaware  A1-19063217	NRG Home Solutions Product LLC	Delaware	45-5215213
NRG Identity Protect LLC NRG Ilion Limited Partnership Delaware NRG Ilion LDP LLC Delaware NRG Ilion LP LLC Delaware NRG Ilion LP LLC Delaware NRG International LLC Delaware NRG Maintenance Services LLC Delaware NRG Mextrans Inc. Delaware NRG MidAtlantic Affiliate Services Inc. Delaware NRG MidAtlantic Affiliate Services Inc. Delaware NRG Middletown Operations Inc. Delaware NRG Montville Operations Inc. Delaware NRG New Jersey Energy Sales LLC Delaware NRG New Jersey Energy Sales LLC Delaware NRG North Central Operations Inc. Delaware NRG North Central Operations Inc. Delaware NRG Northeast Affiliate Services Inc. Delaware NRG Northeast Affiliate Services Inc. Delaware NRG Norwalk Harbor Operations Inc. Delaware NRG Operating Services, Inc. Delaware NRG Oswego Harbor Power Operations Inc. Delaware 41-1950238 NRG Operating Services, Inc. Delaware 41-1930117 NRG PacGen Inc. Delaware 41-1939117 NRG PacGen Inc. Delaware 41-193017 NRG Reliability Solutions LLC Delaware 41-1930737 NRG Reliability Solutions LLC Delaware 41-1910737 NRG Retail LLC Delaware 45-5214780 NRG Reschford Acquisition LLC. Delaware 41-2011003 NRG Saguaro Operations Inc. Delaware 41-2011003 NRG Saguaro Operations Inc. Delaware 41-2013262 NRG Security LLC Delaware 41-201481 NRG South Central Affiliate Services Inc. Delaware 41-1963217 NRG South Central Affiliate Services Inc. Delaware 41-1963217 NRG South Central Operations Inc. Delaware 41-1963217 NRG South Central Operations Inc. Delaware 41-1963217	NRG Homer City Services LLC	Delaware	30-0749587
NRG Identity Protect LLC NRG Ilion Limited Partnership Delaware NRG Ilion LDP LLC Delaware NRG Ilion LP LLC Delaware NRG Ilion LP LLC Delaware NRG International LLC Delaware NRG Maintenance Services LLC Delaware NRG Mextrans Inc. Delaware NRG MidAtlantic Affiliate Services Inc. Delaware NRG MidAtlantic Affiliate Services Inc. Delaware NRG Middletown Operations Inc. Delaware NRG Montville Operations Inc. Delaware NRG New Jersey Energy Sales LLC Delaware NRG New Jersey Energy Sales LLC Delaware NRG North Central Operations Inc. Delaware NRG North Central Operations Inc. Delaware NRG Northeast Affiliate Services Inc. Delaware NRG Northeast Affiliate Services Inc. Delaware NRG Norwalk Harbor Operations Inc. Delaware NRG Operating Services, Inc. Delaware NRG Oswego Harbor Power Operations Inc. Delaware 41-1950238 NRG Operating Services, Inc. Delaware 41-1930117 NRG PacGen Inc. Delaware 41-1939117 NRG PacGen Inc. Delaware 41-193017 NRG Reliability Solutions LLC Delaware 41-1930737 NRG Reliability Solutions LLC Delaware 41-1910737 NRG Retail LLC Delaware 45-5214780 NRG Reschford Acquisition LLC. Delaware 41-2011003 NRG Saguaro Operations Inc. Delaware 41-2011003 NRG Saguaro Operations Inc. Delaware 41-2013262 NRG Security LLC Delaware 41-201481 NRG South Central Affiliate Services Inc. Delaware 41-1963217 NRG South Central Affiliate Services Inc. Delaware 41-1963217 NRG South Central Operations Inc. Delaware 41-1963217 NRG South Central Operations Inc. Delaware 41-1963217	NRG Huntley Operations Inc.	Delaware	41-1939118
NRG Ilion LP LLC Delaware NRG International LLC Delaware NRG Maintenance Services LLC Delaware NRG Maintenance Services LLC Delaware NRG MidAtlantic Affiliate Services Inc. Delaware NRG MidAtlantic Affiliate Services Inc. Delaware NRG MidAtlantic Affiliate Services Inc. Delaware NRG Middletown Operations Inc. Delaware NRG Montville Operations Inc. Delaware NRG Montville Operations Inc. Delaware NRG New Jersey Energy Sales LLC Delaware NRG New Roads Holdings LLC Delaware NRG North Central Operations Inc. Delaware NRG North Central Operations Inc. Delaware NRG Northeast Affiliate Services Inc. Delaware NRG Norwalk Harbor Operations Inc. Delaware NRG Operating Services, Inc. Delaware NRG Operating Services, Inc. Delaware