

NRG ENERGY, INC.
Form DFAN14A
July 02, 2009

UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
WASHINGTON, D.C. 20549

SCHEDULE 14A

(RULE 14a-101)

SCHEDULE 14A INFORMATION

Proxy Statement Pursuant to Section 14(a)
of the Securities Exchange Act of 1934

Filed by the Registrant

Filed by a Party other than the Registrant

Check the appropriate box:

Preliminary Proxy Statement.

Confidential, for Use of the Commission Only (as permitted by Rule 14a-6(e)(2)).

Definitive Proxy Statement.

Definitive Additional Materials.

Soliciting Material Pursuant to §240.14a-12.

NRG ENERGY, INC.

(Name of Registrant as Specified in its Charter)

EXELON CORPORATION

(Name of Person(s) Filing Proxy Statement, if Other Than the Registrant)

Payment of Filing Fee (Check the appropriate box):

No fee required.

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(3) Per unit price or other underlying value of transaction computed pursuant to Exchange Act Rule 0-11 (set forth the amount on which the filing fee is calculated and state how it was determined):

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(1) Amount Previously Paid:

(2) Form, Schedule or Registration Statement No.:

(3) Filing Party:

(4) Date Filed:

On July 2, 2009, Exelon Corporation used the following presentation in meetings with RiskMetrics Group and PROXY Governance, Inc.:

Exelon's Offer Is About Value
Today and Tomorrow
Are EXC and NRG Together, or Is NRG Stand Alone, Better Built to
Add
Value in a Complex and Carbon-Constrained World?
RiskMetrics
Group
PROXY Governance, Inc.
July 2, 2009

Important Information

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This presentation relates, in part, to the offer (the Offer) by Exelon Corporation (Exelon) through its direct wholly-owned subsidiary, Exelon Xchange Corporation (Xchange), to exchange each issued and outstanding share of common stock (the shares) of NRG Energy, Inc. (NRG) for 0.545 of a share of Exelon common stock. This presentation is for informational purposes only and does not constitute an offer to exchange, or a solicitation of an offer to exchange, NRG shares, nor is it a substitute for the Tender Offer Statement on Schedule TO or the Prospectus/Offer to Exchange included in the Registration Statement on Form S-4 (Reg. No. 333-155278) (including the Letter of Transmittal and related documents and as amended from time to time, the Exchange Offer Documents) previously filed by Exelon and Xchange with the Securities and Exchange Commission (the SEC). The Offer is made only through the Exchange Offer Documents. **Investors and security holders are urged to read these documents and other relevant materials as they become available, because they will contain important information.**

Exelon filed a proxy statement on Schedule 14A with the SEC on June 17, 2009 in connection with the solicitation of proxies (the NRG Meeting Proxy Statement) for the 2009 annual meeting of NRG stockholders (the NRG Meeting). Exelon will also file a proxy statement on Schedule 14A and other relevant documents with the SEC in connection with its solicitation of proxies for the 2009 annual meeting of Exelon shareholders (the Exelon Meeting) to be called in order to approve the issuance of shares of Exelon common stock pursuant to the Offer (the Exelon Meeting Proxy Statement). **Investors and security holders are urged to read the NRG Meeting Proxy Statement and the Exelon Meeting Proxy Statement and other relevant materials as they become available, because they will contain important information.**

Investors and security holders can obtain copies of the materials described above (and all other related documents filed with the SEC) at no charge on the SEC's website: www.sec.gov. Copies can also be obtained at no charge by directing a request for such materials to Innisfree M&A Incorporated, 501 Madison Avenue, 20th Floor, New York, New York 10022, toll free at 1-877-759-9501. Investors and security holders may also read and copy any reports, statements and other information filed by Exelon, Xchange or NRG with the SEC, at the SEC public reference room at 100 F Street, N.E., Washington, D.C. 20549. Please call toll free at 1-800-SEC-0330 or visit the SEC's website for further information on its public reference room.

Exelon, Xchange and the individuals to be nominated by Exelon for election to NRG's Board of Directors will be participants in the solicitation of proxies from NRG stockholders for the NRG Meeting or any adjournment or postponement thereof. Exelon and Xchange will be participants in the solicitation of proxies from Exelon shareholders for the Exelon Meeting or any adjournment or postponement thereof. In addition, certain directors and executive officers of Exelon and Xchange may solicit proxies for the Exelon Meeting and the NRG Meeting. Information about Exelon and Exelon's directors and executive officers is available in Exelon's proxy statement, dated March 19, 2009, filed with the SEC in connection with Exelon's 2009 annual meeting of shareholders. Information about Xchange and Xchange's directors and executive officers is available in Schedule II to the Prospectus/Offer to Exchange. Information about any other participants is included in the NRG Meeting Proxy Statement or the Exelon Meeting Proxy Statement, as applicable.

Forward-Looking Statements

This presentation includes forward-looking statements. 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) the Exchange Offer Documents; (2) Exelon's 2008 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 18; (3) Exelon's first quarter 2009 Quarterly Report on Form 10-Q filed on April 23, 2009 in (a) Part II, Other Information, ITEM 1A. Risk Factors and (b) Part I, Financial Information, ITEM 1. Financial Statements: Note 13 and (4) 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 communication. 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 communication, except as required by law. 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.

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.

3

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Background

4

4

On October 19, 2008 Exelon announced its proposal to acquire NRG and create the largest, most diverse generation company in the U.S.

100% stock consideration, fixed exchange ratio of 0.485 shares of EXC

for
every
share
of
NRG
representing
an
initial
premium
of
37%

The EXC/NRG combination would be the premier power company in a complex, dynamic industry

Largest
U.S.
power
company
(~48,000
MW
)
with
market
cap
of
~\$40
billion and investment grade balance sheet

Significant presence in five major competitive markets (Illinois, Pennsylvania, Texas, California and the Northeast) rather than two or three

Second lowest carbon emitting intensity in the industry

Exelon has **increased its offer 12%**
to 0.545, representing a 44%

4
premium today

4
We are seeking your support to elect nine new, independent NRG directors who will not constitute a majority of the NRG Board and who will act in the best interest of NRG shareholders

1.
Premium of 37% based on EXC and NRG closing stock prices on October 17, 2008.
2.
Includes owned and contracted capacity after giving effect to planned asset divestitures.
3.
Exelon and NRG market capitalization as of 6/26/09.

4.
44% premium assumes that Exelon and NRG stand-alone stock prices are halfway between the implied stock price based on company indices and the current stock price as of 6/26/09.

2

1

3

For NRG Shareholders, a Combination Means:
5

Scope, scale and strength to build on Exelon's
proven capacity to

Execute strategic objectives from a solid financial
foundation, with ready access to low-cost capital

Realize significant value creation through
operational and financial synergies

Diversify across power markets, fuel types and
regulatory jurisdictions

Respond to universally recognized need for
industry consolidation

Be a significant voice in industry, policy and
regulatory discussions

1.
Exelon: Sustainable Advantage
2.
Exelon-NRG: A Clear Strategic Fit
3.
Value for NRG Shareholders
4.
Achievable Plan to Execute Deal
5.
Action Sought
- Discussion Points:
- 6

Multi-Regional Diverse Company

7

Note: Owned megawatts based on Generation s ownership at December 31, 2008, using annual mean ratings for nuclear units (excluding Salem) and summer ratings for Salem and the fossil and hydro units.

