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XCEL ENERGY INC
Form U5S
May 01, 2003

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

FORM U-5S

ANNUAL REPORT

For the year ended December 31, 2002

Filed pursuant to the Public Utility Holding Company Act of 1935

XCEL ENERGY, INC.
800 NICOLLET MALL
SUITE 3000
MINNEAPOLIS, MN 55402

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ITEM 1. SYSTEM COMPANIES AND INVESTMENTS THEREIN AS OF DECEMBER 31, 2002

NUMBER OF
COMMON

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| NAME OF COMPANY (ADD ABBREVIATION USED HEREIN) | SHARES OWNED | PERCENT OF VOTING POWER | ISSUER'S BOOK VALUE |
|---------------------------------------------------------------------------------------------------------------------------------------------------------------------------|-----------------|--------------------------|------------------------|
| ----- | | | |
| XCEL ENERGY INC. (XCEL ENERGY) | | | |
| ----- | | | |
| Black Mountain Gas Co. | 100 | 100% by Xcel Energy | 13,481,61 |
| Black Mountain Gas Co. had \$3,097,021 in short-term debt outstanding to Xcel Energy at an a | | | |
| ----- | | | |
| Cheyenne Light, Fuel and Power Co. (Cheyenne) | 100 | 100% by Xcel Energy | 31,608,23 |
| Cheyenne had \$18,425,000 in short-term debt outstanding to Xcel Energy at an average cost o | | | |
| Cheyenne had a Standby Bond Purchase Agreement with Wells Fargo Bank, NA related to Cheyenne Industrial Development Revenue Bonds at 12/31/02; expiration date 03/2004 | | | |
| ----- | | | |
| Northern States Power Co., a Minnesota Corp. (NSP-Minnesota) | 1,000,000 | 100% by Xcel Energy | 1,801,028,49 |
| NSP-Minnesota had \$1,250,000 in short-term borrowings due from its subsidiary First Midwest 4.40% at 12/31/02 | | | |
| NSP-Minnesota had \$1,304,000 in short-term borrowings outstanding from its subsidiary UP&L 12/31/02 | | | |
| ----- | | | |
| NSP Financing I (Statutory Business Trust) | n/a | 100% by NSP-Minnesota | 6,190,00 |
| NSP Financing I owns \$206,190,000 of NSP-Minnesota's Junior Subordinated Debentures; m rate 7.875% | | | |
| ----- | | | |
| NSP Financing II (Statutory Business Trust)* | inactive | 100% by NSP-Minnesota | inactive |
| ----- | | | |
| NSP Nuclear Corp. | 40 | 100% by NSP-Minnesota | 3,346,77 |
| ----- | | | |
| Nuclear Management Co. LLC (NMC) | n/a | 20% by NSP Nuclear Corp. | 15,812,67 |
| NMC renewed its Credit Facility for \$25,000,000 with LaSalle Bank in Chicago during | | | |
| ----- | | | |
| Private Fuel Storage LLC | n/a | 15.6% by NSP-Minnesota | (2) |
| ----- | | | |
| United Power and Land Co. (UP&L) | 40,200 | 100% by NSP-Minnesota | 8,647,83 |
| UP&L had \$1,304,000 in short-term borrowings due from Xcel Energy at an average rate o | | | |
| ----- | | | |
| Northern States Power Co., a Wisconsin Corp. (NSP-Wisconsin) | 933,000 | 100% by Xcel Energy | 418,738,30 |

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|---------------------------------------------------------------------------------------------------------------|----------|-------------------------|---------------|
| NSP-Wisconsin had \$6,880,000 in short-term debt outstanding to Xcel Energy at an average rate of 2.5%. | | | |
| Chippewa and Flambeau Improvement Co. | 11,000 | 75.86% by NSP-Wisconsin | 1,033,211 |
| Clearwater Investments, Inc. (Clearwater Inv) | 100 | 100% by NSP-Wisconsin | 2,402,211 |
| CMS LLC | n/a | 33.3% by Clearwater Inv | 101,171 |
| Plover LLC | n/a | 10% by Clearwater Inv | (2) |
| Shoe Factory Holdings LLC | n/a | 100% by Clearwater Inv | 980,621 |
| Woodsedge Eau Claire LP | n/a | 98% by Clearwater Inv | 1,181,171 |
| NSP Lands Inc. | 100 | 100% by NSP-Wisconsin | 447,871 |
| NSP Energy Marketing Inc.* | inactive | 100% by Xcel Energy | inactive |
| Public Service Co. of Colorado (PSCo) | 100 | 100% by Xcel Energy | 1,978,461,591 |
| PSCo had \$88,074,240 in short-term debt outstanding to Xcel Energy at an average rate of 2.5%. | | | |
| PSCo had \$21,288,000 in short-term borrowings outstanding from its subsidiary PSR Investments as of 12/31/02 | | | |
| 1480 Welton Inc. | 6,500 | 100% by PSCo | 9,403,381 |
| Baugh Lateral Ditch Co. | (1) | 29.08% by PSCo | (1) |
| Beaver Ditch Co. | (1) | 8% by PSCo | (1) |
| Beeman Ditch Co. | (1) | 46.25% by PSCo | (1) |
| Clough Private Ditch | (1) | 48.3% by PSCo | (1) |

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| | | | |
|----------------------------------|-----|----------------|-------|
| Clough and True Private Ditch | (1) | 48.3% by PSCo | (1) |
| Consolidated Extension Canal Co. | 30 | 53.55% by PSCo | 36,42 |
| Consolidated Mutual Water Co. | (1) | 0.002% by PSCo | (1) |

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| | | | |
|------------------------------------------|-----------|----------------|--------|
| Dry Creek No. 2 Ditch Co. | (1) | 9.37% by PSCo | (1) |
| East Boulder Ditch Co. | 10.600258 | 88.67% by PSCo | (1) |
| Elliott Ditch and Reservoir | (1) | 60% by PSCo | (1) |
| Elliott Lateral and Reservoir | (1) | 100% by PSCo | (1) |
| Enterprise Irrigating Ditch Co. | 11.95 | 27.16% by PSCo | (1) |
| Erkenbeck Lateral Ditch Co. | (1) | 4.97% by PSCo | (1) |
| Farmers Extension Ditch Co. | (1) | 0.50% by PSCo | (1) |
| Fisher Ditch Co. | (1) | 22.02% by PSCo | 25,695 |
| Fort Morgan Reservoir and Irrigation Co. | (1) | 1.76% by PSCo | (1) |
| Goosequill Ditch | (1) | 100% by PSCo | (1) |
| Grand Valley Irrigation Co. | (1) | 0.08% by PSCo | (1) |
| Green and Clear Lakes Co. | 2,500 | 100% by PSCo | 25,000 |
| Highland Ditch Co. | (1) | 1.55% by PSCo | (1) |
| Hillcrest Ditch and Reservoir Co. | 140 | 77.78% by PSCo | (1) |

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|----------------------------------------------------------------------------------------------------------------------|---------|---------------------|-------------|------|
| Jay Thomas Ditch | (1) | 100% by PSCo | (1) | |
| Jones and Donnelly Ditch Co. | (1) | 43.11% by PSCo | (1) | |
| Las Animas Consolidated Canal Co. | 430.329 | 76.57% by PSCo | 26,577 | |
| Lupton Meadows Ditch Co. | (1) | 1.65% by PSCo | (1) | |
| McDonald (Prairie) Ditch Co. | (1) | 7.93% by PSCo | (1) | |
| Montgomery Private Ditch | (1) | 83.3% by PSCo | (1) | |
| Mutual Lateral Ditch Co. | (1) | 5% by PSCo | (1) | |
| PSCo Capital Trust I | n/a | 100% by PSCo | 6,000,000 | 6, |
| PSCo Capital Trust I owns \$200,000,000 of PSCo's Junior Subordinated Debentures; maturity rate 7.600% | | | | |
| PSR Investments Inc. | 363,190 | 100% by PSCo | 36,287,903 | 36, |
| PSR Investments had \$21,288,000 in short-term borrowings due from PSCo at an average rate | | | | |
| Smead Ditch | (1) | 50% by PSCo | (1) | |
| Twin Lakes Reservoir and Irrigation Co. | (1) | 1.51% by PSCo | (1) | |
| United Water Co. | 979.375 | 84.19% by PSCo | 23,947 | |
| Upper Platte and Beaver Ditch Co. | (1) | 0.60% by PSCo | (1) | |
| Western Mutual Ditch Co. | (1) | 0.25% by PSCo | (1) | |
| Westmoor Acres Irrigation Co. | (1) | 9.09% by PSCo | (1) | |
| Southwestern Public Service Co. (SPS) | 100 | 100% by Xcel Energy | 828,709,364 | 828, |
| SPS had a Standby Bond Purchase Agreement with the Bank of New York related to SPS's \$25,000 Securities at 12/31/02 | | | | |
| SPS Capital Trust I | n/a | 100% by SPS | 3,092,783 | 3, |
| SPS Capital Trust I owns \$103,092,775 of SPS's Junior Subordinated Debentures; maturity rate 7.850% | | | | |

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|--------------------------------------------------------------------------------------------------------|--------|------------------------|-------------|-------|
| WestGas InterState Inc. | 60,000 | 100% by Xcel Energy | 444,877 | |
| ----- | | | | |
| Xcel Energy Communications Group Inc. (Xcel Comm) | 100 | 100% by Xcel Energy | 264,098,739 | 264, |
| ----- | | | | |
| Xcel Comm had \$875,700 in intercompany short-term debt outstanding to NCE Comm at an average | | | | |
| ----- | | | | |
| NCE Communications Inc. (NCE Comm) | 100 | 100% by Xcel Comm | 9,354,550 | 9, |
| ----- | | | | |
| NCE Comm had \$875,700 in intercompany short-term debt outstanding from Xcel Comm at an average | | | | |
| ----- | | | | |
| Northern Colorado Telecommunications LLC | n/a | 53.75% by NCE Comm | 13,508,943 | 7, |
| ----- | | | | |
| Seren Innovations Inc. | 760 | 100% by Xcel Comm | 254,955,448 | 254, |
| ----- | | | | |
| Xcel Energy International Inc. (Xcel Intl) | 100 | 100% by Xcel Energy | 23,936,043 | 23, |
| ----- | | | | |
| Xcel Intl had \$38,770,000 in intercompany short-term debt outstanding to Xcel Energy at an average | | | | |
| ----- | | | | |
| Xcel Intl had \$32,427,194 in intercompany short-term debt outstanding from Xcel Argentina at 12/31/02 | | | | |
| ----- | | | | |
| Xcel Energy Argentina Inc. (Xcel Argentina) | 100 | 100% by Xcel Intl | 10,527,469 | 5, |
| ----- | | | | |
| Xcel Argentina had \$32,427,194 in intercompany short-term debt outstanding to Xcel Intl at 12/31/02 | | | | |
| ----- | | | | |
| 4 | | | | |
| ----- | | | | |
| Ekibastus Power Development Ltd. | (2) | 100% by Xcel Argentina | | 2,50 |
| ----- | | | | |
| IPC Operations Ltd. | (2) | 100% by Xcel Argentina | | (1,55 |
| ----- | | | | |
| Corporacion Independiente de Energia SA (CIESA) | (2) | 100% by Xcel Argentina | | 30,95 |
| ----- | | | | |

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|----------------------------------------------------------------------------------------------------------|-----------|---------------------------|-------|
| Central Piedra Buena SA | (2) | 100% by CIESA | 29,00 |
| ----- | | | |
| Hidroelectrica del Sur SA (Hidroelectrica del) | (2) | 60% by CIESA | 5,06 |
| ----- | | | |
| Hidroelectrica Ameghino SA | (2) | 59% by Hidroelectrica del | |
| ----- | | | |
| Electrica del Sur SA (Electrica del) | (2) | 100% by CIESA | (2,74 |
| ----- | | | |
| Energia del Sur SA | (2) | 100% by Electrica del | |
| ----- | | | |
| Independent Power Americas Inc.* | inactive | 100% by Xcel Intl | inac |
| ----- | | | |
| Independent Power International Ltd. (Indep Power Intl) | (2) | 100% by Xcel Intl | |
| ----- | | | |
| Independent Power UK Ltd. | (2) | 100% by Indep Power Intl | |
| ----- | | | |
| Xcel Energy Markets Holdings Inc. (Xcel Energy Mkts) | 100 | 100% by Xcel Energy | 71,41 |
| ----- | | | |
| Xcel Energy Mkts had \$9,366,469 in intercompany short-term debt outstanding from Viking at an a | | | |
| ----- | | | |
| Xcel Energy Mkts had \$17,170,000 in intercompany short-term debt outstanding from e prime at an | | | |
| ----- | | | |
| Xcel Energy Mkts had \$25,996,000 in intercompany short-term debt outstanding to Xcel Energy at 12/31/02 | | | |
| ----- | | | |
| e prime Inc. (e prime) | 3,807,719 | 100% by Xcel Energy Mkts | 13,10 |
| ----- | | | |
| e prime had \$17,170,000 in intercompany short-term debt outstanding to Xcel Energy Mkts at a | | | |
| ----- | | | |

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|--------------------------------------------------------------------------------------------------------------|----------|--------------------------|-------|
| Johnstown Cogeneration LLC | n/a | 50% by e prime | 14 |
| ----- | | | |
| Young Gas Storage Co. (Young Gas) | 1,000 | 100% by e prime | 3,33 |
| ----- | | | |
| Young Gas Storage Co. Ltd. | n/a | 47.5% by Young Gas | 11,72 |
| ----- | | | |
| Viking Gas Transmission Co. (Viking) | 206 | 100% by Xcel Energy Mkts | 57,61 |
| ----- | | | |
| Viking had \$9,366,469 in intercompany short-term debt outstanding to Xcel Energy Mkts at an | | | |
| ----- | | | |
| Guardian Pipeline LLC | n/a | 33.33% by Viking | (2 |
| ----- | | | |
| XECC Group Inc.* | 1,000 | 100% by Xcel Energy Mkts | inac |
| ----- | | | |
| XEM Inc.* | 1,000 | 100% by Xcel Energy Mkts | inac |
| ----- | | | |
| XEPS LLC* | n/a | 100% by XEM Inc. | inac |
| ----- | | | |
| Xcel Energy O&M Services Inc.* | inactive | 100% by Xcel Energy | inac |
| ----- | | | |
| Xcel Energy Retail Holdings Inc. (Xcel Retail) | 100 | 100% by Xcel Energy | 18,54 |
| ----- | | | |
| Xcel Retail had \$1,412,000 in intercompany short-term debt outstanding to e prime Energy Market at 12/31/02 | | | |
| ----- | | | |
| Xcel Retail had \$7,744,000 in intercompany short-term debt outstanding to Xcel Energy at an ave | | | |
| ----- | | | |
| Xcel Retail had \$1,642,000 in intercompany short-term debt outstanding to XERS Inc at an averag | | | |
| ----- | | | |
| Xcel Retail had \$240,000 in intercompany short-term debt outstanding to Xcel Energy-Centrus Inc 12/31/02 | | | |
| ----- | | | |
| Xcel Retail had \$900,000 in intercompany short-term debt outstanding to Reddy Kilowatt Corp at 12/31/02 | | | |
| ----- | | | |
| Xcel Retail had \$4,781,000 in intercompany short-term debt outstanding to Xcel Energy Prod and 12/31/02 | | | |
| ----- | | | |
| Xcel Retail had \$923,000 in intercompany short-term debt outstanding from Xcel Energy-Centrus I 12/31/02 | | | |
| ----- | | | |
| Natural Station Equipment LLC | n/a | 100% by Xcel Retail | (1 |

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|----------------------------------------------------------------------------------------------------------------|-----------|-----------------------|-------------|
| Xcel Energy Products and Services Inc. (XEPS) | 236,227 | 100% by Xcel Retail | 3,500 |
| Xcel Prod and Svcs had \$4,781,000 in intercompany short-term debt outstanding from Xcel Retail as of 12/31/02 | | | |
| Xcel Energy Wholesale Propane Inc. | 100 | 100% by XEPS | |
| Planergy International Inc. (Planergy Intl) | 1,000 | 100% by Xcel Retail | 10,000 |
| Planergy Services Inc. (Planergy Svcs) | 1,000 | 100% by Planergy Intl | 7,000 |
| Planergy Services of California Inc. | 15,000 | 100% by Planergy Svcs | 79,000 |
| Planergy Capital Associates Inc. | 1,500,000 | 100% by Planergy Svcs | 12,000 |
| Planergy Energy Services Corp. | 25 | 100% by Planergy Svcs | 72,000 |
| Planergy Services of Houston Inc. | 500 | 100% by Planergy Svcs | 67,000 |
| Planergy Services USA Inc. | 3,000 | 100% by Planergy Svcs | 24,724 |
| Planergy Services of Texas Inc. | 500 | 100% by Planergy Svcs | 151,661 |
| Planergy Inc. (Planergy) | 875 | 100% by Planergy Intl | (1,346,345) |

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|-----------------------------------------------------------------------------------------------------------------------------------|----------|-------------------------------|------------|-------|
| Planergy Limited | 100 | 100% by Planergy | 152,989 | 15 |
| USA-Planergy LLC* | inactive | 49% by Planergy | inactive | ina |
| Planergy Housing Inc. | 1,000 | 100% by Planergy Intl | 1,000 | |
| Reddy Kilowatt Corp. | 13,435 | 100% by Xcel Retail | 4,046,151 | 4,04 |
| Reddy Kilowatt Corp had \$900,000 in intercompany short-term debt outstanding from Xcel at 12/31/02 | | | | |
| Xcel Energy-Cadence Inc. | 1,000 | 100% by Xcel Retail | 313,299 | 31 |
| Xcel Energy-Cadence Inc had \$923,000 in intercompany short-term debt outstanding to Xcel at 2.99% at 12/31/02 | | | | |
| Cadence Network Inc. | (2) | 22.22% by Xcel Energy-Cadence | 844,805 | |
| Xcel Energy-Centrus Inc. | 1,000 | 100% by Xcel Retail | 304,676 | 30 |
| Xcel Energy-Centrus Inc had \$240,000 in intercompany short-term debt outstanding from Xcel at 2.99% at 12/31/02 | | | | |
| XERS Inc. | 1,000 | 100% by Xcel Retail | 9,814,864 | 9,81 |
| XERS Inc had \$1,642,000 in intercompany short-term debt outstanding from Xcel Retail at 12/31/02 | | | | |
| e prime Florida Inc. | 100 | 100% by Xcel Retail | 3,235,783 | 3,23 |
| e prime Georgia Inc.* | 100 | 100% by Xcel Retail | 217,900 | 21 |
| e prime Energy Marketing Inc. | 100 | 100% by Xcel Retail | 6,696,334 | 6,69 |
| e prime Energy Marketing Inc had \$1,412,000 in intercompany short-term debt outstanding from Xcel at a rate of 2.99% at 12/31/02 | | | | |
| Xcel Energy Foundation | n/a | 100% by Xcel Energy | n/a | n |
| Xcel Energy Services Inc. (Xcel Svcs) | 1,000 | 100% by Xcel Energy | (82,745) | (8 |
| Xcel Svcs had \$65,909,000 in intercompany short-term debt outstanding to Xcel Energy at an | | | | |
| Xcel Energy Ventures Inc. (Xcel Ventures) | 100 | 100% by Xcel Energy | 54,751,401 | 54,75 |
| Xcel Ventures had \$112,000 in intercompany short-term debt outstanding to Texas-Ohio Pipeli at 12/31/02 | | | | |
| Xcel Ventures had \$1,443,000 in intercompany short-term debt outstanding to Xcel Energy at 12/31/02 | | | | |

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|-----------------------|-----|-----------------------|---------------|------------|
| Eloigne Co. (Eloigne) | 820 | 100% by Xcel Ventures | 49,863,811 | 49,863,811 |
| 7th Street | n/a | n/a | 324,013 | 42,013 |
| Boulder Ridge | n/a | n/a | 1,858,851 | 1,918,851 |
| Brickstone Townhouses | n/a | n/a | 1,684,394 | 1,664,394 |
| Carter Place | n/a | n/a | 880,157 | 920,157 |
| Central Towers | n/a | n/a | 4,504,944 | 2,994,944 |
| City Limits | n/a | n/a | 1,690,837 | 650,837 |
| Civic Center | n/a | n/a | Not Available | Ava |
| Colfax Prairie | n/a | n/a | 486,884 | 476,884 |
| Cottage Court | n/a | n/a | 610,033 | 600,033 |
| Countryside | n/a | n/a | 421,792 | 281,792 |
| Covington Court | n/a | n/a | Not Available | N |
| Cromwell Commons | n/a | n/a | 339,237 | 339,237 |
| Crown Ridge | n/a | n/a | 766,118 | 766,118 |
| Cumberland | n/a | n/a | 148,464 | 148,464 |
| East Creek | n/a | n/a | 1,504,899 | 1,404,899 |
| Edenvale | n/a | n/a | 1,599,718 | 1,699,718 |
| Farmington | n/a | n/a | 858,828 | 858,828 |
| Farmington Family | n/a | n/a | 1,741,831 | 1,741,831 |
| Granite Hill | n/a | n/a | 342,397 | N |

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|----------------------------|-----|-----|---------------|---------------|
| Hearthstone | n/a | n/a | 244,516 | 182,66 |
| Hickory Drive (Plover LLC) | n/a | n/a | 488,353 | 95,49 |
| Jefferson Heights | n/a | n/a | 596,320 | 550,08 |
| Lakeville Court | n/a | n/a | 1,505,338 | 1,254,72 |
| Lyndale | n/a | n/a | Not Available | Not Available |
| Majestic View | n/a | n/a | 376,504 | 372,50 |
| Mankato Townhouses | n/a | n/a | Not Available | Not Available |
| Mankato II | n/a | n/a | Not Available | Not Available |
| Moorhead | n/a | n/a | Not Available | Not Available |
| Northpoint | n/a | n/a | Not Available | Not Available |
| Oakdale Village | n/a | n/a | 1,445,054 | 788,46 |
| Oakgrove | n/a | n/a | 2,185,111 | 2,132,13 |
| Oakwood II | n/a | n/a | 1,336,202 | 1,236,20 |
| Oakwood Townhouses | n/a | n/a | 962,347 | 962,34 |
| Park Glen | n/a | n/a | 1,117,539 | 1,106,36 |
| Parkwood Place | n/a | n/a | 794,606 | 790,57 |
| Pheasant Run | n/a | n/a | 358,428 | 345,23 |
| Pheasant View | n/a | n/a | 413,697 | 409,56 |
| Pioneer Building | n/a | n/a | 1,584,283 | 1,072,89 |

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|-------------------------------------------------------------------------------------------------------------|---------|-----------------------|---------------|--------------|
| Pleasant Valley | n/a | n/a | 1,354,430 | 1,340,88 |
| Polynesian Village | n/a | n/a | 804,262 | 834,77 |
| River Run | n/a | n/a | 446,050 | 451,41 |
| Safe Haven Homes, LLC | n/a | n/a | (3) | (3) |
| Scenic View | n/a | n/a | 1,098,846 | 1,068,37 |
| Shade Tree | n/a | n/a | Not Available | Not Availabl |
| Shenandoah Woods | n/a | n/a | 1,524,088 | 1,592,14 |
| Southview | n/a | n/a | Not Available | Not Availabl |
| Spring Lake Park | n/a | n/a | 96,777 | 359,40 |
| Stradford Flats | n/a | n/a | 633,456 | 620,43 |
| Summerchase | n/a | n/a | 452,561 | 1,126,44 |
| Sunrise | n/a | n/a | 1,308,019 | 1,309,30 |
| Timber Ridge | n/a | n/a | 1,795,543 | 1,811,28 |
| Tower Terrace | n/a | n/a | 1,025,584 | 767,29 |
| Vadnais Heights | n/a | n/a | 840,732 | 723,87 |
| Washington Avenue | n/a | n/a | 54,278 | 44,69 |
| Woodland Townhouses | n/a | n/a | 1,746,077 | 1,688,90 |
| Woodland Village | n/a | n/a | 694,866 | 305,97 |
| Texas-Ohio Pipeline Inc.* | 200,000 | 100% by Xcel Ventures | 4,606,095 | 4,606,09 |
| Texas-Ohio Pipeline Inc has \$112,000 in intercompany short-term debt outstanding from of 2.99% at 12/31/02 | | | | |

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|---------------------------------------------------------------------------------------------------------------------------|-----------|------------------------|---------------|---------------|
| Ultra Power Technologies Inc.* | 211 | 100% by Xcel Ventures | 270,370 | 270,370 |
| Xcel Energy Transco Inc. (Xcel Transco) | 100 | 100% by Xcel Ventures | n/a | n/a |
| TRANSLink Development Company LLC | n/a | 100% by Xcel Transco | n/a | n/a |
| Xcel Energy Wholesale Group Inc. (Xcel Wholesale) | 1,000,000 | 100% by Xcel Energy | 81,427,433 | 51,587,600 |
| Xcel Wholesale had \$72,800,000 in intercompany short-term debt outstanding to UE at an average rate of 2.99% at 12/31/02 | | | | |
| Xcel Wholesale had \$80,380,000 in intercompany short-term debt outstanding to Xcel Energy at 12/31/02 | | | | |
| NRG Acquisition Co. LLC | n/a | 100% by Xcel Wholesale | n/a | n/a |
| NRG Energy Inc. | n/a | 100% by Xcel Wholesale | (666,307,777) | (696,100,000) |
| Utility Engineering Corp. (UE) | 72,000 | 100% by Xcel Wholesale | 133,055,382 | 133,055,382 |

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| | | | | |
|---------------------------------------------------------------------------------------------------------------------------------|---------|------------|--|-----------|
| UE had \$72,800,000 in intercompany short-term debt outstanding from Xcel Wholesale at an average rate of 2.99% at 12/31/02 | | | | |
| UE had \$47,360,000 in intercompany short-term debt outstanding to Quixx at an average rate of 2.99% at 12/31/02 | | | | |
| UE had \$412,500 in intercompany short-term debt outstanding from Applied Power Associates Inc at 12/31/02 | | | | |
| UE had \$2,150,000 in intercompany short-term debt outstanding from Proto-Power Corp at an average rate of 2.99% at 12/31/02 | | | | |
| UE had \$1,500,000 in intercompany short-term debt outstanding from Universal Utility Services LLC at 12/31/02 | | | | |
| UE had \$675,000 in intercompany short-term debt outstanding from Precision Resource Co at an average rate of 2.99% at 12/31/02 | | | | |
| Applied Power Associates Inc. | 150,450 | 100% by UE | | (320,328) |
| Applied Power Associates Inc had \$412,500 in intercompany short-term debt outstanding to UE at 12/31/02 | | | | |

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|------------------------------------------------------------------------------------------------------------------------------------------|----------|---------------------------|------------|----|
| Proto-Power Corp. | 100 | 100% by UE | 8,531,845 | 8 |
| Proto-Power Corp had \$2,150,000 in intercompany short-term debt outstanding to UE at an average rate of 2.99% at 12/31/02 | | | | |
| Precision Resource Co. | 1,000 | 100% by UE | 574,865 | |
| Precision Resource Co had \$675,000 in intercompany short-term debt outstanding to UE at an average rate of 2.99% at 12/31/02 | | | | |
| Universal Utility Services LLC | n/a | 100% by UE | 3,287,951 | 3 |
| Universal Utility Services LLC had \$1,500,000 in intercompany short-term debt outstanding to UE at an average rate of 2.99% at 12/31/02 | | | | |
| Quixx Corp. (Quixx) | 51,000 | 100% by UE | 75,390,252 | 75 |
| Quixx had \$47,360,000 in intercompany short-term debt outstanding from UE at an average rate of 2.99% at 12/31/02 | | | | |
| Dragon Energy Corp. (Dragon)* | inactive | 100% by Quizz | inactive | |
| CPC Ltd. Partnership* (CPC Ltd) | inactive | 49.5% by Dragon | inactive | |
| Cambodia Power Co.* | 500 | 50% by CPC Ltd | inactive | |
| Bear Energy Corp. (Bear)* | inactive | 50% by Dragon | inactive | |
| CPC Ltd. Partnership* (CPC Ltd) | inactive | 1% by Bear | inactive | |
| Cambodia Power Co.* | 500 | 50% by CPC Ltd | inactive | |
| Quixx Mountain Holdings LLC (Quixx Mountain) | n/a | 100% by Quixx | (2) | |
| Front Range Energy Associates LLC | n/a | 50% by Quixx Mountain | (2) | |
| Quixx Power Services Inc. (Quixx Power) | 1,000 | 100% by Quixx | 1,701,672 | 1 |
| ESOCO Crockett Inc. (ESOCO) | (2) | 100% by Quixx Power | 329,892 | |
| QPS Woodland LLC* | inactive | 100% by ESOCO | inactive | |
| Quixx Resources Inc. (Quixx Resources) | 10,000 | 100% by Quixx | 14,522,539 | 14 |
| Borger Energy Associates LP (Borger) | n/a | 44.55% by Quixx Resources | (2) | |
| Borger Funding Corp. | 100 | 100% by Borger | (2) | |
| Denver City Energy Associates LP | n/a | 49.5% by Quixx Resources | 1,056,963 | |
| Quixx WRR, LP | n/a | 99% by Quixx Resources | 3,986,881 | |
| Windpower Partners 1994 LP | n/a | 24.67% by Quixx | (2) | |
| Quixx Jamaica Inc. (Quixx Jamaica) | 10,000 | 100% by Quixx | 120,016 | |
| KES Jamaica LP | n/a | 99% by Quixx Jamaica | (13,216) | |
| Quixx Mustang Station Inc. (Quixx Mustang) | 10,000 | 100% by Quixx | 61,374 | |

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|----------------------------------------------------------------------------------------------|--------|------------------------|------------|------------|
| Denver City Energy Associates LP | n/a | 0.50% by Quixx Mustang | 1,056,963 | |
| Quixxlin Corp. (Quixxlin) | 10,000 | 100% by Quixx | 25,242 | |
| Quixx Linden LP | n/a | 0.50% by Quixxlin | (2) | |
| Quixx Borger Cogen Inc. (Quixx Borger) | 10,000 | 100% by Quixx | 56,024 | |
| Borger Energy Associates LP (Borger) | n/a | 0.45% by Quixx Borger | (2) | |
| Quixx Carolina Inc. (Quixx Carolina) | 10,000 | 100% by Quixx | 1,525 | |
| Carolina Energy LP | n/a | 1% by Quixx Carolina | (2) | |
| Quixx WPP94 Inc. (Quixx WPP94) | 10,000 | 100% by Quixx | 31,346 | |
| Windpower Partners 1994 LP | n/a | 0.33% by Quixx WPP94 | (2) | |
| BCH Energy LP | n/a | 42.2% by Quixx | (2) | |
| Carolina Energy LP | n/a | 32% by Quixx | (2) | |
| Quixx Linden LP | n/a | 49.5% by Quixx | (2) | |
| Quixx Louisville LLC | n/a | 100% by Quixx | 4,547,213 | 4,547,213 |
| Quixx WRR LP | n/a | 1% by Quixx | 3,986,881 | (2) |
| KES Montego Inc. (KES Montego) | 100 | 100% by Quixx | (2) | (2) |
| KES Jamaica LP | n/a | 1% by KES Montego | (13,216) | (13,216) |
| Xcel Energy WYCO Inc. (Xcel WYCO) | 100 | 100% by Xcel Energy | 20,307,000 | 20,307,000 |
| Xcel WYCO had \$3,153,500 in intercompany short-term debt outstanding to Xcel Energy at an a | | | | |
| WYCO Development LLC | n/a | 50% by Xcel WYCO | (2) | (2) |

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- (1) PSCo holds a controlling interest in several relatively small ditch and water companies whose capital requirements are not significant. The investments relate to water needed for electric generating plants.
- (2) Information about certain indirectly owned entities was not readily available. The value of the investment and equity of these indirectly owned subsidiaries was not material to Xcel Energy, Inc.
- (3) Safe Haven Homes is legally separate from Eloigne Co., but is not financially separable from Eloigne Co. Safe Haven Homes is the general partner, and Eloigne Co. is the limited partner, of some of Eloigne's affordable housing limited partnerships.

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The subsidiaries of NRG are as follows:

| NAME OF COMPANY (ADD ABBREVIATION USED HEREIN) | NUMBER OF | PERCENT OF VOTING POWER |
|------------------------------------------------|--------------|---------------------------------------|
| | COMMON | |
| | SHARES OWNED | |
| NRG ENERGY, INC. (NRG) | | |
| Berrians I Gas Turbine Power LLC | n/a | 100% NRG |
| Commonwealth Atlantic Power LLC | 1,000 | 100% NRG |
| Hanover Energy Co | n/a | 100% Commonwealth Atlantic Power LLC |
| Chickahominy River Energy Corp | n/a | 100% Hanover Energy Co |
| Commonwealth Atlantic LP | n/a | 50% Chickahominy River Energy Corp |
| James River Power LLC | 1,000 | 100% NRG |
| Capistrano Cogeneration Company | n/a | 100% James River Power LLC |
| James River Cogeneration Company | n/a | 50% Capistrano Cogeneration Company |
| NRG Audrain Holding LLC | 1,000 | 100% NRG |
| NRG Audrain Generating LLC | n/a | 100% Audrain Holding LLC |
| NRG Batesville LLC | 1,000 | 100% NRG |
| NRG Gila Bend Holdings, Inc.* | 1,000 | 100% NRG |
| NRG McClain LLC | 1,000 | 100% NRG |
| NRG MidAtlantic Affiliate Services Inc. | 1,000 | 100% NRG |
| NRG North Central Operations Inc. | 1,000 | 100% NRG |
| NRG Northern Ohio Generating LLC | n/a | 100% NRG |
| NRG Ashtabula Generating LLC | n/a | 100% NRG Northern Ohio Generating LLC |
| NRG Lakeshore Generating LLC | n/a | 100% NRG Northern Ohio Generating LLC |

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|-------------------------------------------|-----------|-----------------------------------|
| NRG Ohio Ash Disposal LLC | n/a | 100% NRG North Ohio Generating |
| NRG South Central Affiliate Services Inc. | 1,000 | 100% NRG |
| NRG South Central Operations Inc. | 1,000 | 100% NRG |
| Elk River Resource Recovery Inc.* | n/a | 100% NRG |
| Newport RDF | n/a | 100% NRG |
| NRG Becker | n/a | 85% NRG |
| O'Brien Cogeneration Inc. II | 100 | 100% NRG |
| NRG Services Corporation | 1,000 | 100% NRG |
| Cogeneration Corporation of America | 1,406,612 | 20% NRG |
| NRG Woodland Operations Inc.* | n/a | 100% NRG |
| NEO Corporation (NEO) | 448,000 | 100% NRG |

| NAME OF COMPANY (ADD ABBREVIATION USED HEREIN) | OWNER'S | | BRIEF |
|------------------------------------------------|--------------|--|-------------------------------------------------------|
| | BOOK VALUE | | DESCRIPTION |
| NRG ENERGY, INC. (NRG) | | | Develops, builds, acquires regulated energy-related b |
| Berrians I Gas Turbine Power LLC | 27,552,578 | | Simple cycle peaking unit; of peak demand |
| Commonwealth Atlantic Power LLC | 7,698,660 | | Acquired all shares in Han |
| Hanover Energy Co | - | | Holding company |
| Chickahominy River Energy Corp | - | | Acquired as part of Common |
| Commonwealth Atlantic LP | - | | Owns Hanover |
| James River Power LLC | 12,178,195 | | Acquired all shares in Cap |
| Capistrano Cogeneration Company | - | | General partner of James R |
| James River Cogeneration Company | - | | Owns James River Station 1 |
| NRG Audrain Holding LLC | (85,924,641) | | Holding company for 720 MW construction |
| NRG Audrain Generating LLC | - | | Project company for 720 MW construction |
| NRG Batesville LLC | - | | Created to hold assets and |
| NRG Gila Bend Holdings, Inc.* | 109,759 | | Inactive |

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|-------------------------------------------|-------------|----------------------------------------------------------|
| NRG McClain LLC | 120,807,027 | Entity was formed for McClain |
| NRG MidAtlantic Affiliate Services Inc. | (8,522,634) | Payroll company for O&M em |
| NRG North Central Operations Inc. | (35,820) | Acts as the operating comp |
| NRG Northern Ohio Generating LLC | (1,000,000) | Acts as holding company an financing |
| NRG Ashtabula Generating LLC | - | Shell company that may be |
| NRG Lakeshore Generating LLC | - | Shell company that may be |
| NRG Ohio Ash Disposal LLC | - | Will own the Ash Disposal |
| NRG South Central Affiliate Services Inc. | (294,424) | Payroll company for O&M em |
| NRG South Central Operations Inc. | (324,820) | Acts as O&M company for th |
| Elk River Resource Recovery Inc.* | 10,225,801 | Inactive |
| Newport RDF | 14,771,918 | Refuse derived fuel facili |
| NRG Becker | 2,357,324 | Refuse derived fuel facili |
| O'Brien Cogeneration Inc. II | 848,800 | General partner in O'Brie |
| NRG Services Corporation | (36,358) | Provides payroll and benef agreements with indiv. O&M |
| Cogeneration Corporation of America | 21,563,676 | Develops, owns and operate U.S. |
| NRG Woodland Operations Inc.* | - | Inactive |
| NEO Corporation (NEO) | | Develops, owns and operate |

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| | | |
|--------------------------------------------------------------------------------------|-----|---------------------------------------|
| Montauk-NEO Gasco LLC | n/a | 50% NEO |
| MN San Bernardino Gasco I LLC | n/a | 100% Montauk-NEO Gasco LLC |
| San Bernardino Landfill Gas Limited Partnership, a California limited partnership | n/a | 95% MN San Bernardino Gasco LLC |
| MN San Bernardino Gasco II LLC | n/a | 100% Montauk-NEO Gasco LLC |
| NEO Fresh Kills LLC | n/a | 100% NEO |
| | | 50% NEO Fresh K |

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|--------------------------------------------------------------------------------------|--------------|-------------------------------|
| Fresh Gas LLC | n/a | LLC |
| NEO-Montauk Genco Management LLC | n/a | 100% NEO |
| NEO-Montauk Genco LLC | n/a | 50% NEO |
| MM San Bernardino Energy LLC | n/a | 100% NEO-Montauk Genco LLC |
| NEO Chester-Gen LLC | n/a | 100% NEO |
| NEO Freehold-Gen LLC | n/a | 100% NEO |
| NEO Toledo-Gen LLC | n/a | 100% NEO |
| NEO Landfill Gas Holdings Inc. | 1,000 | 100% NEO |
| NEO Power Services Inc. | n/a | 100% NEO |
| NEO California Power LLC | n/a | 100% NEO |
| NEO California Power-Red Bluffs | n/a | 100% NEO |
| NEO California Power-Chow | n/a | 100% NEO |
| Four Hills LLC | n/a | 50% NEO |
| NEO Burnsville LLC | n/a | 100% NEO |
| NEO Corona LLC | n/a | 100% NEO |
| NEO Erie LLC | n/a | 100% NEO |
| NEO Ft. Smith LLC | n/a | 100% NEO |
| NEO Hackensack LLC | n/a | 100% NEO |
| NEO Nashville LLC | n/a | 100% NEO |
| | (69,952,065) | small cogen. plants |
| Montauk-NEO Gasco LLC | 166,182 | Holding company |
| MN San Bernardino Gasco I LLC | - | Landfill gas collect |
| San Bernardino Landfill Gas Limited Partnership, a California limited partnership | 4,141,474 | LP to landfill gas CA |
| MN San Bernardino Gasco II LLC | - | Landfill gas collect |
| NEO Fresh Kills LLC | - | Owns 50% of Fresh G |
| Fresh Gas LLC | - | Landfill gas collect |
| NEO-Montauk Genco Management LLC | - | Manager of NEO-Mont |
| NEO-Montauk Genco LLC | 3,371,772 | Holding company |
| MM San Bernardino Energy LLC | - | Transports landfill |

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|---------------------------------|------------|--------------------------------------------|
| NEO Chester-Gen LLC | 318,084 | Owns 3.4 MW cogener |
| NEO Freehold-Gen LLC | 1,324,454 | Owns 2.1 MW cogener |
| NEO Toledo-Gen LLC | 1,306 | Owns 1.0 MW cogener |
| NEO Landfill Gas Holdings Inc. | - | Domestic holding co |
| NEO Power Services Inc. | 197,385 | Holding company |
| NEO California Power LLC | - | Entity formed to su distributed generat |
| NEO California Power-Red Bluffs | 27,498,143 | Landfill gas collec |
| NEO California Power-Chow | 30,377,307 | Landfill gas collec |
| Four Hills LLC | 754,031 | Landfill gas collec |
| NEO Burnsville LLC | - | Landfill gas collec landfill |
| NEO Corona LLC | (20,884) | Landfill gas collec |
| NEO Erie LLC | - | Landfill gas collec |
| NEO Ft. Smith LLC | 1,144,050 | Landfill gas collec |
| NEO Hackensack LLC | 1,809,341 | Landfill gas collec |
| NEO Nashville LLC | | Landfill gas collec |

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| | | |
|--------------------------|-----|----------|
| NEO Phoenix LLC | n/a | 100% NEO |
| NEO Prima Deshecha LLC | n/a | 100% NEO |
| NEO Riverside LLC | n/a | 100% NEO |
| NEO SKB LLC | n/a | 100% NEO |
| NEO Tajiguas LLC | n/a | 100% NEO |
| NEO Woodville LLC | n/a | 100% NEO |
| MM Ft. Smith Energy LLC | n/a | 100% NEO |
| NEO MESI LLC* | n/a | 100% NEO |
| Minnesota Methane II LLC | n/a | 50% NEO |

NRG Energy Inc. loaned \$2,927,991 to Minnesota Methane II LLC under an intercompany short-term arrangement; due primarily 2012; interest rate prime plus 2%