NRG Oswego Harbor Power Operations Inc. Delaware NRG PacGen Inc. Delaware  41-1939117 NRG PacGen Inc. Delaware  41-1889830 NRG Power Marketing LLC Delaware  41-1910737 NRG Reliability Solutions LLC Delaware  45-5411416 NRG Renter's Protection LLC Delaware NRG Retail LLC Delaware NRG Retail LLC Delaware NRG Security LLC Delaware NRG Security LLC Delaware NRG Security LLC Delaware NRG Services Corporation Delaware NRG Services Corporation Delaware NRG Services Corporation Delaware NRG Services Corporation Delaware NRG South Central Affiliate Services Inc. Delaware NRG South Central Affiliate Services Inc. Delaware NRG South Central Operations Inc.		Delaware	45-5224616
NRG International LLC  NRG Maintenance Services LLC  NRG Maintenance Services LLC  Delaware  20-8088165  NRG Mextrans Inc.  Delaware  41-1951078  NRG MidAtlantic Affiliate Services Inc.  Delaware  41-1996587  NRG Middletown Operations Inc.  Delaware  41-1950236  NRG Montville Operations Inc.  Delaware  41-1950237  NRG New Jersey Energy Sales LLC  Delaware  NRG New Jersey Energy Sales LLC  Delaware  NRG North Central Operations Inc.  Delaware  41-1968966  NRG North Central Operations Inc.  Delaware  41-1968966  NRG Northeast Affiliate Services Inc.  Delaware  41-1940300  NRG Norwalk Harbor Operations Inc.  Delaware  41-1950238  NRG Operating Services, Inc.  Delaware  41-1950238  NRG Operating Services, Inc.  Delaware  41-1939117  NRG PacGen Inc.  Delaware  41-1889830  NRG Power Marketing LLC  Delaware  41-1910737  NRG Reliability Solutions LLC  Delaware  41-1910737  NRG Reliability Solutions LLC  Delaware  45-524780  NRG Renter's Protection LLC  Delaware  41-2011003  NRG Saguaro Operations Inc.  Delaware  41-2011003  NRG Security LLC  Delaware  41-2013262  NRG Security LLC  Delaware  41-1841627  NRG SimplySmart Solutions LLC  Delaware  41-1841627  NRG SimplySmart Solutions LLC  Delaware  41-1963217  NRG South Central Affiliate Services Inc.  Delaware  41-1963217  NRG South Central Operations Inc.  Delaware  41-1963217	NRG Ilion Limited Partnership	Delaware	36-3783670
NRG Maintenance Services LLC NRG Mextrans Inc. Delaware A1-1951078 NRG MidAtlantic Affiliate Services Inc. Delaware A1-1996587 NRG Middletown Operations Inc. Delaware A1-1950236 NRG Montville Operations Inc. Delaware A1-1950237 NRG New Jersey Energy Sales LLC Delaware NRG New Roads Holdings LLC Delaware A1-1968966 NRG North Central Operations Inc. Delaware A1-2004025 NRG Northeast Affiliate Services Inc. Delaware A1-1940300 NRG Norwalk Harbor Operations Inc. Delaware A1-1950238 NRG Operating Services, Inc. Delaware A1-1950238 NRG Operating Services, Inc. Delaware A1-1950238 NRG Oswego Harbor Power Operations Inc. Delaware A1-1950238 NRG Power Marketing LLC Delaware A1-1910737 NRG Reliability Solutions LLC Delaware A1-1910737 NRG Renter's Protection LLC Delaware A5-5411416 NRG Renter's Protection LLC Delaware A1-2011003 NRG Saguaro Operations Inc. Delaware A1-2011003 NRG Security LLC Delaware A1-2013262 NRG Services Corporation Delaware A1-1841627 NRG SimplySmart Solutions LLC Delaware A1-196193 NRG South Central Affiliate Services Inc. Delaware A1-196193 NRG South Central Generating LLC Delaware A1-196193 NRG South Central Operations Inc. Delaware A1-196193 NRG South Central Operations Inc. Delaware A1-1962217 NRG South Central Operations Inc. Delaware A1-1963217	NRG Ilion LP LLC	Delaware	41-2016939