Midwest Capacity

Owned:

11,388 MW

Contracted:
3,230 MW
Total:
14,618 MW
ERCOT/South Capacity
Owned:
2,222 MW
Contracted:
2,917 MW
Total:
5,139 MW
New England Capacity
Owned:
182 MW
Total Capacity
Owned:
24,809 MW
Contracted:
6,483 MW
Total:
31,292 MW
Electricity Customers:
1.6M
Gas Customers:
0.5M
Electricity Customers: 3.8M
Generating Plants
Nuclear
Hydro
Coal/Oil/Gas Base-load
Intermediate
Peaker
Mid-Atlantic Capacity
Owned:
11,017 MW
Contracted:
336 MW
Total:
11,353 MW

1.
EXC market capitalization as of 6/26/09.

2.
Shareholder return from Exelon inception (10/20/00) through 6/26/09. Total return after reinvesting all dividends back into the security at the closing price on the day following the relevant ex-dividend date. Includes stock price appreciation with dividend reinvestment. Excludes taxes and fees.

Exelon's Sustainable Advantage
8

Largest
market
capitalization
in
the
sector
at
\$33B
and
an
investment
grade balance sheet

Investment
grade
balance
sheet
that
enables
consistent
access
to
capital
at
lower cost

Experienced management team with track record of creating and returning shareholder value

Exelon
formed
through
combination
of
ComEd
and
PECO

in
2000

total
shareholder return has reached 124% since that time compared to 45% for the
Philadelphia

Utility

Index,

and

a

negative

23%

for

the

S&P

500

2

Largest merchant generator in the U.S. based on power produced

Management team and culture well-experienced and well-suited for today's
complex and competitive markets

19 nuclear

reactors

largest nuclear operator in U.S., third largest in the world

Industry-leading management model that consistently drives highest capacity
factors

(94%)

and

lowest

generating

cost

of

any

nuclear

fleet

in

the

U.S.

A plan to build 1,300-1,500 MW of new nuclear through uprates

Largest carbon upside in the industry

In addition to positive leverage to any upside from gas, coal and capacity
prices

1

Exelon Is Built to Last and Consistently
Creates Value
Operational Prowess
9
Solid Balance Sheet
Consistent Dividends
\$10.00
\$12.00
\$14.00
\$16.00
\$18.00
\$20.00
2003
2004

2005

2006

2007

2008

Exelon

Industry

Nuclear Annual Avg. Production

Cost (\$/MWh)

\$1.26

\$1.60

\$1.60

\$1.76

\$2.03

\$0

\$0.50

\$1.00

\$1.50

\$2.00

2004

2005

2006

2007

2008

2009E

\$2.50

\$2.10

Investment

Grade

Rating

(BBB/A3/BBB+)

Broad Access To The Deepest Capital Markets:

-

\$4.3 trillion High Grade Bond market

-

\$1.2 trillion Commercial Paper market

Lower Cost of Capital:

-

Offers \$250 M in aggregate interest savings over the next five years relative to non-investment grade debt pricing

Financial and Operational Flexibility:

-

Ability to negotiate hedging transactions with better margining terms or avoid incremental credit charges

1.

Exelon Generation Senior Unsecured credit ratings.

2.

Based on internal analysis. Changes in market conditions could impact results.

65%

70%

75%

80%

85%

90%

95%

100%

Operator (# of Reactors)

Range

5-Year Average

1

2

Exelon's Long-Term Value Drivers Generate Post-Transaction Value for All Shareholders

Carbon

Nuclear

Upgrades

PA

Procurement

Cost

Reductions

Long-term fundamentals create value beyond what is currently reflected in Exelon's stock price

-
\$1.1 billion and growing annual upside to Exelon EBITDA from Waxman-Markey legislation

-
1,300 MW - 1,500 MW in Exelon nuclear uprates by 2017 increases the value of the existing fleet

-
\$2,200-2,500/kW overnight cost for uprates vs. \$4,000-4,500/kW for new build and additional ~\$110/kW in annual savings from lower incremental operating costs from uprates

-
\$100-102/MWh result in June PECO power procurement suggests robust pricing and higher margins at Exelon Generation in 2011 and beyond

-
\$350 million in announced O&M reductions for 2010, more than half of which is sustainable

- 10
1. Assumes \$15/tonne carbon pricing.
 2. Reflects retail price including line losses and gross receipts tax.

1
2

11

Incremental 1,300
1,500 MWs
of Exelon uprates
over 2009-2017 exceeds NRG's expected ownership of
STP 3&4

Exelon has substantial experience managing 1,100 MWs

of uprate
projects over the past 10 years

Less Risk: less risk of cost overruns and delays; uprates
can also be phased in based on market conditions which
adds value

Lower Cost: Uprates
do not materially increase the O&M of existing plants, saving ~\$110/kW in annual costs vs. a
new nuclear plant

Exelon's Nuclear Uprate
Plan Delivers More MWs
Than NRG New Build -
With Less Risk At Half The Cost

1,170 MW
(44% Equity
Ownership)
Average Overnight Cost
Estimate of U.S.
New Build: \$4,000-4,500/kW

Year Uprates
Become Operational

0
200
400
600
800
1000
1200
1400
1600
1999-
2008
2009
2010
2011
2012
2013
2014
2015
2016
2017
2009-
2017
MWs
1,100 MWs
1,300
1,500 MW

Average Overnight Cost
Estimate: \$2,200 -

2,500/kW

Exelon's Uprate

Plan

NRG's New Nuclear Plan

at

Max

Equity

Position

1. Exelon expects that NRG's planned equity sell-down would further reduce NRG's net equity interest to approximately 35%, or 936 MW, and possibly even less

We are impressed with Exelon's optimistic plans to add up to 1,500 MW from nuclear uprates over the next eight

years. The returns on these investments should be very attractive, as the company does not anticipate a higher run-rate of O&M expenses (i.e., O&M/MWh should decrease).

-

Angie Storzynski, Macquarie Securities, June 12, 2009

1

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Action Sought
- Discussion Points:
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Combination Will Result in Scope, Scale and
Financial Strength

13

Pro Forma

Exelon

Pro Forma Quick Stats

(\$s in millions)

Combined assets

1

\$73,000

LTM EBITDA

2

\$10,000

Market cap (as of 6/26/2009)

\$40,000

Enterprise value

3

\$58,000

Generating capacity

4

~48,000 MWs

Enterprise Value

Market Cap

\$0

Exelon

FPL

Duke

Dominion

First

Energy

Entergy

\$10

\$20

\$30

\$40

\$50

\$60

\$58 BILLION

NRG

Southern

1.

Reflects total assets (under GAAP) with no adjustments. Based upon 3/31/09 10-Q.

2.

Reflects Last Twelve Months EBITDA (Earnings before Interest, Income Taxes, Depreciation and Amortization) as of 3/31/09

3.

Calculation of Enterprise Value = Market Capitalization (as of 6/26/09) + Total Debt (as of 3/31/09) + Preferred Securities (as of 3/31/09) - Cash & Cash Equivalents (as of 3/31/09). Debt, Preferred Securities, Minority Interest and Cash & Cash Equivalents are reported in the 10-Q.

Form 10-Q.

4.

Includes owned and contracted capacity after giving effect to planned divestitures.