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|----------------------------------|----------|------------------------------------|
| MM Burnsville Energy LLC | n/a | 100% Minnesota Methane II LLC |
| Suncook Energy LLC | n/a | 100% Minnesota Methane II LLC |
| Landfill Power LLC | n/a | 50% Minnesota Methane II LLC |
| Northbrook Energy LLC | n/a | 50% NEO |
| Northbrook Carolina Hydro II LLC | n/a | 99% Northbrook LLC; 1% Omega E LLC |
| Northbrook Carolina Hydro LLC | n/a | 99% Northbrook LLC; 1% Omega E LLC |
| Northbrook New York LLC | n/a | 30% NEO |
| Northbrook Acquisition Corp. | 50 | 50% NEO |
| STS Hydropower Ltd. | 1,000 | 50% NEO |
| Minnesota Methane LLC | n/a | 50% NEO |
| MM Albany Energy LLC | n/a | 50% NEO |
| MM Cuyahoga Energy LLC | n/a | 50% NEO |
| MM Hartford Energy LLC | n/a | 50% NEO |
| MM Lopez Energy LLC | n/a | 50% NEO |
| MM Lowell Energy LLC | n/a | 50% NEO |
| MM Prince William Energy LLC | n/a | 50% NEO |
| MM San Diego LLC | n/a | 50% NEO |
| | 160,024 | |
| NEO Phoenix LLC | (25,982) | Landfill gas collection |
| NEO Prima Deshecha LLC | 392,856 | Landfill gas collection |
| NEO Riverside LLC | - | Landfill gas collection |
| NEO SKB LLC | - | Landfill gas collection |
| NEO Tajiguas LLC | 429,375 | Landfill gas collection |
| NEO Woodville LLC | (7,516) | Landfill gas collection |
| MM Ft. Smith Energy LLC | - | Landfill gas fueled pow |

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|----------------------------------------------------------------------------------------------------------------------------------------|------------|---------------------------------------------|
| NEO MESI LLC* | - | Inactive |
| Minnesota Methane II LLC | 822,299 | Owns and operates origi projects |
| NRG Energy Inc. loaned \$2,927,991 to Minnesota Methane II LLC under an intercompany short primarily 2012; interest rate prime plus 2% | | |
| MM Burnsville Energy LLC | - | Landfill gas fueled pow landfill |
| Suncook Energy LLC | - | Landfill gas fueled pow |
| Landfill Power LLC | - | Owns and operates Flyin generation facility |
| Northbrook Energy LLC | 1,299,594 | Develops hydroelectric |
| Northbrook Carolina Hydro II LLC | - | Hydroelectric power pro |
| Northbrook Carolina Hydro LLC | - | Owns and operates hydro |
| Northbrook New York LLC | 5,501,036 | Owns 32 MW hydroelectric |
| Northbrook Acquisition Corp. | - | Domestic holding compan |
| STS Hydropower Ltd. | - | Owns and operates hydro |
| Minnesota Methane LLC | 15,916,581 | Owns and operates 15 la |
| MM Albany Energy LLC | (1) | Landfill gas fueled pow |
| MM Cuyahoga Energy LLC | (1) | Landfill gas fueled pow |
| MM Hartford Energy LLC | (1) | Landfill gas fueled pow |
| MM Lopez Energy LLC | (1) | Landfill gas fueled pow |
| MM Lowell Energy LLC | (1) | Landfill gas fueled pow |
| MM Prince William Energy LLC | (1) | Landfill gas fueled pow |
| MM San Diego LLC | (1) | Landfill gas fueled pow |

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| | | |
|----------------------------|-----|---------|
| MM Spokane Energy LLC | n/a | 50% NEO |
| MM Tacoma LLC | n/a | 50% NEO |
| MM Taunton Energy LLC | n/a | 50% NEO |
| MM Tomoka Farms Energy LLC | n/a | 50% NEO |
| MM Tulare Energy LLC | n/a | 50% NEO |

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|-------------------------------------------------------------------------------------------------------------------------------------------------|-------|----------------------------|
| MM West Covina LLC | n/a | 50% NEO |
| MM Yolo Power LLC | n/a | 50% NEO |
| O'Brien Biogas IV LLC | n/a | 50% NEO |
| Minnesota Methane Holdings LLC* | n/a | 50% NEO |
| MM Biogas Power LLC | n/a | 50% NEO |
| NRG Energy loaned \$6,610,302 to MM Biogas Power LLC under an intercompany short-term borrowings agreement in 2012; interest rate prime plus 2% | | |
| MM Corona Energy LLC | n/a | 100% MM Biogas Power LLC |
| MM Hackensack Energy LLC | n/a | 100% MM Biogas Power LLC |
| MM Nashville Energy LLC | n/a | 100% MM Biogas Power LLC |
| MM Prima Deschecha Energy LLC | n/a | 100% MM Biogas Power LLC |
| MM SKB Energy LLC | n/a | 100% MM Biogas Power LLC |
| MM Tajiguas Energy LLC | n/a | 100% MM Biogas Power LLC |
| MM Woodville Energy LLC | n/a | 100% MM Biogas Power LLC |
| O'Brien Biogas (Mazzaro) Inc. | n/a | 100% MM Biogas Power LLC |
| MM Phoenix Energy LLC | n/a | 100% MM Biogas Power LLC |
| MM Riverside LLC | n/a | 100% MM Biogas Power LLC |
| O'Brien Standby Power Energy Inc. | n/a | 100% MM Biogas Power LLC |
| NEO Landfill Gas Inc. | 1,000 | 100% NEO |
| NEO Albany LLC | n/a | 100% NEO Landfill Gas Inc. |
| NEO Cuyahoga LLC | n/a | 100% NEO Landfill Gas Inc. |
| NEO Edgeboro LLC | n/a | 100% NEO Landfill Gas Inc. |
| NEO Fitchburg LLC | 2,000 | 100% NEO Landfill Gas Inc. |
| | | 100% NEO Landfill Gas Inc. |

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|----------------------------------------------------------------------------------------------------------------------------------------|-------------|-------------------------|
| NEO Hartford LLC | n/a | Inc. |
| NEO Lopez Canyon LLC | n/a | 100% NEO Landfill Inc. |
| NEO Lowell LLC | n/a | 100% NEO Landfill Inc. |
| MM Spokane Energy LLC | (1) | Landfill gas fuel |
| MM Tacoma LLC | (1) | Landfill gas fuel |
| MM Taunton Energy LLC | (1) | Landfill gas fuel |
| MM Tomoka Farms Energy LLC | (1) | Landfill gas fuel |
| MM Tulare Energy LLC | (1) | Landfill gas fuel |
| MM West Covina LLC | (1) | Landfill gas fuel |
| MM Yolo Power LLC | (1) | Landfill gas fuel |
| O'Brien Biogas IV LLC | (1) | Landfill gas fuel |
| Minnesota Methane Holdings LLC* | (1) | Inactive |
| MM Biogas Power LLC | (1,937,153) | Domestic holding |
| NRG Energy loaned \$6,610,302 to MM Biogas Power LLC under an intercompany short-term bond primarily 2012; interest rate prime plus 2% | | |
| MM Corona Energy LLC | (1) | Landfill gas fuel |
| MM Hackensack Energy LLC | (1) | Landfill gas fuel |
| MM Nashville Energy LLC | (1) | Landfill gas fuel |
| MM Prima Deschecha Energy LLC | (1) | Landfill gas fuel |
| MM SKB Energy LLC | (1) | Landfill gas fuel |
| MM Tajiguas Energy LLC | (1) | Landfill gas fuel |
| MM Woodville Energy LLC | (1) | Landfill gas fuel |
| O'Brien Biogas (Mazzaro) Inc. | (1) | Landfill gas collection |
| MM Phoenix Energy LLC | (1) | Landfill gas fuel |
| MM Riverside LLC | (1) | Landfill gas fuel |
| O'Brien Standby Power Energy Inc. | (1) | Landfill gas fuel |
| NEO Landfill Gas Inc. | 32,016,994 | Domestic holding |
| NEO Albany LLC | 627,495 | Landfill gas collection |

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|----------------------|-----------|------------------|
| NEO Cuyahoga LLC | 1,664,468 | Landfill gas col |
| NEO Edgeboro LLC | 3,954,787 | Landfill gas col |
| NEO Fitchburg LLC | (561,277) | Landfill gas col |
| NEO Hartford LLC | 102,439 | Landfill gas col |
| NEO Lopez Canyon LLC | 656,623 | Landfill gas col |
| NEO Lowell LLC | (46,664) | Landfill gas col |

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| | | |
|------------------------------------|-------|--------------------------|
| NEO San Diego LLC | n/a | 100% NEO Lan Inc. |
| NEO Prince William LLC | n/a | 100% NEO Lan Inc. |
| NEO San Diego LLC | n/a | 100% NEO Lan Inc. |
| NEO Spokane LLC | n/a | 100% NEO Lan Inc. |
| NEO Tacoma LLC | n/a | 100% NEO Lan Inc. |
| NEO Taunton LLC | n/a | 100% NEO Lan Inc. |
| NEO Tomoka Farms LLC | n/a | 100% NEO Lan Inc. |
| NEO Tulare LLC | n/a | 100% NEO Lan Inc. |
| NEO West Covina LLC | n/a | 100% NEO Lan Inc. |
| NEO Yolo LLC | n/a | 100% NEO Lan Inc. |
| NRG Energy Insurance Ltd. | n/a | 100% NRG |
| NRG International Services Company | n/a | 100% NRG |
| NRG International LLC | 1,000 | 100% NRG |
| NRG International II Inc. | n/a | 100% NRG Internationa |
| NRGenerating III (Gibraltar)* | n/a | 100% NRG Internationa |

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| | | |
|----------------------------------------|---------------|--------------------------------------------------|
| NRGenerating International BV (NRGIBV) | n/a | 100% NRG International |
| NRGenerating IV (Gibraltar) | n/a | 100% NRG International |
| Rybnik (Gibraltar) | n/a | 50% NRG International II Inc. |
| European Generating S.a.r.l. | n/a | 100% NRG International |
| Rybnik Power BV | n/a | 100% European Generating S |
| Sterling Luxembourg (No. 4) S.a.r.l. | 15,913 | 50% NRG International LLC, 50% NRG International |
| Sterling Luxembourg (No. 3) S.a.r.l. | 135,261 | 100% Sterling Luxembourg (S.a.r.l.) |
| Flinders Power Finance Pty Ltd. | 59 | 100% Sterling Luxembourg (S.a.r.l.) |
| NEO San Diego LLC | 3,523,584 | Landfill gas collection syst |
| NEO Prince William LLC | 637,035 | Landfill gas collection syst |
| NEO San Diego LLC | - | Landfill gas collection syst |
| NEO Spokane LLC | 456,641 | Landfill gas collection syst |
| NEO Tacoma LLC | 425,501 | Landfill gas collection syst |
| NEO Taunton LLC | 341,526 | Landfill gas collection syst |
| NEO Tomoka Farms LLC | 918,860 | Landfill gas collection syst |
| NEO Tulare LLC | 187,703 | Landfill gas collection syst |
| NEO West Covina LLC | 187,703 | Landfill gas collection syst |
| NEO Yolo LLC | 718,822 | Landfill gas collection syst |
| NRG Energy Insurance Ltd. | (2,506,416) | Insurance captive company |
| NRG International Services Company | (63,095) | Holds service agreements with consultants |
| NRG International LLC | 1,412,465,732 | Domestic holding company |
| NRG International II Inc. | 6,708 | Domestic holding company |
| NRGenerating III (Gibraltar)* | 63,723,363 | Inactive |

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| | | |
|----------------------------------------|-------------|---------------------------------------------------|
| NRGenerating International BV (NRGIBV) | 796,978,653 | Dutch holding company |
| NRGenerating IV (Gibraltar) | - | Entity formed to assist with structure |
| Rybnik (Gibraltar) | - | Dormant foreign holding comp |
| European Generating S.a.r.l. | 21,746 | Project holding company for |
| Rybnik Power BV | 499 | International holding compan |
| Sterling Luxembourg (No. 4) S.a.r.l. | 135,320 | Formed as a part of the Ster |
| Sterling Luxembourg (No. 3) S.a.r.l. | 1,039,335 | Finance company borrowing fu original acquisition |
| Flinders Power Finance Pty Ltd. | (6,098) | Finance company borrowing fu |

14

| | | |
|------------------------------------------------------------------------------------------------------------------------------------------------------------|-----------|----------------------------------------------|
| NRG International III Inc. | 3,012,062 | 100% NRG International L |
| NRG International Holdings GmbH | 12,062 | 99% NRG Interna III Inc., 1% Te Mgmt Svcs BV |
| NRG Andean Development Ltd. | n/a | 100% NRG International H GmbH |
| NRG International Holdings (No. 2) GmbH | n/a | 99% NRG Interna Inc., 1% Temmes Mgmt Svcs BV |
| TermoRio SA | n/a | 50% NRG Interna Holdings (No. 2) GmbH |
| NRGenerating Luxembourg (No. 2) S.a.r.l. loaned TermoRio SA \$63,723,362 under borrowing arrangement; due 20 yrs after plant is operational; interest rate | | |
| NRGenerating Holdings (No. 4) GmbH | n/a | 100% NRG International L |
| NRGenerating Holdings (No. 24) BV | n/a | 100% NRGIBV |
| NRG Energy Development GmbH | n/a | 100% NRGIBV |
| NRG Energy PL Sp. z.o.o. | 12,966 | 100% NRGIBV |
| NRG Energy Ltd. | n/a | 100% NRGIBV |
| NRGenerating Holdings (No. 15) BV | 1,591 | 100% NRGIBV |

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|--------------------------------------------------------------------------------------------------------------------------------------------------------------|-----------|--------------------------------------|
| Interenergy Limited* | n/a | 49% NRGIBV |
| NRGenerating Holdings GmbH | n/a | 100% NRGIBV |
| NRG Caymans-C | n/a | 100% NRGenerati Holdings GmbH |
| Scudder Latin American Power I-C LDC | n/a | 25% NRG Caymans |
| Scudder Latin American Power II-C LDC | n/a | 25% NRG Caymans |
| NRG Caymans-P | n/a | 100% NRGenerati Holdings GmbH |
| Scudder Latin American Power I-P LDC | n/a | 25% NRG Caymans |
| Scudder Latin American Power II-Corporation A | n/a | 00064% NRG Caym |
| Scudder Latin American Power II-Corporation B | n/a | 00064% NRG Caym |
| Scudder Latin American Power II-P LDC | n/a | 4.46% NRG Cayma |
| NRG Caymans Company | n/a | 100% NRGenerati Holdings GmbH |
| Croatia Power Group | n/a | 20% NRG Caymans Company |
| Central and Eastern Europe Power Fund Ltd. | n/a | 23.58% NRG Caym Company |
| Polish Energy Partners SA (PEP) | n/a | 41% Central and |
| NRG International III Inc. | 3,696,583 | Domestic holding |
| NRG International Holdings GmbH | 15,938 | Swiss holding co |
| NRG Andean Development Ltd. | 347,370 | Development offi |
| NRG International Holdings (No. 2) GmbH | 16,144 | Swiss holding co |
| TermoRio SA | (1) | 1040 MW gas-fire |
| NRGenerating Luxembourg (No. 2) S.a.r.l. loaned TermoRio SA \$63,723,362 unde borrowing arrangement; due 20 yrs after plant is operational; interest rate | | |
| NRGenerating Holdings (No. 4) GmbH | 15,203 | Dormant Swiss ho |
| NRGenerating Holdings (No. 24) BV | - | Former owner of and Mibrag |
| NRG Energy Development GmbH | 60,275 | Provides interna services in Euro |
| | | Provides interna |

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|--------------------------------------------------|-------------|--------------------------------------|
| NRG Energy PL Sp. z.o.o. | 20,380 | services in Pola |
| NRG Energy Ltd. | 690,091 | Provides interna services in Euro |
| NRGenerating Holdings (No. 15) BV | 272,338,759 | Dutch holding co England |
| Interenergy Limited* | - | Inactive |
| NRGenerating Holdings GmbH | 27,611,427 | Swiss holding co |
| NRG Caymans-C | 6,197,244 | Cayman Islands h interests) |
| Scudder Latin American Power I-C LDC | 3,761,966 | Investment compa |
| Scudder Latin American Power II-C LDC | 2,434,016 | Investment compa |
| NRG Caymans-P | 21,529,414 | Cayman Islands h interest) |
| Scudder Latin American Power I-P LDC | 19,546,582 | Investment compa |
| Scudder Latin American Power II-Corporation A | 631 | Investment compa |
| Scudder Latin American Power II-Corporation B | 631 | Investment compa |
| Scudder Latin American Power II-P LDC | 1,982,832 | Investment compa |
| NRG Caymans Company | 2,517,105 | Cayman Islands h Group |
| Croatia Power Group | - | Holds interest i project |
| Central and Eastern Europe Power Fund Ltd. | 2,517,104 | Investment vehic |
| Polish Energy Partners SA (PEP) | | Invests in cogen |

15

| | | |
|--------------------------------------|--------|----------------------------------------------|
| | | Eastern Europe Fund Ltd. |
| Sterling Luxembourg (No. 1) S.a.r.l. | 14,481 | 100% NRGenerati Holdings (No. 1 |
| NRGenerating Ltd. | 3 | 100% Sterling Luxembourg (No. S.a.r.l. |
| NRG Pensions Limited | n/a | 100% NRGenerati Ltd. |
| | | 100% NRGenerati |

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|------------------------------------------------------|-------------|----------------------------------------------------------------------------------------------------|
| NRGenerating Energy Trading Ltd. | 3 | Ltd. |
| Killingholme Holdings Limited | n/a | 100% NRGenerati Ltd. |
| Killingholme Generation Limited | 1,593 | 100% Killinghol Holdings Limite |
| Killingholme Power Limited | n/a | 100% Killinghol Generation Limi |
| Sterling Luxembourg (No. 2) S.a.r.l. | 14,401 | 100% Sterling Luxembourg (No. S.a.r.l. |
| Sterling (Gibraltar) | 161 | 100% Sterling Luxembourg (No. S.a.r.l. |
| Sterling Luxembourg (No. 2) S.a.r.l. Swiss Branch | n/a | 100% Sterling Luxembourg (No. S.a.r.l. |
| NRGenerating Luxembourg (No. 1) S.a.r.l. | 63,216,034 | 100% NRGIBV |
| NRGenerating II (Gibraltar) | n/a | 100% NRGenerati Luxembourg (No. S.a.r.l. |
| Csepel Luxembourg S.a.r.l. | n/a | 14% NRGeneratin Luxembourg (No. S.a.r.l., 86% NRGenerating Luxembourg (No. S.a.r.l. |
| NRGenerating (Gibraltar) | 183 | 100% Csepel Luxembourg S.a. |
| NRG do Brasil Ltda. | n/a | 99% NRGeneratin Luxembourg (No. S.a.r.l., 1% NRGenerating Luxembourg (No. S.a.r.l. |
| NRGenerating Holdings (No. 3) GmbH | n/a | 100% NRGenerati Luxembourg (No. S.a.r.l. |
| Eastern Generation Services (India) Private Limited | n/a | 100% NRGenerati |
| | | - |
| Sterling Luxembourg (No. 1) S.a.r.l. | 272,246,871 | Entity formed to |
| NRGenerating Ltd. | 129,560,467 | UK holding compa England |

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|-----------------------------------------------------|-------------|-----------------------------------------------|
| NRG Pensions Limited | (1) | Entity to hold p |
| NRGenerating Energy Trading Ltd. | 138,483 | International po |
| Killingholme Holdings Limited | 129,558,778 | Holding company |
| Killingholme Generation Limited | 126,489,276 | Project company |
| Killingholme Power Limited | 214,752,183 | Project company combined-cycle, |
| Sterling Luxembourg (No. 2) S.a.r.l. | 152,377,221 | Holding company project |
| Sterling (Gibraltar) | - | Entity formed to |
| Sterling Luxembourg (No. 2) S.a.r.l. Swiss Branch | 178,024,661 | Holding company project |
| NRGenerating Luxembourg (No. 1) S.a.r.l. | 368,050,846 | Luxembourg holdi |
| NRGenerating II (Gibraltar) | - | Gibraltar entity Australian holdi |
| Csepel Luxembourg S.a.r.l. | 2,845,939 | Luxembourg holdi |
| NRGenerating (Gibraltar) | - | Formed to assist |
| NRG do Brasil Ltda. | 46,065 | Brazilian develo |
| NRGenerating Holdings (No. 3) GmbH | 27,532,425 | Swiss holding co |
| Eastern Generation Services (India) Private Limited | | O&M entity for 3 |
| | | Luxembourg (No. 1) S.a.r.l. |
| Empresa de Generacion Electrica Cahua SA | 31,943,259 | 100% NRGenerating Luxembourg (No. 1) S.a.r.l. |
| NRG WEB Mauritius Ltd | n/a | 100% NRGenerating Luxembourg (No. 1) S.a.r.l. |
| Lanco Konapalli Power Pvt Ltd. | n/a | 30% NRG WEB Mauritius Ltd |
| NRGenerating Luxembourg (No. 4) S.a.r.l. | n/a | 100% NRGenerating Luxembourg (No. 1) S.a.r.l. |

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| NRGenerating Luxembourg (No. 5) S.a.r.l. | n/a | 100% NRGenerating Luxembourg (No. 4) S.a.r.l. |
| NRGenerating Luxembourg (No. 5) S.a.r.l. Swiss Branch | n/a | 100% NRGenerating Luxembourg (No. 5) S.a.r.l. |
| NRGenerating Holdings (No. 2) GmbH | 59,311 | 100% NRGenerating Luxembourg (No. 1) S.a.r.l. |
| Flinders Power Partnership | n/a | 50% NRGenerating Holdings (No. 2) 25% Flinders Labuan 25% Flinders Labuan |
| Flinders Coal Pty Ltd. | n/a | 100% Flinders Power Partnership |
| Flinders Osborne Trading Pty Ltd. | 59 | 100% Flinders Power Partnership |
| Flinders Labuan (No. 1) Ltd. | 29,591 | 100% NRGenerating Holdings (No. 2) GmbH |
| Flinders Labuan (No. 2) Ltd. | 29,591 | 100% NRGenerating Holdings (No. 2) GmbH |
| NRGenerating Luxembourg (No. 2) S.a.r.l. | 12,470 | 100% NRGenerating Luxembourg (No. 1) S.a.r.l. |
| NRGenerating Luxembourg (No. 2) S.a.r.l. Swiss Branch | n/a | 100% NRGenerating Luxembourg (No. 2) S.a.r.l. |
| Energia Pacasmayo SA | 13,792,444 | 75% NRGenerating Luxembourg (No. 2) S.a.r.l., 22.5% NRGenerating Luxembourg (No. 1) S.a.r.l. |
| Brimstown Power Limited | n/a | 50% NRGIBV |
| | 812,059 | |
| Empresa de Generacion Electrica Cahua SA | 33,152,938 | Owner of 45 MW H |
| NRG WEB Mauritius Ltd | 23,600,817 | Holding company |
| Lanco Konapalli Power Pvt Ltd. | - | 355 MW Lanco Kon |
| NRGenerating Luxembourg (No. 4) S.a.r.l. | 6,076,026 | Luxembourg holdi |

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|----------------------------------------------------------|-------------|----------------------------------------------------------|
| NRGenerating Luxembourg (No. 5) S.a.r.l. | (133) | Luxembourg holdi |
| NRGenerating Luxembourg (No. 5) | - | Luxembourg hold |
| NRGenerating Holdings (No. 2) GmbH | 38,936,802 | Swiss holding co |
| Flinders Power Partnership | 72,661,549 | Unincorporated p Australia |
| Flinders Coal Pty Ltd. | (1) | Entity which hol Leigh Creek Coal |
| Flinders Osborne Trading Pty Ltd. | 2,423,590 | Trading entity f |
| Flinders Labuan (No. 1) Ltd. | 8,830,424 | Holding company |
| Flinders Labuan (No. 2) Ltd. | 8,830,424 | Holding company |
| NRGenerating Luxembourg (No. 2) S.a.r.l. | 291,178,093 | Luxembourg holdi |
| NRGenerating Luxembourg (No. 2) S.a.r.l. Swiss Branch | - | Holds shareholde |
| Energia Pacasmayo SA | 14,817,630 | Owner of 38 MW h diesel power pla facilities total |
| Brimstown Power Limited | 57,729 | Project company |

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| | | |
|-----------------------------------|-----|-------------------------------------------------------------------------|
| NRGenerating Holdings (No. 11) BV | n/a | 100% NRGIBV |
| Wainstones Power Limited | n/a | 100% NRGenerating Holdings (No. 11) |
| NRGenerating Holdings (No. 13) BV | n/a | 100% NRGIBV |
| Langage Energy Park Limited | n/a | 100% NRGenerating Holdings (No. 13) |
| Sachsen Holding BV | n/a | 100% NRGIBV |
| PT Dayalistrik Pratama | n/a | 45% Sachsen Holdi BV |
| NRGenerating Holdings (No. 7) BV* | n/a | 100% NRGIBV |
| NRGenerating Holdings (No. 8) BV* | n/a | 100% NRGIBV |
| P.T. NRG West Java | n/a | 95% NRGenerating Holdings (No. 7) NRGenerating Hold (No. 8) BV |

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|---------------------------------------|-------------|-------------------------------------------------------------------------|
| Enfield Holdings BV | n/a | 50% NRGIBV |
| Enfield Energy Centre Limited | 5,000 | 50% Enfield Holdings BV |
| Enfield Operations LLC | n/a | 50% & .1% Profit Energy Centre Lim 16.3% NRG Interna LLC |
| Enfield Operations (UK) Limited | n/a | 100% Enfield Operations LLC |
| NR (Gibraltar) | n/a | 100% Enfield Hold BV |
| NRGenerating Holdings (No. 4) BV | n/a | 100% NRGIBV |
| Loy Yang Power Management Pty Ltd. | n/a | 25.37% NRGenerati Holdings (No. 4) |
| Loy Yang Power Partners | n/a | 25.37% NRGenerati Holdings (No. 4) |
| Loy Yang Power Projects Pty Ltd. | n/a | 25.37% NRGenerati Holdings (No. 4) |
| Gunwale BV | n/a | 100% NRGenerating Holdings (No. 4) |
| Sunshine State Power (No. 2) BV | n/a | 100% NRGIBV |
| Sunshine State Power BV | n/a | 100% NRGIBV |
| Gladstone Power Station Joint Venture | n/a | 20% Sunshine Stat Power BV, 17.5% Sunshine State Po (No. 2) BV |
| NRGenerating Holdings (No. 11) BV | (4,659,415) | Will own assets f |
| Wainstones Power Limited | 348,610 | Will build, own a gas turbine power |
| NRGenerating Holdings (No. 13) BV | 570 | Will own land for |
| Langage Energy Park Limited | 3,237,714 | Will own land for |
| Sachsen Holding BV | (5,623,510) | Dutch holding com |
| PT Dayalistrik Pratama | (1) | Will own and cons plant |
| NRGenerating Holdings (No. 7) BV* | 570 | Inactive |
| NRGenerating Holdings (No. 8) BV* | 570 | Inactive |

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|---------------------------------------|------------|---------------------------------------|
| P.T. NRG West Java | - | O&M company for W |
| Enfield Holdings BV | - | International hol |
| Enfield Energy Centre Limited | above | Owns gas fired po |
| Enfield Operations LLC | above | Operates gas fire |
| Enfield Operations (UK) Limited | above | Holds employees f |
| NR (Gibraltar) | - | Inactive company Enfield transacti |
| NRGenerating Holdings (No. 4) BV | 56,489,118 | Dutch holding com |
| Loy Yang Power Management Pty Ltd. | (1) | Operates coal fir |
| Loy Yang Power Partners | - | Name of Partnersh plant |
| Loy Yang Power Projects Pty Ltd. | (1) | Provides technica plant |
| Gunwale BV | 1,585 | Holds shares in N |
| Sunshine State Power (No. 2) BV | 21,864,789 | Dutch holding com |
| Sunshine State Power BV | 24,996,721 | Dutch holding com |
| Gladstone Power Station Joint Venture | - | Owns Gladstone co |

18

| | | |
|-------------------------------------------|-----|-------------------------------------------------------------|
| NRG Victoria I Pty Ltd. | n/a | 100% NRGIBV |
| NRG Victoria II Pty Ltd. | n/a | 100% NRG Victoria Pty Ltd. |
| NRG Australia Holdings (No.4) Pty Ltd. | n/a | 100% NRG Victoria Pty Ltd. |
| NRG Victoria III Pty Ltd. | n/a | 66.67% NRG Victor Pty Ltd, 33.33% N Victoria I Pty Lt |
| NRG Flinders Operating Services Pty Ltd. | 59 | 100% NRG Victoria Pty Ltd. |
| NRG Gladstone Operating Services Pty Ltd. | 741 | 100% NRG Victoria Pty Ltd. |
| NRG Gladstone Superannuation Pty Ltd. | n/a | 100% NRG Gladston Operating Service Ltd. |

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|-----------------------------------------------------------------------------------------------------------------------------------------------------------|-------------|---------------------------------------------------------------------------------------|
| NRG Collinsville Operating Services Pty Ltd. | 1,000 | 100% NRG Victoria Pty Ltd. |
| Saale Energie Services GmbH | n/a | 100% NRGIBV |
| Saale Energie GmbH | n/a | 100% NRGIBV |
| NRG Energy loaned \$86,245,740 to Saale Energie GmbH under an intercompany short-term borrowing agreement with a maturity date; interest rate 4.75%-7.79% | | |
| Kraftwerk Schkopau GbR | n/a | 41.1% Saale Energie GmbH |
| Kraftwerk Schkopau Betriebsgesellschaft mbH | n/a | 44.4% Saale Energie GmbH |
| Lambique Beheer BV | n/a | 100% NRGIBV |
| MIBRAG BV | n/a | 50% Lambique Beheer BV |
| Mitteldeutsche Braunkohlengesellschaft mbH | n/a | 100% MIBRAG BV |
| Montan Bildungs und Entwicklungsgesellschaft mbH | n/a | 100% Mitteldeutsche Braunkohlengesellschaft mbH |
| MIBRAG Industriekraftwerke Betriebs GmbH | n/a | 99% Mitteldeutsche Braunkohlengesellschaft mbH; 1% MIBRAG BV |
| MIBRAG Industriekraftwerke Vertriebsgesellschaft GmbH | n/a | 99% Mitteldeutsche Braunkohlengesellschaft mbH; 1% MIBRAG BV |
| MIBRAG Industriekraftwerke Vermögensverwaltungs und Beteteiligungs GmbH | n/a | 100% Mitteldeutsche Braunkohlengesellschaft mbH |
| MIBRAG Industriekraftwerke GmbH & Co KG | n/a | 1.016% Mitteldeutsche Braunkohlengesellschaft mbH; 99.938% German Tax Lease Investors |
| Gala - Mibrag - Services GmbH | n/a | 100% Mitteldeutsche Braunkohlengesellschaft mbH |
| NRG Victoria I Pty Ltd. | 23,804,059 | International holding company |
| NRG Victoria II Pty Ltd. | 3,175,003 | International holding company |
| NRG Australia Holdings (No.4) Pty Ltd. | - | Static shelf company |
| NRG Victoria III Pty Ltd. | 43,747,875 | International holding company |
| NRG Flinders Operating Services Pty Ltd. | (4,986,588) | Operating entity |
| NRG Gladstone Operating Services Pty Ltd. | 2,345,348 | Operates coal fired power plant |

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|---------------------------------------------------------------------------------------------------------------------------------------|-------------|-------------------------------------------------------|
| NRG Gladstone Superannuation Pty Ltd. | (1) | Holds pension a |
| NRG Collinsville Operating Services Pty Ltd. | 432,189 | International h |
| Saale Energie Services GmbH | 439,345 | Provides consul |
| Saale Energie GmbH | 120,418,440 | German holding |
| NRG Energy loaned \$86,245,740 to Saale Energie GmbH under an intercompany short-term bor maturity date; interest rate 4.75%-7.79% | | |
| Kraftwerk Schkopau GbR | - | Owns Schkopau c |
| Kraftwerk Schkopau Betriebsgesellschaft mbH | - | Operates Schkop |
| Lambique Beheer BV | 129,074,512 | International h |
| MIBRAG BV | - | Owns 99% coal m |
| Mitteldeutsche Braunkohlengesellschaft mbH | above | Operates MIBRAG plants |
| Montan Bildungs und Entwicklungsgesellschaft mbH | - | Project managem protection, and |
| MIBRAG Industriekraftwerke Betriebs GmbH | - | Management of t |
| MIBRAG Industriekraftwerke Vertriebsgesellschaft GmbH | - | Sales of electr |
| MIBRAG Industriekraftwerke Vermögensverwaltungs und Beteligungs GmbH | - | Acquisition and and takeover of of other compan |
| MIBRAG Industriekraftwerke GmbH & Co KG | - | Owns and operat |
| Gala - Mibrag - Services GmbH | - | Demolition, rec landscaping, an |
| 19 | | |
| RBV Brennstoffvertrieb GmbH | n/a | 33% Mitteldeusch Braunkohlengesell mbH |
| Ingenieurburo fur Grundwasser GmbH | n/a | 25% Mitteldeusch Braunkohlengesell mbH |
| Fernwarme GmbH HohenmoisenWebau | n/a | 49% Mitteldeusch Braunkohlengesell mbH |

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|------------------------------------------------------------------------------------------------------------------------------------|-----|-----------------------------------------------------------|
| Grobener Logistik GmbH | n/a | 50% Mitteldeutsche Braunkohlengesellschaft mbH |
| MUEG Mitteldeutsche UmweltEntsorgung GmbH (MUEG) | n/a | 50% Mitteldeutsche Braunkohlengesellschaft mbH |
| RWE Umwelt Westsachsen GmbH | n/a | 25.1% Mitteldeutsche Braunkohlengesellschaft mbH |
| Kladno Power (No. 1) BV | n/a | 100% NRGIBV |
| NRG Energy Inc. loaned Kladno Power (No. 1) BV \$2,442,116 under an intercompany short-term loan in January 2003; interest rate 6% | | |
| Energeticke Centrum Kladno s.r.o. | n/a | 44.26% Kladno Power (No. 1) BV |
| NRGenerating Holdings (No. 5) BV | n/a | 100% NRGIBV |
| NRG Energeticke Provoz s.r.o. | n/a | 100% NRGenerating Holdings (No. 5) |
| NRGenerating Holdings (No. 3) BV* | n/a | 100% NRGIBV |
| NRGenerating Holdings (No. 6) BV* | n/a | 100% NRGIBV |
| NRGenerating Holdings (No. 14) BV | n/a | 100% NRGIBV |
| OU Nrg Energy Est | n/a | 100% NRGIBV |
| NRGenerating Holdings (No. 16) BV* | n/a | 100% NRGIBV |
| NRGenerating Holdings (No. 18) BV | n/a | 100% NRGIBV |
| NRGenerating Holdings (No. 19) BV | n/a | 100% NRGIBV |
| NRG Taiwan Holdings Company Limited | n/a | 100% NRGenerating Holdings (No. 19) |
| Hsin Yu Energy Development Co. Ltd. | n/a | 61.36% NRG Taiwan Holdings Company Limited, 38.64% P Held |
| Entrade Holdings BV | n/a | 100% NRGIBV |
| RBV Brennstoffvertrieb GmbH | - | Market briquette |
| Ingenieurburo fur Grundwasser GmbH | - | Engineering in w remediation of h |
| Fernwarme GmbH HohenmoisenWebau | - | Heat supply and customers |

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|-------------------------------------------------------------------------------------------------------------------------------------------------------|--------------|---------------------------------------------|
| Grobener Logistik GmbH | - | Transport service |
| MUEG Mitteldeutsche UmweltEntsorgung GmbH (MUEG) | - | Coordination of central German b |
| RWE Umwelt Westsachsen GmbH | - | Preparation, con disposal sites |
| Kladno Power (No. 1) BV | (4,518,726) | International ho |
| NRG Energy Inc. loaned Kladno Power (No. 1) BV \$2,442,116 under an intercompany short-term borrowing arrangement; due January 2003; interest rate 6% | | |
| Energeticke Centrum Kladno s.r.o. | - | Owens existing co |
| NRGenerating Holdings (No. 5) BV | 3,916 | Dutch holding co |
| NRG Energeticke Provoz s.r.o. | - | O&M company for Republic |
| NRGenerating Holdings (No. 3) BV* | 1,665 | Inactive |
| NRGenerating Holdings (No. 6) BV* | 570 | Inactive |
| NRGenerating Holdings (No. 14) BV | 570 | International ho |
| OU Nrg Energy Est | 35,428 | Provides interna services in Esto dissolved |
| NRGenerating Holdings (No. 16) BV* | 570 | Inactive |
| NRGenerating Holdings (No. 18) BV | - | International ho |
| NRGenerating Holdings (No. 19) BV | (2,220,890) | International ho |
| NRG Taiwan Holdings Company Limited | 49,278,099 | Taiwan holding c |
| Hsin Yu Energy Development Co. Ltd. | (54,902,861) | Owner of 170 MW |
| Entrade Holdings BV | (110,929) | International ho |

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| | | |
|-------------------------------------------------------------------------------------------------------------------------------------------------|-----|-----------------------|
| Kladno Power (No. 2) BV | n/a | 100% Entrad BV |
| NRG Energy Inc. loaned Kladno Power (No. 2) BV \$46,800,928 under an intercompany borrowing arrangement; due January 2003; non-interest bearing | | |
| Matra Powerplant Holding BV | n/a | 50% Kladno (No. 2) BV |
| | | 89% Matra P |

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|-----------------------------------------------------------|-------------|------------------------------------------------------|
| ECK Generating s.r.o. | n/a | Holding BV |
| NRG Energy Development BV | n/a | 100% NRGIBV |
| NRGenerating Rupali BV* | n/a | 100% NRGIBV |
| Kiksis BV* | n/a | 100% NRGIBV |
| NRGenerating Holdings (No. 23) BV* | n/a | 100% NRG |
| Cobee Holdings LLC | n/a | 100% NRGIBV |
| NRGenerating Luxembourg (No. 6) S.a.r.l. | 12,000 | 50% Cobee H LLC, 50% NR Luxembourg S.a.r.l. |
| NRGenerating Luxembourg (No. 6) S.a.r.l. Swiss Branch | n/a | 100% NRGene Luxembourg S.a.r.l. |
| NRGenerating Holdings (No. 21) BV | n/a | 100% NRGene Luxembourg S.a.r.l. |
| Compania Boliviana de Enegia Electrica SA | 63,098,407 | 98.9% NRGene Holdings (N |
| Servicios Energeticos S.A. | n/a | 100% Compan Boliviana d Electrica S |
| Compania Boliviana de Enegia Electrica SA Bolivian Branch | n/a | 100% Compan Boliviana d Electrica S |
| Coniti Holdings BV | 23,731 | 100% NRGene Holdings (N |
| Tosli Acquisition BV | n/a | 100% NRGene Holdings (N |
| Itiquira Energetica SA | n/a | 76.9% Tosli Acquisition |
| Tosli (Gibraltar) BV | 27,584 | 100% Coniti Holdings BV |
| NRG Latin America Inc. | 1,000 | 100% NRG |
| NRG Asia-Pacific Ltd | 1,000 | 100% NRG |
| NRG Pacific Corporate Services Pty Ltd. | n/a | 100% NRG Asia-Pacifi |
| Kladno Power (No. 2) BV | (1,784,175) | Internatio |

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NRG Energy Inc. loaned Kladno Power (No. 2) BV \$46,800,928 under an intercompany arrangement; due January 2003; non-interest bearing

| | | |
|-------------------------------------------------------|-------------|--------------------------------------|
| Matra Powerplant Holding BV | - | Dutch hold |
| ECK Generating s.r.o. | - | Owns 300+ under cons |
| NRG Energy Development BV | (39,134) | Amsterdam |
| NRGenerating Rupali BV* | 1,901 | Inactive |
| Kiksis BV* | 1,665 | Inactive |
| NRGenerating Holdings (No. 23) BV* | 10,570 | Inactive |
| Cobee Holdings LLC | 160,073,959 | Domestic h |
| NRGenerating Luxembourg (No. 6) S.a.r.l. | 236,757,614 | Luxembourg |
| NRGenerating Luxembourg (No. 6) S.a.r.l. Swiss Branch | - | Dormant Lu |
| NRGenerating Holdings (No. 21) BV | 265,379,666 | Internatio |
| Compania Boliviana de Enegia Electrica SA | 122,257,679 | Owns and o Bolivia |
| Servicios Energeticos S.A. | - | Internatio |
| Compania Boliviana de Enegia Electrica SA Bolivian | - | Bolivian b |
| Coniti Holdings BV | 23,064 | Internatio |
| Tosli Acquisition BV | 35,134,428 | Dutch hold |
| Itiquira Energetica SA | 81,104,838 | Formed to a 156 MW h Braxil |
| Tosli (Gibraltar) BV | - | Dutch hold |
| NRG Latin America Inc. | 64,866 | Provides i services i |
| NRG Asia-Pacific Ltd | 3,468,368 | Provides i services i |
| NRG Pacific Corporate Services Pty Ltd. | - | Corporate for NRG fo Australia |
| NRG Asia Corporate Services Pte Ltd. | n/a | 100% NRG Asia-Pacific Lt |