NRG Mextrans Inc.  NRG MidAtlantic Affiliate Services Inc.  Delaware  41-1996587  NRG Middletown Operations Inc.  Delaware  41-1950236  NRG Montville Operations Inc.  Delaware  41-1950237  NRG New Jersey Energy Sales LLC  Delaware  NRG New Roads Holdings LLC  Delaware  NRG North Central Operations Inc.  Delaware  41-1968966  NRG North Central Operations Inc.  Delaware  41-2004025  NRG Northeast Affiliate Services Inc.  Delaware  41-1940300  NRG Norwalk Harbor Operations Inc.  Delaware  41-1950238  NRG Operating Services, Inc.  Delaware  41-1950238  NRG Operating Services, Inc.  Delaware  41-194095  NRG Oswego Harbor Power Operations Inc.  Delaware  41-1939117  NRG PacGen Inc.  Delaware  41-1939117  NRG PacGen Inc.  Delaware  41-1910737  NRG Reliability Solutions LLC  Delaware  45-5411416  NRG Renter's Protection LLC  Delaware  45-5411416  NRG Reskord Acquisition LLC.  Delaware  41-2011003  NRG Saguaro Operations Inc.  Delaware  41-2011003  NRG Services Corporation  Delaware  41-1841627  NRG Services Corporation  Delaware  41-1841627  NRG Services Corporation  Delaware  41-1841627  NRG South Central Affiliate Services Inc.  Delaware  41-1963217  NRG South Central Operations Inc.  Delaware  41-1963217  NRG South Central Operations Inc.  Delaware  41-1963217	NRG International LLC	Delaware	41-1744096
NRG MidAtlantic Affiliate Services Inc.  NRG Middletown Operations Inc.  Delaware  41-1950236  NRG Montville Operations Inc.  Delaware  41-1950237  NRG New Jersey Energy Sales LLC  Delaware  NRG New Roads Holdings LLC  NRG North Central Operations Inc.  Delaware  NRG North Central Operations Inc.  Delaware  NRG Northeast Affiliate Services Inc.  Delaware  41-1940300  NRG Norwalk Harbor Operations Inc.  Delaware  41-1950238  NRG Operating Services, Inc.  Delaware  41-1950238  NRG Oswego Harbor Power Operations Inc.  Delaware  41-1939117  NRG PacGen Inc.  Delaware  41-1889830  NRG Power Marketing LLC  Delaware  41-1910737  NRG Reliability Solutions LLC  Delaware  45-5411416  NRG Renter's Protection LLC  Delaware  45-5224780  NRG Retail LLC  Delaware  41-2011003  NRG Saguaro Operations Inc.  Delaware  41-2011003  NRG Saguaro Operations Inc.  Delaware  41-2013262  NRG Services Corporation  Delaware  41-1841627  NRG SimplySmart Solutions LLC  Delaware  41-196193  NRG South Central Affiliate Services Inc.  Delaware  41-1963217  NRG South Central Operations Inc.  Delaware  41-1963217  NRG South Central Operations Inc.  Delaware  41-1902465	NRG Maintenance Services LLC	Delaware	20-8088165
NRG Middletown Operations Inc.  NRG Montville Operations Inc.  Delaware  41-1950237  NRG New Jersey Energy Sales LLC  Delaware  03-0412726  NRG New Roads Holdings LLC  Delaware  NRG North Central Operations Inc.  Delaware  NRG North Central Operations Inc.  Delaware  41-2004025  NRG Northeast Affiliate Services Inc.  Delaware  41-1940300  NRG Norwalk Harbor Operations Inc.  Delaware  41-1950238  NRG Operating Services, Inc.  Delaware  41-1744095  NRG Oswego Harbor Power Operations Inc.  Delaware  41-1939117  NRG PacGen Inc.  Delaware  41-1889830  NRG Power Marketing LLC  Delaware  41-1910737  NRG Reliability Solutions LLC  Delaware  45-5411416  NRG Renter's Protection LLC  Delaware  45-5224780  NRG Retail LLC  Delaware  45-5224780  NRG Rockford Acquisition LLC.  Delaware  41-2011003  NRG Saguaro Operations Inc.  Delaware  41-2011003  NRG Security LLC  Delaware  41-2113262  NRG Services Corporation  Delaware  41-1841627  NRG SimplySmart Solutions LLC  Delaware  41-1841627  NRG South Central Affiliate Services Inc.  Delaware  41-1963217  NRG South Central Operations Inc.  Delaware  41-1963217  NRG South Central Operations Inc.  Delaware  41-2002465	NRG Mextrans Inc.	Delaware	41-1951078
NRG Montville Operations Inc.  NRG New Jersey Energy Sales LLC  NRG New Roads Holdings LLC  NRG New Roads Holdings LLC  NRG North Central Operations Inc.  NRG North Central Operations Inc.  NRG Northeast Affiliate Services Inc.  NRG Norwalk Harbor Operations Inc.  Delaware  41-1940300  NRG Norwalk Harbor Operations Inc.  Delaware  41-1950238  NRG Operating Services, Inc.  Delaware  41-1744095  NRG Oswego Harbor Power Operations Inc.  Delaware  41-1939117  NRG PacGen Inc.  Delaware  41-1889830  NRG Power Marketing LLC  Delaware  41-1910737  NRG Reliability Solutions LLC  Delaware  45-5411416  NRG Renter's Protection LLC  Delaware  45-5224780  NRG Retail LLC  Delaware  41-2011003  NRG Saguaro Operations Inc.  Delaware  41-2011003  NRG Saguaro Operations Inc.  Delaware  41-2013262  NRG Services Corporation  Delaware  41-1841627  NRG SimplySmart Solutions LLC  Delaware  41-1963217  NRG South Central Affiliate Services Inc.  Delaware  41-1963217  NRG South Central Operations Inc.  Delaware  41-1963217  NRG South Central Operations Inc.  Delaware  41-2002465	NRG MidAtlantic Affiliate Services Inc.	Delaware	41-1996587