14

Geographically complementary generation asset base

Predominantly located in competitive markets

Strong presence in PJM (Mid-Atlantic and Midwest) and ERCOT

By RTO

Combined

PJM

22,830

ERCOT

13,232

MISO

1,065

ISO NE

2,202

NYISO

3,960

CAL ISO

2,085

Contracted

6,483

51,857

SERC

2,295

WECC

45

Total

54,297

By Fuel Type

Combined

Nuclear

18,158

Coal

9,001

Gas/Oil

18,818

Other

1,837

Contracted

6,483

1. Excludes international assets. Before any divestitures.

2. Contracted in various RTOs, mainly in PJM and ERCOT.

Exelon

NRG

Combination Will Operate in Most Attractive

Markets

1

1

2

0
2
4
6
8
10
12
14
16
18

2003

2004

2005

2006

2007

2008

<1%

<1%

Exelon

~150,000 GWh

Pro Forma

Exelon

~221,000

GWh

Historical

Forward Coal Prices

Combined Entity Will Continue to Benefit

from Low Cost 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

Northern Appalachian

Production Costs

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

6%

Other

Coal

Q1 2007

Q2 2007

Q3 2007

Q4 2007

Q1 2008

Q2 2008

Q3 2008

\$/mmbtu

15

Powder

River

Basin

Central Appalachian

Hydro/Other

Gas/Oil
Other Coal
PRB & Lignite Coal

Nuclear

3%

<1%

Q4 2008

Q1 2009

Nuclear

Coal

Gas

Petroleum

6%

Coal

93%

Nuclear

67%

Nuclear

23%

PRB &

Lignite Coal

2

1

1

1.

Based

on

2008

data,

does

not

include

~26,000

GWh

of

Exelon

Purchased

Power.

2.

Historically, Lignite Coal prices have had similar volatility as Powder River Basin Coal.

Largest Fleet, 2

nd

Lowest Carbon Intensity

Source: Ventyx

Velocity Suite Database

CO2 Emissions of 15 Largest U.S. Electricity Generators

Bubble size represents **carbon intensity**,
expressed in terms of metric tons of CO2

per MWh generated

Note: Does not consider effects of
proposed or unplanned divestitures.

0
50
100
150
50
100
150
200
2008 Gross Generation (TWh)
Exelon
Exelon + NRG
AEP
Southern
Duke
TVA
FPL
Entergy
Dominion
Berkshire
Hathaway
Calpine
NRG
First
Energy
Xcel
Ameren
Progress
250
Top 15 Generators by CO2 Intensity
15
Berkshire Hathaway
0.84
14
Ameren Corp
0.81
13
NRG Energy
0.78
12
AEP
0.77
11
Xcel Energy
0.74
10
Southern
0.69
9
Duke Energy
0.63

8

Progress Energy

0.61

7

TVA

0.60

6

FirstEnergy

0.55

5

Dominion

0.49

4

Calpine

0.39

3

FPL Group

0.33

Exelon + NRG

0.31

2

Entergy

0.27

1

Exelon

0.06

1.

Exelon 2020 is Exelon's comprehensive plan to reduce, displace or offset 15 million metric tons of greenhouse gas emissions year by 2020.

Exelon 2020

1

principles will be adapted to the combined fleet

16

Carbon Legislation is Gaining Momentum and
Will Benefit the Combined Company

Waxman-Markey legislation provides allocations to merchant coal units only if they actually run in any given year with this allocation mechanism, merchant coal plants will dispatch more than is economically efficient and fewer merchant coal plants will retire

If merchant coal allocations are granted in a manner that does not change dispatch and retirement incentives,

Exelon's EBITDA would increase by about \$1.5 billion and NRG's EBITDA would increase by about \$150M in Year 1

While Exelon has supported merchant coal allocations as part of an overall industry compromise, if no allocations are granted, Exelon's EBITDA would increase by \$1.5 billion and NRG's EBITDA will decrease by \$150M in Year 1

Note: Dollar values reflect illustrative results based on potential outcomes of climate legislation and should not be interpreted as

The carbon benefit to be realized by Exelon's nuclear fleet will significantly exceed the carbon costs faced by NRG's coal-dominated generation fleet

\$1,100

Exelon

NRG

(\$M)

Year 1 EBITDA Impact of \$15/tonne Carbon With

Waxman-Markey Merchant Coal Allocations

There is no case

where carbon

legislation is

better for NRG

than for Exelon

17

\$0

On

June

26

th

,

the

U.S.

House passed the

Waxman-Markey Bill

by a vote of 219-212

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- Discussion Points:
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an
Offer Represents Significant Value to NRG
Shareholders

Our original offer provided a 37% premium to NRG's stock price on
10/17/08

When compared
to
all
\$1B+
stock
deals
since
12/2003,
that
was
almost
double
the 1-day average of 19%

NRG has responded with obstruction

Refusing to negotiate with Exelon management; excluding us from their
market
discovery
process,
that
has
produced
no

alternatives

Refusing to allow limited two-week due diligence process

Intervening with obstructionist tactics in regulatory proceedings

Pursuing

a

frivolous

and

expensive

lawsuit

Falsely claiming that the election of Exelon's nine nominees could trigger
the poison puts
in their debt

Our

new

offer

to

NRG

shareholders

is

even

better

now

implied

premium of 44%

Higher exchange ratio = 0.545

Greater growth opportunities than NRG stand-alone, at lower risk and
relative cost

~\$3.1B transaction value

Now is the time for a new, independent and open-minded NRG board to
come to the table

19

1.

NRG's lawsuit against Exelon in U.S. District Court, Southern District of New York, was dismissed on June 22, 2009.

1

20

The Value of the Offer to NRG Shareholders
Has Increased

THEN

NOW

Exchange Ratio

Est. NPV of Synergies

0.485

0.545

(12.4% increase)

\$1.5

\$3.0 B

\$3.6

\$4.0 B

Exelon's best and final offer

20

1.

Implied ownership as of 2012 assuming the conversion of \$1.1 billion of mandatory convertibles. Immediate ownership percentage

2.

Includes estimated transaction costs of \$654M (pre-tax).

3.

Includes estimated transaction costs of \$550M (pre-tax).

Transaction Value to NRG

\$2.3 B

\$3.1 B

Implied Ownership

16.8%

18.2%

2

1

3

Exelon's offer has increased NRG's stock price and decreased Exelon's stock price relative to each company's peer indices

Assuming that each company's stand-alone stock price is halfway between the comparable company index and current stock price, the premium offered is still 44%

21

21

Current

Stock Price

(\$50.70)

2

Halfway
Between Index
and Current
(\$54.03)
Based on
Competitive
Integrated
Index (\$57.35)
3
Current Stock
Price (\$23.80)
2
16%
24%
31%
Halfway Between
Index and Current
(\$20.50)
35%
44%
52%
Based on IPP
Index (\$17.21)
4
61%
71%
82%
Exelon
Stand-Alone
Stock
Price
NRG
Stand-Alone
Stock Price
Indicative Premium
1
The world has
changed for
IPPs

lower
gas prices, a
weak economy
and likely
carbon
legislation will
translate into
lower IPP
valuations
Best Indicators Suggest Current Exelon Offer

Represents an Implied Premium of 44%

1. Premium based on 10/17/08 stock prices (last observable stand-alone stock value) is 54% at current offer.

2. Closing stock prices as of 6/26/09.

3. EXC implied stock price based on the Competitive Integrations (AYE, ETR, FPL, PPL, PEG, CEG, EIX, FE) performance from

4. NRG implied stock price based on the IPP Index (MIR, CPN, DYN, RRI) performance from 10/17/08 to 6/26/09.

Based on These Indicators, Transaction Provides NRG
Shareholders Immediate Value of \$3.1 Billion

Share of
Synergies

\$0.6B

Plus: EXC Upside

-

Carbon

-

Uprates

-

PECO PPA roll-

off

1.