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|---------------------------------------------------------|------------|-------------------------------------------------|
| NRG PacGen Inc. | n/a | 100% NRG |
| Pacific Generation Company | 100 | 100% NRG PacGen |
| Camas Power Boiler Limited Partnership | n/a | 99% Pacific Gen Company, 1% Cam Power Boiler In |
| Camas Power Boiler Inc. | 10,000 | 100% Pacific Generation Comp |
| Pacific Generation Development Company* | n/a | 100% Pacific Generation Comp |
| Energy National Inc. | 21,612,489 | 100% Pacific Generation Comp |
| Energy Investors Fund LP | n/a | 3.1% Energy Nat Inc., 21% Crock Cogeneration |
| Penobscot Energy Recovery Company | n/a | 80.89% Energy N Inc. |
| Maine Energy Recovery Company | n/a | 16.25% Energy N Inc. |
| The PowerSmith cogeneration Project Limited Partnership | n/a | 7.75% Energy Na Inc., 1% Enige |
| Enigen Inc. | 900,000 | 100% Energy Nat Inc. |
| Pacific Generation Resources Company | 50,000 | 100% Energy Nat Inc. |
| Pacific Orrington Energy Inc. | 10,000 | 100% Energy Nat Inc. |
| Orrington Waste Ltd. Limited Partnership | | 16.66% Pacific Orrington Energ |
| Enifund Inc.* | 200,000 | 100% Energy National Inc. |
| ESOCO Inc. | 20,000 | 100% Energy Nat Inc. |
| ESOCO Orrington Inc. | 10,000 | 100% ESOCO Inc. |
| ESOCO Molokai Inc.* | n/a | 100% ESOCO Inc. |
| ESOCO Soledad Inc.* | n/a | 100% ESOCO Inc. |
| Pacific Crockett Holdings Inc. | 1,050,000 | 100% Pacific Generation Comp |
| ONSITE Energy Inc. | 100 | 100% Pacific Generation Comp |
| ONSITE Soledad Inc.* | n/a | 100% ONSITE Ene Inc. |

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|---------------------------------------------------------|---------------|------------------------------------------------|
| ONSITE Marianas Corporation* | n/a | 100% ONSITE Ene |
| NRG Asia Corporate Services Pte Ltd. | 711 | Development o outside of Au |
| NRG PacGen Inc. | 168,192,469 | Domestic hold |
| Pacific Generation Company | (210,888,337) | Domestic hold |
| Camas Power Boiler Limited Partnership | 9,987,321 | Owns waste-wo paper mill |
| Camas Power Boiler Inc. | 100,000 | General partn Partnership |
| Pacific Generation Development Company* | - | Inactive |
| Energy National Inc. | 32,926,817 | Domestic hold |
| Energy Investors Fund LP | - | Domestic inve |
| Penobscot Energy Recovery Company | 27,307,134 | Owns waste-to |
| Maine Energy Recovery Company | - | Sold 16% inte waste-to-ener |
| The PowerSmith cogeneration Project Limited Partnership | - | Owns cogenera |
| Enigen Inc. | 856,985 | General partn Project, Limi |
| Pacific Generation Resources Company | (4,000) | Currently a s |
| Pacific Orrington Energy Inc. | - | Holds general Orrington Was |
| Orrington Waste Ltd. Limited Partnership | - | Provides wast municipalitie operators in |
| Enifund Inc.* | 200,000 | Inactive |
| ESOCO Inc. | 2,681,914 | Domestic hold |
| ESOCO Orrington Inc. | 1,008,448 | Operates Peno |
| ESOCO Molokai Inc.* | - | Inactive |
| ESOCO Soledad Inc.* | - | Inactive |
| Pacific Crockett Holdings Inc. | - | Domestic hold |
| ONSITE Energy Inc. | 28,650,119 | Domestic hold |
| ONSITE Soledad Inc.* | - | Inactive |

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ONSITE Marianas Corporation*

Inactive

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| | | |
|--------------------------------------------|-----------|------------------------------------------|
| | | Inc. |
| ONSITE Funding Co.* | 100 | 100% ONSITE Energy Inc. |
| Pacific-Mt. Poso Corporation | 1,000 | 100% ONSITE Energy Inc. |
| Turners Falls Limited Partnership | n/a | 8.89% ONSITE Energy Inc. |
| Pacific Generation Holdings Company | 100,000 | 100% Pacific Generation Company |
| Pacific Recycling Energy Inc.* | 200,000 | 100% Pacific Generation Holdings Company |
| Project Finance Fund III LP | n/a | 4.9% Pacific Generation Holdings Co |
| ONSITE/US Power Limited Partnership No. 1* | n/a | 100% NRG |
| NRG Power Marketing Inc. | 1,000 | 100% NRG |
| NRG New Jersey Energy Sales LLC | n/a | 100% NRG Power Inc |
| Power Operations Inc. | 1 | 100% NRG |
| NRG Sunnyside Operations GP Inc. | 1,000 | 100% NRG |
| NRG Sunnyside Operations LP Inc. | 1,000 | 100% NRG |
| NRG Cadillac Inc. | 1,000 | 100% NRG |
| Cadillac Renewable Energy LLC | n/a | 50% NRG Cadillac |
| Mid-Continent Power Company LLC | n/a | 100% NRG |
| Minnesota Waste Processing Company LLC | n/a | 100% NRG |
| NRG New Roads Generating LLC* | n/a | 100% NRG |
| NRG Lakefield Inc. | 1,000 | 100% NRG |
| Lakefield Junction LLC* | n/a | 100% NRG |
| NRG Energy Jackson Valley I Inc. | 101,000 | 100% NRG |
| NRG Energy Jackson Valley II Inc. | 2,401,000 | 100% NRG |
| | | 48% NRG Energy Jackson Valley |

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|--------------------------------------------|------------|----------------------------------------------------------------|
| Jackson Valley Energy Partners LP | n/a | NRG Energy Jackson Valley I Inc. |
| San Joaquin Valley Energy Partners I LP | n/a | 43% NRG Energy Jackson Valley San Joaquin Valley Energy I Inc. |
| San Joaquin Valley Energy I Inc. | n/a | 100% NRG |
| | - | |
| ONSITE Funding Co.* | - | Inactive |
| Pacific-Mt. Poso Corporation | 24,283 | Currently a shell company |
| Turners Falls Limited Partnership | - | Owns Turners Falls cogeneration plant |
| Pacific Generation Holdings Company | 2,943,273 | Domestic holding company |
| Pacific Recycling Energy Inc.* | 200,000 | Inactive |
| Project Finance Fund III LP | - | Funding vehicle for various international projects |
| ONSITE/US Power Limited Partnership No. 1* | - | Inactive |
| NRG Power Marketing Inc. | 70,283,459 | Holds power marketing licenses |
| NRG New Jersey Energy Sales LLC | - | Energy marketer |
| Power Operations Inc. | (500) | Provides O&M services for Parlin projects |
| NRG Sunnyside Operations GP Inc. | (64,873) | Currently a shell company |
| NRG Sunnyside Operations LP Inc. | - | Currently a shell company |
| NRG Cadillac Inc. | 2,027,231 | Domestic holding company |
| Cadillac Renewable Energy LLC | - | Owns waste-wood fired steam generator |
| Mid-Continent Power Company LLC | - | Shell; previously owned by NRG |
| Minnesota Waste Processing Company LLC | - | Owns municipal solid waste incineration station |
| NRG New Roads Generating LLC* | - | Inactive |
| NRG Lakefield Inc. | 9,973 | Currently a shell company |
| Lakefield Junction LLC* | - | Inactive |
| NRG Energy Jackson Valley I Inc. | (284,824) | General partner in Jackson Valley Energy I Inc. |
| NRG Energy Jackson Valley II Inc. | - | Limited partner in Jackson Valley Energy I Inc. |

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|-----------------------------------------|---|------------------------------------------------------------------|
| Jackson Valley Energy Partners LP | - | Owns and operates waste lignite mining and reclamation operation |
| San Joaquin Valley Energy Partners I LP | - | Owns and operates 3 biom... |
| San Joaquin Valley Energy I Inc. | | General partner in San Jo... |

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| | | | | |
|----------------------------------------------|-------|------------------------------------------------------------|--------------|--------------|
| | | | | 1 |
| San Joaquin Valley Energy IV Inc. | n/a | 100% NRG | | (62) |
| Okeechobee Power I Inc. | 1,000 | 100% NRG | | - |
| Okeechobee Power II Inc. | 1,000 | 100% NRG | | - |
| Okeechobee Power III Inc. | 1,000 | 100% NRG | | - |
| Kissimee Power Partners Limited Partnership* | n/a | 99% Okeechobee Power III Inc., 1% Okeechobee Power II Inc. | | - |
| NRG Affiliate Services Inc. | 1,000 | 100% NRG | | - |
| NRG Northeast Affiliate Services Inc. | 1,000 | 100% NRG | (18,858,306) | (18,858,306) |
| NRG Western Affiliate Services Inc. | 1,000 | 100% NRG | (206,850) | (206,850) |
| NRG Connecticut Affiliate Services Inc. | 1,000 | 100% NRG | (1,275,099) | (1,275,099) |

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|-----------------------------------------|---------|----------------------------------|-----------|---|
| NRG International Development Inc. | n/a | 100% NRG | - | |
| NRG Development Company Inc. | n/a | 100% NRG | - | |
| NRG Processing Solutions LLC | n/a | 100% NRG | 7,020,541 | 7 |
| Tacoma Energy Recovery Company | n/a | 100% NRG | (94) | |
| NRG Mextrans Inc. | 1,000 | 100% NRG | 78,053 | |
| NRG ComLease LLC | n/a | 100% NRG | - | |
| NRG Operating Services Inc. | -15,000 | 100% NRG | 6,426,375 | 6 |
| NRG Saguario Operations Inc. | 1,000 | 100% NRG Operating Services Inc. | (147,740) | |
| NRG Ashtabula Operations Inc | n/a | 100% NRG Operating Services Inc | - | |
| NRG Astoria Gas Turbine Operations Inc. | 1,000 | 100% NRG Operating Services Inc. | (120,932) | |

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|-----------------------------------------|-------|----------------------------------|-------------|----|
| NRG Bay Shore Operations Inc | n/a | 100% NRG Operating Services Inc | - | |
| ----- | | | | |
| NRG Cabrillo Power Operations Inc. | 1,000 | 100% NRG Operating Services Inc. | (2,811,066) | (2 |
| ----- | | | | |
| NRG Cadillac Operations Inc. | 1,000 | 100% NRG Operating Services Inc. | (65,196) | |
| ----- | | | | |
| NRG East Lake Operations Inc | n/a | 100% NRG Operating Services Inc | - | |
| ----- | | | | |
| NRG Norwalk Harbor Operations Inc. | 1,000 | 100% NRG Operating Services Inc. | (370,015) | |
| ----- | | | | |
| NRG Oswego Harbor Power Operations Inc. | 1,000 | 100% NRG Operating Services Inc. | (330,020) | |
| ----- | | | | |
| 24 | | | | |
| ----- | | | | |
| NRG Dunkirk Operations Inc. | 1,000 | 100% NRG Operating Services Inc. | (1,656,792) | (1 |
| ----- | | | | |
| NRG El Segundo Operations Inc. | 1,000 | 100% NRG Operating Services Inc. | (1,545,205) | (1 |
| ----- | | | | |
| NRG Lakeshore Operations Inc | n/a | 100% NRG Operating Services Inc | - | |
| ----- | | | | |
| Somerset Operations Inc. | 1,000 | 100% NRG Operating Services Inc. | (1,493,793) | (1 |
| ----- | | | | |

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|-----------------------------------|--------|----------------------------------|---------------|------|
| NRG Middletown Operations Inc. | 1,000 | 100% NRG Operating Services Inc. | (459,138) | |
| NRG Montville Operations Inc. | 1,000 | 100% NRG Operating Services Inc. | (248,233) | |
| NRG Arthur Kill Operations Inc. | 1,000 | 100% NRG Operating Services Inc. | (112,938) | |
| NRG Huntley Operations Inc. | 1,000 | 100% NRG Operating Services Inc. | (704,071) | |
| NRG Devon Operations Inc. | 1,000 | 100% NRG Operating Services Inc. | (406,246) | |
| Indian River Operations Inc. | 1,000 | 100% NRG Operating Services Inc. | (1,726,020) | (1 |
| Vienna Operations Inc. | 1,000 | 100% NRG Operating Services Inc. | (129,528) | |
| NRG Thermal LLC | -2,000 | 100% NRG | (101,478,096) | (101 |
| NRG Energy Center Smyrna LLC | n/a | 100% NRG Thermal LLC | 317,974 | |
| NRG Energy Center Minneapolis LLC | n/a | 100% NRG Thermal LLC | 64,776,396 | 64 |

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|-------------------------------------|-------|-------------------------|------------|----|
| NRG Energy Center San Diego LLC | n/a | 100% NRG Thermal LLC | 16,021,075 | 16 |
| NRG Energy Center Rock Tenn LLC | n/a | 100% NRG Thermal LLC | 4,946,309 | 4 |
| NRG Energy Center Grand Forks LLC | n/a | 100% NRG Thermal LLC | - | |
| NRG Energy Center Harrisburg Inc. | 1,000 | 100% NRG Thermal LLC | 7,665,469 | 7 |
| NRG Energy Center Paxton Inc. | 1,000 | 100% NRG Thermal LLC | 1,276,408 | 1 |
| NRG Energy Center Washco LLC | n/a | 100% NRG Thermal LLC | 2,104,055 | 2 |
| NRG Thermal Operating Services LLC* | n/a | 100% NRG Thermal LLC | - | |
| NRG Energy Center Dover LLC | n/a | 100% NRG Thermal LLC | 60,429,704 | 60 |
| NRG Thermal Services LLC | 1,000 | 100% NRG Thermal LLC | 3,930,752 | 3 |
| NRG Energy Center Pittsburgh LLC | n/a | 100% NRG Thermal LLC | 19,281,306 | 19 |
| NRG Energy Center San Francisco LLC | n/a | 100% NRG Thermal | | |

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|--------------------------------------|--------|------------------------------------------------------------------|--------------|------|
| | | LLC | 31,757,249 | 31 |
| NRG Rocky Road LLC | 1,000 | 100% NRG | 79,814,484 | 79 |
| Rocky Road Power LLC | n/a | 50% NRG Rocky Road LLC | - | |
| Termo Santander Holding (Alpha) LLC | n/a | 50% NRG Rocky Road LLC | - | |
| NRG Connecticut Generating LLC | n/a | 100% NRG | - | |
| South Central Generating Holding LLC | 500 | 100% NRG | 12,717,305 | 12 |
| NRG Central US LLC | 500 | 100% NRG | 12,717,305 | 12 |
| NRG South Central Generating LLC | -6,000 | 50% NRG Central US LLC, 50% South Central Generating Holding LLC | 4,408,107 | 4 |
| Big Cajun II Unit 4 LLC | n/a | 100% NRG South Central Generating Holding LLC | - | |
| NRG Bayou Cove LLC | 1,000 | 100% NRG South Central Generating Holding LLC | (69,535,147) | (69) |
| Bayou Cove Peaking Power LLC | n/a | 100% NRG Bayou Cove LLC | - | |
| Louisiana Generating LLC | 1,000 | 100% NRG South Central Generating Holding LLC | 368,080,214 | 368 |

100% NRG South

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|-------------------------------|--------|-----------------------------------------------------------|-------------|-----|
| NRG New Roads Holding LLC | 1,000 | Central Generating Holding LLC | 13,574,433 | 13 |
| NRG Sterlington Power LLC | 1,000 | 100% NRG South Central Generating Holding LLC | 64,699,376 | 64 |
| Big Cajun I Peaking Power LLC | 1,000 | 100% NRG South Central Generating Holding LLC | 68,925,929 | 68 |
| NRG Sabine River Works GP LLC | 1,000 | 100% NRG South Central Generating Holding LLC | 16,922 | |
| NRG Sabine River Works LP LLC | 1,000 | 100% NRG South Central Generating Holding LLC | - | |
| NRG Valmy Power Holdings LLC* | n/a | 100% NRG | - | |
| NRG Valmy Power LLC* | n/a | 100% NRG | - | |
| Valmy Power LLC* | n/a | 50% NRG Valmy Power LLC, 50% NRG Valmy Power Holdings LLC | - | |
| NRG Kaufman LLC | 1,000 | 100% NRG | - | |
| NRG Mesquite LLC | 1,000 | 100% NRG | - | |
| Kaufman Cogen LP | n/a | 99% NRG Mesquite LLC, 1% NRG Kaufman LLC | 2,472,968 | 2 |
| Meriden Gas Turbines LLC | 1,000 | 100% NRG | 46,834,571 | 46 |
| NRG West Coast LLC | -1,000 | 100% NRG | 346,746,375 | 346 |

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|-------------------------------------------|-------|------------------------------------|------------|----|
| Saguaro Power LLC | n/a | 100% NRG West Coast LLC | 8,960 | |
| Eastern Sierra Energy Company | 1,000 | 100% Saguaro Power LLC | 65,943,543 | 65 |
| Saguaro Power Company Limited Partnership | n/a | 50% Eastern Sierra Energy Company | - | |
| WCP (Generation) Holdings LLC | n/a | 50% NRG West Coast LLC | - | |
| West Coast Power LLC | n/a | 100% WCP (Generation) Holdings LLC | - | |
| Long Beach Generation LLC | n/a | 100% West Coast Power LLC | - | |
| El Segundo Power LLC | n/a | 100% West Coast Power LLC | - | |
| Cabrillo Power I LLC | n/a | 100% West Coast Power LLC | - | |
| Cabrillo Power II LLC | n/a | 100% West Coast Power LLC | - | |
| El Segundo Power II LLC | n/a | 50% NRG West Coast LLC | 3,381,560 | 1 |
| Southwest Power Holdings LLC | n/a | 50% NRG West Coast LLC | - | |
| Southwest Generation LLC | n/a | 100% Southwest Power Holdings LLC | - | |
| Clark Power LLC* | n/a | 100% Southwest Generation LLC | - | |
| Reid Gardner Power LLC | n/a | 100% Southwest Generation LLC | - | |

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|------------------------------------|---------|-----------------------------------------------------------------|---------------|-------|
| MidAtlantic Generation Holding LLC | n/a | 100% NRG | - | |
| NRG MidAtlantic LLC | n/a | 100% NRG | - | |
| NRG MidAtlantic Generating LLC | -3,000 | 50% NRG MidAtlantic LLC, 50% MidAtlantic Generation Holding LLC | 42,793,758 | 42 |
| Conemaugh Power LLC | 1,000 | 100% NRG MidAtlantic LLC | 18,205,358 | 18 |
| Indian River Power LLC | 1,000 | 100% NRG MidAtlantic LLC | 391,858,993 | 391 |
| 27 | | | | |
| Keystone Power LLC | 1,000 | 100% NRG MidAtlantic LLC | 23,824,827 | 23 |
| Vienna Power LLC | 1,000 | 100% NRG MidAtlantic LLC | 10,681,811 | 10 |
| Northeast Generation Holding LLC | n/a | 100% NRG | (519,981,638) | (519) |
| NRG Eastern LLC | 1,000 | 100% NRG | 519,981,638 | 519 |
| NRG Northeast Generating LLC | -10,000 | 50% NRG Eastern LLC, 50% Northeast Generation Holding LLC | 4,446,830 | 4 |
| Dunkirk Power LLC | 1,000 | 100% NRG Northeast Generating LLC | 124,233,298 | 124 |
| Huntley Power LLC | 1,000 | 100% NRG Northeast Generating LLC | 117,200,057 | 117 |
| | | 100% NRG Northeast | | |

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|----------------------------------------|-------|------------------------------------------------------------------------------|---------------|-------|
| Astoria Gas Turbine Power LLC | 1,000 | Generating LLC | 74,564,399 | 74 |
| Arthur Kill Power LLC | 1,000 | 100% NRG Northeast Generating LLC | 207,419,406 | 207 |
| Somerset Power LLC | 1,000 | 100% NRG Northeast Generating LLC | 1,608,570 | 1 |
| Oswego Harbor Power LLC | 1,000 | 100% NRG Northeast Generating LLC | 51,258,900 | 51 |
| Connecticut Jet Power LLC | 1,000 | 100% NRG Northeast Generating LLC | 21,720,549 | 21 |
| Devon Power LLC | 1,000 | 100% NRG Northeast Generating LLC | 92,101,255 | 92 |
| Middletown Power LLC | 1,000 | 100% NRG Northeast Generating LLC | 179,392,016 | 179 |
| Montville Power LLC | 1,000 | 100% NRG Northeast Generating LLC | 65,368,886 | 65 |
| Norwalk Power LLC | 1,000 | 100% NRG Northeast Generating LLC | 51,722,593 | 51 |
| NRG Brazos Valley GP LLC | 1,000 | 100% NRG | (1,307,804) | (1) |
| NRG Brazos Valley LP LLC | 1,000 | 100% NRG | (129,472,621) | (129) |
| Brazos Valley Energy LP | n/a | 99% NRG Brazos Valley LP LLC, 1% NRG Brazos Valley GP LLC | 60,957,409 | 60 |
| NRG Brazos Valley Technology LP LLC | n/a | 100% Brazos Valley Energy LP | 5,090 | |
| Brazos Valley Technology LP | n/a | 99% NRG Brazos Valley Technology LP LLC, 1% Brazos Valley Energy LP | 50,192,032 | 50 |

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|-------------------------------|--------|-------------------------------------------------------------|---------------|------|
| NRG Capital LLC | -1,000 | 100% NRG | (116,802,614) | (116 |
| NRG Finance Company I LLC | 1,000 | 100% NRG Capital LLC | 37,342,708 | 37 |
| 28 | | | | |
| NRG Turbines LLC | 1,000 | 100% NRG Finance Company I LLC | 779 | |
| NRG Capital II LLC | n/a | 100% NRG | - | |
| NRG Peaking Finance | n/a | 100% NRG Capital LLC | (9,085,896) | (9 |
| NRG Ilion LP LLC | 1,000 | 100% NRG | 27,586,735 | 27 |
| NRG Ilion Limited Partnership | 1,000 | 99% NRG Ilion LP LLC, 1% NRG Rockford Acquisition LLC | 29,247,618 | 29 |
| NRG Rockford Equipment LLC | n/a | 100% NRG Ilion Limited Partnership | 62,520 | |
| NRG Rockford LLC | 1,000 | 100% NRG Ilion Limited Partnership | 10,233,445 | 10 |
| NRG Rockford Acquisition LLC | -4,000 | 100% NRG | (54,070,629) | (54 |

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|-------------------------------|--------|------------------------------------------|---------------|-------|
| NRG Bourbonnais Equipment LLC | n/a | 100% NRG Rockford Acquisition LLC | - | |
| NRG Rockford Equipment II LLC | n/a | 100% NRG Rockford Acquisition LLC | - | |
| NRG Rockford II LLC | 1,000 | 100% NRG Rockford Acquisition LLC | 36,895,466 | 36 |
| NRG Bourbonnais LLC | 1,000 | 100% NRG Rockford Acquisition LLC | (15,909,978) | (15) |
| NRG Equipment Company LLC | n/a | 100% NRG Rockford Acquisition LLC | - | |
| LS Power Management LLC* | n/a | 100% NRG | - | |
| NRG Granite Acquisition LLC | 1,000 | 100% NRG | 4,584,788 | 4 |
| Granite Power Partners II LP | -2,000 | 79% NRG, 21% NRG Granite Acquisition LLC | 3,002 | |
| LSP-Pike Energy LLC | 1,000 | 100% Granite Power Partners II LP | (320,584,827) | (320) |
| LSP-Nelson Energy LLC | 1,000 | 100% Granite Power Partners II LP | (341,484,864) | (341) |
| NRG Nelson Turbines LLC | n/a | 100% LSP-Nelson Energy LLC | - | |
| LSP-Hardee Energy LLC | n/a | 100% Granite Power Partners II LP | - | |
| Granite II Holding LLC | -4,000 | 100% Granite Power Partners II LP | 9,089,118 | 9 |
| LSP Equipment LLC | 1,000 | 100% Granite II Holding LLC | 1 | |
| LSP-Denver City Inc. | 1,000 | 100% Granite II Holding LLC | 25,298 | |

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|------------------------------------|--------|------------------------------------------------------------|-------------|-----|
| LSP-Kendall Energy LLC | 1,000 | 100% Granite II Holding LLC | 222,267,225 | 222 |
| GPP Investors I LLC | 1,000 | 100% Granite II | | |
| | | 2,504,453 | | |
| Denver City Energy Associates LP | 1,000 | 100% GPP Investors I LLC | - | |
| LSP Batesville Holding LLC | 1,000 | 100% Granite II Holding LLC | 127,356,331 | 127 |
| LSP Energy Inc. | 1,000 | 100% LSP Batesville Holding LLC | 425,735 | |
| LSP Energy Limited Partnership | -3,000 | 99% LSP Batesville Holding LLC, 1% LSP Energy Inc. | (883,627) | |
| LSP Batesville Funding Corporation | 1,000 | 100% LSP Batesville Holding LLC | (9,831) | |
| NRG Telogia Power LLC | n/a | 100% NRG | - | |
| Telogia Power Inc. | n/a | 67% NRG Telogia Power LLC, 33% SET Telogia Investments LLC | - | |
| Timber Energy Resources Inc. | n/a | 100% Telogia Power Inc. | 1,800,294 | 1 |

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ITEM 1 FOOTNOTES

SUBSIDIARIES OF MORE THAN ONE SYSTEM COMPANY FOR XCEL ENERGY ARE:

| SYSTEM COMPANY | SYSTEM COMPANY OWNERS |
|-----------------------------------------------------|---------------------------------------------------------------------------------|
| CPC Ltd. Partnership Borger Energy Associates LP | 49.5% by Dragon, 1% by Bear 44.55% by Quixx Resources, 0.45% by Quixx Borger |

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|----------------------------------------------------------------------------------------------------------------------------------------------------------|-------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|
| Denver City Energy Associates LP Quixx WRR, LP Windpower Partners 1994 LP KES Jamaica LP Quixx Linden LP Carolina Energy LP Plover LLC | 49.5% by Quixx Resources, 0.5% by Quixx Mustang 99% by Quixx Resources, 1% by Quixx 24.67% by Quixx, 0.33% by Quixx WPP94 99% by Quixx Jamaica, 1% by KES Montego 0.5% by Quixxlin, 49.5% by Quixx 1% by Quixx Carolina, 32% by Quixx 90% by Eloigne, 10% by Clearwater Investments |
|----------------------------------------------------------------------------------------------------------------------------------------------------------|-------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|

SUBSIDIARIES OF MORE THAN ONE SYSTEM COMPANY FOR NRG ARE:

| SYSTEM COMPANY | SYSTEM COMPANY OWNERS |
|----------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|-----------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|
| Northbrook Carolina Hydro II LLC Northbrook Carolina Hydro LLC NRG International Holdings (No. 2) GmbH NRG do Brasil Ltda. Lanco Kondapalli Power Pvt Ltd. Flinders Power Partnership Energia Pacasmayo S.A. Enfield Operations LLC Gladstone Power Station Joint Venture NRG Victoria III Pty Ltd. NRGenerating Luxembourg (No. 6) S.a.r.l. Camas Power Boiler Limited Partnership Energy Investors Fund LP The PowerSmith Cogeneration Project LP Louisiana Energy Services LP Jackson Valley Energy Partners LP San Joaquin Valley Energy Partners I LP Kissimee Power Partners LP NRG South Central Generating LLC SRW Cogeneration Limited Partnership Valmy Power LLC Kaufman Cogen LP NRG MidAtlantic Generating LLC NRG Northeast Generating LLC Brazos Valley Energy LP Brazos Valley Technology LP NRG Ilion Limited Partnership Granite Power Partners II LP LSP Energy Limited Partnership Telogia Power Inc. | 99% Northbrook Energy LLC, 1% Omega Energy LLC 99% Northbrook Energy LLC, 1% Omega 99% NRG International III Inc., 1% Temmes Mgmt Svcs BV 99% NRGenerating Luxembourg (No. 1) S.a.r.l., 1% NRGenerating (No. 2) S.a.r.l. 30% NRG Web Mauritius Limited, 11% Doosan Heavy Industries Construction Co.Ltd. 50% NRGenerating Holdings (No. 2) GmbH, 25% Flinders Labuan Flinders Labuan 2 75% NRGenerating Luxembourg (No. 2) S.a.r.l., 22.5% NRGenerating Luxembourg (No. 1) S.a.r.l. 49.9% NRG International Inc., 50.1% Enfield Energy Centre 20% Sunshine State Power BV, 17.5% Sunshine State Power (N 33% NRG Victoria I Pty Ltd., 66% NRG Victoria II Pty Ltd. 50% Cobee Holdings Inc., 50% NRGenerating Luxembourg (No.1 99% Pacific Generation Company, 1% Camas Power Boiler Inc. 3.1% Energy National Inc., 21% Crockett Cogeneration 7.75% Energy National Inc., 1% Enigen Inc. 6.23% Le Paz Inc., 0.52% Graystone Corporation 48% NRG Energy Jackson Valley II Inc., 2% NRG Energy Jacks 43% NRG Energy Jackson Valley II Inc., 2% San Joaquin Vall 99% Okeechobee Power III Inc., 1% Okeechobee Power II Inc. 50% NRG Central US LLC, 50% South Central Generation Holdi 49% NRG Sabine River Works LP LLC, 1% NRG Sabine River Wor 50% NRG Valmy Power Holdings LLC, 50% NRG Valmy Power LLC 99% NRG Mesquite LLC, 1% NRG Kaufman LLC 50% MidAtlantic Generation Holding LLC, 50% NRG MidAtlanti 50% Northeast Generation Holding LLC, 50% NRG Eastern LLC 99% NRG Brazos Valley LP LLC, 1% NRG Brazos Valley GP LLC 99% NRG Brazos Valley LP LLC, 1% Brazos Valley Energy LP 99% NRG Ilion LP LLC, 1% NRG Rockford Acquisition LLC 79% NRG, 21% NRG Granite Acquisition LLC 99% LSP Batesville Holding LLC, 1% LSP Energy Inc. 67% NRG Telogia Power LLC, 33% SET Telogia Investments LLC |

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NON-CORPORATE SUBSIDIARIES OF XCEL ENERGY ARE:

| NAME OF SUBSIDIARY | TYPE OF ORGANIZATION |
|------------------------------------------|-----------------------|
| NSP Financing I | Business Trust |
| NSP Financing II | Business Trust |
| Nuclear Management Co. LLC | LLC |
| Private Fuel Storage LLC | LLC |
| Plover LLC | LLC |
| PSCo Capital Trust I | Business Trust |
| SPS Capital Trust I | Business Trust |
| Northern Colorado Telecommunications LLC | LLC |
| Johnstown Cogeneration LLC | LLC |
| Young Gas Storage Co. Ltd. | Ltd Partnership |
| Guardian Pipeline LLC | LLC |
| XEPS LLC | LLC |
| Natural Station Equipment LLC | LLC |
| Xcel Energy Foundation | Charitable Foundation |
| 7th Street | Ltd Partnership |
| Boulder Ridge | Ltd Partnership |
| Brickstone Townhouses | Ltd Partnership |
| Carter Place | Ltd Partnership |
| Central Towers | Ltd Partnership |
| City Limits | Ltd Partnership |
| Civic Center | Ltd Partnership |
| Colfax Prairie | Ltd Partnership |
| Cottage Court | Ltd Partnership |
| Countryside | Ltd Partnership |
| Covington Court | Ltd Partnership |
| Cromwell Commons | Ltd Partnership |
| Crown Ridge | Ltd Partnership |
| Cumberland (12) | Ltd Partnership |
| East Creek | Ltd Partnership |
| Edenvale | Ltd Partnership |
| Farmington | Ltd Partnership |
| Farmington Family | Ltd Partnership |
| Granite Hill | Ltd Partnership |
| Hearthstone | Ltd Partnership |
| Hickory Drive (Plover LLC) | LLC |
| Jefferson Heights | Ltd Partnership |
| Lakeville Court | Ltd Partnership |
| Lyndale | Ltd Partnership |
| Majestic View | Ltd Partnership |
| Mankato Townhouses | Ltd Partnership |
| Moorhead | Ltd Partnership |
| Northpoint | Ltd Partnership |
| Oakdale Village | Ltd Partnership |
| Oakgrove | Ltd Partnership |
| Oakwood II | Ltd Partnership |
| Oakwood Townhouses | Ltd Partnership |
| Park Glen | Ltd Partnership |
| Parkwood Place | Ltd Partnership |
| Pheasant Run | Ltd Partnership |
| Pheasant View | Ltd Partnership |
| Pioneer Building | Ltd Partnership |
| Pleasant Valley | Ltd Partnership |
| Polynesian Village | Ltd Partnership |
| River Run | Ltd Partnership |
| Safe Haven Homes, LLC | LLC |
| Scenic View | Ltd Partnership |

| | |
|-----------------------------------|-----------------|
| Shade Tree | Ltd Partnership |
| Shenandoah Woods | Ltd Partnership |
| Southview | Ltd Partnership |
| Spring Lake Park | Ltd Partnership |
| Stradford Flats | Ltd Partnership |
| Summerchase | Ltd Partnership |
| Sunrise | Ltd Partnership |
| Timber Ridge | Ltd Partnership |
| Tower Terrace | Ltd Partnership |
| Vadnais Heights | Ltd Partnership |
| Washington Avenue | Ltd Partnership |
| Woodland Townhouses | Ltd Partnership |
| Woodland Village | Ltd Partnership |
| CPC Ltd. Partnership | Ltd Partnership |
| Quixx Mountain Holdings LLC | LLC |
| Front Range Energy Associates LLC | LLC |
| Borger Energy Associates LP | Ltd Partnership |
| Denver City Energy Associates LP | Ltd Partnership |
| Quixx WRR LP | Ltd Partnership |
| Windpower Partners 1994 LP | Ltd Partnership |
| KES Jamaica LP | Ltd Partnership |
| Quixx Linden LP | Ltd Partnership |
| Carolina Energy LP | Ltd Partnership |
| BCH Energy LP | Ltd Partnership |
| Quixx Louisville LLC | LLC |
| YPG Holdings LLC | LLC |
| WYCO Development LLC | LLC |

NON-CORPORATE SUBSIDIARIES OF NRG ARE:

| NAME OF SUBSIDIARY | TYPE OF ORGANIZATION |
|-----------------------------------------------------------------------------------|----------------------|
| Berrians I Gas Turbine Power LLC | LLC |
| NRG New Jersey Energy Sales LLC | LLC |
| Entrade Poland Sp. z.o.o. | LLC |
| Commonwealth Atlantic Power LLC | LLC |
| James River Power LLC | LLC |
| NRG Energy Insurance Ltd. | LLC |
| NRG Audrain Holding LLC | LLC |
| NRG Woodland Operations LLC | LLC |
| NRG McClain LLC | LLC |
| NRG Newberry Generation LLC | LLC |
| NRG Northern Ohio Generating LLC | LLC |
| NRG Ohio Ash Disposal LLC | LLC |
| NRG Lakeshore Generating LLC | LLC |
| NRG Ashtabula Gnerating LLC | LLC |
| Montauk-NEO Gasco, LLC | LLC |
| MN San Bernardino Gasco I LLC | LLC |
| San Bernardino Landfill Gas Limited Partnership, a California limited partnership | Ltd Partnership |

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| | |
|----------------------------------|-----|
| MN San Bernardino Gasco II LLC | LLC |
| NEO Fresh Kills LLC | LLC |
| Fresh Gas LLC | LLC |
| NEO-Montauk Genco Management LLC | LLC |
| NEO-Montauk Genco LLC | LLC |
| NM Colton Genco LLC | LLC |
| NM Mid Valley Genco LLC | LLC |
| NM San Timoteo Genco LLC | LLC |
| NM Milliken Genco LLC | LLC |
| MM San Bernardino Energy LLC | LLC |
| NEO Chester-Gen LLC | LLC |

| | |
|----------------------------------|-----|
| NEO Freehold-Gen LLC | LLC |
| NEO Toledo-Gen LLC | LLC |
| NEO California Power LLC | LLC |
| Four Hills LLC | LLC |
| NEO Burnsville LLC | LLC |
| NEO Corona LLC | LLC |
| NEO Eire LLC | LLC |
| NEO Ft. Smith LLC | LLC |
| NEO Hackensack LLC | LLC |
| NEO Martinez LLC | LLC |
| NEO Nashville LLC | LLC |
| NEO Northern Tier LLC | LLC |
| NEO Phoenix LLC | LLC |
| NEO Prima Deschecha LLC | LLC |
| NEO Riverside LLC | LLC |
| NEO SKB LLC | LLC |
| NEO Tajiguas LLC | LLC |
| NEO Woodville LLC | LLC |
| NEO El Sobrante LLC | LLC |
| NEO Tri-Cities LLC | LLC |
| MM Ft. Smith Energy LLC | LLC |
| NEO MESI LLC | LLC |
| MESI Fuel Station #1 LLC | LLC |
| Minnesota Methane II LLC | LLC |
| MM Burnsville Energy LLC | LLC |
| Suncook Energy LLC | LLC |
| Landfill Power LLC | LLC |
| Northbrook Energy LLC | LLC |
| Northbrook Carolina Hydro II LLC | LLC |
| Northbrook Carolina Hydro LLC | LLC |
| Northbrook New York LLC | LLC |
| Minnesota Methane LLC | LLC |
| MM Albany Energy LLC | LLC |
| MM Cuyahoga Energy LLC | LLC |
| MM Hartford Energy LLC | LLC |
| MM Lopez Energy LLC | LLC |
| MM Lowell Energy LLC | LLC |
| MM Prince William Energy LLC | LLC |
| MM San Diego LLC | LLC |
| MM Spokane Energy LLC | LLC |
| MM Tacoma LLC | LLC |
| MM Taunton Energy LLC | LLC |
| MM Tomoka Farms Energy LLC | LLC |

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| | |
|--------------------------------|-----|
| MM Tulare Energy LLC | LLC |
| MM West Covina LLC | LLC |
| MM Yolo Power LLC | LLC |
| O'Brien Biogas IV LLC | LLC |
| Minnesota Methane Holdings LLC | LLC |
| MM Biogas Power LLC | LLC |
| MM Corona Energy LLC | LLC |
| MM Hackensack Energy LLC | LLC |
| MM Nashville Energy LLC | LLC |
| MM Prima Deshecha Energy LLC | LLC |
| MM SKB Energy LLC | LLC |
| MM Tajiguas Energy LLC | LLC |
| MM Woodville Energy LLC | LLC |
| MM El Sobrante Energy LLC | LLC |
| MM Northern Tier Energy LLC | LLC |
| MM Phoenix Energy LLC | LLC |
| MM Riverside LLC | LLC |
| MM Tri-Cities Energy LLC | LLC |

| | |
|-----------------------------------------------------------------|--------------|
| NEO Albany LLC | LLC |
| NEO Cuyahoga LLC | LLC |
| NEO Edgeboro LLC | LLC |
| NEO Fitchburg LLC | LLC |
| NEO Hartford LLC | LLC |
| NEO Lopez Canyon LLC | LLC |
| NEO Lowell LLC | LLC |
| NEO Prince William LLC | LLC |
| NEO San Diego LLC | LLC |
| NEO Spokane LLC | LLC |
| NEO Tacoma LLC | LLC |
| NEO Taunton LLC | LLC |
| NEO Tomoka Farms LLC | LLC |
| NEO Tulare LLC | LLC |
| NEO West Covina LLC | LLC |
| NEO Yolo LLC | LLC |
| NRG Andean Development Ltda. | LLC |
| NRG Pacific Corporate Services Pty Ltd. | Co. Ltd. by |
| Cobee Energy Development LLC | LLC |
| Eastern Generation Services (India) Private Limited | Private Ltd |
| Flinders Power Partnership | Partnersh |
| Enfield Operations LLC | LLC |
| Gladstone Power Station Joint Venture | Unincorporat |
| Kraftwerk Schkopau GbR | Joint Vent |
| NRG Taiwan Holdings Company Limited | Co. Ltd. by |
| Camas Power Boiler Limited Partnership | Ltd Partner |
| Energy Investors Fund LP | Ltd Partner |
| Penobscot Energy Recovery Company | LLC |
| Maine Energy Recovery Company | LLC |
| The PowerSmith Cogeneration Project Limited Partnership | Ltd Partner |
| Orrington Waste Ltd. Limited Partnership | Ltd Partner |
| ENI Crockett Limited Partnership | Ltd Partner |
| Crockett Cogeneration, a California Limited Partnership | Ltd Partner |
| ONSITE/US Power Limited Partnership No. 1 | Ltd Partner |
| Mt. Poso Cogeneration Company, a California Limited Partnership | Ltd Partner |
| Turners Falls Limited Partnership | Ltd Partner |

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| | |
|---------------------------------------------|-------------|
| Kingston Cogeneration Limited Partnership | Ltd Partner |
| Project Finance Fund III LP | Ltd Partner |
| Cadillac Renewable Energy LLC | LLC |
| Mid-Continent Power Company LLC | LLC |
| Minnseota Waste Processing Company LLC | LLC |
| Lakefield Junction LLC | LLC |
| Jackson Valley Energy Partners LP | Ltd Partner |
| San Joaquin Valley Energy Partners I LP | Ltd Partner |
| Kissimee Power Partners Limited Partnership | Ltd Partner |
| NRG Processing Solutions LLC | LLC |
| NRG ComLease LLC | LLC |
| NRG Energy Center Round Mountain LLC | LLC |
| NRG Energy Center Smyrna LLC | LLC |
| NRG Energy Center Minneapolis LLC | LLC |
| NRG Energy Center San Diego LLC | LLC |
| NRG Energy Center Washco LLC | LLC |
| NRG Thermal Operating Services LLC | LLC |
| NRG Energy Center Dover LLC | LLC |
| NRG Energy Center Pittsburgh LLC | LLC |
| NRG Energy Center San Francisco LLC | LLC |
| NRG Rocky Road LLC | LLC |
| Rocky Road Power LLC | LLC |
| Termo Santander Holding (Alpha) LLC | LLC |
| NRG Connecticut Generating LLC | LLC |
| NRG Connecticut Equipment LLC | LLC |

| | |
|----------------------------------------------|-------------|
| South Central Generation Holding LLC | LLC |
| NRG Central US LLC | LLC |
| NRG South Central Generating LLC | LLC |
| Big Cajun II Unit 4 LLC | LLC |
| NRG Bayou Cove LLC | LLC |
| Louisiana Generating LLC | LLC |
| NRG New Roads Holdings LLC | LLC |
| Big Cajun I Peaking Power LLC | LLC |
| NRG Sabine River Works GP LLC | LLC |
| NRG Sabine River Works LP LLC | LLC |
| SRW Cogeneration Limited Partnership | Ltd Partner |
| NRG Sterlington Power LLC | LLC |
| NRG Valmy Power Holdings LLC | LLC |
| NRG Valmy Power LLC | LLC |
| Valmy Power LLC | LLC |
| NRG Kaufman LLC | LLC |
| NRG Mesquite LLC | LLC |
| Kaufman Cogen LP | Ltd Partner |
| Meriden Gas Turbgines LLC | LLC |
| Saguaro Power LLC | LLC |
| Saguaro Power Company, a Limited Partnership | Ltd Partner |
| WCP (Generation) Holdings LLC | LLC |
| West Coast Power LLC | LLC |
| Long Beach Generations LLC | LLC |
| El Segundo Power LLC | LLC |
| Cabrillo Power I LLC | LLC |
| Cabrillo Power II LLC | LLC |
| El Segundo Power II LLC | LLC |
| Southwest Power Holdings LLC | LLC |