NRG New Jersey Energy Sales LLC NRG New Roads Holdings LLC NRG New Roads Holdings LLC Delaware NRG North Central Operations Inc. Delaware NRG Northeast Affiliate Services Inc. Delaware NRG Norwalk Harbor Operations Inc. Delaware NRG Operating Services, Inc. Delaware NRG Oswego Harbor Power Operations Inc. Delaware NRG PacGen Inc. Delaware H1-1939117 NRG PacGen Inc. Delaware H1-1889830 NRG Power Marketing LLC Delaware NRG Reliability Solutions LLC Delaware NRG Renter's Protection LLC Delaware NRG Retail LLC Delaware NRG Retail LLC Delaware NRG Resockford Acquisition LLC. Delaware NRG Saguaro Operations Inc. Delaware H1-2011003 NRG Security LLC Delaware NRG Services Corporation Delaware NRG Services Corporation Delaware NRG SimplySmart Solutions LLC Delaware NRG South Central Affiliate Services Inc. Delaware H1-1963217 NRG South Central Operations Inc. Delaware H1-1963217 NRG South Central Operations Inc. Delaware H1-1963217 NRG South Central Operations Inc. Delaware H1-2002465	NRG Middletown Operations Inc.	Delaware	41-1950236
NRG New Roads Holdings LLC  NRG North Central Operations Inc.  Delaware  41-1968966  NRG North Central Operations Inc.  Delaware  41-1940300  NRG Norwalk Harbor Operations Inc.  Delaware  41-1950238  NRG Operating Services, Inc.  Delaware  41-1744095  NRG Oswego Harbor Power Operations Inc.  Delaware  41-1939117  NRG PacGen Inc.  Delaware  41-1889830  NRG Power Marketing LLC  Delaware  41-1910737  NRG Reliability Solutions LLC  Delaware  45-5411416  NRG Renter's Protection LLC  Delaware  45-5224780  NRG Retail LLC  Delaware  41-2011003  NRG Saguaro Operations Inc.  Delaware  41-2011003  NRG Security LLC  Delaware  41-2013262  NRG Services Corporation  Delaware  41-1841627  NRG SimplySmart Solutions LLC  Delaware  41-1841627  NRG South Central Affiliate Services Inc.  Delaware  41-1963217  NRG South Central Operations Inc.  Delaware  41-1963217  NRG South Central Operations Inc.  Delaware  41-1963217  NRG South Central Operations Inc.  Delaware  41-2002465	NRG Montville Operations Inc.	Delaware	41-1950237
NRG North Central Operations Inc.  NRG Northeast Affiliate Services Inc.  Delaware  41-1940300  NRG Norwalk Harbor Operations Inc.  Delaware  41-1950238  NRG Operating Services, Inc.  Delaware  41-1744095  NRG Oswego Harbor Power Operations Inc.  Delaware  41-1939117  NRG PacGen Inc.  Delaware  41-1889830  NRG Power Marketing LLC  Delaware  41-1910737  NRG Reliability Solutions LLC  Delaware  45-5411416  NRG Renter's Protection LLC  Delaware  45-5224780  NRG Retail LLC  Delaware  46-4341161  NRG Rockford Acquisition LLC.  Delaware  41-2011003  NRG Saguaro Operations Inc.  Delaware  41-2013262  NRG Security LLC  Delaware  45-5215086  NRG Services Corporation  Delaware  41-1841627  NRG SimplySmart Solutions LLC  Delaware  41-1841627  NRG South Central Affiliate Services Inc.  Delaware  41-196193  NRG South Central Operations Inc.  Delaware  41-1963217  NRG South Central Operations Inc.  Delaware  41-2002465	NRG New Jersey Energy Sales LLC	Delaware	03-0412726