Based upon implied premium of 44% from previous slide and assumes 277 million NRG fully-diluted shares outstanding.
2.

Share of synergies reflects 18.2% NRG share of synergies (based upon midpoint of \$3.6-\$4.0B synergies), less NRG share of S transaction costs.

Implied
Transaction
Value to NRG
Shareholders
of \$3.1B
Implied
Premium to
NRG
Shareholders
of \$2.5 B
22

Even at June 26
closing prices, NRG
shareholders will
realize immediate
transaction value of
\$1.7 billion
If Exelon's offer
is withdrawn,
NRG
shareholders
face downside
risk in their share
price

1
2
th

Then

Assumed a traditional **integrate**
model

Reflected preliminary top-down
internal estimate
without assistance from 3 parties

Notable assumptions included:

40% reduction in NRG's A&G expense

10% reduction in NRG's O&M expense
Now

Assumes an absorb-integrate-transform
model

Reflects bottom-up
functional estimate with
assistance from Booz & Company

Assesses discrete operating areas, updates
assumptions and defines desired outcomes

Reflects enhanced view of NRG's operating profile
(plant benchmarking)

Recognizes impact of Reliant Retail business to NRG
(A&G)

23

Upon Detailed Investigation, Exelon Has
Identified Greater Synergies

Exelon will realize these synergies, just as we have in the past

1.

Based on analysis of publicly available
information.

2.

Primarily reflects severance, systems
integration, retention and relocation costs.

Est. Annual Cost Savings:

\$180

-

\$300

M

% of Combined Expenses:

~3%-5%

Costs

to

Achieve :

~\$100

M

NPV of Est. Synergies: **\$1,500**

-

\$3,000 M

Est. Annual Cost Savings:

\$410

-

\$475

M

% of Combined Expenses:

~6%-7%

Costs

to

Achieve

2

:

~\$200

M

NPV of Est. Synergies: **\$3,600**

-

\$4,000 M

rd

1

2

1

Synergies
reflect
a
30%
reduction
in
NRG's
O&M
expense,

which
is
consistent
with
prior
power
sector
transactions
and
reflects
Exelon's
track
record
and
commitment
to
delivering
strong results
additional synergies possible

24

Category

Amount (\$M)

Commentary

Key Sources of Synergies

Corporate / IT

\$225 -

\$245

Includes

enhanced

corporate

synergies

from

initial

case

based

on

detailed

assessment and prior transaction experience, minimizing duplicative corporate

support

Fossil

\$75 -

\$85

Based on ~350 employee reduction from Exelon/NRG fleet optimization due to
implementation of Exelon's management model

Trading

\$65 -

\$75

Absorption of NRG trade book into existing Exelon Power Team operations

EXC Power Team is an experienced, multi-state power marketer, enabling smooth integration and significant labor synergies

Development

\$20 -

\$30

Significant

reduction

in

redundant

staffing,

without

sacrificing

continuing

growth

and development opportunities

Nuclear

\$10 -

\$20

Integration of STP 1 & 2 into the largest nuclear fleet in the industry (not assumed until 2011, contingent upon agreement with co-owners)

Retail

\$15 -

\$20

Reflects assumed NRG synergies (since Reliant acquisition was not incorporated into our initial analysis)

Total

\$410 -

\$475

25
243
170
117
Cost Savings
Estimate (\$M)
\$ 100
117%

Actual Post Merger
Integration Savings (\$M)
% Realized of
Estimate
106%
\$ 160
\$ 180
135%

Targeted headcount reduction of ~1,200;
actual ~1,600

Disciplined integration planning process

Effective use of pre-close period for
integration planning purposes to accelerate
synergy capture

Reduction in overall staffing levels through
centralization/leverage of scale

Elimination of duplicate corporate and
administrative positions

Common company-wide management
processes

Year
2001
2002
2003
\$67
\$210
\$200
2004
\$410
2003
\$230
\$163
Cumulative Cost Savings
Estimate (\$M)
Actual Results (Pre Tax -
\$M)
(O&M + Capital = Total)
% Realized of
Estimate
100%
129%
\$163 + \$67 = **\$230**
\$339 + \$188 = **\$527**
O&M

Capital

Exelon has the experience and management commitment to deliver on its synergy targets

Exelon Has a Proven Track Record of Delivering Targeted Synergies

Improved capacity factor from 77% in 2004 to 96% in 2006

Reduced average refueling days from 80 in 2004 to 26 in 2006

50
60
70
80
90
100
1998
2000
2002
2004
2006
2008
PECO
Unicom
PSEG
Exelon
AmerGen
PSEG with NOSC

NRG Touts Numerous Growth
Opportunities,
But A Closer Look Reveals Minimal Value
New Nuclear
(NINA)

NRG significantly underestimates both costs and risks

Any value estimate is speculative at this point

Reliant

Purchase appears accretive, but NRG's EBITDA projections are extremely aggressive and suggested EBITDA multiple is unrealistic

Net value of ~ \$1/share
Padoma Wind

150 MW net ownership (0.7% of NRG existing capacity) of new wind in Texas scheduled to come on-line by the end of 2009

Potential

net
value
in
the
\$0.00-0.10/share
range
eSolar

184 MW net ownership (0.8% of NRG existing capacity) of new solar in Southwest scheduled to come on-line in 2011/2012

Potential

net
value
in
the
\$0.00-0.25/share
range
GenConn Energy

200 MW net ownership (0.9% of NRG existing capacity) of new peaking in Connecticut scheduled to come on-line in 2010/2011

Estimated

net
value
of
~\$0.10/share

NRG's only real growth opportunity is the gas and heat rate upside in its existing 23,000 MW domestic fleet

Exelon
has
similar
upside
plus

enormous

carbon

upside

as

well

26

1

1

1

1. Upper end of range is based on optimistic net value estimate assuming a 10% profit margin on capital invested.

1.
Exelon: Sustainable Advantage
 2.
Exelon-NRG: A Clear Strategic Fit
 3.
Value for NRG Shareholders
 4.
Achievable Plan to Execute Deal
 5.
Action Sought
- Discussion Points:
27

1
2
3

Investment grade metrics

We have modeled varying combinations of debt refinancing, asset divestitures, equity
or
equity-linked
issuance
and
accelerated
debt
paydown
to
maintain
our
investment
grade
credit
ratings

with
a
view
to
long-term
shareholder
value

Our optimal financing plan includes:

-
Divesting assets of ~\$1.6 billion

-
Issuing
~\$1.1
billion
of
mandatory
convertible
equity
or
common
equity

-
Deploying
cash
on
hand
of
~\$1.7
billion

-
Financing
\$4.2
billion
in
the
debt
capital
markets

The plan is
executable
and provides

We
have
incorporated
a
cost
of
issuing
equity
or
equity-linked
securities
into our
model as we believe EXC's
long-term value is greater than its current stock price

The strategic benefits, long-term value and synergies created by the combination are more valuable than the cost of an equity or equity-linked issuance

28
28

Exelon Has a Financing Plan That Is Executable, Provides Investment Grade Metrics and Creates Long-Term Value

I think Exelon has the capability to refinance and close the exchange offer

-
Jonathan Baliff, NRG
Executive Vice
President, Strategy

4

1. Based on relative economics of the two securities and market conditions.
2. Estimated excess cash balance at NRG reflects Exelon internal projections as of FYE 2009.
3. Either at or about the time of the transaction or thereafter.
4. Former investment banker at Credit Suisse testifying under oath in Federal Court on June 1, 2009. NRG Energy, Inc. v. Ex No. 09 Civ. 2448 (S.D.N.Y.).