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| | |
|-------------------------------------|-------------|
| Southwest Generation LLC | LLC |
| Clark Power LLC | LLC |
| Reid Gardner Power LLC | LLC |
| MidAtlantic Generation Holding LLC | LLC |
| NRG MidAtlantic LLC | LLC |
| NRG MidAtlantic Generating LLC | LLC |
| Conemaugh Power LLC | LLC |
| Indian River Power LLC | LLC |
| Keystone Power LLC | LLC |
| Vienna Power LLC | LLC |
| Northeast Generation Holding LLC | LLC |
| NRG Eastern LLC | LLC |
| NRG Northeast Generating LLC | LLC |
| Dunkirk Power LLC | LLC |
| Huntley Power LLC | LLC |
| Astoria Gas Turbine Power LLC | LLC |
| Arthur Kill Power LLC | LLC |
| Somerset Power LLC | LLC |
| Oswego Harbor Power LLC | LLC |
| Connecticut Jet Power LLC | LLC |
| Devon Power LLC | LLC |
| Middletown Power LLC | LLC |
| Montville Power LLC | LLC |
| Norwalk Power LLC | LLC |
| NRG Brazos Valley GP LLC | LLC |
| NRG Brazos Valley LP LLC | LLC |
| Brazos Valley Energy LP | Ltd Partner |
| NRG Brazos Valley Technology LP LLC | LLC |
| Brazos Valley Technology LP | Ltd Partner |
| NRG Capital LLC | LLC |
| NRG Finance Company I LLC | LLC |
| NRG Turbines LLC | LLC |

| | |
|--------------------------------|-------------|
| NRG Capital II LLC | LLC |
| NRG Peaker Finance Company LLC | LLC |
| NRG Iliion LP LLC | LLC |
| NRG Iliion Limited Partnership | Ltd Partner |
| NRG Rockford Equipment LLC | LLC |
| NRG Rockford LLC | LLC |
| NRG Rockford Acquisition LLC | LLC |
| NRG Bourbonnais Equipment LLC | LLC |
| NRG Rockford Equipment II LLC | LLC |
| NRG Rockford II LLC | LLC |
| NRG Bourbonnais LLC | LLC |
| NRG Equipment Company LLC | LLC |
| LS Power Management LLC | LLC |
| NRG Granite Acquisition LLC | LLC |
| Granite Power Partners II LP | Ltd Partner |
| LSP-Pike Energy LLC | LLC |
| LSP-Nelson Energy LLC | LLC |
| NRG Nelson Turbines LLC | LLC |
| LSP-Hardee Energy LLC | LLC |
| Granite II Holding LLC | LLC |
| LSP Equipment LLC | LLC |
| LSP-Denver City Inc. | LLC |

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| | |
|----------------------------------|-------------|
| LSP-Kendall Energy LLC | LLC |
| GPP Investors I LLC | LLC |
| Denver City Energy Associates LP | LLC |
| LSP Batesville Holding LLC | LLC |
| LSP Energy Limited Partnership | Ltd Partner |
| NRG Batesville LLC | LLC |
| NRG Telogia Power LLC | LLC |
| Timber Energy Resources Inc. | LLC |

SUBSIDIARIES ADDED DURING THE YEAR BY XCEL ENERGY WERE:

| NAME OF SUBSIDIARY | DATE OF INCORP./ACQ. | STATE OF INCORPORATION | DESCRIPTION |
|-------------------------------|----------------------|------------------------|-------------------------------|
| Xcel Energy Transco, Inc. | 05/31/2002 | Delaware | Owns TRANSLink Development Co |
| TRANSLink Development Co. LLC | 06/01/2002 | Delaware | Setup to plan, manage and ope |
| NRG Acquisition Company LLC | 03/01/2002 | Delaware | For acquisition of NRG Energy |

SUBSIDIARIES ADDED DURING THE YEAR BY NRG WERE:

| NAME OF SUBSIDIARY | DATE OF INCORP./ACQ. | STATE OF INCORPORATION | D |
|------------------------------|----------------------|------------------------|--------------------------------------------------|
| NRG Andean Development Ltda. | 01/11/2002 | Bolivia | Development office for |
| NRG Ohio Ash Disposal LLC | 01/16/2002 | Delaware | Will own the ash dispo |
| NRG Lakeshore Generating LLC | 01/16/2002 | Delaware | Currently a shell comp entity |
| NRG Ashtabula Generating LLC | 01/16/2002 | Delaware | Currently a shell comp entity |
| NRG Power Options Inc. | 02/04/2002 | Delaware | Develops, owns and ope in the US |
| NRG Nelson Turbines LLC | 02/19/2002 | Delaware | Captive retailer for N |
| NM Colton Genco LLC | 03/18/2002 | Delaware | Owns and operates land facility on Colton lan |
| NM Mid Valley Genco LLC | 03/18/2002 | Delaware | Owns and operates land facility on Mid Valley |
| NM San Timoteo Genco LLC | 03/18/2002 | Delaware | Owns and operates land facility on San Timote |
| NM Milliken Genco LLC | 03/18/2002 | Delaware | Owns and operates land facility on Milliken l |
| NRG Woodland Operations LLC | 03/18/2002 | Delaware | Operates facility in W |

| | | | |
|---------------------------------|------------|----------|----------------------------------------------------------|
| Entrade Poland Sp. z.o.o. | 03/19/2002 | Poland | Polish branch of Entra |
| NRG New Jersey Energy Sales LLC | 03/22/2002 | Delaware | Energy marketer in New |
| NRG Peaker Finance Company LLC | 04/01/2002 | Delaware | Primarily to issue bon by an affiliate, loani etc. |

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| | | | |
|------------------------------------------------------------------------|------------|----------|--------------------------------------------------|
| NRG Eastlake Operations Inc. | 04/09/2002 | Delaware | Currently a shell comp entity |
| NRG Lakeshore Operations Inc. | 04/09/2002 | Delaware | Special purpose operat contract to Lakeshore |
| NRG Ashtabula Operations Inc. | 04/09/2002 | Delaware | Special purpose operat contract to Ashtabula |
| NRG Bay Shore Operations Inc. | 04/09/2002 | Delaware | Currently a shell comp entity |
| NRG Capital II LLC | 04/22/2002 | Delaware | Holds the membership i Company LLC |
| NRG Connecticut Equipment LLC | 09/20/2002 | Delaware | Captive retailer for h deferring sales/use ta |
| Cobee Holdings Inc. was converted to Cobee Holdings LLC | 12/12/2002 | Delaware | Domestic holding compa Latin America |
| NRG International Inc. was converted to NRG International LLC | 11/18/2002 | Delaware | Domestic holding compa |
| NRG Thermal Corporation was converted to NRG Thermal LLC | 12/31/2002 | Delaware | Sole member of all the restructuring |
| NRG Thermal Services Inc. was converted to NRG Thermal Services LLC | 12/31/2002 | Delaware | This entity will hold services business for |
| NRG West Coast Inc. was converted to NRG West Coast LLC | 12/31/2002 | Delaware | Act as holding company |

CHANGES IN THE STATUS OF EXISTING SUBSIDIARIES OF XCEL ENERGY ARE:

| NAME OF SUBSIDIARY | STATUS CHANGE | DESCRIPTION |
|-----------------------------------|------------------|----------------------------------|
| ----- | ----- | ----- |
| PS Colorado Credit Corp | Dissolved | Dissolved - 7/19/2002 |
| Planergy (Delaware) Inc. | Dissolved | Dissolved - 7/31/2002 |
| Planergy Midwest Inc. | Dissolved | Dissolved - 7/31/2002 |
| Planergy New York Inc. | Dissolved | Dissolved - 7/31/2002 |
| First Midwest Auto Park Inc. | Dissolved | Dissolved - 12/12/2002 |
| Xcel Energy Retail Propane Inc. | Name Change | Changed to - Xcel Energy Product |
| Energy Masters International Inc. | Name Change | Changed to - Planergy Housing I |
| NRG Acquisition Company LLC | Merged | Merged to - NRG Energy Inc. - 6 |

CHANGES IN THE STATUS OF EXISTING SUBSIDIARIES OF NRG ARE:

| NAME OF SUBSIDIARY | STATUS CHANGE | DESCRIPTION |
|----------------------------------|------------------|-------------|
| ----- | ----- | ----- |
| B.L. England Power LLC | Dissolved | 6/18/2002 |
| Cobee Holdings Inc. | Dissolved | 12/12/2002 |
| Collinsville Operations Pty Ltd. | Dissolved | 8/28/2002 |
| Csepeli Aramtermelo Kft. | Dissolved | 12/13/2002 |
| Csepeli Eromu Rt. | Dissolved | 12/13/2002 |
| Deepwater Power LLC | Dissolved | 6/18/2002 |
| ECK Generating s.r.o. | Dissolved | 12/13/2002 |
| Energy Developments Limited | Dissolved | 8/28/2002 |
| Entrade d.o.o. | Dissolved | 12/13/2002 |
| Entrade Deutschland GmbH | Dissolved | 12/13/2002 |
| Entrade GmbH | Dissolved | 12/13/2002 |
| Entrade Poland Sp. z.o.o. | Dissolved | 12/13/2002 |

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| | | |
|---------------------------------------|-----------|------------|
| Entrade s.r.o. | Dissolved | 12/13/2002 |
| ESOCO Fayetteville Inc. | Dissolved | 3/12/2002 |
| ESOCO Wilson Inc. | Dissolved | 3/12/2002 |
| Graystone Corporation | Dissolved | 7/24/2002 |
| Kanel Kangał Elektryk Limited Sirketi | Dissolved | 12/13/2002 |
| Le Paz Inc. | Dissolved | 7/24/2002 |

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| | | |
|-------------------------------------------|-----------|------------|
| LFG Partners LLC | Dissolved | 1/22/2002 |
| Louisiana Energy Services LP | Dissolved | 4/16/2002 |
| Matra Powerplant Holding BV | Dissolved | 12/13/2002 |
| MM Erie Power LLC | Dissolved | 1/22/2002 |
| NEO ECO 11 LLC | Dissolved | 1/22/2002 |
| NRG Audrain Bondco LLC | Dissolved | 1/16/2002 |
| NRG Csepel Energia Kft. | Dissolved | 12/31/2002 |
| NRG Energy Center Grand Forks LLC | Dissolved | 6/20/2002 |
| NRG Energy CZ s.r.o. | Dissolved | 12/13/2002 |
| NRG International Acquisition Partnership | Dissolved | 7/3/2002 |
| NRG Lakefield Junction LLC | Dissolved | 10/23/2002 |
| NRG Louisiana LLC | Dissolved | 10/23/2002 |
| NRG Nelson Equipment LLC | Dissolved | 2/19/2002 |
| NRG New Roads Generating LLC | Dissolved | 10/23/2002 |
| NRGenerating Holdings (No. 1) BV | Dissolved | 7/27/2002 |
| NRGenerating Holdings (No. 17) BV | Dissolved | 11/4/2002 |
| NRGenerating Holdings (No. 9) BV | Dissolved | 11/4/2002 |
| Pacific Crockett Energy Inc. | Dissolved | 11/22/2002 |
| Pacific Kingston Energy Inc. | Dissolved | 12/21/2002 |
| Pacific Recycling Energy Inc. | Dissolved | 2/21/2002 |
| Prva Regulacna s.r.o. | Dissolved | 12/13/2002 |
| Sunnyside Operations Associates LP | Dissolved | 1/10/2002 |

ITEM 2. ACQUISITIONS OR SALES OF UTILITY ASSETS

During 2002, there were five sales of utility assets, which involved consideration of more than \$1 million:

1. PSCo sold its property on 38th & Holly for \$2,805,832.
2. PSCo sold its property on 5th & Walnut for \$2,070,629.
3. SPS sold its Roswell Office for \$1,724,100.
4. SPS sold an airplane for \$9,004,964.
5. NSP-Wisconsin sold its Railroad & Barstow Facility for \$1,090,722.

During 2002, there were no acquisitions of utility assets, which involved consideration of more than \$1 million.

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ITEM 3. ISSUE, SALE, PLEDGE, GUARANTEE OR ASSUMPTION OF SYSTEM SECURITIES

Excluding transactions reported in a certificate filed pursuant to Rule 24, the

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table below provides a brief description of issuances, sales or pledges of securities of system companies or guaranty or assumption by system companies of securities of other persons, including system companies or exempted subsidiaries.

| NAME OF ISSUER AND TITLE OF ISSUE (1) | NAMES OF COMPANY ISSUING, GUARANTEEING, OR ASSUMING SECURITIES (2) | DATE OF TRANSACTION (3) |
|----------------------------------------------------------------------------------------------------------------------------------------------|-----------------------------------------------------------------------------|-------------------------------|
| ----- | | |
| Energy Masters International Surety Bonds for various purposes including notary bonds and performance bonds | | |
| End of year balance | Energy Masters | 12/31/2002 |
| Highest balance during the year | International | 12/31/2002 |
| Northern States Power Company-Minnesota Surety Bonds for various purposes including performance bonds, right of way bonds and various lic | | |
| End of year balance | Northern States Power | 12/31/2002 |
| Highest balance during the year | Company-Minnesota | 12/31/2002 |
| Public Service Company of Colorado Surety Bonds for performance and payment | | |
| End of year balance | Public Service Company | 12/31/2002 |
| Highest balance during the year | of Colorado | 12/31/2002 |
| Utility Engineering Surety Bonds for performance and payment | | |
| End of year balance | Utility Engineering | 12/31/2002 |
| Highest balance during the year | | 12/31/2002 |
| Planergy ABB Kentucky | Planergy | 1/17/2002 |

| NAME OF ISSUER AND TITLE OF ISSUE (1) | NAMES OF COMPANY ISSUING, GUARANTEEING, OR ASSUMING SECURITIES (2) | DATE OF TRANSACTION (3) |
|------------------------------------------------------------------------------------------|-----------------------------------------------------------------------------|-------------------------------|
| ----- | | |
| NRG Finance Co. I LLC Due March 2006, wtd avg 2002 rate 4.92% | Various NRG Subsidiaries | May 2001 |
| Brazos Valley LLC Due June 2008, wtd avg 2002 rate 4.41% | NRG - Brazos Valley | June 200 |
| NRG Energy revolving line of credit, highest outstanding 12/31/02, wtd avg rate 5.14% | NRG | March 200 |
| Kendall working capital line of credit, \$0 outstanding during 2002 | NRG - Kendall | January 20 |
| Brazos Valley working capital line of credit, \$0 outstanding during 2002 | NRG - Brazos Valley | June 200 |
| MidAtlantic Generating working capital line of credit, | NRG - MidAtlantic | November 2 |

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highest outstanding on 12/31/02, wtd avg rage 4.41%

NRG McClain LLC working capital line of credit, highest outstanding on 12/31/02, wtd avg rate 4.55%

NRG McClain

November 2

South Central working capital, highest outstanding on 06/17/2002, wtd avg rate 3.03%

NRG - South Central

March 200

40

Flinders refurbishment facility agreement

NRG - Flinders

March 200

Itiquira Eletrobras' preferred shares

NRG - Itiquira

November 2

Cahua loan with Banco Financiero

NRG - Cahua

June 200

NRG Letter of Credit with ANZ

NRG Energy

December 2

ITEM 4. ACQUISITION, REDEMPTION OR RETIREMENT OF SYSTEM SECURITIES

The table below provides a brief description of any system securities acquired, redeemed or retired, whether the securities have been extinguished or held for further disposition, and the authorization or exemption relied on.

| NAME OF ISSUER AND TITLE OF ISSUE (1) | NAMES OF COMPANY ACQUIRING, REDEEMING OR RETIRING SECURITIES (2) | CONSIDERATION (3) |
|---------------------------------------------|---------------------------------------------------------------------------|----------------------|
| Viking Gas Transmission Co. Series A | Viking | (2,133,324) |
| Viking Gas Transmission Co. Series B | Viking | (360,000) |
| Viking Gas Transmission Co. Series C | Viking | (933,333) |
| Viking Gas Transmission Co. Series D | Viking | (1,333,334) |
| Planergy PESC Nisshinbo | Planergy | (27,502) |
| Planergy PESC Domtar | Planergy | (55,584) |
| Planergy PESC Newark | Planergy | (32,331) |
| Planergy PESC Mobil | Planergy | (168,700) |
| Planergy PESC Chevron | Planergy | (362,965) |
| Planergy PSTI Fina | Planergy | (22,493) |
| Planergy PSTI Mobil Bevil Oaks | Planergy | (67,563) |
| Planergy PSTI Mobil Fairfield | Planergy | (67,563) |
| Planergy PSTI Mobil Grapeland | Planergy | (163,335) |

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| | | |
|---------------------------------------------------------|---------------|-------------|
| Planergy PSTI Mobil Keller | Planergy | (114,618) |
| Planergy PSHI Tejas | Planergy | (174,515) |
| Planergy PI Academic Capital Ohio | Planergy | (159,545) |
| Planergy PI Academic Capital Ontario | Planergy | (91,581) |
| Planergy PI ABB Atlanta | Planergy | (761,233) |
| Planergy PI ABB Kentucky | Planergy | (820,826) |
| Planergy PI ABB Chicago ML | Planergy | (1,033,917) |
| Planergy Beale | Planergy | (6,754,704) |
| Planergy Eielson | Planergy | (2,661,161) |
| Planergy USCGEC | Planergy | (874,563) |
| Planergy Picatinny 2 | Planergy | (2,222,469) |
| Planergy Picatinny 3 | Planergy | (3,359,761) |
| Eloigne Co's. Affordable Housing Project Mortgages | Eloigne Co. | (6,503,052) |
| NSP-Minnesota Ramsey/Washington Resource Recovery Bonds | NSP-Minnesota | (2,080,000) |
| NSP-Minnesota Mankato Service Center Mortgage | NSP-Minnesota | (19,466) |
| NSP-Minnesota Public Improvements Assessments | NSP-Minnesota | (26,905) |
| NSP-Minnesota Monticello Pollution Control Bonds | NSP-Minnesota | (150,000) |
| NSP-Minnesota Monticello Pollution Control Bonds | NSP-Minnesota | (100,000) |
| NSP-Minnesota Red Wing Pollution Control Bonds | NSP-Minnesota | (500,000) |
| NSP-Minnesota Anoka Resource Recovery Bonds | NSP-Minnesota | (2,000,000) |
| 41 | | |
| NSP-Minnesota ESOP Loans | NSP-Minnesota | (2,603,370) |
| NSP-Wisconsin Ft. McCoy Acquisition Loan | NSP-Wisconsin | (33,785) |
| PSCo Secured Medium Term Notes Series A | PSCo | (5,000,000) |
| PSCo Secured Medium Term Notes Series A | PSCo | (5,000,000) |
| PSCo Secured Medium Term Notes Series A | PSCo | (5,000,000) |
| PSCo First Mortgage Bonds | PSCo | (1,500,000) |

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| NAME OF ISSUER AND TITLE OF ISSUE (1) | NAMES OF COMPANY ACQUIRING, REDEEMING OR RETIRING SECURITIES (2) | CONSIDERATION (3) |
|---------------------------------------------|---------------------------------------------------------------------------|----------------------|
| NRG Energy Center Minneapolis LLC | NRG Energy Center Minneapolis LLC | (3,605,677) |
| NRG Energy Center Minneapolis LLC | NRG Energy Center Minneapolis LLC | (703,483) |
| NRG Energy Center San Diego LLC | NRG Energy Center San Diego LLC | (522,938) |
| NRG Energy Center Pittsburgh LLC | NRG Energy Center Pittsburgh LLC | (1,100,000) |
| NRG Energy Center San Francisco LLC | NRG Energy Center San Francisco LLC | (1,425,000) |
| Camas Power Boiler LP | Camas Power Boiler LP | (3,048,331) |
| NRG Term Loan Facility | NRG Term Loan Facility | (600,000,000) |
| South Central Working Capital | South Central Working Capital | (40,000,000) |
| Crockett | Crockett | (234,500,000) |
| NRG Peaker Finance LLC | NRG Peaker Finance LLC | (5,638,000) |
| NRG Northeast Generating Bond | NRG Northeast Generating Bond | (53,500,000) |
| NRG South Central Generating Bond | NRG South Central Generating Bond | (12,750,000) |
| LSP Energy Batesville | LSP Energy Batesville | (7,575,000) |
| NRG MidAtlantic Generating LLC | NRG MidAtlantic Generating LLC | (6,600,570) |
| LSP Kendall Energy | LSP Kendall Energy | (3,747,000) |
| NRG McClain | NRG McClain | (2,597,333) |
| NEO | NEO | (12,182,848) |
| Cobee | Cobee | (9,450,000) |
| Flinders | Flinders | (1,143,052) |
| Hsinchu I | Hsinchu I | (450,379) |
| Killingholme | Killingholme | (4,539,354) |
| Cahua | Cahua | (6,160,919) |
| Pacasmayo | Pacasmayo | (2,837,803) |
| Saale | Saale | (21,437,535) |

ITEM 5. INVESTMENTS IN SECURITIES OF NONSYSTEM COMPANIES

For each system company, excluding subsidiaries exempted from regulation as such pursuant to Section 3(d), securities representing obligations of customers incurred in the ordinary course of business, and temporary cash report as of the

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end of the year:

1. Aggregate amount of investments in persons operating in the retail service area of the owner, or of its subsidiaries. State the number of persons included. If investments were made pursuant to State law, cite the State law under which they were made.

| COMPANY | SHARES | PERSONS | BOOK VALUE |
|---------------|--------|----------------------------|------------|
| NSP-Minnesota | | Economic Development Loans | 2,075,149 |
| NSP-Minnesota | | Affordable Housing | 1,798,518 |
| NSP-Minnesota | | Other Investments | 896,552 |

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| | | |
|---------------|----------------------------|-----------|
| NSP-Wisconsin | Economic Development Loans | 5,363,492 |
| PSCo | Other Investments | 1,687 |

2. With respect to securities owned not included in category 1, state the name of the issuer, describe the securities, including number of shares and percentage of voting power as to equity securities, indicate the general nature of the issuer's business, and state the owner's book value of the investment.

None

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ITEM 6. OFFICERS AND DIRECTORS

PART I

As of December 31, 2002, the officers and directors of all system companies are as follows:

LEGEND OF ABBREVIATIONS

| | |
|-----|--------------------------|
| AS | Assistant Secretary |
| AT | Assistant Treasurer |
| AVP | Assistant Vice President |
| C | Controller |
| CB | Chairman of the Board |
| CEO | Chief Executive Officer |
| CFO | Chief Financial Officer |
| COO | Chief Operating Officer |
| D | Director |
| EVP | Executive Vice President |
| GC | General Counsel |

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P President
PFO Principal Financial Officer
S Secretary
SVP Senior Vice President
T Treasurer
VC Vice Chairman of the Board
VP Vice President

| NAME | SUBSIDIARY | ABBREVIATI |
|---------------------|--------------------------------|------------|
| Bulloch, Gina L. | 1480 Welton, Inc. | D |
| Delaney, Judith A. | 1480 Welton, Inc. | AT |
| Evans, Cynthia A. | 1480 Welton, Inc. | D |
| Haley, Nancy A. | 1480 Welton, Inc. | AS |
| Hart, Cathy J. | 1480 Welton, Inc. | VP, S |
| Leshner, Cynthia L. | 1480 Welton, Inc. | D, CB, P |
| Peterson, Carol J. | 1480 Welton, Inc. | AS |
| Schell, Mary P. | 1480 Welton, Inc. | VP, T |
| Widdel, Susan G. | 1480 Welton, Inc. | D, VP |
| Ziebell, Anne M. | 1480 Welton, Inc. | AS |
| Barron, Eddie T. | Applied Power Associates, Inc. | D, P, COO |
| Corbell, Royce W. | Applied Power Associates, Inc. | C, AS |
| Haley, Nancy A. | Applied Power Associates, Inc. | AS |

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| | | |
|-------------------------|--------------------------------|----------------|
| Henderson, Billy B. | Applied Power Associates, Inc. | D, T, CFO |
| Kelly, Richard C. | Applied Power Associates, Inc. | D |
| McCausland, Robert Ross | Applied Power Associates, Inc. | D, VP, S |
| Rugg, Raymond F. | Applied Power Associates, Inc. | D, CB, CEO, SV |
| Ziebell, Anne M. | Applied Power Associates, Inc. | AS |
| Steele, James J. | Bear Energy Corporation | D |
| Zenner, Thomas H. | Bear Energy Corporation | D, VP, CFO |
| Bonavia, Paul J. | Black Mountain Gas Company | VP |
| Brunetti, Wayne H. | Black Mountain Gas Company | D |
| Chettle, Noni B. | Black Mountain Gas Company | AS |
| Delaney, Judith A. | Black Mountain Gas Company | AT |
| Fowke, Ben G. III | Black Mountain Gas Company | VP, T |
| Haley, Nancy A. | Black Mountain Gas Company | AS |
| Hart, Cathy J. | Black Mountain Gas Company | VP, S |
| Johnson, Gary R. | Black Mountain Gas Company | D, VP, GC |
| Kelly, Richard C. | Black Mountain Gas Company | D, VP, CFO |
| Peterson, Carol J. | Black Mountain Gas Company | AS |
| Petillo, J. T. | Black Mountain Gas Company | D, CB |
| Reiber, John | Black Mountain Gas Company | P, CEO |
| Ripka, David E. | Black Mountain Gas Company | VP, C |
| Schell, Mary P. | Black Mountain Gas Company | AT |
| Tessier, Ann | Black Mountain Gas Company | VP |
| Ziebell, Anne M. | Black Mountain Gas Company | AS |

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| | | |
|-------------------------|------------------------------|----------------|
| Hardenbergh, Frank E. | Borger Energy Associates, LP | Mgmt Committee |
| Heller, Clarence | Borger Energy Associates, LP | Mgmt Committee |
| Jackson, Rachel | Borger Energy Associates, LP | Mgmt Committee |
| Johnson, Doug | Borger Energy Associates, LP | Mgmt Committee |
| McCausland, Robert Ross | Borger Energy Associates, LP | Mgmt Committee |
| Murphy, Mel | Borger Energy Associates, LP | Mgmt Committee |
| Steele, James J. | Borger Energy Associates, LP | Mgmt Committee |
| Witzing, Michael | Borger Energy Associates, LP | Mgmt Committee |
| Zenner, Thomas H. | Borger Energy Associates, LP | Mgmt Committee |

| | | |
|-------------------------|----------------------------|------------|
| Delaney, Judith A. | Borger Funding Corporation | T |
| Gross, Scott | Borger Funding Corporation | S |
| Haley, Nancy A. | Borger Funding Corporation | AS |
| McCausland, Robert Ross | Borger Funding Corporation | P |
| Murphy, Mel | Borger Funding Corporation | VP |
| Peterson, Carol J. | Borger Funding Corporation | AS |
| Rugg, Raymond F. | Borger Funding Corporation | D, CB, CEO |
| Sinclair, Stephen | Borger Funding Corporation | D |

| | | |
|-------------|-----------------------|---|
| Alvaro, Jay | Cadence Network, Inc. | S |
|-------------|-----------------------|---|

45

| | | |
|--------------------|-----------------------|-----------|
| Case, Janice B. | Cadence Network, Inc. | D |
| Christopher, James | Cadence Network, Inc. | VP, COO |
| Collins, Jack A. | Cadence Network, Inc. | VP, COO |
| Doyle, William F. | Cadence Network, Inc. | D |
| King, Stephen M. | Cadence Network, Inc. | AS |
| Ingle, Donald B. | Cadence Network, Inc. | D |
| Jaeger, Douglas W. | Cadence Network, Inc. | D |
| Lieberman, Jeff | Cadence Network, Inc. | D |
| Ludlow, Madeleine | Cadence Network, Inc. | D, P, CEO |
| Noonan, Sheila | Cadence Network, Inc. | VP, COO |

| | | |
|---------------------|----------------------------------------|------------|
| Bonavia, Paul J. | Cheyenne Light, Fuel and Power Company | VP |
| Brunetti, Wayne H. | Cheyenne Light, Fuel and Power Company | D, CB |
| Delaney, Judith A. | Cheyenne Light, Fuel and Power Company | AT |
| Evans, Cynthia A. | Cheyenne Light, Fuel and Power Company | VP |
| Fowke, Ben G. III | Cheyenne Light, Fuel and Power Company | VP, T |
| Gray, William W. | Cheyenne Light, Fuel and Power Company | AS |
| Haley, Nancy A. | Cheyenne Light, Fuel and Power Company | AS |
| Hart, Cathy J. | Cheyenne Light, Fuel and Power Company | VP, S |
| Johnson, Gary J. | Cheyenne Light, Fuel and Power Company | D, VP, GC |
| Kaysen, Richard L. | Cheyenne Light, Fuel and Power Company | P, CEO |
| Kelly, Richard C. | Cheyenne Light, Fuel and Power Company | D, VP, CFO |
| Peterson, Carol J. | Cheyenne Light, Fuel and Power Company | AS |
| Petillo, J. T. | Cheyenne Light, Fuel and Power Company | VP |
| Pomeroy, William J. | Cheyenne Light, Fuel and Power Company | AS |
| Ripka, David E. | Cheyenne Light, Fuel and Power Company | VP, C |
| Schell, Mary P. | Cheyenne Light, Fuel and Power Company | AT |
| Ziebell, Anne M. | Cheyenne Light, Fuel and Power Company | AS |

| | | |
|-------------------|-------------------------------------------|---------|
| Berg, William L. | Chippewa and Flambeau Improvement Company | D |
| Blevins, W. | Chippewa and Flambeau Improvement Company | D |
| Everson, Karen L. | Chippewa and Flambeau Improvement Company | D, S, T |

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| | | |
|----------------------|-------------------------------------------|----------|
| Larsen, Jerome L. | Chippewa and Flambeau Improvement Company | D, P |
| Zawacki, William P. | Chippewa and Flambeau Improvement Company | D, VP |
| ----- | | |
| Everson, Karen L. | Clearwater Investments, Inc. | AT |
| Ewanika, Robert H. | Clearwater Investments, Inc. | VP |
| Fowke, Ben G. III | Clearwater Investments, Inc. | D, VP, T |
| Fox, Jean C. | Clearwater Investments, Inc. | AS |
| Gray, Eric V. | Clearwater Investments, Inc. | AT |
| Haley, Nancy A. | Clearwater Investments, Inc. | AS |
| Hart, Cathy J. | Clearwater Investments, Inc. | VP, S |
| Reecy, Jacqueline S. | Clearwater Investments, Inc. | VP, C |
| Schell, Mary P. | Clearwater Investments, Inc. | AT |
| Wilson, John D. | Clearwater Investments, Inc. | D, VP |
| Ziebell, Anne M. | Clearwater Investments, Inc. | AS |
| ----- | | |
| Albiani, Scott | Consolidated Extension Canal Company | D, S, T |

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| | | |
|--------------------------|--------------------------------------|----------------|
| Gardner, Loyde | Consolidated Extension Canal Company | D |
| Halffield, Donald R. Jr. | Consolidated Extension Canal Company | D, P |
| Rhodes, Randolph A. | Consolidated Extension Canal Company | D, VP |
| Ridley, Harrell | Consolidated Extension Canal Company | D |
| ----- | | |
| Hardenbergh, Frank E. | Denver City Energy Associates, LP | Mgmt Committee |
| Heller, Clarence | Denver City Energy Associates, LP | Mgmt Committee |
| Johnson, Doug | Denver City Energy Associates, LP | Mgmt Committee |
| McCausland, Robert Ross | Denver City Energy Associates, LP | Mgmt Committee |
| Murphy, Mel | Denver City Energy Associates, LP | Mgmt Committee |
| Witzing, Michael | Denver City Energy Associates, LP | Mgmt Committee |
| ----- | | |
| Albiani, Scott | East Boulder Ditch Company | D, S, T |
| Rhodes, Randolph A. | East Boulder Ditch Company | D, P |
| TenEyck, Greg | East Boulder Ditch Company | D, VP |
| ----- | | |
| Delaney, Judith A. | e prime Energy Marketing, Inc. | AT |
| Figoli, Darla | e prime Energy Marketing, Inc. | AT |
| Gersack, Michael C. | e prime Energy Marketing, Inc. | VP, T |
| Haley, Nancy A. | e prime Energy Marketing, Inc. | AS |
| Hart, Cathy J. | e prime Energy Marketing, Inc. | VP, S |
| Kawakami, Timothy | e prime Energy Marketing, Inc. | D, P |
| Peterson, Carol J. | e prime Energy Marketing, Inc. | AS |
| Schell, Mary P. | e prime Energy Marketing, Inc. | AT |
| Vincent, Patricia K. | e prime Energy Marketing, Inc. | D, CB |
| Ziebell, Anne M. | e prime Energy Marketing, Inc. | AS |
| ----- | | |
| Delaney, Judith A. | e prime Florida, Inc. | AT |
| Gersack, Michael C. | e prime Florida, Inc. | VP, T |
| Haley, Nancy A. | e prime Florida, Inc. | AS |
| Hart, Cathy J. | e prime Florida, Inc. | VP, S |
| Kawakami, Timothy | e prime Florida, Inc. | D, P |
| Peterson, Carol J. | e prime Florida, Inc. | AS |
| Schell, Mary P. | e prime Florida, Inc. | AT |
| Vincent, Patricia K. | e prime Florida, Inc. | D, CB |
| Ziebell, Anne M. | e prime Florida, Inc. | AS |

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| | | |
|----------------------|-----------------------|---------------|
| Delaney, Judith A. | e prime Georgia, Inc. | AT |
| Gersack, Michael C. | e prime Georgia, Inc. | VP, T |
| Haley, Nancy A. | e prime Georgia, Inc. | AS |
| Hart, Cathy J. | e prime Georgia, Inc. | VP, S |
| Kawakami, Timothy | e prime Georgia, Inc. | D, P |
| Peterson, Carol J. | e prime Georgia, Inc. | AS |
| Schell, Mary P. | e prime Georgia, Inc. | AT |
| Vincent, Patricia K. | e prime Georgia, Inc. | D, CB |
| Ziebell, Anne M. | e prime Georgia, Inc. | AS |
| ----- | | |
| Bonavia, Paul J. | e prime, Inc. | D, CB, P, CEO |
| Delaney, Judith A. | e prime, Inc. | AT |
| Duran, W. David | e prime, Inc. | VP |
| Fowke, Ben G. III | e prime, Inc. | VP, T |

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| | | |
|------------------------|-------------------------------------|-----------|
| Haley, Nancy A. | e prime, Inc. | AS |
| Hart, Cathy J. | e prime, Inc. | S |
| Haupt, James L. | e prime, Inc. | VP |
| Kelly, Richard C. | e prime, Inc. | D |
| Krattenmaker, Kelly J. | e prime, Inc. | EVP |
| Peterson, Carol J. | e prime, Inc. | AS |
| Schell, Mary P. | e prime, Inc. | AT |
| Wilks, David M. | e prime, Inc. | D |
| Ziebell, Anne M. | e prime, Inc. | AS |
| ----- | | |
| Ewanika, Robert H. | Eloigne Company | D, CB, P |
| Gray, Eric V. | Eloigne Company | T |
| Haley, Nancy A. | Eloigne Company | AS |
| Hart, Cathy J. | Eloigne Company | VP, S |
| Johnson, Gary R. | Eloigne Company | D |
| McCarten, Laura | Eloigne Company | D |
| Peterson, Carol J. | Eloigne Company | AS |
| Schell, Mary P. | Eloigne Company | AT |
| Ziebell, Anne M. | Eloigne Company | AS |
| ----- | | |
| Cann, Howard W. | Energy Masters International, Inc. | D, P, CEO |
| Delaney, Judith A. | Energy Masters International, Inc. | AT |
| Gersack, Michael C. | Energy Masters International, Inc. | VP, T |
| Gill, Natalie D. | Energy Masters International, Inc. | VP, C |
| Haley, Nancy A. | Energy Masters International, Inc. | AS |
| Hart, Cathy J. | Energy Masters International, Inc. | VP, S |
| Kelly, Richard C. | Energy Masters International, Inc. | D |
| Peterson, Carol J. | Energy Masters International, Inc. | AS |
| Schell, Mary P. | Energy Masters International, Inc. | AT |
| Schleifer, Paul | Energy Masters International, Inc. | EVP |
| Sprangers, John C. | Energy Masters International, Inc. | EVP |
| Vincent, Patricia K. | Energy Masters International, Inc. | D, CB |
| Ziebell, Anne M. | Energy Masters International, Inc. | AS |
| ----- | | |
| Albiani, Scott | Enterprise Irrigating Ditch Company | D, S, T |
| Neibur, Jay | Enterprise Irrigating Ditch Company | D, P |
| Rhodes, Randolph A. | Enterprise Irrigating Ditch Company | D, VP |
| ----- | | |
| Albiani, Scott | Fisher Ditch Company | D, S, T |

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| | | |
|--------------------------|---------------------------------------|----------------|
| Fiore, Larry | Fisher Ditch Company | D |
| Gavito, Kenneth L. | Fisher Ditch Company | D, VP |
| Halffield, Donald R. Jr. | Fisher Ditch Company | D, P |
| Paulino, Mike | Fisher Ditch Company | D |
| <hr/> | | |
| Gross, Scott | Front Range Energy Associates, LLC | S |
| Hopper, Jay | Front Range Energy Associates, LLC | Mgmt Committee |
| McCausland, Robert Ross | Front Range Energy Associates, LLC | Mgmt Committee |
| Robeson, Rose | Front Range Energy Associates, LLC | AT |
| Wyrsh, Martha B. | Front Range Energy Associates, LLC | AS |
| <hr/> | | |
| Bulloch, Gina L. | Green and Clear Lakes Company | D |
| <hr/> | | |
| 48 | | |
| <hr/> | | |
| Delaney, Judith A. | Green and Clear Lakes Company | AT |
| Evans, Cynthia A. | Green and Clear Lakes Company | D |
| Haley, Nancy A. | Green and Clear Lakes Company | AS |
| Hart, Cathy J. | Green and Clear Lakes Company | VP, S |
| Leshner, Cynthia L. | Green and Clear Lakes Company | D, CB, P |
| Peterson, Carol J. | Green and Clear Lakes Company | AS |
| Schell, Mary P. | Green and Clear Lakes Company | VP, T |
| Widdel, Susan G. | Green and Clear Lakes Company | D, VP |
| Ziebell, Anne M. | Green and Clear Lakes Company | AS |
| <hr/> | | |
| Rushton, Richard T. | Guardian Pipeline, LLC | Mgmt Committee |
| <hr/> | | |
| Albiani, Scott | Hillcrest Ditch and Reservoir Company | D, S, T |
| Alexander, Rob | Hillcrest Ditch and Reservoir Company | D, VP |
| Rhodes, Randolph A. | Hillcrest Ditch and Reservoir Company | D, P |
| <hr/> | | |
| Fowke, Ben G. III | Johnstown Cogeneration Company, LLC | Mgmt Committee |
| Krattenmaker, Kelly J. | Johnstown Cogeneration Company, LLC | Mgmt Committee |
| <hr/> | | |
| Gross, Scott | KES Montego, Inc. | S, T |
| Haley, Nancy A. | KES Montego, Inc. | AS |
| McCausland, Robert Ross | KES Montego, Inc. | D, VP |
| Peterson, Carol J. | KES Montego, Inc. | AS |
| Rugg, Raymond F. | KES Montego, Inc. | D |
| Ziebell, Anne M. | KES Montego, Inc. | AS |
| <hr/> | | |
| Albiani, Scott | Las Animas Consolidated Canal Company | D, S, T |
| Brown, Glen | Las Animas Consolidated Canal Company | D |
| Elder, Bill J. | Las Animas Consolidated Canal Company | D |
| Halffield, Donald R. Jr. | Las Animas Consolidated Canal Company | D, P |
| Rhodes, Randolph A. | Las Animas Consolidated Canal Company | D, VP |
| <hr/> | | |
| Dallinger, Curtis C. | Natural Station Equipment, LLC | D |
| Vincent, Patricia K. | Natural Station Equipment, LLC | D |
| <hr/> | | |
| Delaney, Judith A. | NCE Communications, Inc. | AT |
| Evans, Cynthia A. | NCE Communications, Inc. | VP |
| Fowke, Ben G. III | NCE Communications, Inc. | VP, T |
| Haley, Nancy A. | NCE Communications, Inc. | AS |
| Hart, Cathy J. | NCE Communications, Inc. | VP, S |
| Kelly, Richard C. | NCE Communications, Inc. | D, P |