NRG Northeast Affiliate Services Inc.  NRG Norwalk Harbor Operations Inc.  Delaware  41-1950238  NRG Operating Services, Inc.  Delaware  41-1744095  NRG Oswego Harbor Power Operations Inc.  Delaware  41-1939117  NRG PacGen Inc.  Delaware  41-1889830  NRG Power Marketing LLC  Delaware  41-1910737  NRG Reliability Solutions LLC  Delaware  45-5411416  NRG Renter's Protection LLC  Delaware  45-5224780  NRG Retail LLC  Delaware  46-4341161  NRG Rockford Acquisition LLC.  Delaware  41-2011003  NRG Saguaro Operations Inc.  Delaware  41-2013262  NRG Security LLC  Delaware  45-5215086  NRG Services Corporation  Delaware  41-1841627  NRG SimplySmart Solutions LLC  Delaware  41-1841627  NRG South Central Affiliate Services Inc.  Delaware  41-196193  NRG South Central Generating LLC  Delaware  41-1963217  NRG South Central Operations Inc.  Delaware  41-2002465	NRG New Roads Holdings LLC	Delaware	41-1968966
NRG Norwalk Harbor Operations Inc.  NRG Operating Services, Inc.  Delaware  41-1744095 NRG Oswego Harbor Power Operations Inc.  Delaware  41-1939117 NRG PacGen Inc.  Delaware  41-1889830 NRG Power Marketing LLC  Delaware  41-1910737 NRG Reliability Solutions LLC  Delaware  45-5411416 NRG Renter's Protection LLC  Delaware  45-5224780 NRG Retail LLC  Delaware  45-5224780 NRG Retail LLC  Delaware  41-2011003 NRG Saguaro Operations Inc.  Delaware  41-2011003 NRG Security LLC  Delaware  41-2013262 NRG Security LLC  Delaware  41-201461 NRG Services Corporation  Delaware  41-1841627 NRG SimplySmart Solutions LLC  Delaware  41-1841627 NRG South Central Affiliate Services Inc.  Delaware  41-196193 NRG South Central Operations Inc.  Delaware  41-1963217 NRG South Central Operations Inc.  Delaware  41-2002465	NRG North Central Operations Inc.	Delaware	41-2004025
NRG Operating Services, Inc.  NRG Oswego Harbor Power Operations Inc.  Delaware  41-1939117  NRG PacGen Inc.  Delaware  41-1889830  NRG Power Marketing LLC  Delaware  41-1910737  NRG Reliability Solutions LLC  Delaware  45-5411416  NRG Renter's Protection LLC  Delaware  45-5224780  NRG Retail LLC  Delaware  45-5224780  NRG Retail LLC  Delaware  46-4341161  NRG Rockford Acquisition LLC.  Delaware  41-2011003  NRG Saguaro Operations Inc.  Delaware  41-2013262  NRG Security LLC  Delaware  45-5215086  NRG Services Corporation  Delaware  41-1841627  NRG SimplySmart Solutions LLC  Delaware  41-1841627  NRG South Central Affiliate Services Inc.  Delaware  41-1996193  NRG South Central Generating LLC  Delaware  41-1963217  NRG South Central Operations Inc.  Delaware  41-2002465	NRG Northeast Affiliate Services Inc.	Delaware	41-1940300
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NRG PacGen Inc.  NRG Power Marketing LLC  Delaware  41-1910737  NRG Reliability Solutions LLC  Delaware  45-5411416  NRG Renter's Protection LLC  Delaware  45-5224780  NRG Retail LLC  Delaware  26-4341161  NRG Rockford Acquisition LLC.  Delaware  41-2011003  NRG Saguaro Operations Inc.  Delaware  41-2013262  NRG Security LLC  Delaware  45-5215086  NRG Services Corporation  Delaware  41-1841627  NRG SimplySmart Solutions LLC  Delaware  41-1841627  NRG South Central Affiliate Services Inc.  Delaware  41-196193  NRG South Central Generating LLC  Delaware  41-1963217  NRG South Central Operations Inc.  Delaware  41-2002465	NRG Operating Services, Inc.	Delaware	41-1744095
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NRG Renter's Protection LLC  NRG Retail LLC  Delaware  26-4341161  NRG Rockford Acquisition LLC.  Delaware  41-2011003  NRG Saguaro Operations Inc.  Delaware  41-2013262  NRG Security LLC  Delaware  45-5215086  NRG Services Corporation  Delaware  41-1841627  NRG SimplySmart Solutions LLC  Delaware  27-4204481  NRG South Central Affiliate Services Inc.  Delaware  41-196193  NRG South Central Generating LLC  Delaware  41-1963217  NRG South Central Operations Inc.  Delaware  41-2002465	NRG Power Marketing LLC	Delaware	41-1910737
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NRG South Central Generating LLC Delaware 41-1963217 NRG South Central Operations Inc. Delaware 41-2002465		Delaware	41-1996193
NRG South Central Operations Inc. Delaware 41-2002465		Delaware	41-1963217
•		Delaware	41-2002465
	•	Texas	30-0083668