2

We Have A Plan To Meet Our Financing Needs

The Plan is Flexible and Executable

Exelon has many options to
address its financing needs

Capital markets

Bank financing

TopCo
structure

Asset sales / Equity issuance

Bond waivers

Excess NRG cash

Capital markets remain strong

Over \$200 billion in bank commitments (over \$1 billion) in the last twelve months

7

Over \$88 billion in investment grade bond issues (over \$1 billion) year to date

7

\$130 billion in U.S. equity issuances year to date, of which over \$19 billion is convertible equity

0

7

We can finance the transaction at an ~8% interest rate given current market conditions

29

Note: Estimated balances based on internal estimates, reported data in NRG's Form 10-Q as of 3/31/09 and 10-K dated 12/31/08.

1. Synthetic LOCs require drawn bridge loan.

2. Credit Suisse has the option to keep the security outstanding and make fair value adjustments.

3. Includes estimated fees, net of taxes and other non-recourse obligations.

4. Assumes divestiture of various assets including Big Cajun and other Louisiana Plants.

5. Excludes CS Notes and preferred interest.

6. Either at or about the time of the transaction or thereafter.

7. UBS market data.

Summary Financing Needs (\$ M)

Principal

Bank Debt (Includes TLB and Synthetic LOCs)

1
\$3,114

Senior Notes due '14, '16, and '17 (in aggregate)
4,700

8.500% Senior Notes due 2019
700

3.625% Preferred Stock

250
Other
3
908
Potential Financing Needs
\$9,672
Preliminary Financing Plan
Estimated Excess NRG Cash and Equivalents (as of FYE '09)
\$1,700
Equity / Mandatory Convert Issuance
1,100
Asset Sales
4
1,600
Assumption of 2019 Bonds
700
Assumption of Select Non-Recourse Obligations
5
379
Debt Capital Markets Financing
6
4,193
Total Sources
\$9,672

Q2 2009
Q3 2009
Q4 2009
Receive Regulatory
Approvals
10/19:
Announce
Offer

Annual NRG and
Exelon Special
Shareholder
Meetings
11/12:
Exchange
Offer Filed
Make Filings and Work to Secure Regulatory Approvals
(NRC, DOJ/FTC, PUCT, NYPS, PAPUC, CPUC)
Shareholder Proposal and Proxy Solicitation
8/21:
Exchange
Offer Expires
2/25:
Over
51% of NRG
Shares
Tendered
Regulatory approvals are manageable and we expect the
transaction to close in 2009
5/21: FERC
Approval
Expected
Transaction Close
Exelon is Committed to the Combination
Q4 2008
Q1 2009
30
Discussing regulatory
concerns of an
NRG/Exelon tie-up,
Crane said he did not
expect the bidder to
have any regulatory
problems.
David
Crane Interview with
Peter Semler
of
Mergermarket, March
10, 2009

1
31
Jurisdiction
Status
FERC
Acquisition approved on May 21, 2009
Hart-Scott-Rodino
Statutory waiting period expired April 30, 2009
NRC
Application under review without further information
requests
Texas

Commission
ruled
application
is
sufficient

-
hearing
to
be held on
October 15, 2009
New York

To be decided without evidentiary hearing

Pennsylvania

Hearings scheduled for July 15-17, 2009

California

CPUC accepted application; will be decided without
evidentiary hearing

Regulatory Approvals Are Advancing As

Expected

Completed

In Process

1. As of June 26, 2009

Note: It is also worth noting that NRG's lawsuit against Exelon in U.S. District Court, Southern District of New York, was dismissed on June 22, 2009 and will not be an obstacle to closing.

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- Discussion Points:
32

Elect
each
of
the
four
independent
candidates

nominated
to
run
in
opposition to the incumbent directors up for re-election

Expand
the
size
of
the
NRG
board
to
19
directors

Elect
each
of
the
five
independent
candidates
to
serve
on
the
expanded board

NRG Shareholders can secure the best transaction possible by taking the following actions:
This approach will allow NRG shareholders to share in the significant value to be
generated from creating the largest, most diversified
power company in the U.S.

33
This will **not**
result
in Exelon's slate
constituting a
majority of the
NRG Board

NRG's Board has been entrenched in its steadfast opposition to a transaction
with Exelon by:

-
Supporting an entrenched CEO and Senior Management who have sought to
obstruct Exelon's attempts to obtain regulatory approvals for the
transaction

-
Consistently ignoring the spoken will of a majority of NRG's shareholders
and refusing to negotiate with Exelon or allow due diligence

We are committed to this transaction but will continue our efforts only as long as we have shareholder support. The election of only four new directors would raise a significant question about the level of that support

Voting For Only Four Directors Will Reduce the Likelihood of a Value-Enhancing Transaction

It's Time to Capture This Value

34

Exelon's Slate of Experienced

Independent Nominees

Nominees have extensive business and management experience and experience serving on boards of public companies. Slate comprised of a broad range of financial, legal and industry expertise

Four independent, highly qualified candidates to replace directors of NRG whose terms expire at the 2009 Annual Meeting

Betsy S. Atkins, Ralph E. Faison, Coleman Peterson and Thomas C.

Wajnert

Five independent, highly qualified candidates to fill the newly created

seats upon an approved board expansion

John MAlbertine, Marjorie L. Bowen, Donald DeFosset

Jr., Richard

Koppes

and Ralph G. Wellington

Exelon s

proposed

slate

of

directors

is

highly

qualified

and

independent

and

will

not

constitute

a

majority

of

the

Board

35

This Transaction Is Unique

Substantial
synergies

-

fairly
shared

Compelling value

Catalyst for consolidation

The time is now the parties are NRG and Exelon

the price is fair

Appendix
36

NRG Will Benefit from Exelon's Carbon Upside

37

Assumptions:

\$10/tonne carbon

50% of requirement in
free allowances from
government

80% recovery through
power prices

Yields \$4/MWh
increase in wholesale
power prices
(\$10*.5*80%)

Among the principal
beneficiaries of the
Waxman bill, therefore,
will be utilities with a
large proportion of
unregulated nuclear
generation, such as
Exelon, Entergy and
Constellation . Most
adversely affected
will be RRI Energy (RRI),
Allegheny Energy (AYE),
NRG Energy (NRG), PNM
Resources (PNM),
Westar Energy (WR),
Ameren (AEE), Great
Plains Energy (GXP),
Mirant (MIR) and Dynegy
(DYN).

Hugh Wynne,
Bernstein Commodities
and Power: What Are the
Consequences of the
Waxman-
Markey Climate
Change Bill for the Power
Sector?
(June 29, 2009)

Based on the table to the
left, EXC EBITDA
estimated to **increase**
8% (~\$600M) in 2012
while NRG **loses**
2% (\$62
M) by 2012 .

The negative impact to
NRG becomes even more
pronounced as allowance
grants are phased out,
while Exelon s benefits
continue to grow.