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| | | |
|----------------------|-------------------------------------------|----------------|
| Peterson, Carol J. | NCE Communications, Inc. | AS |
| Schell, Mary P. | NCE Communications, Inc. | AT |
| Stoering, Mark E. | NCE Communications, Inc. | VP |
| Vincent, Patricia K. | NCE Communications, Inc. | D, VP |
| Ziebell, Anne M. | NCE Communications, Inc. | AS |
| ----- | | |
| Cole, Perry | Northern Colorado Telecommunications, LLC | Mgmt Committee |
| Fowke, Ben G. III | Northern Colorado Telecommunications, LLC | Mgmt Committee |
| Pederson, Jerry | Northern Colorado Telecommunications, LLC | Mgmt Committee |
| Vincent, Patricia K. | Northern Colorado Telecommunications, LLC | Mgmt Committee |
| ----- | | |
| Bonavia, Paul J. | Northern States Power Company - MN | VP |
| Brunetti, Wayne H. | Northern States Power Company - MN | D, CB, P, CEO |
| Delaney, Judith A. | Northern States Power Company - MN | AT |
| Fowke, Ben G. III | Northern States Power Company - MN | VP, T |
| ----- | | |
| 49 | | |
| ----- | | |
| Gogel, Raymond E. | Northern States Power Company - MN | VP |
| Haley, Nancy A. | Northern States Power Company - MN | AS |
| Hart, Cathy J. | Northern States Power Company - MN | VP, S |
| Johnson, Gary R. | Northern States Power Company - MN | D, VP, GC |
| Kelly, Richard C. | Northern States Power Company - MN | D, VP, CFO |
| Larson, Kent T. | Northern States Power Company - MN | VP |
| Lesher, Cynthia L. | Northern States Power Company - MN | VP |
| Peterson, Carol J. | Northern States Power Company - MN | AS |
| Petillo, J. T. | Northern States Power Company - MN | VP |
| Reчек, Peter F. | Northern States Power Company - MN | AS |
| Ripka, David E. | Northern States Power Company - MN | VP, C |
| Schell, Mary P. | Northern States Power Company - MN | AT |
| Vincent, Patricia K. | Northern States Power Company - MN | VP |
| Wilks, David M. | Northern States Power Company - MN | VP |
| Ziebell, Anne M. | Northern States Power Company - MN | AS |
| ----- | | |
| Bonavia, Paul J. | Northern States Power Company - WI | VP |
| Brunetti, Wayne H. | Northern States Power Company - WI | D, CB |
| Fowke, Ben G. III | Northern States Power Company - WI | VP, T |
| Fox, Jean C. | Northern States Power Company - WI | AS, AT |
| Gogel, Raymond E. | Northern States Power Company - WI | VP |
| Haley, Nancy A. | Northern States Power Company - WI | AS |
| Hart, Cathy J. | Northern States Power Company - WI | VP, S |
| Johnson, Gary R. | Northern States Power Company - WI | D, VP, GC |
| Kelly, Richard C. | Northern States Power Company - WI | D, VP, CFO, PF |
| Lesher, Cynthia L. | Northern States Power Company - WI | VP |
| Peterson, Carol J. | Northern States Power Company - WI | AS |
| Petillo, J. T. | Northern States Power Company - WI | VP |
| Ripka, David E. | Northern States Power Company - WI | VP, C |
| Schell, Mary P. | Northern States Power Company - WI | AT |
| Swenson, Michael L. | Northern States Power Company - WI | D, P, CEO |
| Vincent, Patricia K. | Northern States Power Company - WI | VP |
| Wilks, David M. | Northern States Power Company - WI | VP |
| Wilson, John D. | Northern States Power Company - WI | VP |
| Ziebell, Anne M. | Northern States Power Company - WI | AS |
| ----- | | |
| Brunetti, Wayne H. | NRG Energy, Inc. | D, CB, CEO |
| Carpenter, Jay M. | NRG Energy, Inc. | SVP |

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| Davido, Scott A. | NRG Energy, Inc. | VP, GC, S |
| Haley, Nancy A. | NRG Energy, Inc. | AS |
| Johnson, Gary R. | NRG Energy, Inc. | D |
| Kelly, Richard C. | NRG Energy, Inc. | D, P, COO |
| Pieper, William T. | NRG Energy, Inc. | VP, C |
| Ziebell, Anne M. | NRG Energy, Inc. | AS |

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|---------------------|-----------------|-------|
| Bulloch, Gina L. | NSP Lands, Inc. | D |
| Everson, Karen L. | NSP Lands, Inc. | T |
| Flynn, Ronald F. | NSP Lands, Inc. | AVP |
| Fox, Jean C. | NSP Lands, Inc. | AS |
| Haley, Nancy A. | NSP Lands, Inc. | AS |
| Hart, Cathy J. | NSP Lands, Inc. | VP, S |
| Leshner, Cynthia L. | NSP Lands, Inc. | P |
| Musso, James A. | NSP Lands, Inc. | D, VP |
| Pagel Lori R. | NSP Lands, Inc. | D |
| Schell, Mary P. | NSP Lands, Inc. | AT |
| Swenson, Michael L. | NSP Lands, Inc. | D |
| Widdel, Susan G. | NSP Lands, Inc. | VP |
| Wilson, John D. | NSP Lands, Inc. | D, P |

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|--------------------|-------------------------|---------------|
| Brunetti, Wayne H. | NSP Nuclear Corporation | D, CB, P, CEO |
| Delaney, Judith A. | NSP Nuclear Corporation | AT |
| Haley, Nancy A. | NSP Nuclear Corporation | AS |
| Hart, Cathy J. | NSP Nuclear Corporation | VP, S |
| Kelly, Richard C. | NSP Nuclear Corporation | VP, T, CFO, D |
| Peterson, Carol J. | NSP Nuclear Corporation | AS |
| Schell, Mary P. | NSP Nuclear Corporation | AT |
| Wilks, David M. | NSP Nuclear Corporation | D, VP |
| Ziebell, Anne M. | NSP Nuclear Corporation | AS |

| | | |
|------------------------|---------------------------------|----------------|
| Anderson, Roy A. | Nuclear Management Company, LLC | EVP, Chief Nuc |
| Bohn, Lyle H. | Nuclear Management Company, LLC | SVP |
| Brunetti, Wayne H. | Nuclear Management Company, LLC | D |
| Cayia, Fred | Nuclear Management Company, LLC | VP |
| Cooper, Doug | Nuclear Management Company, LLC | VP |
| Coutu, Tom | Nuclear Management Company, LLC | VP |
| Cowan, John P. | Nuclear Management Company, LLC | SVP |
| Ekstrom, Dean E. | Nuclear Management Company, LLC | VP |
| Ewers, Benjamin J. Jr. | Nuclear Management Company, LLC | VP, T, CFO |
| Forbes, Jeff | Nuclear Management Company, LLC | SVP |
| Nazar, Mano | Nuclear Management Company, LLC | SVP |
| Peifer, Mark | Nuclear Management Company, LLC | VP |
| Reddemann, Mark | Nuclear Management Company, LLC | SVP |
| Rogoff, Jonathan M. | Nuclear Management Company, LLC | GC, S |
| Sellman, Michael B. | Nuclear Management Company, LLC | P, CEO |
| Solybossy, Joe | Nuclear Management Company, LLC | VP |
| Wadley, Michael D. | Nuclear Management Company, LLC | SVP |
| Wilson, David L. | Nuclear Management Company, LLC | VP |

| | | |
|---------------------|-----------------------------------|-----------|
| Cann, Howard W. | Planergy Capital Associates, Inc. | D, P, CEO |
| Delaney, Judith A. | Planergy Capital Associates, Inc. | AT |
| Gersack, Michael C. | Planergy Capital Associates, Inc. | T |
| Gill, Natalie D. | Planergy Capital Associates, Inc. | VP, C |

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|----------------------|-----------------------------------|-------|
| Haley, Nancy A. | Planergy Capital Associates, Inc. | AS |
| Hart, Cathy J. | Planergy Capital Associates, Inc. | SVP |
| Peterson, Carol J. | Planergy Capital Associates, Inc. | AS |
| Schell, Mary P. | Planergy Capital Associates, Inc. | AT |
| Schleifer, Paul | Planergy Capital Associates, Inc. | EVP |
| Sprangers, John C. | Planergy Capital Associates, Inc. | EVP |
| Vincent, Patricia K. | Planergy Capital Associates, Inc. | D, CB |
| Ziebell, Anne M. | Planergy Capital Associates, Inc. | AS |

| | | |
|---------------------|--------------------------------------|-----------|
| Cann, Howard W. | Planergy Energy Services Corporation | D, P, CEO |
| Delaney, Judith A. | Planergy Energy Services Corporation | AT |
| Gersack, Michael C. | Planergy Energy Services Corporation | T |
| Gill, Natalie D. | Planergy Energy Services Corporation | VP, C |

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|----------------------|--------------------------------------|
| Haley, Nancy A. | Planergy Energy Services Corporation |
| Hart, Cathy J. | Planergy Energy Services Corporation |
| Peterson, Carol J. | Planergy Energy Services Corporation |
| Schell, Mary P. | Planergy Energy Services Corporation |
| Schleifer, Paul | Planergy Energy Services Corporation |
| Sprangers, John C. | Planergy Energy Services Corporation |
| Vincent, Patricia K. | Planergy Energy Services Corporation |
| Ziebell, Anne M. | Planergy Energy Services Corporation |

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|----------------------|--------------------------------------------------------------------------------------------|
| Cann, Howard W. | Planergy Housing, Inc. (formerly Energy Masters, Inc.; formerly EMI Per Contracting, Inc.) |
| Delaney, Judith A. | Planergy Housing, Inc. (formerly Energy Masters, Inc.; formerly EMI Per Contracting, Inc.) |
| Gersack, Michael C. | Planergy Housing, Inc. (formerly Energy Masters, Inc.; formerly EMI Per Contracting, Inc.) |
| Gill, Natalie D. | Planergy Housing, Inc. (formerly Energy Masters, Inc.; formerly EMI Per Contracting, Inc.) |
| Haley, Nancy A. | Planergy Housing, Inc. (formerly Energy Masters, Inc.; formerly EMI Per Contracting, Inc.) |
| Hart, Cathy J. | Planergy Housing, Inc. (formerly Energy Masters, Inc.; formerly EMI Per Contracting, Inc.) |
| Peterson, Carol J. | Planergy Housing, Inc. (formerly Energy Masters, Inc.; formerly EMI Per Contracting, Inc.) |
| Schell, Mary P. | Planergy Housing, Inc. (formerly Energy Masters, Inc.; formerly EMI Per Contracting, Inc.) |
| Schleifer, Paul | Planergy Housing, Inc. (formerly Energy Masters, Inc.; formerly EMI Per Contracting, Inc.) |
| Sprangers, John C. | Planergy Housing, Inc. (formerly Energy Masters, Inc.; formerly EMI Per Contracting, Inc.) |
| Vincent, Patricia K. | Planergy Housing, Inc. (formerly Energy Masters, Inc.; formerly EMI Per Contracting, Inc.) |
| Ziebell, Anne M. | Planergy Housing, Inc. (formerly Energy Masters, Inc.; formerly EMI Per Contracting, Inc.) |

| | |
|---------------------|----------------|
| Cann, Howard W. | Planergy, Inc. |
| Delaney, Judith A. | Planergy, Inc. |
| Gersack, Michael C. | Planergy, Inc. |
| Gill, Natalie D. | Planergy, Inc. |
| Haley, Nancy A. | Planergy, Inc. |
| Hart, Cathy J. | Planergy, Inc. |

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Peterson, Carol J. Planergy, Inc.
 Schell, Mary P. Planergy, Inc.
 Schleifer, Paul Planergy, Inc.
 Sprangers, John C. Planergy, Inc.
 Vincent, Patricia K. Planergy, Inc.
 Ziebell, Anne M. Planergy, Inc.

 Cann, Howard W. Planergy International, Inc.
 Delaney, Judith A. Planergy International, Inc.
 Gersack, Michael C. Planergy International, Inc.
 Gill, Natalie D. Planergy International, Inc.
 Haley, Nancy A. Planergy International, Inc.
 Hart, Cathy J. Planergy International, Inc.
 Kelly, Richard C. Planergy International, Inc.
 Peterson, Carol J. Planergy International, Inc.
 Petillo, J. T. Planergy International, Inc.
 Schell, Mary P. Planergy International, Inc.
 Schleifer, Paul Planergy International, Inc.
 Sprangers, John C. Planergy International, Inc.
 Vincent, Patricia K. Planergy International, Inc.
 Ziebell, Anne M. Planergy International, Inc.

Cann, Howard W. Planergy Limited P
 Delaney, Judith A. Planergy Limited AT
 Gersack, Michael C. Planergy Limited T
 Gill, Natalie D. Planergy Limited VP
 Haley, Nancy A. Planergy Limited AS
 Hart, Cathy J. Planergy Limited S
 Peterson, Carol J. Planergy Limited AS
 Schell, Mary P. Planergy Limited AT
 Schleifer, Paul Planergy Limited SVP
 Vincent, Patricia K. Planergy Limited D, CB
 Ziebell, Anne M. Planergy Limited AS

 Cann, Howard W. Planergy Services of California, Inc. D, P, CEO
 Delaney, Judith A. Planergy Services of California, Inc. AT
 Gersack, Michael C. Planergy Services of California, Inc. T
 Gill, Natalie D. Planergy Services of California, Inc. VP, C
 Haley, Nancy A. Planergy Services of California, Inc. AS
 Hart, Cathy J. Planergy Services of California, Inc. S
 Peterson, Carol J. Planergy Services of California, Inc. AS
 Schell, Mary P. Planergy Services of California, Inc. AT
 Schleifer, Paul Planergy Services of California, Inc. EVP
 Sprangers, John C. Planergy Services of California, Inc. EVP
 Vincent, Patricia K. Planergy Services of California, Inc. D, CB
 Ziebell, Anne M. Planergy Services of California, Inc. AS

 Cann, Howard W. Planergy Services of Houston, Inc. D, P, CEO
 Delaney, Judith A. Planergy Services of Houston, Inc. AT
 Gersack, Michael C. Planergy Services of Houston, Inc. T
 Gill, Natalie D. Planergy Services of Houston, Inc. VP, C
 Haley, Nancy A. Planergy Services of Houston, Inc. AS
 Hart, Cathy J. Planergy Services of Houston, Inc. S

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| | | |
|----------------------|------------------------------------|------------|
| Peterson, Carol J. | Planergy Services of Houston, Inc. | AS |
| Schell, Mary P. | Planergy Services of Houston, Inc. | AT |
| Schleifer, Paul | Planergy Services of Houston, Inc. | EVP |
| Sprangers, John C. | Planergy Services of Houston, Inc. | EVP |
| Vincent, Patricia K. | Planergy Services of Houston, Inc. | D, CB |
| Ziebell, Anne M. | Planergy Services of Houston, Inc. | AS |
| ----- | | |
| Cann, Howard W. | Planergy Services of Texas, Inc. | D, P, CEO |
| Delaney, Judith A. | Planergy Services of Texas, Inc. | AT |
| Gersack, Michael C. | Planergy Services of Texas, Inc. | T |
| Gill, Natalie D. | Planergy Services of Texas, Inc. | VP, C |
| Haley, Nancy A. | Planergy Services of Texas, Inc. | AS |
| Hart, Cathy J. | Planergy Services of Texas, Inc. | S |
| Peterson, Carol J. | Planergy Services of Texas, Inc. | AS |
| Schell, Mary P. | Planergy Services of Texas, Inc. | AT |
| Schleifer, Paul | Planergy Services of Texas, Inc. | EVP |
| ----- | | |
| Sprangers, John C. | Planergy Services of Texas, Inc. | EVP |
| Vincent, Patricia K. | Planergy Services of Texas, Inc. | D, CB |
| Ziebell, Anne M. | Planergy Services of Texas, Inc. | AS |
| ----- | | |
| Cann, Howard W. | Planergy Services, Inc. | D, P, CEO |
| Delaney, Judith A. | Planergy Services, Inc. | AT |
| Gersack, Michael C. | Planergy Services, Inc. | T |
| Gill, Natalie D. | Planergy Services, Inc. | VP, C |
| Haley, Nancy A. | Planergy Services, Inc. | AS |
| Hart, Cathy J. | Planergy Services, Inc. | S |
| Peterson, Carol J. | Planergy Services, Inc. | AS |
| Schell, Mary P. | Planergy Services, Inc. | AT |
| Schleifer, Paul | Planergy Services, Inc. | EVP |
| Sprangers, John C. | Planergy Services, Inc. | EVP |
| Vincent, Patricia K. | Planergy Services, Inc. | D, CB |
| Ziebell, Anne M. | Planergy Services, Inc. | AS |
| ----- | | |
| Cann, Howard W. | Planergy Services USA, Inc. | D, P, CEO |
| Delaney, Judith A. | Planergy Services USA, Inc. | AT |
| Gersack, Michael C. | Planergy Services USA, Inc. | T |
| Gill, Natalie D. | Planergy Services USA, Inc. | VP, C |
| Haley, Nancy A. | Planergy Services USA, Inc. | AS |
| Hart, Cathy J. | Planergy Services USA, Inc. | S |
| Peterson, Carol J. | Planergy Services USA, Inc. | AS |
| Schell, Mary P. | Planergy Services USA, Inc. | AT |
| Schleifer, Paul | Planergy Services USA, Inc. | EVP |
| Sprangers, John C. | Planergy Services USA, Inc. | EVP |
| Vincent, Patricia K. | Planergy Services USA, Inc. | D, CB |
| Ziebell, Anne M. | Planergy Services USA, Inc. | AS |
| ----- | | |
| Barron, Eddie T. | Precision Resource Company | D |
| Brazille, Doris | Precision Resource Company | D |
| Ewell, Kenneth | Precision Resource Company | D |
| Gresham, Robert | Precision Resource Company | D |
| McNabb, Barbara | Precision Resource Company | S |
| Rugg, Raymond F. | Precision Resource Company | D, CB, CEO |
| Splawn, Gwen | Precision Resource Company | P, COO |

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| | | |
|-------------------------|------------------------------------|-------------|
| Troublefield, Danny | Precision Resource Company | VP, General |
| Everett, Kenneth | Proto-Power Corporation | AT |
| Ewell, Kenneth | Proto-Power Corporation | D, CB, CE |
| Geaney, George | Proto-Power Corporation | D, VP, S, |
| Henderson, Billy B. | Proto-Power Corporation | AS |
| Rugg, Raymond F. | Proto-Power Corporation | D |
| Delaney, Judith A. | PSR Investments, Inc. | AT |
| Fowke, Ben G. III | PSR Investments, Inc. | D, CB, P |
| Haley, Nancy A. | PSR Investments, Inc. | AS |
| Hart, Cathy J. | PSR Investments, Inc. | VP, S |
| Johnson, Gary R. | PSR Investments, Inc. | D |
| Kelly, Richard C. | PSR Investments, Inc. | D |
| Lewis, Nicolai A. | PSR Investments, Inc. | VP |
| Peterson, Carol J. | PSR Investments, Inc. | AS |
| Ripka, David E. | PSR Investments, Inc. | D, VP, C |
| Schell, Mary P. | PSR Investments, Inc. | VP, T |
| Ziebell, Anne M. | PSR Investments, Inc. | AS |
| Bonavia, Paul J. | Public Service Company of Colorado | VP |
| Brunetti, Wayne H. | Public Service Company of Colorado | D, CB, P, |
| Delaney, Judith A. | Public Service Company of Colorado | AT |
| Evans, Cynthia A. | Public Service Company of Colorado | VP |
| Fowke, Ben G. III | Public Service Company of Colorado | VP, T |
| Gogel, Raymond E. | Public Service Company of Colorado | VP |
| Haley, Nancy A. | Public Service Company of Colorado | AS |
| Hart, Cathy J. | Public Service Company of Colorado | VP, S |
| Johnson, Gary R. | Public Service Company of Colorado | D, VP, GO |
| Kelly, Richard C. | Public Service Company of Colorado | D, VP, CF |
| Leshar, Cynthia L. | Public Service Company of Colorado | VP |
| Martin, Cheryl A. | Public Service Company of Colorado | AS |
| Peterson, Carol J. | Public Service Company of Colorado | AS |
| Petillo, J. T. | Public Service Company of Colorado | VP |
| Ripka, David E. | Public Service Company of Colorado | VP, C |
| Schell, Mary P. | Public Service Company of Colorado | AT |
| Vincent, Patricia K. | Public Service Company of Colorado | VP |
| Wilks, David M. | Public Service Company of Colorado | VP |
| Ziebell, Anne M. | Public Service Company of Colorado | AS |
| Delaney, Judith A. | Quixx Borger Cogen, Inc. | AT |
| Gross, Scott | Quixx Borger Cogen, Inc. | D, S, T |
| Haley, Nancy A. | Quixx Borger Cogen, Inc. | AS |
| McCausland, Robert Ross | Quixx Borger Cogen, Inc. | D, VP |
| Murphy, Mel | Quixx Borger Cogen, Inc. | D, VP |
| Peterson, Carol J. | Quixx Borger Cogen, Inc. | AS |
| Rugg, Raymond F. | Quixx Borger Cogen, Inc. | D, CB, P |
| Gross, Scott | Quixx Carolina, Inc. | S, T |
| Haley, Nancy A. | Quixx Carolina, Inc. | AS |
| McCausland, Robert Ross | Quixx Carolina, Inc. | D, VP |
| Peterson, Carol J. | Quixx Carolina, Inc. | AS |
| Rugg, Raymond F. | Quixx Carolina, Inc. | D |

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|--------------------|-------------------|----|
| Barron, Eddie T. | Quixx Corporation | VP |
| Brunetti, Wayne H. | Quixx Corporation | D |
| Corbell, Royce W. | Quixx Corporation | C |
| Delaney, Judith A. | Quixx Corporation | AT |

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| | | |
|-------------------------|-------------------|-----------|
| Haley, Nancy A. | Quixx Corporation | AS |
| Henderson, Billy B. | Quixx Corporation | S, T |
| Johnson, Gary R. | Quixx Corporation | D |
| Kelly, Richard C. | Quixx Corporation | D, CB |
| McCausland, Robert Ross | Quixx Corporation | VP |
| Peterson, Carol J. | Quixx Corporation | AS |
| Rugg, Raymond F. | Quixx Corporation | D, P, CEO |
| Schell, Mary P. | Quixx Corporation | AT |

| | | |
|-------------------------|---------------------|----------|
| Gross, Scott | Quixx Jamaica, Inc. | S, T |
| Haley, Nancy A. | Quixx Jamaica, Inc. | AS |
| McCausland, Robert Ross | Quixx Jamaica, Inc. | D, VP |
| Peterson, Carol J. | Quixx Jamaica, Inc. | AS |
| Rugg, Raymond F. | Quixx Jamaica, Inc. | D, CB, P |

| | | |
|-------------------------|------------------|-----------|
| Jones, Doug | Quixx Linden, LP | Mgmt Comm |
| McCausland, Robert Ross | Quixx Linden, LP | Mgmt Comm |
| Murphy, Mel | Quixx Linden, LP | Mgmt Comm |
| Steele, James J. | Quixx Linden, LP | Mgmt Comm |
| Zenner, Thomas H. | Quixx Linden, LP | Mgmt Comm |

| | | |
|-------------------------|------------------------------|--------|
| Gross, Scott | Quixx Mountain Holdings, LLC | S, T |
| McCausland, Robert Ross | Quixx Mountain Holdings, LLC | VP, AS |
| Rugg, Raymond F. | Quixx Mountain Holdings, LLC | P |

| | | |
|-------------------------|-----------------------------|----------|
| Delaney, Judith A. | Quixx Mustang Station, Inc. | AT |
| Gross, Scott | Quixx Mustang Station, Inc. | D, S, T |
| Haley, Nancy A. | Quixx Mustang Station, Inc. | AS |
| McCausland, Robert Ross | Quixx Mustang Station, Inc. | D, VP |
| Murphy, Mel | Quixx Mustang Station, Inc. | D, VP |
| Peterson, Carol J. | Quixx Mustang Station, Inc. | AS |
| Rugg, Raymond F. | Quixx Mustang Station, Inc. | D, CB, P |

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|-------------------------|----------------------------|-----------|
| Delaney, Judith A. | Quixx Power Services, Inc. | AT |
| Gross, Scott | Quixx Power Services, Inc. | S, T |
| Haley, Nancy A. | Quixx Power Services, Inc. | AS |
| Kelly, Richard C. | Quixx Power Services, Inc. | D |
| McCausland, Robert Ross | Quixx Power Services, Inc. | D, VP |
| Murphy, Mel | Quixx Power Services, Inc. | VP |
| Peterson, Carol J. | Quixx Power Services, Inc. | AS |
| Rugg, Raymond F. | Quixx Power Services, Inc. | D, P, CEO |

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|-------------------------|-----------------------|----------|
| Gross, Scott | Quixx Resources, Inc. | D, CB, P |
| McCausland, Robert Ross | Quixx Resources, Inc. | VP |
| Miller, Monte L. | Quixx Resources, Inc. | D, S, T |

| | | |
|-----------------|-------------------|------|
| Gross, Scott | Quixx WPP94, Inc. | S, T |
| Haley, Nancy A. | Quixx WPP94, Inc. | AS |

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McCausland, Robert Ross Quixx WPP94, Inc.

D, VP

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|-------------------------|-------------------------------------|-----------|
| Peterson, Carol J. | Quixx WPP94, Inc. | AS |
| Rugg, Raymond F. | Quixx WPP94, Inc. | D, CB, P |
| <hr/> | | |
| Delaney, Judith A. | Quixxlin Corporation | AT |
| Gross, Scott | Quixxlin Corporation | D, S, T |
| Haley, Nancy A. | Quixxlin Corporation | AS |
| McCausland, Robert Ross | Quixxlin Corporation | D, VP |
| Murphy, Mel | Quixxlin Corporation | D, VP |
| Peterson, Carol J. | Quixxlin Corporation | AS |
| Rugg, Raymond F. | Quixxlin Corporation | D, CB, P |
| <hr/> | | |
| Delaney, Judith A. | Reddy Kilowatt Corporation | AT |
| Gersack, Michael C. | Reddy Kilowatt Corporation | VP, T |
| Haley, Nancy A. | Reddy Kilowatt Corporation | AS |
| Hart, Cathy J. | Reddy Kilowatt Corporation | VP, S |
| Peterson, Carol J. | Reddy Kilowatt Corporation | AS |
| Schell, Mary P. | Reddy Kilowatt Corporation | AT |
| Vincent, Patricia K. | Reddy Kilowatt Corporation | D, CB, P |
| Ziebell, Anne M. | Reddy Kilowatt Corporation | AS |
| <hr/> | | |
| Ewanika, Robert H. | Safe Haven Homes, LLC | Manager |
| <hr/> | | |
| Delaney, Judith A. | Seren Innovations, Inc. | AT |
| Derechin, Laurie A. | Seren Innovations, Inc. | VP |
| Fuchs, Nancy J. | Seren Innovations, Inc. | VP, C |
| Gacle, Cresson W. | Seren Innovations, Inc. | AS |
| Gamble, James H. | Seren Innovations, Inc. | VP |
| Gersack, Michael C. | Seren Innovations, Inc. | T, CFO |
| Glass, Peter M. | Seren Innovations, Inc. | VP, GC |
| Haley, Nancy A. | Seren Innovations, Inc. | AS |
| Hart, Cathy J. | Seren Innovations, Inc. | VP, S |
| Johnson, Gary R. | Seren Innovations, Inc. | D |
| Kaphing, William L. Jr. | Seren Innovations, Inc. | VP |
| Kelly, Richard C. | Seren Innovations, Inc. | D |
| Peterson, Carol J. | Seren Innovations, Inc. | AS |
| Schell, Mary P. | Seren Innovations, Inc. | AT |
| Vincent, Patricia K. | Seren Innovations, Inc. | D, CB |
| Wietecki, Keith H. | Seren Innovations, Inc. | D, P, CEO |
| Ziebell, Anne M. | Seren Innovations, Inc. | AS |
| Zuehlke, Brad | Seren Innovations, Inc. | VP |
| <hr/> | | |
| Bonavia, Paul J. | Southwestern Public Service Company | VP |
| Brunetti, Wayne H. | Southwestern Public Service Company | D, CB |
| Delaney, Judith A. | Southwestern Public Service Company | AT |
| Fowke, Ben G. III | Southwestern Public Service Company | VP, T |
| Gibson, Gary L. | Southwestern Public Service Company | D, P, CEO |
| Gogel, Raymond E. | Southwestern Public Service Company | VP |

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|--------------------------|-------------------------------------|-----------|
| Haley, Nancy A. | Southwestern Public Service Company | AS |
| Hart, Cathy J. | Southwestern Public Service Company | VP, S |
| Johnson, Gary R. | Southwestern Public Service Company | D, VP, GC |
| Kelly, Richard C. | Southwestern Public Service Company | D, VP, CF |
| Marshall, JoEllen | Southwestern Public Service Company | AS |
| Peterson, Carol J. | Southwestern Public Service Company | AS |
| Petillo, J. T. | Southwestern Public Service Company | VP |
| Ripka, David E. | Southwestern Public Service Company | VP, C |
| Schell, Mary P. | Southwestern Public Service Company | AT |
| Vincent, Patricia K. | Southwestern Public Service Company | VP |
| Wilks, David M. | Southwestern Public Service Company | VP |
| Ziebell, Anne M. | Southwestern Public Service Company | AS |
| ----- | | |
| Bonavia, Paul J. | Texas-Ohio Pipeline, Inc. | D |
| Figoli, Darla | Texas-Ohio Pipeline, Inc. | T |
| Fowke, Ben G. III | Texas-Ohio Pipeline, Inc. | VP |
| Haley, Nancy A. | Texas-Ohio Pipeline, Inc. | AS |
| Hart, Cathy J. | Texas-Ohio Pipeline, Inc. | S |
| Kelly, Richard C. | Texas-Ohio Pipeline, Inc. | D, CB |
| Krattenmaker, Kelly J. | Texas-Ohio Pipeline, Inc. | D, P, CEO |
| Peterson, Carol J. | Texas-Ohio Pipeline, Inc. | AS |
| Schell, Mary P. | Texas-Ohio Pipeline, Inc. | AT |
| Ziebell, Anne M. | Texas-Ohio Pipeline, Inc. | AS |
| ----- | | |
| Delaney, Judith A. | Ultra Power Technologies, Inc. | AT |
| Haley, Nancy A. | Ultra Power Technologies, Inc. | AS |
| Hart, Cathy J. | Ultra Power Technologies, Inc. | VP, S |
| Peterson, Carol J. | Ultra Power Technologies, Inc. | AS |
| Petillo, J. T. | Ultra Power Technologies, Inc. | D, CB, P, |
| Reecy, Jacqueline S. | Ultra Power Technologies, Inc. | AT |
| Schell, Mary P. | Ultra Power Technologies, Inc. | T, CFO |
| Zagzebski, Kenneth J. | Ultra Power Technologies, Inc. | D |
| Ziebell, Anne M. | Ultra Power Technologies, Inc. | AS |
| ----- | | |
| Bulloch, Gina L. | United Power and Land Company | D |
| Delaney, Judith A. | United Power and Land Company | AT |
| Gray, Eric V. | United Power and Land Company | AT |
| Haley, Nancy A. | United Power and Land Company | AS |
| Hart, Cathy J. | United Power and Land Company | VP, S |
| Leshner, Cynthia L. | United Power and Land Company | D, CB, P, |
| Peterson, Carol J. | United Power and Land Company | AS |
| Schell, Mary P. | United Power and Land Company | VP, T |
| Widdel, Susan G. | United Power and Land Company | D, VP |
| Ziebell, Anne M. | United Power and Land Company | AS |
| ----- | | |
| Albani, Scott | United Water Company | D, S, T |
| Buczek, Sunny | United Water Company | D, VP |
| Dugan, Jim | United Water Company | D |
| Halffield, Donald R. Jr. | United Water Company | D, P |

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| | | |
|--------------------------|---------------------------------|-----------|
| Hickman, John | United Water Company | D |
| ----- | | |
| Barron, Eddie T. | Utility Engineering Corporation | SVP |
| Brunetti, Wayne H. | Utility Engineering Corporation | D |
| Corbell, Royce W. | Utility Engineering Corporation | C |
| Delaney, Judith A. | Utility Engineering Corporation | AT |
| Ewell, Kenneth | Utility Engineering Corporation | SVP |
| Geaney, George | Utility Engineering Corporation | VP |
| Gresham, Robert A. | Utility Engineering Corporation | VP |
| Haley, Nancy A. | Utility Engineering Corporation | AS |
| Hart, Cathy J. | Utility Engineering Corporation | VP, S |
| Henderson, Billy B. | Utility Engineering Corporation | CFO, T, S |
| Henka, Daniel E. | Utility Engineering Corporation | VP |
| Hessen, Corey N. | Utility Engineering Corporation | VP |
| Johnson, Gary R. | Utility Engineering Corporation | D |
| Kelly, Richard C. | Utility Engineering Corporation | D, CB |
| Peterson, Carol J. | Utility Engineering Corporation | AS |
| Rugg, Raymond F. | Utility Engineering Corporation | D, P, CEO |
| Schappa, Pete | Utility Engineering Corporation | VP |
| Schell, Mary P. | Utility Engineering Corporation | AT |
| Williams, Jimmy D. | Utility Engineering Corporation | VP |
| Ziebell, Anne M. | Utility Engineering Corporation | AS |
| ----- | | |
| Albright, James | Viking Gas Transmission Company | S |
| Derks, Mary A. | Viking Gas Transmission Company | VP |
| Gray, Eric V. | Viking Gas Transmission Company | AT |
| Jablonske, Michael L. | Viking Gas Transmission Company | VP |
| Johnson, Gary R. | Viking Gas Transmission Company | D |
| Jones, Catherine A. | Viking Gas Transmission Company | AS |
| Kelly, Richard C. | Viking Gas Transmission Company | D, VP |
| Leshner, Cynthia L. | Viking Gas Transmission Company | D, CB |
| Ross McCalib, Laureen L. | Viking Gas Transmission Company | VP |
| Rushton, Richard T. | Viking Gas Transmission Company | D, P |
| Sowada, Shari M. | Viking Gas Transmission Company | AS |
| ----- | | |
| Basler, Donald J. | Westgas Interstate, Inc. | VP |
| Delaney, Judith A. | Westgas Interstate, Inc. | AT |
| Evans, Cynthia A. | Westgas Interstate, Inc. | D |
| Fowke, Ben G. III | Westgas Interstate, Inc. | VP, T |
| Haeger, Kurtis J. | Westgas Interstate, Inc. | VP |
| Haley, Nancy A. | Westgas Interstate, Inc. | AS |
| Peterson, Carol J. | Westgas Interstate, Inc. | AS |
| Petillo, J. T. | Westgas Interstate, Inc. | D, CB, P, |
| Schell, Mary P. | Westgas Interstate, Inc. | AT |
| Ziebell, Anne M. | Westgas Interstate, Inc. | AS |
| ----- | | |
| Connelly, Michael C. | Xcel Energy Argentina, Inc. | VP |
| Haley, Nancy A. | Xcel Energy Argentina, Inc. | AS |
| Hart, Cathy J. | Xcel Energy Argentina, Inc. | VP, S |
| ----- | | |
| Kelly, Richard C. | Xcel Energy Argentina, Inc. | D, CB |
| Peterson, Carol J. | Xcel Energy Argentina, Inc. | AS |
| Schiburr, Laura L. | Xcel Energy Argentina, Inc. | D, VP |
| Shah, Paras M. | Xcel Energy Argentina, Inc. | D, P |

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|-------------------------|----------------------------------------|-----------|
| Stoering, Mark E. | Xcel Energy Argentina, Inc. | D |
| Yazvec, Michael J. | Xcel Energy Argentina, Inc. | VP, T |
| <hr/> | | |
| Delaney, Judith A. | Xcel Energy - Cadence, Inc. | AT |
| Gersack, Michael C. | Xcel Energy - Cadence, Inc. | VP, T |
| Haley, Nancy A. | Xcel Energy - Cadence, Inc. | AS |
| Hart, Cathy J. | Xcel Energy - Cadence, Inc. | VP, S |
| Jaeger, Douglas W. | Xcel Energy - Cadence, Inc. | VP |
| Peterson, Carol J. | Xcel Energy - Cadence, Inc. | AS |
| Ripka, David E. | Xcel Energy - Cadence, Inc. | VP, C |
| Schell, Mary P. | Xcel Energy - Cadence, Inc. | AT |
| Vincent, Patricia K. | Xcel Energy - Cadence, Inc. | D, CB, P, |
| Ziebell, Anne M. | Xcel Energy - Cadence, Inc. | AS |
| <hr/> | | |
| Delaney, Judith A. | Xcel Energy - Centrus, Inc. | AT |
| Gersack, Michael C. | Xcel Energy - Centrus, Inc. | VP, T |
| Haley, Nancy A. | Xcel Energy - Centrus, Inc. | AS |
| Hart, Cathy J. | Xcel Energy - Centrus, Inc. | S |
| Peterson, Carol J. | Xcel Energy - Centrus, Inc. | AS |
| Schell, Mary P. | Xcel Energy - Centrus, Inc. | AT |
| Vincent, Patricia K. | Xcel Energy - Centrus, Inc. | D, CB, P, |
| Ziebell, Anne M. | Xcel Energy - Centrus, Inc. | AS |
| <hr/> | | |
| Brunetti, Wayne H. | Xcel Energy Communications Group, Inc. | D |
| Delaney, Judith A. | Xcel Energy Communications Group, Inc. | AT |
| Gersack, Michael C. | Xcel Energy Communications Group, Inc. | VP, T |
| Gogel, Raymond E. | Xcel Energy Communications Group, Inc. | VP |
| Haley, Nancy A. | Xcel Energy Communications Group, Inc. | AS |
| Hart, Cathy J. | Xcel Energy Communications Group, Inc. | VP, S |
| Johnson, Gary R. | Xcel Energy Communications Group, Inc. | D |
| Kelly, Richard C. | Xcel Energy Communications Group, Inc. | D, P, CEO |
| Peterson, Carol J. | Xcel Energy Communications Group, Inc. | AS |
| Schell, Mary P. | Xcel Energy Communications Group, Inc. | AT |
| Vincent, Patricia K. | Xcel Energy Communications Group, Inc. | VP |
| Ziebell, Anne M. | Xcel Energy Communications Group, Inc. | AS |
| <hr/> | | |
| Brunetti, Wayne H. | Xcel Energy, Inc. | D, CB, P, |
| Burgess, C. Coney | Xcel Energy, Inc. | D |
| Christensen, David A. | Xcel Energy, Inc. | D |
| Delaney, Judith A. | Xcel Energy, Inc. | AT |
| Fowke, Ben G. III | Xcel Energy, Inc. | VP, T |
| Haley, Nancy A. | Xcel Energy, Inc. | AS |
| Hart, Cathy J. | Xcel Energy, Inc. | VP, S |
| Hemminghaus, Roger R. | Xcel Energy, Inc. | D |
| Hirschfeld, A. Barry | Xcel Energy, Inc. | D |
| <hr/> | | |
| Johnson, Gary R. | Xcel Energy, Inc. | VP, GC |
| Jones, Catherine A. | Xcel Energy, Inc. | AS |
| Kelly, Richard C. | Xcel Energy, Inc. | VP, CFO |
| Leatherdale, Douglas W. | Xcel Energy, Inc. | D |
| Moreno, Albert F. | Xcel Energy, Inc. | D |
| Peterson, Carol J. | Xcel Energy, Inc. | AS |
| Preska, Margaret R. | Xcel Energy, Inc. | D |
| Ripka, David E. | Xcel Energy, Inc. | VP, C |

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| | | |
|------------------------|------------------------------------|-----------|
| Sampson, A. Patricia | Xcel Energy, Inc. | D |
| Schell, Mary P. | Xcel Energy, Inc. | AT |
| Schuman, Allan L. | Xcel Energy, Inc. | D |
| Slifer, Rodney E. | Xcel Energy, Inc. | D |
| Stephens, W. Thomas | Xcel Energy, Inc. | D |
| Ziebell, Anne M. | Xcel Energy, Inc. | AS |
| ----- | | |
| Brunetti, Wayne H. | Xcel Energy Foundation | D, P |
| Evans, Cynthia A. | Xcel Energy Foundation | D, S |
| Kelly, Richard C. | Xcel Energy Foundation | D, T |
| Leshner, Cynthia L. | Xcel Energy Foundation | D |
| Willis, Beth | Xcel Energy Foundation | D |
| ----- | | |
| Brunetti, Wayne H. | Xcel Energy International, Inc. | D |
| Delaney, Judith A. | Xcel Energy International, Inc. | AT |
| Fowke, Ben G. III | Xcel Energy International, Inc. | VP, T |
| Haley, Nancy A. | Xcel Energy International, Inc. | AS |
| Hart, Cathy J. | Xcel Energy International, Inc. | VP, S |
| Johnson, Gary R. | Xcel Energy International, Inc. | D |
| Kelly, Richard C. | Xcel Energy International, Inc. | D, CB, P |
| Peterson, Carol J. | Xcel Energy International, Inc. | AS |
| Schell, Mary P. | Xcel Energy International, Inc. | AT |
| Ziebell, Anne M. | Xcel Energy International, Inc. | AS |
| ----- | | |
| Bonavia, Paul J. | Xcel Energy Markets Holdings, Inc. | D, P, CEO |
| Brunetti, Wayne H. | Xcel Energy Markets Holdings, Inc. | D |
| Delaney, Judith A. | Xcel Energy Markets Holdings, Inc. | AT |
| Fowke, Ben G. III | Xcel Energy Markets Holdings, Inc. | VP, T |
| Haley, Nancy A. | Xcel Energy Markets Holdings, Inc. | AS |
| Hart, Cathy J. | Xcel Energy Markets Holdings, Inc. | VP, S |
| Johnson, Gary R. | Xcel Energy Markets Holdings, Inc. | D |
| Kelly, Richard C. | Xcel Energy Markets Holdings, Inc. | D, VP |
| Krattenmaker, Kelly J. | Xcel Energy Markets Holdings, Inc. | VP |
| Peterson, Carol J. | Xcel Energy Markets Holdings, Inc. | AS |
| Schell, Mary P. | Xcel Energy Markets Holdings, Inc. | AT |
| Ziebell, Anne M. | Xcel Energy Markets Holdings, Inc. | AS |

