

NRG ENERGY, INC.  
Form 425  
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Filed by NRG Energy, Inc. pursuant to  
Rule 425 of the Securities Act of 1933 and  
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*On March 2, 2009, NRG Energy, Inc. ( NRG ) held a conference call regarding NRG 's announcement of a definitive agreement to acquire Reliant Energy Inc. 's Texas retail business. Below is an excerpt from the conference call relating to Exelon Corporation.*

**Operator:** Thank you. Our last question comes from Michael Lapidès with Goldman Sachs. Please state your question.

**Q Michael Lapidès>:** Hey guys, with the bid outstanding from Exelon, anything we need to be aware off, in terms of just legally here, any concern that Exelon would try and block this Reliant transaction, or whether there is anything in kind of the M&A law, we should be aware off in regard to having two different potential transactions outstanding at the same time?

**A David Crane (President and Chief Executive Officer):** Well, of course, Mike, we have no idea, what they may attempt to do or not attempt to do and so and I 'm sure that they will be commenting on that at some point. From our perspective, our Board was well advised of the duty of care, that they needed to exercise, in terms of considering this transaction in light of the sort of outstanding conditional exchange offer from Exelon. And so, we can 't we are not aware Michael we are not aware of anything, and so to the best of our knowledge here is nothing that we think that is out there, in terms of them trying to obstruct the transaction, but, you might want to check with them.

**Q Michael Lapidès>:** Okay. Thank you, guys.

**A Bob Flexon (Chief Financial Officer):** Mike I would like to add to that that on the Merrill Lynch sleeve as well, if NRG were to be acquired as long as the company has ratings that are equal or better than NRG 's rating, there is no change of control on the sleeve.

#### **Important Information**

This communication does not constitute an offer to sell or the solicitation of an offer to buy any securities or a solicitation of proxy of any stockholder of NRG Energy, Inc. ( NRG ). NRG plans to file with the Securities and Exchange Commission (the SEC ) and furnish to its stockholders a proxy statement and white proxy card in connection with its 2009 Annual Meeting of Stockholders (the 2009 Annual Meeting ). **INVESTORS AND STOCKHOLDERS OF NRG ARE URGED TO READ THE PROXY STATEMENT FOR THE 2009 ANNUAL MEETING IN ITS ENTIRETY WHEN IT BECOMES AVAILABLE BECAUSE IT WILL CONTAIN IMPORTANT INFORMATION.**

In response to the exchange offer proposed by Exelon Corporation referred to in this news release, NRG has filed with the SEC a Solicitation/Recommendation Statement on Schedule 14D-9. **STOCKHOLDERS OF NRG ARE ADVISED TO READ NRG 'S SOLICITATION/RECOMMENDATION**

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**STATEMENT ON SCHEDULE 14D-9 IN ITS ENTIRETY BECAUSE IT CONTAINS IMPORTANT INFORMATION.**

Investors and stockholders will be able to obtain free copies of NRG's proxy statement (when it becomes available), the Solicitation/Recommendation Statement on Schedule 14D-9, any other documents filed by NRG in connection with the exchange offer by Exelon Corporation, and other documents filed with the SEC by NRG at the SEC's website at [www.sec.gov](http://www.sec.gov). Free copies of any such documents can also be obtained by directing a request to Investor Relations Department, NRG Energy, Inc., 211 Carnegie Center, Princeton, New Jersey 08540.

NRG and its directors and executive officers will be deemed to be participants in the solicitation of proxies in connection with its 2009 Annual Meeting. Information regarding NRG's directors and executive officers is available in its Annual Report on Form 10-K for the year ended December 31, 2008, which was filed with the SEC on February 12, 2009, and its proxy statement for its 2008 Annual Meeting of Stockholders, which was filed with the SEC on April 2, 2008. Detailed information regarding the names, affiliations and interests of individuals who will participate in the solicitation of proxies of NRG's stockholders will also be available in NRG's proxy statement for the 2009 Annual Meeting.

**Forward-Looking Statements**

This communication contains forward-looking statements that may state NRG's or its management's intentions, hopes, beliefs, expectations or predictions for the future. Such forward-looking statements are subject to certain risks, uncertainties and assumptions, and typically can be identified by the use of words such as "will," "expect," "estimate," "anticipate," "forecast," "plan," "believe" and similar terms. Although NRG believes that its expectations are reasonable, it give no assurance that these expectations will prove to have been correct, and actual results may vary materially.

Factors that could cause actual results to differ materially from those contemplated above include, among others, risks and uncertainties related to the capital markets generally.

The foregoing review of factors that could cause NRG's actual results to differ materially from those contemplated in the forward-looking statements included herein should be considered in connection with information regarding risks and uncertainties that may affect NRG's future results included in NRG's filings with the SEC at [www.sec.gov](http://www.sec.gov). Statements made in connection with the exchange offer are not subject to the safe harbor protections provided to forward-looking statements under the Private Securities Litigation Reform Act of 1995.