Exelon has the liquidity, market access and financial flexibility to manage risk and pursue sizeable growth initiatives when appropriate

Exelon's Balance Sheet Can Weather
Volatile Commodity Markets

Lower interest rates and lower cost of capital

Lower cost of equity capital

Ability
to
source
capital
from
multiple
markets
(e.g.
commercial
paper)
reduces
risk
of
liquidity crunch

Investment grade market more likely to be accessible during challenging business cycles

Banks in this environment more willing to lend to large, diversified, highly-rated companies

Over 20 banks committed to Exelon's facilities providing over \$7B in aggregate commitments

Broad
Access to
Capital
38
Lower
Cost of
Capital

Lower margin and collateral needs

Ability to bid competitively on PPAs and long-term deals since counterparties prefer investment grade companies

Reduced working capital requirements, no prepayments on long-term contracts

Financial
and
Business
Flexibility

Risks Inherent In A Non-investment Grade

Balance Sheet

Though currently re-opened, the non-investment grade market has closed on several occasions in recent memory, while the high-grade market has been consistently accessible regardless of economic cycles

Erratic access to such a critical source of funding would have significant liquidity implications for non-investment grade issuers like NRG

39

High Yield

Market
High Grade
Market

4%
5%
6%
7%
8%
9%
10%
1998
1999
2000
2001
2002
2003
2004
2005
2006
2007
2008
0
20,000
40,000
60,000
80,000
100,000
120,000
140,000
\$160,000

Source: SDC, J.P. Morgan

JULI Yield (%)

Monthly new issuance volume (\$mm)

6%
7%
8%
9%
10%
11%
12%
13%
14%
15%
16%
17%
18%
19%
20%
1998
1999

2000

2001

2002

2003

2004

2005

2006

2007

2008

0

5,000

10,000

15,000

20,000

25,000

30,000

\$35,000

JPMorgan Global HY Index Yield to Worst

Monthly new issuance volume (\$mm)

40

Exelon Generation's full requirements power purchase agreement with PECO Energy expires on December 31, 2010

Recent PJM prices for full requirements products:

Procurement

Date

Delivery Period

\$/MWh

PSE&G

(NJ BGS)

February 2009

June 1, 2009 -

May 31, 2012

\$103.72 Residential and Small

C&I¹

PPL

April 2009

January 1, 2010 -

December 31, 2010

\$86.74 Residential

\$87.59 Small C&I

Allegheny

June 2009

Residential: 17-month and 29-month

contracts, both beginning January 1,

2011

Non-residential: 17-month contracts

beginning January 1, 2011

\$71.64 Residential

\$75.40 Non-residential

PECO

June 2009

17-month and 29-month contracts

beginning January 1, 2011

\$100-102 Residential

(approximate)

Pennsylvania Procurement Provides Strong

Evidence of the Value of Exelon's Mid-Atlantic Fleet

2

2

2

2

3

1.

Wholesale level pricing (excludes adjustments for taxes and transmission and distribution losses); includes cost of Network Transmission Service (NTS).

2.

Retail level pricing but excluding NTS. Retail price includes cost of Gross Receipts Tax and adjustment for transmission and distribution (T&D) losses. Retail prices based on distribution company press releases.

3.

Estimated retail price (i.e., inclusive of Gross Receipts Tax and adjustment for T&D losses but not NTS) converted from Exelon's offers using Residential Retail Generation Rate Conversion Model at PECO Procurement website (<http://www.pecoprocurement.com/index.cfm?s=supplierInformation&p=rates>).

41

RPM Capacity Auctions in PJM

The results of the recent RPM capacity auction are not anticipated to reflect a new norm

due to an anticipated market response to low clearing prices and rule changes for demand response bidding

The RTO clearing price for 2012/2013 was \$16.46 MW-day. The clearing price

for MAAC and Eastern MAAC resources was \$133.37 MW-day and \$139.73 MW-day respectively.

-
Exelon offered 12,200 MWs
of
capacity in the RTO region; 1,500 MWs
in the MAAC
region; and 9,600 MWs
of
capacity in Eastern MAAC region

A market response to the low clearing prices in the RTO region is anticipated

-
Modified resource bidding behavior
-
Retirement of costly and less efficient generation
-
Cancellation of new generation projects
-
Less Cleared Demand Response (DR)

The RPM capacity auction prices for 2012/2013 are the result of increased generation supply and demand response resources, decreased load PJM wide, and locational reliability requirements

The 2012/2013 capacity auction was the first time in which Interruptible Load Resources (ILR) were required to offer into RPM as a capacity resource

-
The
PJM
tariff
was
interpreted
to
require
existing
ILR
Resources
to
bid
at
\$0

On June 8, 2009, PJM and its stakeholders began considering changes that would eliminate offer caps on DR

-
Tariff changes could result in future auctions that better reflect the true market value of capacity (i.e. the value to end use customers who sell firm power rights)

ERCOT Wind:

18 GW of Transmission Approved, Can Sell RECs
Nationally Under Federal RES, and Price Depression
Will Be Absorbed By Texas Alone

Upper Midwest Wind:

Dependent on Not-Yet-Approved Multi-State
Transmission Buildout
and Price Depression

Will be Spread Over A Broad Area

Mid-Atlantic Wind:

Limited Wind Resources, So Will
Purchase RECs
From Other Areas

42

Federal RES will result in incremental wind build in Texas to support REC
purchases
in
other
markets

depressing power prices in ERCOT

42

Federal RES Will Reduce Prices More in ERCOT
than in Midwest or Mid-Atlantic

43

Historical projected and actual costs of
nuclear construction (\$/kW)

1974/75

\$1,156

\$4,410

1976/77

\$1,493

\$4,008

\$560
\$1,170
1966/67
% Over Original Estimate
+381%
+269%
+209%

No
success with planned equity selldown

Insufficient
DOE
loan
guarantee
funds
to
support
all
identified projects

Even with DOE loan guarantee of \$4.6B and \$3B in
loan guarantees from Japan (which we see as
aggressive), there is a financing gap of \$2.5B -
\$5B
that NRG has not secured

No
disclosed details on risk mitigation plan for Toshiba's first
U.S. nuclear construction project

No
signed
PPAs
because
current
market
fundamentals
do
not support pricing needed to cover construction costs
Significant Risks Make It Impossible To Ascribe Value At
This Early Stage
Nuclear
new
build
estimates
Overnight
\$/kW
FPL
\$3,170-\$4,630/kW

Progress (Levy County)

\$4,345/kW

Brattle Group

\$4,038/kW

Exelon (Victoria County)

\$4,148/kW

U.S. Consensus

\$4,000-4,500/kW

NRG

\$3,200/kW

vs.

Sources:

NEI

Whitepaper

The

Cost

of

New

Generating

Capacity

in

Perspective

February

2009,

Brattle

Group

IRP

for

Connecticut -

January 2008

, NRG 6/4/09 Presentation at Macquarie Global Infrastructure Conference

1.

Amounts shown

in

2008\$,

assuming

2%

inflation

over

2007\$

for

FPL

and

Progress.

Exelon

estimate

includes

initial

fuel load cost.

2.

NRG Investor Presentation, June 17, 2009

Overnight Cost Growth (1966-1977)

Est:

+167%

Actual:

+243%

NRG Underestimates the Risks of Being a First Mover
STP 3&4 Is Subject To Project Execution And Cost
Escalation Risks That NRG Shareholders Cannot Ignore

U.S. Supply chain and labor force must be re-established

Japanese modular construction practices have not been
applied in the U.S.