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|---------------------|------------------------------------------------------------------------------------------------------|
| Delaney, Judith A. | Xcel Energy O&M Services, Inc. |
| Fowke, Ben G. III | Xcel Energy O&M Services, Inc. |
| Haley, Nancy A. | Xcel Energy O&M Services, Inc. |
| Hart, Cathy J. | Xcel Energy O&M Services, Inc. |
| Johnson, Gary R. | Xcel Energy O&M Services, Inc. |
| Kelly, Richard C. | Xcel Energy O&M Services, Inc. |
| Peterson, Carol J. | Xcel Energy O&M Services, Inc. |
| Petillo, J. T. | Xcel Energy O&M Services, Inc. |
| Schell, Mary P. | Xcel Energy O&M Services, Inc. |
| Ziebell, Anne M. | Xcel Energy O&M Services, Inc. |
| ----- | |
| Delaney, Judith A. | Xcel Energy Products and Services, Inc. (formerly Xcel Energy Retail Pro formerly Natrogas, Inc.) |
| Gersack, Michael C. | Xcel Energy Products and Services, Inc. (formerly Xcel Energy Retail Pro formerly Natrogas, Inc.) |
| Haley, Nancy A. | Xcel Energy Products and Services, Inc. (formerly Xcel Energy Retail Pro |

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| | |
|----------------------|----------------------------------------------------------------------------------------------------------------------------------|
| Hart, Cathy J. | formerly Natrogas, Inc.) Xcel Energy Products and Services, Inc. (formerly Xcel Energy Retail Pro formerly Natrogas, Inc.) |
| Jaeger, Douglas W. | Xcel Energy Products and Services, Inc. (formerly Xcel Energy Retail Pro formerly Natrogas, Inc.) |
| Peterson, Carol J. | Xcel Energy Products and Services, Inc. (formerly Xcel Energy Retail Pro formerly Natrogas, Inc.) |
| Schell, Mary P. | Xcel Energy Products and Services, Inc. (formerly Xcel Energy Retail Pro formerly Natrogas, Inc.) |
| Vincent, Patricia K. | Xcel Energy Products and Services, Inc. (formerly Xcel Energy Retail Pro formerly Natrogas, Inc.) |
| Ziebell, Anne M. | Xcel Energy Products and Services, Inc. (formerly Xcel Energy Retail Pro formerly Natrogas, Inc.) |

| | |
|----------------------|-----------------------------------|
| Brunetti, Wayne H. | Xcel Energy Retail Holdings, Inc. |
| Delaney, Judith A. | Xcel Energy Retail Holdings, Inc. |
| Fowke, Ben G. III | Xcel Energy Retail Holdings, Inc. |
| Haley, Nancy A. | Xcel Energy Retail Holdings, Inc. |
| Hart, Cathy J. | Xcel Energy Retail Holdings, Inc. |
| Johnson, Gary R. | Xcel Energy Retail Holdings, Inc. |
| Kawakami, Timothy | Xcel Energy Retail Holdings, Inc. |
| Kelly, Richard C. | Xcel Energy Retail Holdings, Inc. |
| Peterson, Carol J. | Xcel Energy Retail Holdings, Inc. |
| Schell, Mary P. | Xcel Energy Retail Holdings, Inc. |
| Vincent, Patricia K. | Xcel Energy Retail Holdings, Inc. |
| Ziebell, Anne M. | Xcel Energy Retail Holdings, Inc. |

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|---------------------|----------------------------|
| Bonavia, Paul J. | Xcel Energy Services, Inc. |
| Brunetti, Wayne H. | Xcel Energy Services, Inc. |
| Delaney, Judith A. | Xcel Energy Services, Inc. |
| Fowke, Ben G. III | Xcel Energy Services, Inc. |
| Gogel, Raymond E. | Xcel Energy Services, Inc. |
| Haley, Nancy A. | Xcel Energy Services, Inc. |
| Hart, Cathy J. | Xcel Energy Services, Inc. |
| Johnson, Gary R. | Xcel Energy Services, Inc. |
| Kelly, Richard C. | Xcel Energy Services, Inc. |
| Leshner, Cynthia L. | Xcel Energy Services, Inc. |
| Peterson, Carol J. | Xcel Energy Services, Inc. |
| Petillo, J. T. | Xcel Energy Services, Inc. |
| Ripka, David E. | Xcel Energy Services, Inc. |
| Schell, Mary P. | Xcel Energy Services, Inc. |

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|----------------------|----------------------------|
| Sparby, David M. | Xcel Energy Services, Inc. |
| Vincent, Patricia K. | Xcel Energy Services, Inc. |
| Wilks, David M. | Xcel Energy Services, Inc. |
| Ziebell, Anne M. | Xcel Energy Services, Inc. |

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|--------------------|---------------------------|
| Delaney, Judith A. | Xcel Energy Transco, Inc. |
| Haley, Nancy A. | Xcel Energy Transco, Inc. |
| Hart, Cathy J. | Xcel Energy Transco, Inc. |
| Johnson, Gary R. | Xcel Energy Transco, Inc. |
| Johnson, James P. | Xcel Energy Transco, Inc. |
| Kelly, Richard C. | Xcel Energy Transco, Inc. |
| Moeller, Claire | Xcel Energy Transco, Inc. |

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|----------------------|----------------------------------------------------------------------------|
| Peterson, Carol J. | Xcel Energy Transco, Inc. |
| Petillo, J. T. | Xcel Energy Transco, Inc. |
| Schell, Mary P. | Xcel Energy Transco, Inc. |
| Ziebell, Anne M. | Xcel Energy Transco, Inc. |
| Ziebelman, Audrey A. | Xcel Energy Transco, Inc. |
| ----- | |
| Brunetti, Wayne H. | Xcel Energy Ventures, Inc. |
| Delaney, Judith A. | Xcel Energy Ventures, Inc. |
| Fowke, Ben G. III | Xcel Energy Ventures, Inc. |
| Gogel, Raymond E. | Xcel Energy Ventures, Inc. |
| Haley, Nancy A. | Xcel Energy Ventures, Inc. |
| Hart, Cathy J. | Xcel Energy Ventures, Inc. |
| Johnson, Gary R. | Xcel Energy Ventures, Inc. |
| Kelly, Richard C. | Xcel Energy Ventures, Inc. |
| Peterson, Carol J. | Xcel Energy Ventures, Inc. |
| Petillo, J. T. | Xcel Energy Ventures, Inc. |
| Schell, Mary P. | Xcel Energy Ventures, Inc. |
| Ziebell, Anne M. | Xcel Energy Ventures, Inc. |
| ----- | |
| Brunetti, Wayne H. | Xcel Energy Wholesale Group, Inc. |
| Delaney, Judith A. | Xcel Energy Wholesale Group, Inc. |
| Fowke, Ben G. III | Xcel Energy Wholesale Group, Inc. |
| Gogel, Raymond E. | Xcel Energy Wholesale Group, Inc. |
| Haley, Nancy A. | Xcel Energy Wholesale Group, Inc. |
| Hart, Cathy J. | Xcel Energy Wholesale Group, Inc. |
| Johnson, Gary R. | Xcel Energy Wholesale Group, Inc. |
| Kelly, Richard C. | Xcel Energy Wholesale Group, Inc. |
| Peterson, Carol J. | Xcel Energy Wholesale Group, Inc. |
| Schell, Mary P. | Xcel Energy Wholesale Group, Inc. |
| Vincent, Patricia K. | Xcel Energy Wholesale Group, Inc. |
| Ziebell, Anne M. | Xcel Energy Wholesale Group, Inc. |
| ----- | |
| Delaney, Judith A. | Xcel Energy Wholesale Propane, Inc. (formerly North American Energy, Inc.) |
| Gersack, Michael C. | Xcel Energy Wholesale Propane, Inc. (formerly North American Energy, Inc.) |
| Haley, Nancy A. | Xcel Energy Wholesale Propane, Inc. (formerly North American Energy, Inc.) |
| Hart, Cathy J. | Xcel Energy Wholesale Propane, Inc. (formerly North American Energy, Inc.) |
| Kawakami, Timothy | Xcel Energy Wholesale Propane, Inc. (formerly North American Energy, Inc.) |
| ----- | |
| Peterson, Carol J. | Xcel Energy Wholesale Propane, Inc. (formerly North American Energy, Inc.) |
| Schell, Mary P. | Xcel Energy Wholesale Propane, Inc. (formerly North American Energy, Inc.) |
| Vincent, Patricia K. | Xcel Energy Wholesale Propane, Inc. (formerly North American Energy, Inc.) |
| Ziebell, Anne M. | Xcel Energy Wholesale Propane, Inc. (formerly North American Energy, Inc.) |
| ----- | |
| Bonavia, Paul J. | Xcel Energy WYCO, Inc. |
| Delaney, Judith A. | Xcel Energy WYCO, Inc. |
| Fowke, Ben G. III | Xcel Energy WYCO, Inc. |
| Haley, Nancy A. | Xcel Energy WYCO, Inc. |
| Hart, Cathy J. | Xcel Energy WYCO, Inc. |
| Peterson, Carol J. | Xcel Energy WYCO, Inc. |
| Petillo, J. T. | Xcel Energy WYCO, Inc. |
| Ziebell, Anne M. | Xcel Energy WYCO, Inc. |
| ----- | |
| Delaney, Judith A. | XECC Group, Inc. |
| Gersack, Michael C. | XECC Group, Inc. |

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|----------------------|------------------|
| Haley, Nancy A. | XECC Group, Inc. |
| Hart, Cathy J. | XECC Group, Inc. |
| Peterson, Carol J. | XECC Group, Inc. |
| Schell, Mary P. | XECC Group, Inc. |
| Vincent, Patricia K. | XECC Group, Inc. |
| Ziebell, Anne M. | XECC Group, Inc. |

| | |
|------------------------|-----------|
| Bonavia, Paul J. | XEM, Inc. |
| Delaney, Judith A. | XEM, Inc. |
| Dybalski, Jack | XEM, Inc. |
| Eves, David | XEM, Inc. |
| Haley, Nancy A. | XEM, Inc. |
| Hart, Cathy J. | XEM, Inc. |
| Kelly, Richard C. | XEM, Inc. |
| Krattenmaker, Kelly J. | XEM, Inc. |
| Peterson, Carol J. | XEM, Inc. |
| Schell, Mary P. | XEM, Inc. |
| Wilks, David M. | XEM, Inc. |
| Ziebell, Anne M. | XEM, Inc. |

| | |
|----------------------|------------|
| Delaney, Judith A. | XERS, Inc. |
| Gersack, Michael C. | XERS, Inc. |
| Haley, Nancy A. | XERS, Inc. |
| Hart, Cathy J. | XERS, Inc. |
| Kawakami, Timothy | XERS, Inc. |
| Peterson, Carol J. | XERS, Inc. |
| Schell, Mary P. | XERS, Inc. |
| Vincent, Patricia K. | XERS, Inc. |
| Ziebell, Anne M. | XERS, Inc. |

| | |
|-------------------|--------------------------------|
| Fowke, Ben G. III | Young Gas Storage Company, ltd |
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|------------------------|--------------------------------|
| Krattenmaker, Kelly J. | Young Gas Storage Company, ltd |
| Zinko, Donald J. | Young Gas Storage Company, ltd |

| | |
|------------------------|---------------------------|
| Bonavia, Paul J. | Young Gas Storage Company |
| Delaney, Judith A. | Young Gas Storage Company |
| Fowke, Ben G. III | Young Gas Storage Company |
| Haley, Nancy A. | Young Gas Storage Company |
| Hart, Cathy J. | Young Gas Storage Company |
| Kelly, Richard C. | Young Gas Storage Company |
| Krattenmaker, Kelly J. | Young Gas Storage Company |
| Peterson, Carol J. | Young Gas Storage Company |
| Schell, Mary P. | Young Gas Storage Company |
| Wilks, David M. | Young Gas Storage Company |
| Ziebell, Anne M. | Young Gas Storage Company |

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As of December 31, 2002, the officers and directors of NRG companies are as follows:

| SUBSIDIARY NAME | TITLE | L |
|----------------------------------|-------------------------------|---|
| Arthur Kill Power LLC | Assistant Secretary | D |
| Arthur Kill Power LLC | Management Committee Member | D |
| Arthur Kill Power LLC | Vice President | D |
| Arthur Kill Power LLC | Secretary | F |
| Arthur Kill Power LLC | Management Committee Member | K |
| Arthur Kill Power LLC | President | K |
| Arthur Kill Power LLC | Assistant Secretary | O |
| Arthur Kill Power LLC | Treasurer | S |
| Arthur Kill Power LLC | Independent Member | T |
| Astoria Gas Turbine Power LLC | Assistant Secretary | D |
| Astoria Gas Turbine Power LLC | Management Committee Member | D |
| Astoria Gas Turbine Power LLC | Vice President | D |
| Astoria Gas Turbine Power LLC | Secretary | F |
| Astoria Gas Turbine Power LLC | Management Committee Member | K |
| Astoria Gas Turbine Power LLC | President | K |
| Astoria Gas Turbine Power LLC | Assistant Secretary | O |
| Astoria Gas Turbine Power LLC | Treasurer | S |
| Astoria Gas Turbine Power LLC | Independent Member | T |
| B.L. England Operations Inc. | Assistant Corporate Secretary | O |
| B.L. England Operations Inc. | Vice President | R |
| Bayou Cove Peaking Power, LLC | Assistant Secretary | D |
| Bayou Cove Peaking Power, LLC | Management Board (sole) | D |
| Bayou Cove Peaking Power, LLC | Vice President | D |
| Bayou Cove Peaking Power, LLC | President | K |
| Bayou Cove Peaking Power, LLC | Vice President | M |
| Bayou Cove Peaking Power, LLC | Secretary | M |
| Bayou Cove Peaking Power, LLC | Assistant Secretary | O |
| Bayou Cove Peaking Power, LLC | Treasurer | S |
| Berrians I Gas Turbine Power LLC | Assistant Secretary | D |
| Berrians I Gas Turbine Power LLC | Vice President | D |
| Berrians I Gas Turbine Power LLC | Secretary | F |
| Berrians I Gas Turbine Power LLC | President | K |
| Berrians I Gas Turbine Power LLC | Assistant Secretary | O |
| Berrians I Gas Turbine Power LLC | Treasurer | S |
| Big Cajun I Peaking Power LLC | Assistant Secretary | D |
| Big Cajun I Peaking Power LLC | Management Committee Member | D |
| Big Cajun I Peaking Power LLC | Vice President | D |
| Big Cajun I Peaking Power LLC | Management Committee Member | K |
| Big Cajun I Peaking Power LLC | President | K |
| Big Cajun I Peaking Power LLC | Vice President | M |
| Big Cajun I Peaking Power LLC | Secretary | M |
| Big Cajun I Peaking Power LLC | Assistant Secretary | O |
| Big Cajun I Peaking Power LLC | Management Committee Member | S |

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| SUBSIDIARY NAME | TITLE | |
|-------------------------------|-------------------------------------|---|
| Big Cajun I Peaking Power LLC | Treasurer | S |
| Big Cajun II Unit 4 LLC | Assistant Secretary | D |
| Big Cajun II Unit 4 LLC | Management Board (sole) | D |
| Big Cajun II Unit 4 LLC | Vice President | D |
| Big Cajun II Unit 4 LLC | President | K |
| Big Cajun II Unit 4 LLC | Vice President | M |
| Big Cajun II Unit 4 LLC | Secretary | M |
| Big Cajun II Unit 4 LLC | Assistant Secretary | O |
| Big Cajun II Unit 4 LLC | Treasurer | S |
| Bridgeport Harbor Power LLC | Secretary | F |
| Bridgeport Harbor Power LLC | Assistant Secretary | O |
| Brimsdown Power Limited | Director | C |
| Brimsdown Power Limited | Director | C |
| Brimsdown Power Limited | Secretary | D |
| Brimsdown Power Limited | Director | F |
| Brimsdown Power Limited | Director | K |
| Cabrillo Power I LLC | Treasurer | D |
| Cabrillo Power I LLC | Vice President | H |
| Cabrillo Power I LLC | Assistant Secretary | J |
| Cabrillo Power I LLC | President | K |
| Cabrillo Power I LLC | Executive Committee Member | L |
| Cabrillo Power I LLC | President | L |
| Cabrillo Power I LLC | Secretary | L |
| Cabrillo Power I LLC | Vice President | M |
| Cabrillo Power I LLC | Executive Committee Member (1 of 3) | M |
| Cabrillo Power I LLC | Vice President | M |
| Cabrillo Power I LLC | Assistant Secretary | O |
| Cabrillo Power I LLC | Assistant Secretary | R |
| Cabrillo Power I LLC | Executive Committee Member (1 of 3) | W |
| Cabrillo Power I LLC | Vice President | W |
| Cabrillo Power II LLC | Treasurer | D |
| Cabrillo Power II LLC | Vice President | H |
| Cabrillo Power II LLC | Assistant Secretary | J |
| Cabrillo Power II LLC | President | K |
| Cabrillo Power II LLC | Executive Committee Member | L |
| Cabrillo Power II LLC | President | L |
| Cabrillo Power II LLC | Secretary | L |
| Cabrillo Power II LLC | Vice President | M |
| Cabrillo Power II LLC | Vice President | M |
| Cabrillo Power II LLC | Assistant Secretary | O |
| Cabrillo Power II LLC | Assistant Secretary | R |
| Cabrillo Power II LLC | Executive Committee Member | W |
| Cabrillo Power II LLC | Vice President | W |
| Cadillac Renewable Energy LLC | Management Committee Member | D |

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| SUBSIDIARY NAME | TITLE | |
|-------------------------------|-----------------------------|---|
| Cadillac Renewable Energy LLC | Management Committee Member | R |
| Camas Power Boiler, Inc. | Director | C |

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| | | |
|---------------------------------------------|-----------------------------------------|---|
| Camas Power Boiler, Inc. | President | C |
| Camas Power Boiler, Inc. | Assistant Secretary | D |
| Camas Power Boiler, Inc. | Director | D |
| Camas Power Boiler, Inc. | Vice President | D |
| Camas Power Boiler, Inc. | Vice President | K |
| Camas Power Boiler, Inc. | Assistant Secretary | O |
| Camas Power Boiler, Inc. | Vice President | P |
| Camas Power Boiler, Inc. | Secretary | P |
| Camas Power Boiler, Inc. | Treasurer | S |
| Capistrano Cogeneration Company | Assistant Secretary | D |
| Capistrano Cogeneration Company | Director (sole) | D |
| Capistrano Cogeneration Company | Vice President | D |
| Capistrano Cogeneration Company | Secretary | F |
| Capistrano Cogeneration Company | President | K |
| Capistrano Cogeneration Company | Assistant Secretary | O |
| Capistrano Cogeneration Company | Vice President | R |
| Capistrano Cogeneration Company | Treasurer | S |
| Carolina Energy, Limited Partnership | Management Committee member (alternate) | C |
| | | C |
| Carolina Energy, Limited Partnership | Management Committee member (alternate) | M |
| Carolina Energy, Limited Partnership | Management Committee member (alternate) | Q |
| Carquinez Strait Preservation Trust, Inc. | Vice President | F |
| Carquinez Strait Preservation Trust, Inc. | Secretary | H |
| Carquinez Strait Preservation Trust, Inc. | Executive Vice President | K |
| Carquinez Strait Preservation Trust, Inc. | Director | O |
| Carquinez Strait Preservation Trust, Inc. | President | S |
| Central and Eastern Europe Power Fund, Ltd. | Director | B |
| Central and Eastern Europe Power Fund, Ltd. | Supervisory Council | C |
| Central and Eastern Europe Power Fund, Ltd. | Director | M |
| Central and Eastern Europe Power Fund, Ltd. | Supervisory Council | R |
| Central and Eastern Europe Power Fund, Ltd. | Supervisory Council (alternate) | S |
| Central and Eastern Europe Power Fund, Ltd. | Director | S |
| Chickahominy River Energy Corp. | Assistant Secretary | D |
| Chickahominy River Energy Corp. | Director (sole) | D |
| Chickahominy River Energy Corp. | Vice President | D |
| Chickahominy River Energy Corp. | Secretary | F |
| Chickahominy River Energy Corp. | President | K |
| Chickahominy River Energy Corp. | Assistant Secretary | O |
| Chickahominy River Energy Corp. | Vice President | R |
| Chickahominy River Energy Corp. | Treasurer | S |
| Clark Power LLC | President | K |
| Clark Power LLC | Secretary | L |

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| SUBSIDIARY NAME | TITLE | |
|------------------------------|----------------------------|---|
| Clark Power LLC | Assistant Secretary | O |
| Cobee Energy Development LLC | Assistant Secretary | D |
| Cobee Energy Development LLC | Executive Committee Member | D |
| Cobee Energy Development LLC | Vice President | D |
| Cobee Energy Development LLC | Executive Committee Member | K |

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| | | |
|----------------------------------------------|---------------------------------------|---|
| Cobee Energy Development LLC | President | K |
| Cobee Energy Development LLC | Assistant Secretary | O |
| Cobee Energy Development LLC | Secretary | S |
| Cobee Holdings LLC | President | K |
| Cobee Holdings LLC | Assistant Secretary | O |
| Cobee Holdings LLC | Treasurer | S |
| Cobee Holdings LLC | Secretary | S |
| Cobee Holdings LLC. | Vice President | D |
| Commonwealth Atlantic Power LLC | Assistant Secretary | D |
| Commonwealth Atlantic Power LLC | Vice President | D |
| Commonwealth Atlantic Power LLC | Secretary | F |
| Commonwealth Atlantic Power LLC | President | K |
| Commonwealth Atlantic Power LLC | Assistant Secretary | O |
| Commonwealth Atlantic Power LLC | Vice President | R |
| Commonwealth Atlantic Power LLC | Treasurer | S |
| Commonwealth Atlantic Power LLC | Independent Member | T |
| Compania Boliviana de Energia Electrica S.A. | President and Chief Operating Officer | C |
| Compania Boliviana de Energia Electrica S.A. | Director | C |
| Compania Boliviana de Energia Electrica S.A. | Chief Financial Officer | G |
| Compania Boliviana de Energia Electrica S.A. | Vice President - Finance | G |
| Compania Boliviana de Energia Electrica S.A. | General Manager | L |
| Conemaugh Power LLC | Assistant Secretary | D |
| Conemaugh Power LLC | Management Committee Member | D |
| Conemaugh Power LLC | Vice President | D |
| Conemaugh Power LLC | Secretary | F |
| Conemaugh Power LLC | Management Committee Member | K |
| Conemaugh Power LLC | President | K |
| Conemaugh Power LLC | Assistant Secretary | O |
| Conemaugh Power LLC | Independent Member | P |
| Conemaugh Power LLC | Vice President | R |
| Conemaugh Power LLC | Management Committee Member | S |
| Conemaugh Power LLC | Treasurer | S |
| Coniti Holding B.V. | Director | N |
| | | (|
| Connecticut Jet Power LLC | Vice President | B |
| Connecticut Jet Power LLC | Assistant Secretary | D |
| Connecticut Jet Power LLC | Management Committee Member | D |
| Connecticut Jet Power LLC | Vice President | D |
| Connecticut Jet Power LLC | Secretary | F |
| Connecticut Jet Power LLC | Management Committee Member | K |

| ----- | ----- | ----- |
|------------------------------------|---------------------|-------|
| SUBSIDIARY NAME | TITLE | ----- |
| ----- | ----- | ----- |
| Connecticut Jet Power LLC | President | K |
| Connecticut Jet Power LLC | Assistant Secretary | O |
| Connecticut Jet Power LLC | Treasurer | S |
| Connecticut Jet Power LLC | Independent Member | T |
| Croatia Power Group | Director | M |
| Croatia Power Group | Director | S |
| Croatia Power Group | Director | W |
| Csepel Luxembourg (No. 1) S.a.r.l. | Director | N |

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|-----------------------------------------------------|-------------------------------|---|
| Deepwater Operations Inc. | Assistant Corporate Secretary | O |
| Deepwater Operations Inc. | Vice President | R |
| Denver City Energy Associates, L.P. | President | K |
| Denver City Energy Associates, L.P. | Secretary | M |
| Denver City Energy Associates, L.P. | Assistant Secretary | O |
| Denver City Energy Associates, L.P. | Vice President | W |
| Devon Power LLC | Vice President | B |
| Devon Power LLC | Assistant Secretary | D |
| Devon Power LLC | Management Committee Member | D |
| Devon Power LLC | Vice President | D |
| Devon Power LLC | Secretary | F |
| Devon Power LLC | Management Committee Member | K |
| Devon Power LLC | President | K |
| Devon Power LLC | Assistant Secretary | O |
| Devon Power LLC | Treasurer | S |
| Devon Power LLC | Independent Member | T |
| Dunkirk Power LLC | Assistant Secretary | D |
| Dunkirk Power LLC | Management Committee Member | D |
| Dunkirk Power LLC | Vice President | D |
| Dunkirk Power LLC | Secretary | F |
| Dunkirk Power LLC | Management Committee Member | K |
| Dunkirk Power LLC | President | K |
| Dunkirk Power LLC | Assistant Secretary | O |
| Dunkirk Power LLC | Treasurer | S |
| Dunkirk Power LLC | Independent Member | T |
| Eastern Generation Services (India) Private Limited | Director | R |
| Eastern Sierra Energy Company | President | K |
| Eastern Sierra Energy Company | Secretary | L |
| Eastern Sierra Energy Company | Vice President | M |
| Eastern Sierra Energy Company | Assistant Secretary | O |
| El Segundo Power II LLC | President | K |
| El Segundo Power II LLC | Secretary | L |
| El Segundo Power II LLC | Vice President | M |
| El Segundo Power II LLC | Assistant Secretary | O |
| El Segundo Power, LLC | Treasurer | D |
| El Segundo Power, LLC | Assistant Secretary | J |

| ----- SUBSIDIARY NAME ----- | TITLE ----- | |
|-----------------------------------|------------------------------------|---|
| El Segundo Power, LLC | President | K |
| El Segundo Power, LLC | Executive Committee Representative | L |
| El Segundo Power, LLC | President | L |
| El Segundo Power, LLC | Secretary | L |
| El Segundo Power, LLC | Executive Committee Representative | M |
| El Segundo Power, LLC | Executive Committee Representative | M |
| El Segundo Power, LLC | Vice President | M |
| El Segundo Power, LLC | Assistant Secretary | O |
| El Segundo Power, LLC | Assistant Secretary | R |
| El Segundo Power, LLC | Executive Committee Member | W |
| El Segundo Power, LLC | Vice President | W |
| Elk River Resource Recovery, Inc. | President | C |
| Elk River Resource Recovery, Inc. | Assistant Secretary | D |

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|--------------------------------------------|---------------------|---|
| Elk River Resource Recovery, Inc. | Director | D |
| Elk River Resource Recovery, Inc. | Vice President | D |
| Elk River Resource Recovery, Inc. | Director | K |
| Elk River Resource Recovery, Inc. | Assistant Secretary | O |
| Elk River Resource Recovery, Inc. | Secretary | P |
| Elk River Resource Recovery, Inc. | Director | S |
| Elk River Resource Recovery, Inc. | Treasurer | S |
| Empresa de Generacion Electrica Cahua S.A. | Director | K |
| Empresa de Generacion Electrica Cahua S.A. | Director | S |
| Energeticke Centrum Kladno, s.r.o. | Executive Director | K |
| Energeticke Centrum Kladno, s.r.o. | Executive Director | P |
| Energeticke Centrum Kladno, s.r.o. | Executive Director | S |
| Energia Pacasmayo S.A. | Director | C |
| Energy National, Inc. | Assistant Secretary | D |
| Energy National, Inc. | Director | D |
| Energy National, Inc. | Vice President | D |
| Energy National, Inc. | Director | K |
| Energy National, Inc. | President | K |
| Energy National, Inc. | Secretary | L |
| Energy National, Inc. | Vice President | M |
| Energy National, Inc. | Assistant Secretary | O |
| Energy National, Inc. | Director | S |
| Energy National, Inc. | Treasurer | S |
| Enfield Energy Centre Limited | Director | C |
| Enfield Energy Centre Limited | Director | C |
| Enfield Energy Centre Limited | Director | D |
| Enfield Energy Centre Limited | Secretary | D |
| Enfield Energy Centre Limited | Director | F |
| Enfield Energy Centre Limited | Director | K |
| Enfield Energy Centre Limited | Director | L |
| Enfield Holdings B.V. | Director | C |

| SUBSIDIARY NAME | TITLE | LAST NAME | F |
|---------------------------------|-----------|-------------------------------|---|
| Enfield Holdings B.V. | Secretary | Holland Intertrust Corp. B.V. | |
| Enfield Holdings B.V. | Director | Kelly | R |
| Enfield Holdings B.V. | Director | Pickard (El Paso) | C |
| Enfield Operations (UK) Limited | Director | Campane (Indeck) | T |
| Enfield Operations (UK) Limited | Director | Cwikla (Indeck) | J |
| Enfield Operations (UK) Limited | Secretary | DeNotto (Indeck) | G |
| Enfield Operations (UK) Limited | Director | Smith | T |
| Enfield Operations (UK) Limited | Director | Smith | G |
| Enfield Operations, L.L.C. | Manager | Campane | T |
| Enfield Operations, L.L.C. | Manager | Cwikla (Indeck) | J |

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|----------------------------|---------------------|---------------------------------|---|
| Enfield Operations, L.L.C. | Manager | DeNotto | G |
| Enfield Operations, L.L.C. | Assistant Secretary | DeNotto (Indeck) | G |
| Enfield Operations, L.L.C. | Manager | Forsythe | G |
| Enfield Operations, L.L.C. | Manager | Smith | T |
| Enifund, Inc. | Assistant Secretary | Davido | S |
| Enifund, Inc. | Director | Davido | S |
| Enifund, Inc. | Vice President | Davido | S |
| Enifund, Inc. | Director | Kelly | R |
| Enifund, Inc. | President | Kelly | R |
| Enifund, Inc. | Secretary | Lloyd | D |
| Enifund, Inc. | Vice President | Marks | S |
| Enifund, Inc. | Assistant Secretary | Osteraas | K |
| Enifund, Inc. | Director | Schaefer | G |
| Enifund, Inc. | Treasurer | Schaefer | G |
| Enigen, Inc. | Vice President | Anderson | M |
| Enigen, Inc. | President | Kelly | R |
| Enigen, Inc. | Secretary | Lloyd | D |
| Enigen, Inc. | Assistant Secretary | Osteraas | K |
| Entrade Holdings B.V. | Director | Kelly | R |
| Entrade Holdings B.V. | Director | Temmes Management Services B.V. | |
| ESOCO Molokai, Inc. | Vice President | Brewster | J |
| Esoco Molokai, Inc. | Assistant Secretary | Davido | S |
| Esoco Molokai, Inc. | Director | Davido | S |
| Esoco Molokai, Inc. | Vice President | Davido | S |
| Esoco Molokai, Inc. | Director | Kelly | R |
| Esoco Molokai, Inc. | President | Kelly | R |
| Esoco Molokai, Inc. | Secretary | Lloyd | D |
| Esoco Molokai, Inc. | Assistant Secretary | Osteraas | K |
| Esoco Molokai, Inc. | Director | Schaefer | G |
| ESOCO Molokai, Inc. | Treasurer | Schaefer | G |

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|-----------------------|---------------------|----------|---|
| Esoco Orrington, Inc. | Vice President | Brewster | J |
| Esoco Orrington, Inc. | Assistant Secretary | Davido | S |
| Esoco Orrington, Inc. | Director | Davido | S |
| Esoco Orrington, Inc. | Vice President | Davido | S |

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| SUBSIDIARY NAME | TITLE | LAST NAME | FIRST NAME |
|-----------------------|---------------------|-----------|------------|
| Esoco Orrington, Inc. | Director | Kelly | Richard |
| Esoco Orrington, Inc. | President | Kelly | Richard |
| Esoco Orrington, Inc. | Secretary | Lloyd | David |
| Esoco Orrington, Inc. | Assistant Secretary | Osteraas | Kathryn |
| Esoco Orrington, Inc. | Director | Schaefer | George |
| Esoco Orrington, Inc. | Treasurer | Schaefer | George |
| Esoco Soledad, Inc. | Vice President | Brewster | John |
| Esoco Soledad, Inc. | Assistant Secretary | Davido | Scott |
| Esoco Soledad, Inc. | Director | Davido | Scott |
| Esoco Soledad, Inc. | Vice President | Davido | Scott |
| Esoco Soledad, Inc. | Director | Kelly | Richard |
| Esoco Soledad, Inc. | President | Kelly | Richard |
| Esoco Soledad, Inc. | Secretary | Lloyd | David |
| Esoco Soledad, Inc. | Assistant Secretary | Osteraas | Kathryn |
| Esoco Soledad, Inc. | Director | Schaefer | George |
| Esoco Soledad, Inc. | Treasurer | Schaefer | George |
| Esoco, Inc. | Vice President | Brewster | John |
| Esoco, Inc. | Assistant Secretary | Davido | Scott |
| Esoco, Inc. | Director | Davido | Scott |
| Esoco, Inc. | Vice President | Davido | Scott |

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|----------------------------------|---------------------|-----------|---------|
| Esoco, Inc. | Director | Kelly | Richard |
| Esoco, Inc. | President | Kelly | Richard |
| Esoco, Inc. | Secretary | Lloyd | David |
| Esoco, Inc. | Assistant Secretary | Osteraas | Kathryn |
| Esoco, Inc. | Director | Schaefer | George |
| Esoco, Inc. | Treasurer | Schaefer | George |
| Flinders Coal Pty Ltd | | | |
| Flinders Coal Pty Ltd | Director | Althoff | Robert |
| Flinders Coal Pty Ltd | Secretary | Messer | Shaun |
| Flinders Coal Pty Ltd | Secretary | Moschakis | Jack |
| Flinders Labuan (No. 1) Ltd. | | | |
| Flinders Labuan (No. 1) Ltd. | Director | Kelly | Richard |
| Flinders Labuan (No. 1) Ltd. | Secretary | Messer | Shaun |
| Flinders Labuan (No. 2) Ltd. | | | |
| Flinders Labuan (No. 2) Ltd. | Director | Kelly | Richard |
| Flinders Labuan (No. 2) Ltd. | Secretary | Messer | Shaun |
| Flinders NR(Gibraltar) | Director | Golt | Teresa |
| Flinders Osborne Trading Pty Ltd | | | |
| Flinders Osborne Trading Pty Ltd | Director | Althoff | Robert |
| Flinders Osborne Trading Pty Ltd | Secretary | Messer | Shaun |
| Flinders Osborne Trading Pty Ltd | Secretary | Moschakis | Jack |
| Flinders Power Finance Pty Ltd | | | |
| Flinders Power Finance Pty Ltd | Director | Althoff | Robert |

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|--------------------------------------------------------|-----------------------------|------------|
| Flinders Power Finance Pty Ltd | Secretary | Messer |
| Flinders Power Finance Pty Ltd | Secretary | Moschakis |
| Four Hills, LLC | Manager | Erickson (|
| Gladstone Power Station Joint Venture (unincorporated) | | |
| Gladstone Power Station Joint Venture (unincorporated) | Management Committee Member | Others |
| GPP Investors I, LLC | President | Kelly |
| GPP Investors I, LLC | Secretary | Mclnnis |
| GPP Investors I, LLC | Assistant Secretary | Osteraas |
| GPP Investors I, LLC | Treasurer | Schaefer |
| GPP Investors I, LLC | Vice President | Williams |
| Granite II Holding, LLC | Assistant Secretary | Davido |
| Granite II Holding, LLC | Manager (sole) | Davido |
| Granite II Holding, LLC | Vice President | Davido |
| Granite II Holding, LLC | President | Kelly |
| Granite II Holding, LLC | Vice President | Marks |
| Granite II Holding, LLC | Secretary | Mclnnis |
| Granite II Holding, LLC | Assistant Secretary | Osteraas |
| Granite II Holding, LLC | Treasurer | Schaefer |
| Gunwale B.V. | Director | Kelly |
| Gunwale B.V. | Director | Temmes Man |
| Hanover Energy Company | Assistant Secretary | Davido |
| Hanover Energy Company | Director (sole) | Davido |
| Hanover Energy Company | Vice President | Davido |
| Hanover Energy Company | Secretary | Fisfis |
| Hanover Energy Company | President | Kelly |
| Hanover Energy Company | Assistant Secretary | Osteraas |
| Hanover Energy Company | Vice President | Riley |
| Hanover Energy Company | Treasurer | Schaefer |
| Hsin Yu Energy Development Co., Ltd. | | |

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| | | |
|--------------------------------------|-----------------------------|----------|
| Hsin Yu Energy Development Co., Ltd. | Director | Davido |
| Hsin Yu Energy Development Co., Ltd. | Director | Kelly |
| Huntley Power LLC | Assistant Secretary | Davido |
| Huntley Power LLC | Management Committee Member | Davido |
| Huntley Power LLC | Vice President | Davido |
| Huntley Power LLC | Secretary | Fisfis |
| Huntley Power LLC | Management Committee Member | Kelly |
| Huntley Power LLC | President | Kelly |
| Huntley Power LLC | Assistant Secretary | Osteraas |
| Huntley Power LLC | Treasurer | Schaefer |
| Huntley Power LLC | Independent Member | Tillman |
| Indian River Operations Inc. | Vice President | Brewster |
| Indian River Operations Inc. | Assistant Secretary | Davido |

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| SUBSIDIARY NAME | TITLE | LAST NAME |
|------------------------------|-----------------------------|-----------|
| Indian River Operations Inc. | Director (sole) | Davido |
| Indian River Operations Inc. | Vice President | Davido |
| Indian River Operations Inc. | Secretary | Fisfis |
| Indian River Operations Inc. | President | Kelly |
| Indian River Operations Inc. | Assistant Secretary | Osteraas |
| Indian River Operations Inc. | Vice President | Riley |
| Indian River Operations Inc. | Treasurer | Schaefer |
| Indian River Power LLC | Assistant Secretary | Davido |
| Indian River Power LLC | Management Committee Member | Davido |
| Indian River Power LLC | Vice President | Davido |
| Indian River Power LLC | Secretary | Fisfis |

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|--------------------------------------|------------------------------------------|----------------|
| Indian River Power LLC | Management Committee Member | Kelly |
| Indian River Power LLC | President | Kelly |
| Indian River Power LLC | Independent Member | Morgan |
| Indian River Power LLC | Assistant Secretary | Osteraas |
| Indian River Power LLC | Vice President | Riley |
| Indian River Power LLC | Management Committee Member | Schaefer |
| Indian River Power LLC | Treasurer | Schaefer |
| Itiquira Energetica S.A. | Construction Committee Vice Chairman | Borba |
| Itiquira Energetica S.A. | Director | Borba |
| Itiquira Energetica S.A. | President | Borba |
| Itiquira Energetica S.A. | Construction Committee Financial Manager | Casaes |
| Itiquira Energetica S.A. | Director | de Souza |
| Itiquira Energetica S.A. | Administrative & Finance Officer | Lafayette |
| Itiquira Energetica S.A. | Construction Committee Contracts Manager | Oberg |
| Itiquira Energetica S.A. | Construction Committee Projects Manager | Thorsteinssson |
| Jackson Valley Energy Partners, L.P. | Management Committee Member | Coombs |
| Jackson Valley Energy Partners, L.P. | Management Committee Member | Marks |
| Jackson Valley Energy Partners, L.P. | Management Committee member | Volkar |
| James River Power LLC | Assistant Secretary | Davido |
| James River Power LLC | Vice President | Davido |
| James River Power LLC | Secretary | Fisfis |
| James River Power LLC | President | Kelly |
| James River Power LLC | Assistant Secretary | Osteraas |
| James River Power LLC | Vice President | Riley |
| James River Power LLC | Treasurer | Schaefer |
| Keystone Power LLC | Assistant Secretary | Davido |
| Keystone Power LLC | Management Committee Member | Davido |
| Keystone Power LLC | Vice President | Davido |
| Keystone Power LLC | Secretary | Fisfis |
| Keystone Power LLC | Management Committee Member | Kelly |
| Keystone Power LLC | President | Kelly |

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|--------------------|---------------------|----------|
| Keystone Power LLC | Assistant Secretary | Osteraas |
| Keystone Power LLC | Independent Member | Premeaux |
| Keystone Power LLC | Vice President | Riley |

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| SUBSIDIARY NAME | TITLE | |
|---------------------------------------------|--------------------------------------------|----------|
| Keystone Power LLC | Management Committee Member | Schaefer |
| Keystone Power LLC | Treasurer | Schaefer |
| Kiksis B.V. | Director | Kelly |
| Kiksis B.V. | Director | Temmes M |
| Killingholme Generation Limited | Secretary | Eitrheim |
| Killingholme Generation Limited | Director | Jackson |
| Killingholme Generation Limited | Director | Kelly |
| Killingholme Holdings Limited | Secretary | Eitrheim |
| Killingholme Holdings Limited | Director | Jackson |
| Killingholme Holdings Limited | Director | Kelly |
| Killingholme Power Limited | Secretary | Eitrheim |
| Killingholme Power Limited | Director | Jackson |
| Killingholme Power Limited | Director | Kelly |
| Kladno Power (No. 1) B.V. | Director | Kelly |
| Kladno Power (No. 1) B.V. | Director | Temmes M |
| Kladno Power (No. 2) B.V. | Director | Kelly |
| Kladno Power (No. 2) B.V. | Director | Temmes M |
| Kraftwerk Schkopau Betriebsgesellschaft mbH | Operating and Maintenance Committee member | Boline |
| Kraftwerk Schkopau Betriebsgesellschaft mbH | Operating and Maintenance Committee member | Haffner |
| Kraftwerk Schkopau Betriebsgesellschaft mbH | Managing Director - Geschäftsführer | Rinne |