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Exact Name of Additional Registrants*	Jurisdiction of Formation	I.R.S. Employer Identification No.
NRG Texas C&I Supply LLC	Delaware	26-4555466
NRG Texas Gregory LLC	Delaware	
NRG Texas Holding Inc.	Delaware	26-4775586
NRG Texas LLC	Delaware	20-1504355
NRG Texas Power LLC	Delaware	34-2019301
NRG Unemployment Protection LLC	Delaware	45-5224676
NRG Warranty Services LLC	Delaware	45-5224719
NRG West Coast LLC	Delaware	41-1942517
NRG Western Affiliate Services Inc.	Delaware	41-1949168
O'Brien Cogeneration, Inc. II	Delaware	23-2414656
ONSITE Energy, Inc.	Oregon	93-0910742
Oswego Harbor Power LLC	Delaware	41-1937465
RE Retail Receivables, LLC	Delaware	41-2046596
Reliant Energy Northeast LLC	Delaware	32-0314140
Reliant Energy Power Supply, LLC	Delaware	204823108
Reliant Energy Retail Holdings, LLC	Delaware	76-0655580
Reliant Energy Retail Services, LLC	Delaware	76-0655567
RERH Holdings, LLC	Delaware	20-5222227
Saguaro Power LLC	Delaware	41-2013654
Somerset Operations Inc.	Delaware	41-1923722
Somerset Power LLC	Delaware	41-1924606
Texas Genco Financing Corp.	Delaware	27-0110393
Texas Genco GP, LLC	Texas	75-3013803
Texas Genco Holdings, Inc.	Texas	76-0695920
Texas Genco LP, LLC	Delaware	30-0381697
Texas Genco Operating Services LLC	Delaware	75-3172707
Texas Genco Services, LP	Texas	38-3694336
US Retailers LLC	Delaware	26-3576629
Vienna Operations Inc.	Delaware	41-1973351
Vienna Power LLC	Delaware	41-1973745
WCP (Generation) Holdings LLC	Delaware	74-2922374
West Coast Power LLC	Delaware	36-4301246