NRG has not announced completion of construction
contract

U.S. labor productivity vs. Japanese is unknown

Construction proximity to an operating nuclear plant poses
significant risk to construction execution, schedule, and cost

Owner's costs and site development risks are material,
despite the brownfield
site

2

1

Scale and Complexity of Nuclear New Build
Introduces a Unique Set of Challenges for NRG

44

New nuclear build is a high risk proposition for NRG and represents a substantial portion of the company's market cap

Even with financing support by the U.S. and Japanese governments, NRG is placing a significant portion of the company's market cap at risk

Exelon's size and investment grade balance sheet significantly lessens the impact of this mega-project on the company's operating and financial risk profile

Total
nuclear
new
build
equity
financing
as
a
percentage
of
market
capitalization
NRG
EXC/NRG

-
- +25%
- +50%
- +75%
- +100%
- +125%
- +150%
- \$8.9 billion
- \$11.2 billion
- \$13.4 billion
- \$15.7 billion
- \$17.9 billion
- \$20.1 billion
- \$22.4 billion
- 12%
- 16%
- 19%
- 22%
- 25%
- 28%
- 31%
- 2%
- 2%
- 3%
- 3%
- 4%
- 4%
- 5%
- 0%
- 5%
- 10%
- 15%
- 20%
- 25%

30%
35%
40%
\$ 4,142
/ kW
\$ 5,178
/ kW
\$ 6,213
/ kW
\$ 7,249
/ kW
\$ 8,284
/ kW
\$ 9,320
/ kW
\$ 10,355
/ kW

2

1

1.

New build equity financing percentages are presented for various levels of total nominal project costs per kW, assuming 80% of market capitalization as of 6/26/09. The equity financing percentages reflect NINA ownership of STP units 3 and 4 at 40%, and NINA at 88%.

2.

Estimate of the total nominal project cost per kW based on the midpoint of the NRG price range for the nominal EPC and own NRG's 6/4/09 presentation at Macquarie Global Infrastructure Conference, plus estimated interest during construction, initial guaranteed loan fees and debt service reserve.

45

NRG Is Overvaluing Reliant Retail's Financial

Impact

Valuation Considerations

Even when assuming a \$250 million run rate EBITDA for Reliant Retail, the financial impact to NRG is less than \$1.00 per share

Exelon fully supports the retail business model, and the Reliant

acquisition appears value-accretive

However,
the
suggestion
that
over
\$1
billion
in
equity
value
(or
~\$4.50
per
share)
has
been
created
is
an overstatement

Valuation of 4-6x EBITDA is not achievable

NRG paid 1.9x to 2.6x
EBITDA in an auction

Public markets have not imputed attractive
multiples
to retail businesses in the past

No allocation of debt
in NRG's valuation either in the
form of collateral or increased working capital

NRG seems to ignore the **higher level of risk**
for retail;
implies higher cost of capital
Potential Price Per Share Impact (\$ M)

\$250 million run rate EBITDA appears aggressive

Gross margins
(\$670 M) assume steady mass market
and Commercial & Industrial margins which **have been**
volatile

Aggressive pricing from **large competitors**
(e.g.,
Centrica, FPL, CEG) **will**

likely **compress margins**

Requires strong execution
across
key disciplines (e.g.,
risk management, customer service)

Earnings Considerations

Low

High

NRG

Management

(as

of

3/2/09):

1

Purchase Price

\$388

\$388

(a)

Original EBITDA Estimate

\$200

\$150

(b)

Implied EV / EBITDA

1.9x

2.6x

Revised

NRG

Estimates

(as

of

5/27/09):

2

(c)

Revised Run-rate EBITDA

\$250

\$250

(d)

Change

/

Implied

Synergies

(c

-

a)

\$50

\$100

(e)

NRG Purchase Multiple Range (line b)

1.9x

-

2.6x

1.9x

-

2.6x

Implied Value Created (d * e)

\$95

\$130

\$190

\$260

Est.

Price

Per

Share

Impact

3

\$0.34

\$0.47

\$0.69

\$0.94

1.

NRG Investor presentation - March 2, 2009.

2.

NRG Investor presentation - May 27, 2009.

3.

Assumes 277 million NRG fully-diluted shares outstanding.

46
0
100
200
300
400
500
600

700
\$800
2009
2010
2011
2012
2013
2014
2015
2016
2017
2018

Exelon Estimate
Incremental
CapEx
(High Case)
Exelon
Estimate

Incremental
CapEx
(Low Case)
NRG Form 10-K Disclosure
\$1.3-\$2.3
billion
of
incremental
environmental
compliance
costs
could
limit
NRG's
ability
to
fund
its
future
growth

particularly
in
light
of
its
leveraged
balance sheet and non-investment grade ratings
Total
NRG Estimate
\$1.15B

Incremental
Cap Ex
\$1.3

\$2.3B
Total
\$2.45

\$3.45B
46

Under the new administration, we anticipate there will be more stringent environmental rules and regulations, including NOX and SO2 and particulate reductions under a revised Clean Air Interstate Rule (CAIR), an aggressive EPA/DOJ New Source Review enforcement initiative

These regulations may result in significant compliance costs for NRG's coal-fired generation assets

These regulations will have minimal impact on Exelon's compliance costs given our nuclear portfolio

1. In its 3/31/09 Form 10-Q, NRG states that it has prepared an environmental capital expenditure plan for numerous pending regulations but does not disclose the amount of the planned expenditures.

2. Forecasted amounts shown above are included in transaction analysis.

Environmental Capital Expenditures
Could Severely Limit NRG's Future Growth

1
2

NRG claims
that its hedge program insulates it from the current commodity
down-cycle
looking
closer:

NRG has sold about 2/3 of its baseload
energy forward for 2011, but at much lower prices
than for 2009 sales

As
NRG s

above-market
hedges

roll

off,

we

estimate

that

NRG's

baseload

energy

revenues

could decline by ~\$700 million based on current market prices between 2009 and 2011

At Current Forward Prices, ~\$700 Million in

NRG Revenue Deterioration From 2009-2011

Between 2009

and 2011,

Exelon

Generation's

estimated

gross margin

grows by

~\$500

million,

largely due to

the PECO PPA

roll-off

47

0

1

2

3

4

2009

2010

2011

\$B

NRG Baseload

Energy Revenues

5% Sold in Short-

Term Market

95% Sold Forward at

an Average Price of

\$61/MWh

79% Sold Forward at

an Average Price of

\$58/MWh

\$700

Million

Decline

33% Remaining Sales at an

Average Price ~\$53/MWh
Assuming 5/29/09 Market
67% Sold Forward at
an Average Price of
\$52/MWh

1

2

1.

Based on 2/28/09 market conditions, per Exelon Hedging Disclosures (April 2009).

2.

Percentages sold and average prices in blue as disclosed in NRG's 2008 Form 10-K. 2010-2011 average prices in green are based on Exelon internal analysis. Average price represents weighted average of TX, NY and PJM baseload energy sales using market conditions as of 5/29/09.

21% Remaining Sales at an
Average Price ~\$46/MWh
Assuming 5/29/09 Market

Premium Paid Analysis

All stock transactions with equity values greater than \$1.0 billion, announced since 12/5/2003, U.S. targets (excluding withdrawn deals and spin-offs)

Source:

SDC, Bloomberg, FactSet

Note:

Excludes Wells Fargo's acquisition of Wachovia, Bank of America's acquisition of Merrill Lynch, JP Morgan's acquisition of F&M, Bank of America's acquisition of Stearns and Bank of America's acquisition of Countrywide.