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|---------------------------------------------|--------------------------------------------|----------------------|
| Kraftwerk Schkopau Betriebsgesellschaft mbH | Managing Director - Geschäftsführer | Shelton- |
| Kraftwerk Schkopau Betriebsgesellschaft mbH | Operating and Maintenance Committee member | VKR(1) |
| Kraftwerk Schkopau GbR | Finance Committee member | Beadle |
| Kraftwerk Schkopau GbR | Managing Partner | E.On Kra Kraftwer |
| Kraftwerk Schkopau GbR | Finance Committee member | Manzey-A |
| Kraftwerk Schkopau GbR | Construction Committee member | Neel |
| Kraftwerk Schkopau GbR | Manager | Neel |
| Kraftwerk Schkopau GbR | Manager | PowerGen |
| Kraftwerk Schkopau GbR | Construction Committee member | PowerGen |
| Kraftwerk Schkopau GbR | Construction Committee member | VKR(2) |
| Kraftwerk Schkopau GbR | Finance Committee member | VKR(2) |
| Lakefield Junction LP | Assistant Secretary | Osteraas |
| Lambique Beheer B.V. | Director | Kelly |
| Lambique Beheer B.V. | Director | Temmes M |
| Lanco Kondapalli Power Pvt Ltd. | Director | Adams |
| Lanco Kondapalli Power Pvt Ltd. | Director | Choudhur |
| Lanco Kondapalli Power Pvt Ltd. | Director | Enderby |
| Lanco Kondapalli Power Pvt Ltd. | Director | Gupta |

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| SUBSIDIARY NAME | TITLE | LAST |
|---------------------------------|----------|----------|
| Lanco Kondapalli Power Pvt Ltd. | Director | Kelly |
| Lanco Kondapalli Power Pvt Ltd. | Director | Kotaiiah |
| Lanco Kondapalli Power Pvt Ltd. | Director | Kunert |
| Lanco Kondapalli Power Pvt Ltd. | Director | Kwon |
| Lanco Kondapalli Power Pvt Ltd. | Director | Prasad |

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| | | |
|-----------------------------------|------------------------------------|---------------------|
| Lanco Kondapalli Power Pvt Ltd. | Director | Rajagopal |
| Lanco Kondapalli Power Pvt Ltd. | Director | Rao |
| Lanco Kondapalli Power Pvt Ltd. | Secretary | Rao |
| Lanco Kondapalli Power Pvt Ltd. | Director | Reddy |
| Lanco Kondapalli Power Pvt Ltd. | Director | Venkatasubramanian |
| Landfill Power LLC | Operating Committee member | Erickson (Ziegler) |
| Landfill Power LLC | Operating Committee Member | Purves |
| Langage Energy Park Limited | Director | Kelly |
| Langage Energy Park Limited | Director | Milkovich |
| Langage Energy Park Limited | Secretary | Mincing Lane Corpor |
| Long Beach Generation LLC | Vice President | Beneditti |
| Long Beach Generation LLC | Vice President | Bowen |
| Long Beach Generation LLC | Treasurer | Doty, Jr. |
| Long Beach Generation LLC | Assistant Secretary | Johnson |
| Long Beach Generation LLC | Executive Committee Representative | Lednický |
| Long Beach Generation LLC | President | Lednický |
| Long Beach Generation LLC | Secretary | Lloyd |
| Long Beach Generation LLC | Executive Committee Representative | Manalac |
| Long Beach Generation LLC | Executive Committee Representative | Marks |
| Long Beach Generation LLC | Vice President | Marks |
| Long Beach Generation LLC | Executive Committee Member | Williams |
| Long Beach Generation LLC | Vice President | Williams |
| Louisiana Generating LLC | Assistant Secretary | Davido |
| Louisiana Generating LLC | Management Board Member (sole) | Davido |
| Louisiana Generating LLC | Vice President | Davido |
| Louisiana Generating LLC | President | Kelly |
| Louisiana Generating LLC | Vice President | Marks |
| Louisiana Generating LLC | Secretary | McInnis |
| Louisiana Generating LLC | Assistant Secretary | Osteraas |
| Loy Yang Power Management Pty Ltd | Director | Kay (CMS) |
| Loy Yang Power Management Pty Ltd | Director | Patterson (Macquari |

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|------------------------------------------|-----------------------------|------------|
| Loy Yang Power Management Pty Ltd | Secretary | Ryan (CMS) |
| Loy Yang Power Partners (unincorporated) | Management Committee Member | Others |
| Loy Yang Power Projects Pty Ltd | Director | Kay |
| Loy Yang Power Projects Pty Ltd | Director | Patterson |
| Loy Yang Power Projects Pty Ltd | Secretary | Ryan |
| LS Power Management, LLC | Assistant Secretary | Davido |
| LS Power Management, LLC | Manager (sole) | Davido |
| LS Power Management, LLC | Vice President | Davido |

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| SUBSIDIARY NAME | TITLE | LAST NAME | FIRST NAME |
|------------------------------|------------------------|-----------|------------|
| LS Power Management, LLC | President | Kelly | Richard |
| LS Power Management, LLC | Vice President | Marks | Stanley |
| LS Power Management, LLC | Secretary | McInnis | A. |
| LS Power Management, LLC | Assistant Secretary | Osteraas | Kathryn |
| LS Power Management, LLC | Treasurer | Schaefer | George |
| LSP Batesville Funding Corp, | Vice President | Williams | Alan |
| LSP Batesville Funding Corp. | Assistant Secretary | Davido | Scott |
| LSP Batesville Funding Corp. | Director | Davido | Scott |
| LSP Batesville Funding Corp. | Vice President | Davido | Scott |
| LSP Batesville Funding Corp. | Director | Kelly | Richard |
| LSP Batesville Funding Corp. | President | Kelly | Richard |
| LSP Batesville Funding Corp. | Secretary | McInnis | A. |
| LSP Batesville Funding Corp. | Assistant Secretary | Osteraas | Kathryn |
| LSP Batesville Funding Corp. | Treasurer | Schaefer | George |
| LSP Batesville Funding Corp. | Director (independent) | Stidd | Andrew |
| LSP Batesville Holding, LLC | Assistant Secretary | Davido | Scott |

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| | | | |
|-----------------------------|------------------------|----------|---------|
| LSP Batesville Holding, LLC | Vice President | Davido | Scott |
| LSP Batesville Holding, LLC | President | Kelly | Richard |
| LSP Batesville Holding, LLC | Vice President | Marks | Stanley |
| LSP Batesville Holding, LLC | Secretary | McInnis | A. |
| LSP Batesville Holding, LLC | Assistant Secretary | Osteraas | Kathryn |
| LSP Batesville Holding, LLC | Treasurer | Schaefer | George |
| LSP Batesville Holding, LLC | Independent Member | Tussie | Cheryl |
| LSP Energy, Inc. | Assistant Secretary | Davido | Scott |
| LSP Energy, Inc. | Director | Davido | Scott |
| LSP Energy, Inc. | Vice President | Davido | Scott |
| LSP Energy, Inc. | Director | Kelly | Richard |
| LSP Energy, Inc. | President | Kelly | Richard |
| LSP Energy, Inc. | Vice President | Marks | Stanley |
| LSP Energy, Inc. | Secretary | McInnis | A. |
| LSP Energy, Inc. | Assistant Secretary | Osteraas | Kathryn |
| LSP Energy, Inc. | Treasurer | Schaefer | George |
| LSP Energy, Inc. | Director (independent) | Stidd | Andrew |
| LSP Equipment, LLC | Assistant Secretary | Davido | Scott |
| LSP Equipment, LLC | Manager (sole) | Davido | Scott |
| LSP Equipment, LLC | Vice President | Davido | Scott |
| LSP Equipment, LLC | President | Kelly | Richard |
| LSP Equipment, LLC | Vice President | Marks | Stanley |
| LSP Equipment, LLC | Secretary | McInnis | A. |
| LSP Equipment, LLC | Assistant Secretary | Osteraas | Kathryn |
| LSP Equipment, LLC | Treasurer | Schaefer | George |
| LSP-Denver City, Inc. | Secretary | McInnis | A. |
| LSP-Denver City, Inc. | Assistant Secretary | Osteraas | Kathryn |
| LSP-Denver City, Inc. | Vice President | Williams | Alan |
| LSP-Hardee Energy, LLC | Assistant Secretary | Davido | Scott |

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| SUBSIDIARY NAME | TITLE | LAST NAME | FIRST NAME |
|-------------------------|-----------------------------|-----------|------------|
| LSP-Hardee Energy, LLC | Manager (sole) | Davido | Scott |
| LSP-Hardee Energy, LLC | Vice President | Davido | Scott |
| LSP-Hardee Energy, LLC | President | Kelly | Richard |
| LSP-Hardee Energy, LLC | Vice President | Marks | Stanley |
| LSP-Hardee Energy, LLC | Secretary | McInnis | A. |
| LSP-Hardee Energy, LLC | Assistant Secretary | Osteraas | Kathryn |
| LSP-Hardee Energy, LLC | Treasurer | Schaefer | George |
| LSP-Kendall Energy, LLC | Assistant Secretary | Davido | Scott |
| LSP-Kendall Energy, LLC | Management Committee Member | Davido | Scott |
| LSP-Kendall Energy, LLC | Vice President | Davido | Scott |
| LSP-Kendall Energy, LLC | Independent Member | Eppes | Kristine |
| LSP-Kendall Energy, LLC | Management Committee Member | Kelly | Richard |
| LSP-Kendall Energy, LLC | President | Kelly | Richard |
| LSP-Kendall Energy, LLC | Vice President | Marks | Stanley |
| LSP-Kendall Energy, LLC | Secretary | O'Brien | Timothy |
| LSP-Kendall Energy, LLC | Assistant Secretary | Osteraas | Kathryn |
| LSP-Nelson Energy, LLC | Assistant Secretary | Davido | Scott |
| LSP-Nelson Energy, LLC | Management Committee Member | Davido | Scott |
| LSP-Nelson Energy, LLC | Vice President | Davido | Scott |
| LSP-Nelson Energy, LLC | Management Committee Member | Kelly | Richard |
| LSP-Nelson Energy, LLC | President | Kelly | Richard |
| LSP-Nelson Energy, LLC | Vice President | Marks | Stanley |
| LSP-Nelson Energy, LLC | Secretary | O'Brien | Timothy |
| LSP-Nelson Energy, LLC | Assistant Secretary | Osteraas | Kathryn |
| LSP-Nelson Energy, LLC | Independent Member | Peoples | Beth |
| LSP-Nelson Energy, LLC | Management Committee Member | Schaefer | George |
| LSP-Nelson Energy, LLC | Treasurer | Schaefer | George |

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|--------------------------|-----------------------------|----------|---------|
| LSP-Pike Energy, LLC | Assistant Secretary | Davido | Scott |
| LSP-Pike Energy, LLC | Management Committee Member | Davido | Scott |
| LSP-Pike Energy, LLC | Vice President | Davido | Scott |
| LSP-Pike Energy, LLC | Independent Member | Jasinski | Pamela |
| LSP-Pike Energy, LLC | Management Committee Member | Kelly | Richard |
| LSP-Pike Energy, LLC | President | Kelly | Richard |
| LSP-Pike Energy, LLC | Vice President | Marks | Stanley |
| LSP-Pike Energy, LLC | Secretary | McInnis | A. |
| LSP-Pike Energy, LLC | Assistant Secretary | Osteraas | Kathryn |
| LSP-Pike Energy, LLC | Management Committee Member | Schaefer | George |
| LSP-Pike Energy, LLC | Treasurer | Schaefer | George |
| Meriden Gas Turbines LLC | Assistant Secretary | Davido | Scott |
| Meriden Gas Turbines LLC | Vice President | Davido | Scott |
| Meriden Gas Turbines LLC | Secretary | Fisfis | David |
| Meriden Gas Turbines LLC | President | Kelly | Richard |
| Meriden Gas Turbines LLC | Assistant Secretary | Osteraas | Kathryn |
| Meriden Gas Turbines LLC | Treasurer | Schaefer | George |
| MESI Fuel Station #1 LLC | Manager | Agrawal | Raj |

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| SUBSIDIARY NAME | TITLE | |
|--------------------------|------------------------------------|---|
| MESI Fuel Station #1 LLC | Manager | C |
| MESI Fuel Station #1 LLC | Manager | V |
| MIBRAG B.V. | Supervisory Board Member | B |
| MIBRAG B.V. | Management Board Member (director) | H |
| MIBRAG B.V. | Supervisory Board Member | J |
| MIBRAG B.V. | Supervisory Board Member | S |
| MIBRAG B.V. | Supervisory Board Member | W |

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| | | |
|-------------------------------------|--------------------------------------------------|---|
| MidAtlantic Generation Holding LLC | Assistant Secretary | D |
| MidAtlantic Generation Holding LLC | Management Committee Member | D |
| MidAtlantic Generation Holding LLC | Vice President | D |
| MidAtlantic Generation Holding LLC | Secretary | F |
| MidAtlantic Generation Holding LLC | Independent Member | F |
| MidAtlantic Generation Holding LLC | Management Committee Member | K |
| MidAtlantic Generation Holding LLC | President | K |
| MidAtlantic Generation Holding LLC | Assistant Secretary | O |
| MidAtlantic Generation Holding LLC | Vice President | R |
| MidAtlantic Generation Holding LLC | Management Committee Member | S |
| MidAtlantic Generation Holding LLC | Treasurer | S |
| Mid-Continent Power Company, L.L.C. | Manager | P |
| Mid-Continent Power Company, L.L.C. | Manager | W |
| Middletown Power LLC | Vice President | B |
| Middletown Power LLC | Assistant Secretary | D |
| Middletown Power LLC | Management Committee Member | D |
| Middletown Power LLC | Vice President | D |
| Middletown Power LLC | Secretary | F |
| Middletown Power LLC | Management Committee Member | K |
| Middletown Power LLC | President | K |
| Middletown Power LLC | Assistant Secretary | O |
| Middletown Power LLC | Treasurer | S |
| Middletown Power LLC | Independent Member | T |
| Minnesota Methane Holdings LLC | Operating Committee member (alternate) | C |
| Minnesota Methane Holdings LLC | Operating Committee member | E |
| Minnesota Methane Holdings LLC | Operating Committee member | H |
| Minnesota Methane II LLC | Director (Operating Committee member- alternate) | C |
| Minnesota Methane II LLC | Director (Operating Committee member) | E |
| Minnesota Methane II LLC | Director (Operating Committee member- alternate) | H |
| Minnesota Methane LLC | General Manager | A |
| Minnesota Methane LLC | Executive Financial Officer | C |

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|--------------------------------------------|-----------------------------|---|
| Minnesota Methane LLC | Controller | E |
| Minnesota Methane LLC | Executive Operating Officer | P |
| Minnesota Waste Processing Company, L.L.C. | Management Committee Member | L |
| Mitteldeutsche Braunkohlengesellschaft mbH | Managing Director | D |
| Mitteldeutsche Braunkohlengesellschaft mbH | Managing Director | J |
| Mitteldeutsche Braunkohlengesellschaft mbH | Managing Director | K |

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| SUBSIDIARY NAME | TITLE |
|---------------------------------------------------------|----------------------------------------|
| Mitteldeutsche Braunkohlengesellschaft mbH | Supervisory Board member |
| Mitteldeutsche Braunkohlengesellschaft mbH | Supervisory Board member |
| Mitteldeutsche Braunkohlengesellschaft mbH | Supervisory Board member |
| Mitteldeutsche Braunkohlengesellschaft mbH | Supervisory Board Member |
| Mitteldeutsche Braunkohlengesellschaft mbH (MIBRAG mbH) | Chairman of Management |
| Mitteldeutsche Braunkohlengesellschaft mbH (MIBRAG mbH) | Labor Director |
| Mitteldeutsche Braunkohlengesellschaft mbH (MIBRAG mbH) | Supervisory Board member |
| Mitteldeutsche Braunkohlengesellschaft mbH (MIBRAG mbH) | Supervisory Board member |
| MM Albany Energy LLC | Manager |
| MM Biogas Power LLC | Operating Committee member |
| MM Biogas Power LLC | Operating Committee member (alternate) |
| MM Biogas Power LLC | Manager |
| MM Burnsville Energy LLC | Manager |
| MM Burnsville Energy LLC | Manager |

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| | |
|------------------------------|---------|
| MM Burnsville Energy LLC | Manager |
| MM Corona Energy LLC | Manager |
| MM Corona Energy LLC | Manager |
| MM Corona Energy LLC | Manager |
| MM Cuyahoga Energy LLC | Manager |
| MM Hackensack Energy LLC | Manager |
| MM Hackensack Energy LLC | Manager |
| MM Hackensack Energy LLC | Manager |
| MM Hartford Energy LLC | Manager |
| MM Lopez Energy LLC | Manager |
| MM Lowell Energy LLC | Manager |
| MM Nashville Energy LLC | Manager |
| MM Phoenix Energy LLC | Manager |
| MM Phoenix Energy LLC | Manager |
| MM Phoenix Energy LLC | Manager |
| MM Prima Deshecha Energy LLC | Manager |
| MM Prima Deshecha Energy LLC | Manager |
| MM Prima Deshecha Energy LLC | Manager |
| MM Prince William Energy LLC | Manager |
| MM Riverside LLC | Manager |
| MM Riverside LLC | Manager |
| MM Riverside LLC | Manager |
| MM San Bernardino Energy LLC | Manager |
| MM San Diego LLC | Manager |
| MM SKB Energy LLC | Manager |
| MM SKB Energy LLC | Manager |
| MM SKB Energy LLC | Manager |

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| SUBSIDIARY NAME | TITLE | |
|--------------------------------|-----------------------------------------------------------------------------|-----------|
| MM Spokane Energy LLC | Manager | Aschehoug |
| MM Tacoma LLC | Manager | Aschehoug |
| MM Tajiguas Energy LLC | Manager | Chapman |
| MM Tajiguas Energy LLC | Manager | Davido |
| MM Tajiguas Energy LLC | Manager | Heuiser |
| MM Taunton Energy LLC | Manager | Aschehoug |
| MM Tomoka Farms Energy LLC | Manager | Aschehoug |
| MM Tulare Energy LLC | Manager | Aschehoug |
| MM West Covina LLC | Manager | Aschehoug |
| MM Woodville Energy LLC | Manager | Chapman |
| MM Woodville Energy LLC | Manager | Davido |
| MM Woodville Energy LLC | Manager | Heuiser |
| MM Yolo Power LLC | Manager | Aschehoug |
| MN San Bernardino Gasco I LLC | Manager | Montauk-N |
| MN San Bernardino Gasco II LLC | Mgr., Montauk-NEO Gasco LLC (sole member of MN San Bernardino Gasco II LLC) | LFG Manag |
| Montauk-NEO Gasco LLC | Manager | LFG Manag |
| Montville Power LLC | Vice President | Brewster |
| Montville Power LLC | Assistant Secretary | Davido |
| Montville Power LLC | Management Committee Member | Davido |
| Montville Power LLC | Vice President | Davido |
| Montville Power LLC | Secretary | Fisfis |
| Montville Power LLC | Management Committee Member | Kelly |
| Montville Power LLC | President | Kelly |
| Montville Power LLC | Assistant Secretary | Osteraas |
| Montville Power LLC | Treasurer | Schaefer |
| NECSF LLC | President | Carroll |

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|--------------------------|---------------------|----------|
| NECSF LLC | Vice President | Mayer |
| NECSF LLC | Assistant Secretary | Osteraas |
| NECSF LLC | Secretary | Ptacek |
| NEO Albany, L.L.C. | Manager | Chapman |
| NEO Albany, L.L.C. | Manager | Davido |
| NEO Albany, L.L.C. | Manager | Heuser |
| NEO Burnsville, LLC | Manager | Chapman |
| NEO Burnsville, LLC | Manager | Davido |
| NEO Burnsville, LLC | Manager | Heuser |
| NEO California Power LLC | Manager | Chapman |
| NEO California Power LLC | Manager | Davido |
| NEO California Power LLC | Manager | Heuser |
| NEO Chester-Gen LLC | Manager | Chapman |
| NEO Chester-Gen LLC | Manager | Davido |
| NEO Chester-Gen LLC | Manager | Heuser |
| NEO Corona LLC | Manager | Chapman |
| NEO Corona LLC | Manager | Davido |

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| SUBSIDIARY NAME | TITLE | LAST NAME | FIRST NAME |
|-----------------|-----------------------------|-----------|------------|
| NEO Corona LLC | Manager | Heuser | Benny |
| NEO Corporation | Director | Carroll | Michael |
| NEO Corporation | Vice President | Carroll | Michael |
| NEO Corporation | Vice President Operations | Chapman | Randall |
| NEO Corporation | Vice President, Operations | Chapman | Randall |
| NEO Corporation | Vice President, Engineering | Heuser | Benny |
| NEO Corporation | Director | Kelly | Richard |

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|--------------------------------|----------------|---------|---------|
| NEO Corporation | Secretary | Ptacek | Tammie |
| NEO Cuyahoga, LLC | Manager | Chapman | Randall |
| NEO Cuyahoga, LLC | Manager | Davido | Scott |
| NEO Cuyahoga, LLC | Manager | Heuiser | Benny |
| NEO Edgeboro, LLC | Manager | Chapman | Randall |
| NEO Edgeboro, LLC | Manager | Davido | Scott |
| NEO Edgeboro, LLC | Manager | Heuiser | Benny |
| NEO Erie LLC | Manager | Chapman | Randall |
| NEO Erie LLC | Manager | Davido | Scott |
| NEO Erie LLC | Manager | Heuiser | Benny |
| NEO Fitchburg LLC | Manager | Chapman | Randall |
| NEO Fitchburg LLC | Manager | Davido | Scott |
| NEO Fitchburg LLC | Manager | Heuiser | Benny |
| NEO Freehold-Gen LLC | Manager | Chapman | Randall |
| NEO Freehold-Gen LLC | Manager | Davido | Scott |
| NEO Freehold-Gen LLC | Manager | Heuiser | Benny |
| NEO Fresh Kills LLC | Manager | Chapman | Randall |
| NEO Fresh Kills LLC | Manager | Davido | Scott |
| NEO Fresh Kills LLC | Manager | Heuiser | Benny |
| NEO Ft. Smith LLC | Manager | Chapman | Randall |
| NEO Ft. Smith LLC | Manager | Davido | Scott |
| NEO Ft. Smith LLC | Manager | Heuiser | Benny |
| NEO Hackensack, LLC | Manager | Chapman | Randall |
| NEO Hackensack, LLC | Manager | Davido | Scott |
| NEO Hackensack, LLC | Manager | Heuiser | Benny |
| NEO Hartford, LLC | Manager | Chapman | Randall |
| NEO Hartford, LLC | Manager | Davido | Scott |
| NEO Hartford, LLC | Manager | Heuiser | Benny |
| NEO Landfill Gas Holdings Inc. | Director | Carroll | Michael |
| NEO Landfill Gas Holdings Inc. | President | Carroll | Michael |
| NEO Landfill Gas Holdings Inc. | Vice President | Chapman | Randall |

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|--------------------------------|---------------------|----------|---------|
| NEO Landfill Gas Holdings Inc. | Assistant Secretary | Davido | Scott |
| NEO Landfill Gas Holdings Inc. | Vice President | Davido | Scott |
| NEO Landfill Gas Holdings Inc. | Vice President | Heuiser | Benny |
| NEO Landfill Gas Holdings Inc. | Director | Kelly | Richard |
| NEO Landfill Gas Holdings Inc. | Assistant Secretary | Osteraas | Kathryn |
| NEO Landfill Gas Holdings Inc. | Secretary | Ptacek | Tammie |
| NEO Landfill Gas Holdings Inc. | Treasurer | Schaefer | George |

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| SUBSIDIARY NAME | TITLE | LAST NAME | |
|--------------------------------|----------------------------|--------------------------------|--|
| NEO Landfill Gas Holdings Inc. | Treasurer | Schaefer | |
| NEO Landfill Gas Inc. | Director | Carroll | |
| NEO Landfill Gas Inc. | Executive Committee Member | Carroll | |
| NEO Landfill Gas Inc. | President | Carroll | |
| NEO Landfill Gas Inc. | Vice President | Chapman | |
| NEO Landfill Gas Inc. | Assistant Secretary | Davido | |
| NEO Landfill Gas Inc. | Executive Committee Member | Davido | |
| NEO Landfill Gas Inc. | Vice President | Davido | |
| NEO Landfill Gas Inc. | Vice President | Heuiser | |
| NEO Landfill Gas Inc. | Director | Kelly | |
| NEO Landfill Gas Inc. | Executive Committee Member | Kelly | |
| NEO Landfill Gas Inc. | Assistant Secretary | Osteraas | |
| NEO Landfill Gas Inc. | Secretary | Ptacek | |
| NEO Landfill Gas Inc. | Treasurer | Schaefer | |
| NEO Landfill Gas Inc. | Director | Whitney (independent director) | |
| NEO Lopez Canyon LLC | Manager | Chapman | |
| NEO Lopez Canyon LLC | Manager | Davido | |
| NEO Lopez Canyon LLC | Manager | Heuiser | |

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| | | |
|-------------------------|---------------------|----------|
| NEO Lowell LLC | Manager | Chapman |
| NEO Lowell LLC | Manager | Davido |
| NEO Lowell LLC | Manager | Heuser |
| NEO MESI LLC | Manager | Carroll |
| NEO MESI LLC | Manager | Davido |
| NEO MESI LLC | Manager | Heuser |
| NEO Nashville LLC | Manager | Chapman |
| NEO Nashville LLC | Manager | Davido |
| NEO Nashville LLC | Manager | Heuser |
| NEO Phoenix LLC | Manager | Chapman |
| NEO Phoenix LLC | Manager | Davido |
| NEO Phoenix LLC | Manager | Heuser |
| NEO Power Services Inc. | Director | Carroll |
| NEO Power Services Inc. | President | Carroll |
| NEO Power Services Inc. | Vice President | Chapman |
| NEO Power Services Inc. | Assistant Secretary | Davido |
| NEO Power Services Inc. | Vice President | Davido |
| NEO Power Services Inc. | Vice President | Heuser |
| NEO Power Services Inc. | Director | Kelly |
| NEO Power Services Inc. | Assistant Secretary | Osteraas |
| NEO Power Services Inc. | Secretary | Ptacek |
| NEO Power Services Inc. | Treasurer | Schaefer |
| NEO Power Services Inc. | Treasurer | Schaefer |
| NEO Prima Deshecha LLC | Manager | Chapman |
| NEO Prima Deshecha LLC | Manager | Davido |
| NEO Prima Deshecha LLC | Manager | Heuser |
| NEO Prince William, LLC | Manager | Chapman |

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| SUBSIDIARY NAME | TITLE | LAST NAME | FIRST NAME |
|-------------------------|---------|-----------|------------|
| NEO Prince William, LLC | Manager | Davido | Scott |
| NEO Prince William, LLC | Manager | Heuiser | Benny |
| NEO Riverside LLC | Manager | Chapman | Randall |
| NEO Riverside LLC | Manager | Davido | Scott |
| NEO Riverside LLC | Manager | Heuiser | Benny |
| NEO San Diego LLC | Manager | Chapman | Randall |
| NEO San Diego LLC | Manager | Davido | Scott |
| NEO San Diego LLC | Manager | Heuiser | Benny |
| NEO SKB LLC | Manager | Chapman | Randall |
| NEO SKB LLC | Manager | Davido | Scott |
| NEO SKB LLC | Manager | Heuiser | Benny |
| NEO Spokane LLC | Manager | Chapman | Randall |
| NEO Spokane LLC | Manager | Davido | Scott |
| NEO Spokane LLC | Manager | Heuiser | Benny |
| NEO Tacoma, L.L.C. | Manager | Chapman | Randall |
| NEO Tacoma, L.L.C. | Manager | Davido | Scott |
| NEO Tacoma, L.L.C. | Manager | Heuiser | Benny |
| NEO Tajiguas LLC | Manager | Chapman | Randall |
| NEO Tajiguas LLC | Manager | Davido | Scott |
| NEO Tajiguas LLC | Manager | Heuiser | Benny |
| NEO Taunton LLC | Manager | Chapman | Randall |
| NEO Taunton LLC | Manager | Davido | Scott |
| NEO Taunton LLC | Manager | Heuiser | Benny |
| NEO Toledo-Gen LLC | Manager | Chapman | Randall |
| NEO Toledo-Gen LLC | Manager | Davido | Scott |
| NEO Toledo-Gen LLC | Manager | Heuiser | Benny |
| NEO Tomoka Farms LLC | Manager | Chapman | Randall |
| NEO Tomoka Farms LLC | Manager | Davido | Scott |

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|----------------------------------|---------|----------------------------------|---------|
| NEO Tomoka Farms LLC | Manager | Heuiser | Benny |
| NEO Tulare LLC | Manager | Chapman | Randall |
| NEO Tulare LLC | Manager | Davido | Scott |
| NEO Tulare LLC | Manager | Heuiser | Benny |
| NEO West Covina LLC | Manager | Chapman | Randall |
| NEO West Covina LLC | Manager | Davido | Scott |
| NEO West Covina LLC | Manager | Heuiser | Benny |
| NEO Woodville LLC | Manager | Chapman | Randall |
| NEO Woodville LLC | Manager | Davido | Scott |
| NEO Woodville LLC | Manager | Heuiser | Benny |
| NEO Yolo LLC | Manager | Chapman | Randall |
| NEO Yolo LLC | Manager | Davido | Scott |
| NEO Yolo LLC | Manager | Heuiser | Benny |
| NEO-Montauk Genco LLC | Manager | NEO-Montauk Genco Management LLC | |
| NEO-Montauk Genco Management LLC | Manager | Carroll | Michael |
| NEO-Montauk Genco Management LLC | Manager | Davido | Scott |

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| SUBSIDIARY NAME | TITLE | LAST NAME |
|----------------------------------|---------------------|------------------------------|
| NEO-Montauk Genco Management LLC | Manager | Heuiser |
| Nevada Sun Peak Power LLC | Secretary | Fisfis |
| Nevada Sun Peak Power LLC | Vice President | Marks |
| Nevada Sun Peak Power LLC | Assistant Secretary | Osteraas |
| New Haven Harbor Power LLC | Secretary | Fisfis |
| New Haven Harbor Power LLC | Assistant Secretary | Osteraas |
| Nitrogen Limited | Director | National Power |
| NM Colton Genco LLC | Manager | NEO-Montauk Genco Management |

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| | | |
|-----------------------------------|-----------------------------|------------------------------|
| NM Mid Valley Genco LLC | Manager | NEO-Montauk Genco Management |
| NM Milliken Genco LLC | Manager | NEO-Montauk Genco Management |
| NM San Timoteo Genco LLC | Manager | NEO-Montauk Genco Management |
| Northbrook Acquisition Corp. | Assistant Secretary | Omega Energy |
| Northbrook Acquisition Corp. | Executive Vice President | Omega Energy |
| Northbrook Acquisition Corp. | President | Omega Energy |
| Northbrook Acquisition Corp. | Secretary | Omega Energy |
| Northbrook Acquisition Corp. | Treasurer | Omega Energy |
| Northbrook Acquisition Corp. | Director | Sinclair |
| Northbrook Acquisition Corp. | Director | Sundquist |
| Northbrook Carolina Hydro II, LLC | Manager | Northbrook Energy L.L.C. |
| Northbrook Carolina Hydro II, LLC | Manager | Omega Energy L.L.C. |
| Northbrook Carolina Hydro, L.L.C. | Manager | Sinclair |
| Northbrook Carolina Hydro, L.L.C. | Operating Committee Member | Sinclair |
| Northbrook Carolina Hydro, L.L.C. | Manager | Sundquist |
| Northbrook Carolina Hydro, L.L.C. | Operating Committee Member | Sundquist |
| Northbrook Energy, L.L.C. | Operating Committee member | Sinclair |
| Northbrook Energy, L.L.C. | Operating Committee member | Sundquist |
| Northbrook New York LLC | Operating Committee Member | Sinclair |
| Northbrook New York LLC | Operating Committee Member | Sundquist |
| Northeast Generation Holding LLC | Assistant Secretary | Davido |
| Northeast Generation Holding LLC | Management Committee Member | Davido |
| Northeast Generation Holding LLC | Vice President | Davido |
| Northeast Generation Holding LLC | Secretary | Fisfis |
| Northeast Generation Holding LLC | Management Committee Member | Kelly |

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| | | |
|----------------------------------|-----------------------------|----------|
| Northeast Generation Holding LLC | President | Kelly |
| Northeast Generation Holding LLC | Assistant Secretary | Osteraas |
| Northeast Generation Holding LLC | Treasurer | Schaefer |
| Norwalk Power LLC | Vice President | Brewster |
| Norwalk Power LLC | Assistant Secretary | Davido |
| Norwalk Power LLC | Management Committee Member | Davido |

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| SUBSIDIARY NAME | TITLE | LAST NAME |
|------------------------------|-----------------------------|---------------------|
| Norwalk Power LLC | Vice President | Davido |
| Norwalk Power LLC | Secretary | Fisfis |
| Norwalk Power LLC | Management Committee Member | Kelly |
| Norwalk Power LLC | President | Kelly |
| Norwalk Power LLC | Assistant Secretary | Osteraas |
| Norwalk Power LLC | Treasurer | Schaefer |
| Norwalk Power LLC | Independent Member | Tillman |
| NR(Gibraltar) | Director | Golt |
| NRG Affiliate Services Inc. | Assistant Secretary | Davido |
| NRG Affiliate Services Inc. | Director (sole) | Davido |
| NRG Affiliate Services Inc. | Vice President | Davido |
| NRG Affiliate Services Inc. | President | Kelly |
| NRG Affiliate Services Inc. | Secretary | O'Brien |
| NRG Affiliate Services Inc. | Assistant Secretary | Osteraas |
| NRG Affiliate Services Inc. | Treasurer | Schaefer |
| NRG Andean Development Ltda. | General Manager | Contreras del Solar |
| NRG Artesia Operations Inc. | Secretary | Lloyd |
| NRG Artesia Operations Inc. | Assistant Secretary | Osteraas |
| NRG Artesia Operations Inc. | Vice President | Smith |

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|--------------------------------------|---------------------|----------|
| NRG Arthur Kill Operations Inc. | Vice President | Brewster |
| NRG Arthur Kill Operations Inc. | Assistant Secretary | Davido |
| NRG Arthur Kill Operations Inc. | Director (sole) | Davido |
| NRG Arthur Kill Operations Inc. | Vice Pesident | Davido |
| NRG Arthur Kill Operations Inc. | Secretary | Fisfis |
| NRG Arthur Kill Operations Inc. | President | Kelly |
| NRG Arthur Kill Operations Inc. | Assistant Secretary | Osteraas |
| NRG Arthur Kill Operations Inc. | Vice President | Riley |
| NRG Arthur Kill Operations Inc. | Treasurer | Schaefer |
| NRG Ashtabula Generating LLC | Assistant Secretary | Davido |
| NRG Ashtabula Generating LLC | Member (sole) | Davido |
| NRG Ashtabula Generating LLC | Vice President | Davido |
| NRG Ashtabula Generating LLC | Secretary | Fisfis |
| NRG Ashtabula Generating LLC | President | Kelly |
| NRG Ashtabula Generating LLC | Assistant Secretary | Osteraas |
| NRG Ashtabula Generating LLC | Vice President | Riley |
| NRG Ashtabula Generating LLC | Treasurer | Schaefer |
| NRG Ashtabula Operations Inc. | Vice President | Brewster |
| NRG Ashtabula Operations Inc. | Assistant Secretary | Davido |
| NRG Ashtabula Operations Inc. | Director (sole) | Davido |
| NRG Ashtabula Operations Inc. | Vice President | Davido |
| NRG Ashtabula Operations Inc. | Secretary | Fisfis |
| NRG Ashtabula Operations Inc. | President | Kelly |
| NRG Ashtabula Operations Inc. | Assistant Secretary | Osteraas |
| NRG Ashtabula Operations Inc. | Treasurer | Schaefer |
| NRG Asia Corporate Services Pte Ltd. | Directors | Adams |

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| SUBSIDIARY NAME | TITLE | LAST NAME | FIRST NAME |
|-----------------------------------------|-----------------------------|-----------|------------|
| NRG Asia Corporate Services Pte Ltd. | Directors | Graham | Robert |
| NRG Asia Corporate Services Pte Ltd. | Directors | Messer | Shaun |
| NRG Asia-Pacific, Ltd. | Local Agent-Australia | Cameron | Rodney |
| NRG Asia-Pacific, Ltd. | President | Kelly | Richard |
| NRG Asia-Pacific, Ltd. | Secretary | O'Brien | Timothy |
| NRG Asia-Pacific, Ltd. | Assistant Secretary | Osteraas | Kathryn |
| NRG Astoria Gas Turbine Operations Inc. | Vice President | Brewster | John |
| NRG Astoria Gas Turbine Operations Inc. | Assistant Secretary | Davido | Scott |
| NRG Astoria Gas Turbine Operations Inc. | Director (sole) | Davido | Scott |
| NRG Astoria Gas Turbine Operations Inc. | Vice President | Davido | Scott |
| NRG Astoria Gas Turbine Operations Inc. | Secretary | Fisfis | David |
| NRG Astoria Gas Turbine Operations Inc. | President | Kelly | Richard |
| NRG Astoria Gas Turbine Operations Inc. | Assistant Secretary | Osteraas | Kathryn |
| NRG Astoria Gas Turbine Operations Inc. | Vice President | Riley | Bryan |
| NRG Astoria Gas Turbine Operations Inc. | Treasurer | Schaefer | George |
| NRG Audrain Generating LLC | Assistant Secretary | Davido | Scott |
| NRG Audrain Generating LLC | Management Committee Member | Davido | Scott |
| NRG Audrain Generating LLC | Vice President | Davido | Scott |
| NRG Audrain Generating LLC | Management Committee Member | Kelly | Richard |
| NRG Audrain Generating LLC | President | Kelly | Richard |
| NRG Audrain Generating LLC | Vice President | Marks | Stanley |
| NRG Audrain Generating LLC | Secretary | O'Brien | Timothy |
| NRG Audrain Generating LLC | Assistant Secretary | Osteraas | Kathryn |
| NRG Audrain Generating LLC | Treasurer | Schaefer | George |
| NRG Audrain Generating LLC | Independent Member | Stawikey | Mary |
| NRG Audrain Holding LLC | Assistant Secretary | Davido | Scott |
| NRG Audrain Holding LLC | Management Committee Member | Davido | Scott |
| NRG Audrain Holding LLC | Vice President | Davido | Scott |
| NRG Audrain Holding LLC | Independent Member | Eppes | David |

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|-----------------------------------------|-----------------------------|----------|---------|
| NRG Audrain Holding LLC | Management Committee Member | Kelly | Richard |
| NRG Audrain Holding LLC | President | Kelly | Richard |
| NRG Audrain Holding LLC | Vice President | Marks | Stanley |
| NRG Audrain Holding LLC | Secretary | O'Brien | Timothy |
| NRG Audrain Holding LLC | Assistant Secretary | Osteraas | Kathryn |
| NRG Audrain Holding LLC | Treasurer | Schaefer | George |
| NRG Audrain Holding LLC | Independent Member | Stawikey | Mary |
| NRG Australia Holdings (No. 4) Pty Ltd. | | | |
| NRG Australia Holdings (No. 4) Pty Ltd. | Secretary | Messer | Shaun |
| NRG Batesville LLC | Assistant Secretary | Davido | Scott |
| NRG Batesville LLC | Vice President | Davido | Scott |
| NRG Batesville LLC | President | Kelly | Richard |
| NRG Batesville LLC | Vice President | Marks | Stanley |
| NRG Batesville LLC | Secretary | McInnis | A. |
| NRG Batesville LLC | Assistant Secretary | Osteraas | Kathryn |

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| SUBSIDIARY NAME | TITLE | LAST NAME | FIRST |
|-------------------------------|---------------------|-----------|-------|
| NRG Batesville LLC | Treasurer | Schaefer | Georg |
| NRG Bay Shore Operations Inc. | Vice President | Brewster | John |
| NRG Bay Shore Operations Inc. | Assistant Secretary | Davido | Scott |
| NRG Bay Shore Operations Inc. | Director (sole) | Davido | Scott |
| NRG Bay Shore Operations Inc. | Vice President | Davido | Scott |
| NRG Bay Shore Operations Inc. | Secretary | Fisfis | David |
| NRG Bay Shore Operations Inc. | President | Kelly | Richa |
| NRG Bay Shore Operations Inc. | Assistant Secretary | Osteraas | Kathr |
| NRG Bay Shore Operations Inc. | Treasurer | Schaefer | Georg |
| NRG Bayou Cove LLC | Assistant Secretary | Davido | Scott |