The address for each of the additional Registrants is c/o NRG Energy, Inc., 211 Carnegie Center, Princeton, NJ 08540, telephone: (609) 524-4500. The primary standard industrial classification number for each of the additional Registrants is 4911.

The name, address, including zip code of the agent for service for each of the additional Registrants is David R. Hill, Executive Vice President and General Counsel of NRG Energy, Inc., 211 Carnegie Center, Princeton, NJ 08540, Telephone: (609) 524-4500.

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The information in this prospectus is not complete and may be changed. We may not sell these securities until the registration statement filed with the Securities and Exchange Commission is effective. The prospectus is not an offer to sell these securities nor a solicitation of an offer to buy these securities in any jurisdiction where the offer and sale is not permitted.

**SUBJECT TO COMPLETION, DATED MAY 8, 2013** 

#### PRELIMINARY PROSPECTUS

# NRG Energy, Inc.

Exchange Offer for \$990,000,000 6.625% Senior Notes due 2023

We are offering to exchange:
up to \$990,000,000 of our new 6.625% Senior Notes due 2023
(which we refer to as the "Exchange Notes")
for
a like amount of our outstanding 6.625% Senior Notes due 2023
(which we refer to as the "Old Notes")

We refer to the Exchange Notes and Old Notes collectively as the "notes."

### **Material Terms of Exchange Offer:**

The terms of the Exchange Notes to be issued in the exchange offer are substantially identical to the Old Notes, except that the transfer restrictions and registration rights relating to the Old Notes will not apply to the Exchange Notes.

The Exchange Notes will be guaranteed on a full and unconditional and joint and several basis by each of our current and future restricted subsidiaries, excluding certain foreign, project and immaterial subsidiaries.

There is no existing public market for the Old Notes or the Exchange Notes. We do not intend to list the Exchange Notes on any securities exchange or seek approval for quotation through any automated trading system.

You may withdraw your tender of Old Notes at any time before the expiration of the exchange offer. We will exchange all of the Old Notes that are validly tendered and not withdrawn.

The exchange offer expires at 11:59 p.m., New York City time, on , 2013, unless extended.

The exchange of Old Notes will not be a taxable event for U.S. federal income tax purposes.

The exchange offer is subject to certain customary conditions, including that it not violate applicable law or any applicable interpretation of the Staff of the Securities and Exchange Commission (the "SEC").

We will not receive any procee	ds from the exchange offer.

For a discussion of certain factors that you should consider before participating in this exchange offer, see "Risk Factors" beginning on page 12 of this prospectus.

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