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Date

Date

Equity Value

Premium Prior to Announcement (%)
 Announced
 Effective
 Target
 Acquiror
 (\$mm)
 1 Day
 1 Week
 4 Weeks
 04/01/09
 Metavante Technologies Inc
 Fidelity Natl Info Svcs Inc
 2,982
 23.1
 23.5
 27.5
 03/03/09
 Magellan Midstream Hldg LP
 Magellan Midstream Partners LP
 1,148
 22.1
 23.5
 29.8
 01/15/09
 Terra Industries Inc
 CF Industries Holdings Inc
 3,397
 102.9
 107.5
 109.8
 10/19/08
 NRG Energy Inc
 Exelon Corp
 6,261
 36.7
 38.0
 31.1
 06/23/08
 12/05/08
 Allied Waste Industries Inc
 Republic Services Inc
 6,098
 0.9
 3.5
 5.0
 04/24/08
 09/29/08
 Wendy's International Inc
 Triarc Cos Inc
 2,346

11.1
16.0
23.2
04/14/08
10/29/08
Northwest Airlines Corp
Delta Air Lines Inc
2,918
14.1
14.9
20.2
05/04/07
10/01/07
Greater Bay Bancorp,Palo Alto
Wells Fargo,San Francisco,CA
1,657
7.5
13.8
16.3
05/01/07
09/04/07
MAF Bancorp,Clarendon Hills,IL
Natl City Corp,Cleveland,Ohio
1,973
39.5
39.9
38.1
03/18/07
08/30/07
InfraSource Services Inc
Quanta Services Inc
1,253
17.4
18.1
16.0
02/05/07
08/20/07
Hanover Compressor Co
Universal Compression Holdings
2,077
2.4
1.7
4.1
02/05/07
07/02/07
Investors Financial Svcs Corp
State Street Corp
4,505
38.5
38.5

42.4
02/02/07
03/07/07
Weyerhaeuser Co
Weyerhaeuser Shareholders/Domtar
2,939
0.0
0.0
0.0
12/04/06
04/02/07
Agere Systems Inc
LSI Logic Corp
3,795
28.2
30.4
26.5
12/03/06
07/02/07
Mellon Financial,Pittsburgh,PA
Bank of New York Co Inc,NY
16,371
(6.1)
(6.2)
(5.3)
10/17/06
07/12/07
CBOT Holdings Inc
Chicago Mercantile Exchange
11,025
55.3
59.8
59.4
08/31/06
11/04/06
Glamis Gold Ltd
Goldcorp Inc
6,829
32.4
32.4
35.4
07/10/06
12/01/06
Harbor Florida Bancshares Inc
Natl City Corp,Cleveland,Ohio
1,110
21.6
21.6
21.6
07/06/06

02/21/07
Peoples Energy Corp
WPS Resources Corp
1,588
15.0
13.6
11.6
06/12/06
11/15/06
Pacific Energy Partners LP
Plains All American Pipeline
1,395
10.6
12.2
14.3
05/25/06
11/04/06
AmSouth Bancorp,Alabama
Regions Finl Corp
10,035
(2.0)
(0.0)
0.3
05/08/06
11/09/06
Fisher Scientific Intl Inc
Thermo Electron Corp
10,280
7.0
8.2
7.4
01/24/06
05/05/06
Pixar Inc
Walt Disney Co
7,555
2.5
4.5
4.9
12/20/05
05/22/06
Maxtor Corp
Seagate Technology Inc
1,879
59.8
58.2
62.3
09/12/05
03/01/06
WFS Financial Inc

Wachovia Corp,Charlotte,NC

3,035

13.8

12.6

15.3

09/12/05

03/01/06

Westcorp,Irvine,CA

Wachovia Corp,Charlotte,NC

3,419

4.7

3.8

6.3

05/09/05

04/03/06

Cinergy Corp

Duke Energy Corp

8,655

13.4

13.9

12.6

Premium Paid Analysis

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Note:

Excludes Wells Fargo's acquisition of Wachovia, Bank of America's acquisition of Merrill Lynch, JP Morgan's acquisition of F&M, Citigroup's acquisition of Stearns and Bank of America's acquisition of Countrywide.

Exelon's offer at

10/17/08 represented a:

1 day premium of 37%

Premium to 1-week
average exchange ratio
of 38%

Premium to 4-week
average exchange ratio
of 31%

49

Date

Date

Equity Value

Premium Prior to Announcement (%)

Announced

Effective

Target

Acquiror

(\$mm)

1 Day

1 Week

4 Weeks

05/04/05

08/08/05

SpectraSite Inc

American Tower Corp

3,153

9.5

9.6

9.1

04/18/05

12/03/05

Macromedia Inc

Adobe Systems Inc

3,588

25.1

26.0

33.4

03/21/05

07/19/05

Ask Jeeves Inc

IAC/InterActiveCorp

1,952

16.5

16.3

21.5

03/09/05

07/01/05

Great Lakes Chemical Corp

Crompton Corp

1,552
10.1
10.4
11.0
03/03/05
05/16/05
Siliconix Inc
Vishay Intertechnology Inc
1,003
16.2
18.6
14.7
01/31/05
11/18/05
AT&T Corp
SBC Communications Inc
14,732
(6.6)
(0.7)
3.3
01/28/05
10/01/05
Gillette Co
Procter & Gamble Co
54,907
17.6
20.6
21.7
01/10/05
03/21/05
Fox Entertainment Group Inc
News Corp
34,466
9.8
12.9
14.1
12/16/04
07/02/05
Veritas Software Corp
Symantec Corp
13,520
9.5
28.6
47.0
08/12/04
03/11/05
Varco International Inc
National-Oilwell Inc
2,551
9.2

9.6
13.4
08/02/04
01/01/05
First National Bankshares FL
Fifth Third Bancorp,OH
1,253
40.5
43.4
45.2
06/21/04
11/01/04
SouthTrust Corp,Birmingham,AL
Wachovia Corp,Charlotte,NC
14,157
20.2
21.5
24.1
04/07/04
06/25/04
Westport Resources Corp
Kerr-McGee Corp
2,600
10.7
10.2
9.6
03/29/04
08/13/04
Tularik Inc
Amgen Inc
1,796
47.1
48.5
45.7
03/17/04
08/02/04
Apogent Technologies Inc
Fisher Scientific Intl Inc
2,691
5.5
6.4
7.5
02/26/04
12/21/04
ILEX Oncology Inc
Genzyme Corp
1,051
25.0
22.6
19.9

02/17/04
07/01/04
Provident Financial Group Inc
Natl City Corp,Cleveland,Ohio
2,094
15.3
15.6
15.7
02/16/04
10/01/04
GreenPoint Financial Corp,NY
North Fork Bancorp,Melville,NY
6,203
14.1
15.1
19.3
02/06/04
04/16/04
NetScreen Technologies Inc
Juniper Networks Inc
4,175
59.0
59.5
43.8
01/23/04
07/01/04
Union Planters Corp,Memphis,TN
Regions Financial Corp
5,857
(2.5)
(3.5)
(3.1)
01/14/04
07/01/04
Bank One Corp,Chicago,IL
JPMorgan Chase & Co
58,847
15.1
14.3
8.2
12/15/03
09/30/04
Gulfterra Energy Partners LP
Enterprise Products Partners
2,551
2.2
4.1
3.4
Mean
7,372

19.2
20.7
21.7
Median
3,035
14.1
15.1
16.0
High
58,847
102.9
107.5
109.8
Low
1,003
(6.6)
(6.2)
(5.3)