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|-------------------------------|------------------------------------|----------|-------|
| NRG Bayou Cove LLC | Management Board (sole) | Davido | Scott |
| NRG Bayou Cove LLC | Vice President | Davido | Scott |
| NRG Bayou Cove LLC | President | Kelly | Richa |
| NRG Bayou Cove LLC | Vice President | Marks | Stanl |
| NRG Bayou Cove LLC | Secretary | McInnis | A. |
| NRG Bayou Cove LLC | Assistant Secretary | Osteraas | Kathr |
| NRG Bayou Cove LLC | Treasurer | Schaefer | Georg |
| NRG Bourbonnais Equipment LLC | Assistant Secretary | Davido | Scott |
| NRG Bourbonnais Equipment LLC | Management Committee Member (sole) | Davido | Scott |
| NRG Bourbonnais Equipment LLC | Vice President | Davido | Scott |
| NRG Bourbonnais Equipment LLC | President | Kelly | Richa |
| NRG Bourbonnais Equipment LLC | Vice President | Marks | Stanl |
| NRG Bourbonnais Equipment LLC | Secretary | O'Brien | Timot |
| NRG Bourbonnais Equipment LLC | Assistant Secretary | Osteraas | Kathr |
| NRG Bourbonnais Equipment LLC | Treasurer | Schaefer | Georg |
| NRG Bourbonnais LLC | Vice President | Brewster | John |
| NRG Bourbonnais LLC | Assistant Secretary | Davido | Scott |
| NRG Bourbonnais LLC | Management Committee Board (sole) | Davido | Scott |
| NRG Bourbonnais LLC | Vice President | Davido | Scott |
| NRG Bourbonnais LLC | President | Kelly | Richa |
| NRG Bourbonnais LLC | Vice President | Marks | Stanl |
| NRG Bourbonnais LLC | Secretary | O'Brien | Timot |
| NRG Bourbonnais LLC | Assistant Secretary | Osteraas | Kathr |
| NRG Bourbonnais LLC | Treasurer | Schaefer | Georg |
| NRG Brazos Valley GP LLC | Assistant Secretary | Davido | Scott |
| NRG Brazos Valley GP LLC | Vice President | Davido | Scott |
| NRG Brazos Valley GP LLC | President | Kelly | Richa |
| NRG Brazos Valley GP LLC | Vice President | Marks | Stanl |
| NRG Brazos Valley GP LLC | Secretary | O'Brien | Timot |
| NRG Brazos Valley GP LLC | Assistant Secretary | Osteraas | Kathr |
| NRG Brazos Valley GP LLC | Treasurer | Schaefer | Georg |

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| | | | |
|--------------------------|---------------------|--------|-------|
| NRG Brazos Valley LP LLC | Assistant Secretary | Davido | Scott |
| NRG Brazos Valley LP LLC | Vice President | Davido | Scott |
| NRG Brazos Valley LP LLC | President | Kelly | Richa |
| NRG Brazos Valley LP LLC | Vice President | Marks | Stanl |

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| SUBSIDIARY NAME | TITLE | LAST NAME | FIR |
|---------------------------------------|---------------------|-----------|-----|
| NRG Brazos Valley LP LLC | Secretary | O'Brien | Tim |
| NRG Brazos Valley LP LLC | Assistant Secretary | Osteraas | Kat |
| NRG Brazos Valley LP LLC | Treasurer | Schaefer | Geo |
| NRG Brazos Valley Technology LP LLC | Assistant Secretary | Davido | Sco |
| NRG Brazos Valley Technology LP LLC | Vice President | Davido | Sco |
| NRG Brazos Valley Technology LP LLC | President | Kelly | Ric |
| NRG Brazos Valley Technology LP LLC | Vice President | Marks | Sta |
| NRG Brazos Valley Technology LP LLC | Secretary | O'Brien | Tim |
| NRG Brazos Valley Technology LP LLC | Assistant Secretary | Osteraas | Kat |
| NRG Brazos Valley Technology LP LLC | Treasurer | Schaefer | Geo |
| NRG Bridgeport Harbor Operations Inc. | Secretary | Fisfis | Dav |
| NRG Bridgeport Harbor Operations Inc. | Assistant Secretary | Osteraas | Kat |
| NRG Cabrillo Power Operations Inc. | Vice President | Brewster | Joh |
| NRG Cabrillo Power Operations Inc. | Assistant Secretary | Davido | Sco |
| NRG Cabrillo Power Operations Inc. | Director (sole) | Davido | Sco |
| NRG Cabrillo Power Operations Inc. | Vice President | Davido | Sco |
| NRG Cabrillo Power Operations Inc. | President | Kelly | Ric |
| NRG Cabrillo Power Operations Inc. | Secretary | Lloyd | Dav |
| NRG Cabrillo Power Operations Inc. | Assistant Secretary | Osteraas | Kat |
| NRG Cabrillo Power Operations Inc. | Treasurer | Schaefer | Geo |

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|------------------------------|------------------------------------|----------|-----|
| NRG Cadillac Inc. | Director | Kelly | Ric |
| NRG Cadillac Inc. | Secretary | O'Brien | Tim |
| NRG Cadillac Inc. | Assistant Secretary | Osteraas | Kat |
| NRG Cadillac Operations Inc. | Vice President | Brewster | Joh |
| NRG Cadillac Operations Inc. | Assistant Secretary | Davido | Sco |
| NRG Cadillac Operations Inc. | Director (sole) | Davido | Sco |
| NRG Cadillac Operations Inc. | Vice President | Davido | Sco |
| NRG Cadillac Operations Inc. | President | Kelly | Ric |
| NRG Cadillac Operations Inc. | Secretary | O'Brien | Tim |
| NRG Cadillac Operations Inc. | Assistant Secretary | Osteraas | Kat |
| NRG Cadillac Operations Inc. | Treasurer | Schaefer | Geo |
| NRG Capital II LLC | Assistant Secretary | Davido | Sco |
| NRG Capital II LLC | Management Committee Member (sole) | Davido | Sco |
| NRG Capital II LLC | Vice President | Davido | Sco |
| NRG Capital II LLC | President | Kelly | Ric |
| NRG Capital II LLC | Vice President | Marks | Sta |
| NRG Capital II LLC | Assistant Secretary | Osteraas | Kat |
| NRG Capital II LLC | Secretary | Quinby | Dav |
| NRG Capital II LLC | Treasurer | Schaefer | Geo |
| NRG Capital LLC | Assistant Secretary | Davido | Sco |
| NRG Capital LLC | Management Committee Member | Davido | Sco |
| NRG Capital LLC | Vice President | Davido | Sco |
| NRG Capital LLC | Management Committee Member | Kelly | Ric |
| NRG Capital LLC | President | Kelly | Ric |
| NRG Capital LLC | Secretary | O'Brien | Tim |

| SUBSIDIARY NAME | TITLE | LAST NAME |
|-----------------|-------|-----------|
|-----------------|-------|-----------|

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|---------------------------------------------|-----------------------------|------------|
| NRG Capital LLC | Assistant Secretary | Osteraas |
| NRG Capital LLC | Independent Member | Panaccione |
| NRG Capital LLC | Management Committee Member | Schaefer |
| NRG Capital LLC | Treasurer | Schaefer |
| NRG Caymans Company | Director | Smith |
| NRG Caymans Company | Secretary | Smith |
| NRG Caymans-C | Secretary | Smith |
| NRG Caymans-P | Secretary | Smith |
| NRG Central U.S. LLC | Assistant Secretary | Davido |
| NRG Central U.S. LLC | Management Committee Member | Davido |
| NRG Central U.S. LLC | Vice President | Davido |
| NRG Central U.S. LLC | Management Committee Member | Kelly |
| NRG Central U.S. LLC | President | Kelly |
| NRG Central U.S. LLC | Vice President | Marks |
| NRG Central U.S. LLC | Secretary | O'Brien |
| NRG Central U.S. LLC | Assistant Secretary | Osteraas |
| NRG Central U.S. LLC | Treasurer | Schaefer |
| NRG Collinsville Operating Services Pty Ltd | Director | Capenter |
| NRG Collinsville Operating Services Pty Ltd | Director | Davido |
| NRG Collinsville Operating Services Pty Ltd | Secretary | Messer |
| NRG ComLease LLC | Assistant Secretary | Davido |
| NRG ComLease LLC | Vice President | Davido |
| NRG ComLease LLC | President | Kelly |
| NRG ComLease LLC | Secretary | O'Brien |
| NRG ComLease LLC | Assistant Secretary | Osteraas |
| NRG ComLease LLC | Treasurer | Schaefer |
| NRG Connecticut Affiliate Services Inc. | Assistant Secretary | Davido |
| NRG Connecticut Affiliate Services Inc. | Director (sole) | Davido |
| NRG Connecticut Affiliate Services Inc. | Vice President | Davido |
| NRG Connecticut Affiliate Services Inc. | Secretary | Fisfis |
| NRG Connecticut Affiliate Services Inc. | President | Kelly |

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| | | |
|-----------------------------------------|-------------------------|----------|
| NRG Connecticut Affiliate Services Inc. | Assistant Secretary | Osteraas |
| NRG Connecticut Affiliate Services Inc. | Vice President | Riley |
| NRG Connecticut Ancillary Assets LLC | Secretary | Fisfis |
| NRG Connecticut Ancillary Assets LLC | Assistant Secretary | Osteraas |
| NRG Connecticut Equipment LLC | Assistant Secretary | Davido |
| NRG Connecticut Equipment LLC | Management Board (sole) | Davido |
| NRG Connecticut Equipment LLC | Vice President | Davido |
| NRG Connecticut Equipment LLC | Secretary | Fisfis |
| NRG Connecticut Equipment LLC | President | Kelly |
| NRG Connecticut Equipment LLC | Assistant Secretary | Osteraas |
| NRG Connecticut Equipment LLC | Vice President | Riley |
| NRG Connecticut Equipment LLC | Treasurer | Schaefer |
| NRG Connecticut Generating LLC | Vice President | Brewster |
| NRG Connecticut Generating LLC | Assistant Secretary | Davido |

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| SUBSIDIARY NAME | TITLE | LAST NAME |
|----------------------------------|-----------------------------|-----------|
| NRG Connecticut Generating LLC | Management Committee Member | Davido |
| NRG Connecticut Generating LLC | Vice President | Davido |
| NRG Connecticut Generating LLC | Secretary | Fisfis |
| NRG Connecticut Generating LLC | Management Committee Member | Kelly |
| NRG Connecticut Generating LLC | President | Kelly |
| NRG Connecticut Generating LLC | Assistant Secretary | Osteraas |
| NRG Connecticut Generating LLC | Treasurer | Schaefer |
| NRG Connecticut Power Assets LLC | Secretary | Fisfis |
| NRG Connecticut Power Assets LLC | Assistant Secretary | Osteraas |
| NRG del Coronado Inc. | Director | Carroll |
| NRG del Coronado Inc. | President | Carroll |

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| | | |
|------------------------------|---------------------|----------|
| NRG del Coronado Inc. | Assistant Secretary | Osteraas |
| NRG del Coronado Inc. | Secretary | Ptacek |
| NRG Development Company Inc. | Vice President | Carroll |
| NRG Development Company Inc. | Assistant Secretary | Davido |
| NRG Development Company Inc. | Director (sole) | Davido |
| NRG Development Company Inc. | Vice President | Davido |
| NRG Development Company Inc. | President | Kelly |
| NRG Development Company Inc. | Vice President | Marks |
| NRG Development Company Inc. | Secretary | O'Brien |
| NRG Development Company Inc. | Assistant Secretary | Osteraas |
| NRG Development Company Inc. | Treasurer | Schaefer |
| NRG Development Company Inc. | Vice President | Schaefer |
| NRG Devon Operations Inc. | Vice President | Brewster |
| NRG Devon Operations Inc. | Assistant Secretary | Davido |
| NRG Devon Operations Inc. | Director (sole) | Davido |
| NRG Devon Operations Inc. | Vice President | Davido |
| NRG Devon Operations Inc. | Secretary | Fisfis |
| NRG Devon Operations Inc. | President | Kelly |
| NRG Devon Operations Inc. | Assistant Secretary | Osteraas |
| NRG Devon Operations Inc. | Treasurer | Schaefer |
| NRG do Brasil Ltda. | Delegate Manager | Borba |
| NRG do Brasil Ltda. | Delegate Manager | Torres |
| NRG Dunkirk Operations Inc. | Vice President | Brewster |
| NRG Dunkirk Operations Inc. | Assistant Secretary | Davido |
| NRG Dunkirk Operations Inc. | Director (sole) | Davido |
| NRG Dunkirk Operations Inc. | Vice President | Davido |
| NRG Dunkirk Operations Inc. | Secretary | Fisfis |
| NRG Dunkirk Operations Inc. | President | Kelly |
| NRG Dunkirk Operations Inc. | Assistant Secretary | Osteraas |
| NRG Dunkirk Operations Inc. | Treasurer | Schaefer |
| NRG Eastern LLC | Assistant Secretary | Davido |

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| | | |
|-----------------|-----------------------------|--------|
| NRG Eastern LLC | Management Committee Member | Davido |
| NRG Eastern LLC | Vice President | Davido |
| NRG Eastern LLC | Secretary | Fisfis |

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| SUBSIDIARY NAME | TITLE | LAST NAME |
|--------------------------------|-----------------------------|-----------|
| NRG Eastern LLC | Management Committee Member | Kelly |
| NRG Eastern LLC | President | Kelly |
| NRG Eastern LLC | Assistant Secretary | Osteraas |
| NRG Eastern LLC | Treasurer | Schaefer |
| NRG Eastlake Operations Inc. | Vice President | Brewster |
| NRG Eastlake Operations Inc. | Assistant Secretary | Davido |
| NRG Eastlake Operations Inc. | Director (sole) | Davido |
| NRG Eastlake Operations Inc. | Vice President | Davido |
| NRG Eastlake Operations Inc. | Secretary | Fisfis |
| NRG Eastlake Operations Inc. | President | Kelly |
| NRG Eastlake Operations Inc. | Assistant Secretary | Osteraas |
| NRG Eastlake Operations Inc. | Treasurer | Schaefer |
| NRG El Segundo Inc. | Secretary | Lloyd |
| NRG El Segundo Inc. | Vice President | Marks |
| NRG El Segundo Inc. | Assistant Secretary | Osteraas |
| NRG El Segundo Operations Inc. | Vice President | Brewster |
| NRG El Segundo Operations Inc. | Assistant Secretary | Davido |
| NRG El Segundo Operations Inc. | Director (sole) | Davido |
| NRG El Segundo Operations Inc. | Vice President | Davido |
| NRG El Segundo Operations Inc. | President | Kelly |
| NRG El Segundo Operations Inc. | Secretary | Lloyd |

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| | | |
|-----------------------------------|---------------------|-----------|
| NRG El Segundo Operations Inc. | Assistant Secretary | Osteraas |
| NRG El Segundo Operations Inc. | Treasurer | Schaefer |
| NRG Energeticky Provoz, s.r.o. | Executive Director | Klanduch |
| NRG Energeticky Provoz, s.r.o. | Executive Director | Prazjler |
| NRG Energy Center Dover LLC | President | Carroll |
| NRG Energy Center Dover LLC | Assistant Secretary | Davido |
| NRG Energy Center Dover LLC | Vice President | Davido |
| NRG Energy Center Dover LLC | Assistant Secretary | Osteraas |
| NRG Energy Center Dover LLC | Vice President | Platteter |
| NRG Energy Center Dover LLC | Secretary | Ptacek |
| NRG Energy Center Dover LLC | Treasurer | Schaefer |
| NRG Energy Center Harrisburg Inc. | Director | Carroll |
| NRG Energy Center Harrisburg Inc. | President | Carroll |
| NRG Energy Center Harrisburg Inc. | Assistant Secretary | Davido |
| NRG Energy Center Harrisburg Inc. | Vice President | Davido |
| NRG Energy Center Harrisburg Inc. | Vice President | Goodwin |
| NRG Energy Center Harrisburg Inc. | Director | Kelly |
| NRG Energy Center Harrisburg Inc. | Assistant Secretary | Osteraas |
| NRG Energy Center Harrisburg Inc. | Secretary | Ptacek |
| NRG Energy Center Minneapolis LLC | President | Carroll |
| NRG Energy Center Minneapolis LLC | Assistant Secretary | Davido |
| NRG Energy Center Minneapolis LLC | Vice President | Davido |
| NRG Energy Center Minneapolis LLC | Vice President | Davison |
| NRG Energy Center Minneapolis LLC | Vice President | Guglielmi |

| SUBSIDIARY NAME | TITLE | LAST NAME | FIR |
|-----------------------------------|---------------------|-----------|-----|
| NRG Energy Center Minneapolis LLC | Assistant Secretary | Osteraas | Kat |

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|-----------------------------------|---------------------|-----------|-----|
| NRG Energy Center Minneapolis LLC | Secretary | Ptacek | Tam |
| NRG Energy Center Minneapolis LLC | Treasurer | Schaefer | Geo |
| NRG Energy Center Paxton Inc. | Director | Carroll | Mic |
| NRG Energy Center Paxton Inc. | President | Carroll | Mic |
| NRG Energy Center Paxton Inc. | Assistant Secretary | Davido | Sc |
| NRG Energy Center Paxton Inc. | Vice President | Davido | Sc |
| NRG Energy Center Paxton Inc. | Vice President | Goodwin | Wil |
| NRG Energy Center Paxton Inc. | Director | Kelly | Ric |
| NRG Energy Center Paxton Inc. | Assistant Secretary | Osteraas | Kat |
| NRG Energy Center Paxton Inc. | Secretary | Ptacek | Tam |
| NRG Energy Center Paxton Inc. | Treasurer | Schaefer | Geo |
| NRG Energy Center Pittsburgh LLC | President | Carroll | Mic |
| NRG Energy Center Pittsburgh LLC | Assistant Secretary | Davido | Sc |
| NRG Energy Center Pittsburgh LLC | Vice President | Davido | Sc |
| NRG Energy Center Pittsburgh LLC | Vice President | Goodwin | Wil |
| NRG Energy Center Pittsburgh LLC | Assistant Secretary | Osteraas | Kat |
| NRG Energy Center Pittsburgh LLC | Secretary | Ptacek | Tam |
| NRG Energy Center Pittsburgh LLC | Treasurer | Schaefer | Geo |
| NRG Energy Center Rock Tenn LLC | President | Carroll | Mic |
| NRG Energy Center Rock Tenn LLC | Assistant Secretary | Davido | Sc |
| NRG Energy Center Rock Tenn LLC | Vice President | Davido | Sc |
| NRG Energy Center Rock Tenn LLC | Assistant Secretary | Osteraas | Kat |
| NRG Energy Center Rock Tenn LLC | Vice President | Platteter | Den |
| NRG Energy Center Rock Tenn LLC | Secretary | Ptacek | Tam |
| NRG Energy Center Rock Tenn LLC | Treasurer | Schaefer | Geo |
| NRG Energy Center San Diego LLC | President | Carroll | Mic |
| NRG Energy Center San Diego LLC | Assistant Secretary | Davido | Sc |
| NRG Energy Center San Diego LLC | Vice President | Davido | Sc |
| NRG Energy Center San Diego LLC | Vice President | Hoffmann | Mar |
| NRG Energy Center San Diego LLC | Assistant Secretary | Osteraas | Kat |
| NRG Energy Center San Diego LLC | Secretary | Ptacek | Tam |

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| | | | |
|-------------------------------------|-----------------------------|----------|-----|
| NRG Energy Center San Diego LLC | Treasurer | Schaefer | Geo |
| NRG Energy Center San Francisco LLC | President | Carroll | Mic |
| NRG Energy Center San Francisco LLC | Assistant Secretary | Davido | Sc |
| NRG Energy Center San Francisco LLC | Vice President | Davido | Sc |
| NRG Energy Center San Francisco LLC | Vice President | Mayer | Ric |
| NRG Energy Center San Francisco LLC | Assistant Secretary | Osteraas | Kat |
| NRG Energy Center San Francisco LLC | Secretary | Ptacek | Tam |
| NRG Energy Center San Francisco LLC | Treasurer | Schaefer | Geo |
| NRG Energy Center Smyrna LLC | Management Committee Member | Carroll | Mic |
| NRG Energy Center Smyrna LLC | President | Carroll | Mic |
| NRG Energy Center Smyrna LLC | Assistant Secretary | Davido | Sc |
| NRG Energy Center Smyrna LLC | Management Committee Member | Davido | Sc |
| NRG Energy Center Smyrna LLC | Vice President | Davido | Sc |

| SUBSIDIARY NAME | TITLE | | L |
|------------------------------|---------------------|-----------|---|
| NRG Energy Center Smyrna LLC | Assistant Secretary | Osteraas | |
| NRG Energy Center Smyrna LLC | Vice President | Platteter | |
| NRG Energy Center Smyrna LLC | Secretary | Ptacek | |
| NRG Energy Center Smyrna LLC | Treasurer | Schaefer | |
| NRG Energy Center Washco LLC | President | Carroll | |
| NRG Energy Center Washco LLC | Assistant Secretary | Davido | |
| NRG Energy Center Washco LLC | Vice President | Davido | |
| NRG Energy Center Washco LLC | Assistant Secretary | Osteraas | |
| NRG Energy Center Washco LLC | Vice President | Platteter | |
| NRG Energy Center Washco LLC | Secretary | Ptacek | |
| NRG Energy Center Washco LLC | Treasurer | Schaefer | |

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| | | |
|------------------------------------|--------------------------------------|-------------|
| NRG Energy Development B.V. | Director | Kelly |
| NRG Energy Development B.V. | Director | Temmes Mana |
| NRG Energy Insurance, Ltd. | Director | Calvert |
| NRG Energy Jackson Valley I, Inc. | Assistant Secretary | Davido |
| NRG Energy Jackson Valley I, Inc. | Director | Davido |
| NRG Energy Jackson Valley I, Inc. | Vice President | Davido |
| NRG Energy Jackson Valley I, Inc. | Director | Kelly |
| NRG Energy Jackson Valley I, Inc. | President | Kelly |
| NRG Energy Jackson Valley I, Inc. | Secretary | Lloyd |
| NRG Energy Jackson Valley I, Inc. | Vice President | Marks |
| NRG Energy Jackson Valley I, Inc. | Assistant Secretary | Osteraas |
| NRG Energy Jackson Valley I, Inc. | Director | Schaefer |
| NRG Energy Jackson Valley I, Inc. | Treasurer | Schaefer |
| NRG Energy Jackson Valley II, Inc. | Assistant Secretary | Davido |
| NRG Energy Jackson Valley II, Inc. | Director | Davido |
| NRG Energy Jackson Valley II, Inc. | Vice President | Davido |
| NRG Energy Jackson Valley II, Inc. | Director | Kelly |
| NRG Energy Jackson Valley II, Inc. | Secretary | Lloyd |
| NRG Energy Jackson Valley II, Inc. | Vice President | Marks |
| NRG Energy Jackson Valley II, Inc. | Assistant Secretary | Osteraas |
| NRG Energy Jackson Valley II, Inc. | Director | Schaefer |
| NRG Energy Jackson Valley II, Inc. | Treasurer | Schaefer |
| NRG Energy Ltd. | Joint Secretary | Birthisel |
| NRG Energy Ltd. | Secretary | Eitrheim |
| NRG Energy Ltd. | Director | Kelly |
| NRG Energy PL Sp. z o.o. | Management Board Member | Wolf |
| NRG Energy, Inc. | Vice President | Bonavia |
| NRG Energy, Inc. | Vice President Worldwide Operations | Brewster |
| NRG Energy, Inc. | Chairman and Chief Executive Officer | Brunetti |
| NRG Energy, Inc. | Director | Brunetti |
| NRG Energy, Inc. | Corporate Secretary | Davido |

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| | | |
|------------------|----------------------------------------|---------|
| NRG Energy, Inc. | Senior Vice President, General Counsel | Davido |
| NRG Energy, Inc. | Director | Johnson |

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| SUBSIDIARY NAME | TITLE |
|---------------------------|----------------------------------------------|
| NRG Energy, Inc. | Director |
| NRG Energy, Inc. | President and Chief Operating Officer |
| NRG Energy, Inc. | Vice President & Controller |
| NRG Energy, Inc. | Senior Vice President, Commercial Operations |
| NRG Energy, Inc. | Treasurer |
| NRG Energy, Inc. | Vice President |
| NRG Energy, Inc. | Vice President |
| NRG Energy, Inc. | Vice President Administrative Services |
| NRG Equipment Company LLC | Assistant Secretary |
| NRG Equipment Company LLC | Manager (sole) |
| NRG Equipment Company LLC | Vice President |
| NRG Equipment Company LLC | President |
| NRG Equipment Company LLC | Vice President |
| NRG Equipment Company LLC | Secretary |
| NRG Equipment Company LLC | Assistant Secretary |
| NRG Equipment Company LLC | Treasurer |
| NRG Finance Company I LLC | Assistant Secretary |
| NRG Finance Company I LLC | Management Committee Member |
| NRG Finance Company I LLC | Vice President |
| NRG Finance Company I LLC | Independent Member |
| NRG Finance Company I LLC | Management Committee Member |
| NRG Finance Company I LLC | President |

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| | |
|------------------------------------------|-----------------------------|
| NRG Finance Company I LLC | Secretary |
| NRG Finance Company I LLC | Assistant Secretary |
| NRG Finance Company I LLC | Management Committee Member |
| NRG Finance Company I LLC | Treasurer |
| NRG Flinders Operating Services Pty Ltd | Director |
| NRG Flinders Operating Services Pty Ltd | Secretary |
| NRG Gila Bend Holdings Inc. | Assistant Secretary |
| NRG Gila Bend Holdings Inc. | Director (sole) |
| NRG Gila Bend Holdings Inc. | Vice President |
| NRG Gila Bend Holdings Inc. | President |
| NRG Gila Bend Holdings Inc. | Secretary |
| NRG Gila Bend Holdings Inc. | Vice President |
| NRG Gila Bend Holdings Inc. | Assistant Secretary |
| NRG Gila Bend Holdings Inc. | Treasurer |
| NRG Gladstone Operating Services Pty Ltd | |
| NRG Gladstone Operating Services Pty Ltd | Director |
| NRG Gladstone Operating Services Pty Ltd | Director |
| NRG Gladstone Operating Services Pty Ltd | Secretary |
| NRG Gladstone Operating Services Pty Ltd | Director |
| NRG Gladstone Superannuation Pty Ltd | Director |
| NRG Gladstone Superannuation Pty Ltd | Director |
| NRG Gladstone Superannuation Pty Ltd | Secretary |

| SUBSIDIARY NAME | TITLE | LAST NAME |
|--------------------------------------|----------|-----------|
| NRG Gladstone Superannuation Pty Ltd | Director | Kropp |
| NRG Gladstone Superannuation Pty Ltd | Director | Leinster |

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| | | |
|--------------------------------------|---------------------|----------|
| NRG Gladstone Superannuation Pty Ltd | Director | Parker |
| NRG Gladstone Superannuation Pty Ltd | Director | Watts |
| NRG Granite Acquisition LLC | Assistant Secretary | Davido |
| NRG Granite Acquisition LLC | Vice President | Davido |
| NRG Granite Acquisition LLC | President | Kelly |
| NRG Granite Acquisition LLC | Vice President | Marks |
| NRG Granite Acquisition LLC | Secretary | McInnis |
| NRG Granite Acquisition LLC | Assistant Secretary | Osteraas |
| NRG Granite Acquisition LLC | Treasurer | Schaefer |
| NRG Huntley Operations Inc. | Vice President | Brewster |
| NRG Huntley Operations Inc. | Assistant Secretary | Davido |
| NRG Huntley Operations Inc. | Director (sole) | Davido |
| NRG Huntley Operations Inc. | Vice President | Davido |
| NRG Huntley Operations Inc. | Secretary | Fisfis |
| NRG Huntley Operations Inc. | President | Kelly |
| NRG Huntley Operations Inc. | Assistant Secretary | Osteraas |
| NRG Huntley Operations Inc. | Treasurer | Schaefer |
| NRG Ilion LP LLC | Assistant Secretary | Davido |
| NRG Ilion LP LLC | Vice President | Davido |
| NRG Ilion LP LLC | Secretary | Fisfis |
| NRG Ilion LP LLC | Independent Member | Kalbach |
| NRG Ilion LP LLC | President | Kelly |
| NRG Ilion LP LLC | Assistant Secretary | Osteraas |
| NRG Ilion LP LLC | Vice President | Riley |
| NRG Ilion LP LLC | Treasurer | Schaefer |
| NRG International Development Inc. | Assistant Secretary | Davido |
| NRG International Development Inc. | Director (sole) | Davido |
| NRG International Development Inc. | Vice President | Davido |
| NRG International Development Inc. | President | Kelly |
| NRG International Development Inc. | Secretary | O'Brien |
| NRG International Development Inc. | Assistant Secretary | Osteraas |

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|-----------------------------------------|----------------------|----------------------|
| NRG International Development Inc. | Treasurer | Schaefer |
| NRG International Development Inc. | Vice President | Schaefer |
| NRG International Holdings (No. 2) GmbH | Authorized Signatory | Cochran |
| NRG International Holdings (No. 2) GmbH | Director | Kelly |
| NRG International Holdings (No. 2) GmbH | Manager | Temmes Management Se |
| NRG International Holdings (No. 2) GmbH | Director | van Tol |
| NRG International Holdings GmbH | Authorized Signatory | Cochran |
| NRG International Holdings GmbH | Director | Kelly |
| NRG International Holdings GmbH | Director | van Tol |
| NRG International II Inc. | Assistant Secretary | Davido |
| NRG International II Inc. | Director | Davido |

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| SUBSIDIARY NAME | TITLE | LAST NAME | FIRST N |
|----------------------------|---------------------|-----------|---------|
| NRG International II Inc. | Vice President | Davido | Scott |
| NRG International II Inc. | Director | Kelly | Richard |
| NRG International II Inc. | President | Kelly | Richard |
| NRG International II Inc. | Secretary | O'Brien | Timothy |
| NRG International II Inc. | Assistant Secretary | Osteraas | Kathryn |
| NRG International II Inc. | Director | Schaefer | George |
| NRG International II Inc. | Treasurer | Schaefer | George |
| NRG International II Inc. | Vice President | Schaefer | George |
| NRG International III Inc. | Assistant Secretary | Davido | Scott |
| NRG International III Inc. | Director | Davido | Scott |
| NRG International III Inc. | Vice President | Davido | Scott |
| NRG International III Inc. | Director | Kelly | Richard |
| NRG International III Inc. | President | Kelly | Richard |
| NRG International III Inc. | Secretary | O'Brien | Timothy |

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|------------------------------------|---------------------|----------|---------|
| NRG International III Inc. | Assistant Secretary | Osteraas | Kathryn |
| NRG International III Inc. | Director | Schaefer | George |
| NRG International III Inc. | Treasurer | Schaefer | George |
| NRG International III Inc. | Vice President | Schaefer | George |
| NRG International Services Company | Assistant Secretary | Davido | Scott |
| NRG International Services Company | Director (sole) | Davido | Scott |
| NRG International Services Company | Vice President | Davido | Scott |
| NRG International Services Company | President | Kelly | Richard |
| NRG International Services Company | Secretary | O'Brien | Timothy |
| NRG International Services Company | Assistant Secretary | Osteraas | Kathryn |
| NRG International Services Company | Treasurer | Schaefer | George |
| NRG International, Inc. | Assistant Secretary | Davido | Scott |
| NRG International, Inc. | Vice President | Davido | Scott |
| NRG International, Inc. | President | Kelly | Richard |
| NRG International, Inc. | Secretary | O'Brien | Timothy |
| NRG International, Inc. | Assistant Secretary | Osteraas | Kathryn |
| NRG Kaufman LLC | Assistant Secretary | Davido | Scott |
| NRG Kaufman LLC | Vice President | Davido | Scott |
| NRG Kaufman LLC | President | Kelly | Richard |
| NRG Kaufman LLC | Vice President | Marks | Stanley |
| NRG Kaufman LLC | Secretary | McInnis | A. |
| NRG Kaufman LLC | Assistant Secretary | Osteraas | Kathryn |
| NRG Kaufman LLC | Treasurer | Schaefer | George |
| NRG Lakefield Inc. | Assistant Secretary | Davido | Scott |
| NRG Lakefield Inc. | Director (sole) | Davido | Scott |
| NRG Lakefield Inc. | Vice President | Davido | Scott |
| NRG Lakefield Inc. | President | Kelly | Richard |
| NRG Lakefield Inc. | Secretary | O'Brien | Timothy |
| NRG Lakefield Inc. | Assistant Secretary | Osteraas | Kathryn |
| NRG Lakefield Inc. | Treasurer | Schaefer | George |
| NRG Lakeshore Generating LLC | Assistant Secretary | Davido | Scott |

| SUBSIDIARY NAME | TITLE | LAST NAME | FIRST NAME |
|-------------------------------|-------------------------|-----------|------------|
| NRG Lakeshore Generating LLC | Management Board (sole) | Davido | Scott |
| NRG Lakeshore Generating LLC | Vice President | Davido | Scott |
| NRG Lakeshore Generating LLC | Secretary | Fisfis | David |
| NRG Lakeshore Generating LLC | President | Kelly | Richard |
| NRG Lakeshore Generating LLC | Assistant Secretary | Osteraas | Kathryn |
| NRG Lakeshore Generating LLC | Treasurer | Schaefer | George |
| NRG Lakeshore Operations Inc. | Vice President | Brewster | John |
| NRG Lakeshore Operations Inc. | Assistant Secretary | Davido | Scott |
| NRG Lakeshore Operations Inc. | Director (sole) | Davido | Scott |
| NRG Lakeshore Operations Inc. | Vice President | Davido | Scott |
| NRG Lakeshore Operations Inc. | Secretary | Fisfis | David |
| NRG Lakeshore Operations Inc. | President | Kelly | Richard |
| NRG Lakeshore Operations Inc. | Assistant Secretary | Osteraas | Kathryn |
| NRG Lakeshore Operations Inc. | Treasurer | Schaefer | George |
| NRG Latin America Inc. | Assistant Secretary | Davido | Scott |
| NRG Latin America Inc. | Director | Davido | Scott |
| NRG Latin America Inc. | Vice President | Davido | Scott |
| NRG Latin America Inc. | Director | Kelly | Richard |
| NRG Latin America Inc. | President | Kelly | Richard |
| NRG Latin America Inc. | Secretary | O'Brien | Timothy |
| NRG Latin America Inc. | Assistant Secretary | Osteraas | Kathryn |
| NRG Latin America Inc. | Director | Schaefer | George |
| NRG Latin America Inc. | Treasurer | Schaefer | George |
| NRG Latin America Inc. | Vice President | Schaefer | George |

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|-------------------|---------------------|----------|---------|
| NRG McClain LLC | Assistant Secretary | Davido | Scott |
| NRG McClain LLC | Vice President | Davido | Scott |
| NRG McClain LLC | President | Kelly | Richard |
| NRG McClain LLC | Secretary | Lloyd | David |
| NRG McClain LLC | Vice President | Marks | Stanley |
| NRG McClain LLC | Assistant Secretary | Osteraas | Kathryn |
| NRG McClain LLC | Treasurer | Schaefer | George |
| NRG Mesquite LLC | Assistant Secretary | Davido | Scott |
| NRG Mesquite LLC | Vice President | Davido | Scott |
| NRG Mesquite LLC | President | Kelly | Richard |
| NRG Mesquite LLC | Secretary | Lloyd | David |
| NRG Mesquite LLC | Vice President | Marks | Stanley |
| NRG Mesquite LLC | Assistant Secretary | Osteraas | Kathryn |
| NRG Mesquite LLC | Treasurer | Schaefer | George |
| NRG Mextrans Inc. | Assistant Secretary | Davido | Scott |
| NRG Mextrans Inc. | Director (sole) | Davido | Scott |
| NRG Mextrans Inc. | Vice President | Davido | Scott |
| NRG Mextrans Inc. | President | Kelly | Richard |
| NRG Mextrans Inc. | Secretary | Lloyd | David |
| NRG Mextrans Inc. | Vice President | Marks | Stanley |
| NRG Mextrans Inc. | Assistant Secretary | Osteraas | Kathryn |

| SUBSIDIARY NAME | TITLE |
|-----------------------------------------|---------------------|
| NRG Mextrans Inc. | Treasurer |
| NRG MidAtlantic Affiliate Services Inc. | Assistant Secretary |
| NRG MidAtlantic Affiliate Services Inc. | Director (sole) |
| NRG MidAtlantic Affiliate Services Inc. | Vice President |

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|-----------------------------------------|---------------------------------------------|
| NRG MidAtlantic Affiliate Services Inc. | Assistant Secretary |
| NRG MidAtlantic Affiliate Services Inc. | President |
| NRG MidAtlantic Affiliate Services Inc. | Secretary |
| NRG MidAtlantic Affiliate Services Inc. | Assistant Secretary |
| NRG MidAtlantic Affiliate Services Inc. | Vice President |
| NRG MidAtlantic Affiliate Services Inc. | Treasurer |
| NRG MidAtlantic Generating LLC | Assistant Secretary |
| NRG MidAtlantic Generating LLC | Management Committee Member of both members |
| NRG MidAtlantic Generating LLC | Vice President |
| NRG MidAtlantic Generating LLC | Secretary |
| NRG MidAtlantic Generating LLC | Management Committee Member of both members |
| NRG MidAtlantic Generating LLC | President |
| NRG MidAtlantic Generating LLC | Assistant Secretary |
| NRG MidAtlantic Generating LLC | Vice President |
| NRG MidAtlantic Generating LLC | Management Committee Member |
| NRG MidAtlantic Generating LLC | Treasurer |
| NRG MidAtlantic LLC | Independent Member |
| NRG MidAtlantic LLC | Assistant Secretary |
| NRG MidAtlantic LLC | Management Committee Member |
| NRG MidAtlantic LLC | Vice President |
| NRG MidAtlantic LLC | Secretary |
| NRG MidAtlantic LLC | Independent Member |
| NRG MidAtlantic LLC | Management Committee Member |
| NRG MidAtlantic LLC | President |
| NRG MidAtlantic LLC | Assistant Secretary |
| NRG MidAtlantic LLC | Vice President |
| NRG MidAtlantic LLC | Management Committee Member |
| NRG MidAtlantic LLC | Treasurer |
| NRG Middletown Operations Inc. | Vice President |
| NRG Middletown Operations Inc. | Assistant Secretary |
| NRG Middletown Operations Inc. | Director (sole) |

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| | |
|--------------------------------|---------------------|
| NRG Middletown Operations Inc. | Vice President |
| NRG Middletown Operations Inc. | Secretary |
| NRG Middletown Operations Inc. | President |
| NRG Middletown Operations Inc. | Assistant Secretary |
| NRG Middletown Operations Inc. | Treasurer |
| NRG Montville Operations Inc. | Vice President |
| NRG Montville Operations Inc. | Assistant Secretary |
| NRG Montville Operations Inc. | Director (sole) |
| NRG Montville Operations Inc. | Vice President |
| NRG Montville Operations Inc. | Secretary |

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| SUBSIDIARY NAME | TITLE | LAST NAME |
|-------------------------------|-----------------------------|-----------|
| NRG Montville Operations Inc. | President | Kelly |
| NRG Montville Operations Inc. | Assistant Secretary | Osteraas |
| NRG Montville Operations Inc. | Treasurer | Schaefer |
| NRG Nelson Turbines LLC | Independent Member | Carney |
| NRG Nelson Turbines LLC | Assistant Secretary | Davido |
| NRG Nelson Turbines LLC | Management Committee Member | Davido |
| NRG Nelson Turbines LLC | Vice President | Davido |
| NRG Nelson Turbines LLC | Management Committee Member | Kelly |
| NRG Nelson Turbines LLC | President | Kelly |
| NRG Nelson Turbines LLC | Vice President | Marks |
| NRG Nelson Turbines LLC | Secretary | O'Brien |
| NRG Nelson Turbines LLC | Assistant Secretary | Osteraas |
| NRG Nelson Turbines LLC | Management Committee Member | Schaefer |
| NRG Nelson Turbines LLC | Treasurer | Schaefer |

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|-----------------------------------------|-----------------------------|----------|
| NRG New England Affiliate Services Inc. | Secretary | O'Brien |
| NRG New England Affiliate Services Inc. | Assistant Secretary | Osteraas |
| NRG New Haven Harbor Operations Inc. | Secretary | Fisfis |
| NRG New Haven Harbor Operations Inc. | Assistant Secretary | Osteraas |
| NRG New Jersey Energy Sales LLC | Assistant Secretary | Davido |
| NRG New Jersey Energy Sales LLC | Management Board (sole) | Davido |
| NRG New Jersey Energy Sales LLC | Vice President | Davido |
| NRG New Jersey Energy Sales LLC | President | Kelly |
| NRG New Jersey Energy Sales LLC | Secretary | O'Brien |
| NRG New Jersey Energy Sales LLC | Assistant Secretary | Osteraas |
| NRG New Jersey Energy Sales LLC | Treasurer | Schaefer |
| NRG New Roads Holdings LLC | Assistant Secretary | Davido |
| NRG New Roads Holdings LLC | Management Committee Member | Davido |
| NRG New Roads Holdings LLC | Vice President | Davido |
| NRG New Roads Holdings LLC | Management Committee Member | Kelly |
| NRG New Roads Holdings LLC | President | Kelly |
| NRG New Roads Holdings LLC | Vice President | Marks |
| NRG New Roads Holdings LLC | Secretary | McInnis |
| NRG New Roads Holdings LLC | Independent Member | Neel |
| NRG New Roads Holdings LLC | Assistant Secretary | Osteraas |
| NRG New Roads Holdings LLC | Treasurer | Schaefer |
| NRG Newberry Generation LLC | Assistant Secretary | Davido |
| NRG Newberry Generation LLC | Management Board (sole) | Davido |
| NRG Newberry Generation LLC | Vice President | Davido |
| NRG Newberry Generation LLC | Secretary | Fisfis |
| NRG Newberry Generation LLC | President | Kelly |
| NRG Newberry Generation LLC | Assistant Secretary | Osteraas |
| NRG Newberry Generation LLC | Vice President | Riley |
| NRG Newberry Generation LLC | Treasurer | Schaefer |
| NRG North Central Operations Inc. | Vice President | Brewster |
| NRG North Central Operations Inc. | Assistant Secretary | Davido |

| SUBSIDIARY NAME | TITLE |
|---------------------------------------|---------------------------------------------|
| NRG North Central Operations Inc. | Director (sole) |
| NRG North Central Operations Inc. | Vice President |
| NRG North Central Operations Inc. | President |
| NRG North Central Operations Inc. | Vice President |
| NRG North Central Operations Inc. | Secretary |
| NRG North Central Operations Inc. | Assistant Secretary |
| NRG North Central Operations Inc. | Treasurer |
| NRG Northeast Affiliate Services Inc. | Assistant Secretary |
| NRG Northeast Affiliate Services Inc. | Director (sole) |
| NRG Northeast Affiliate Services Inc. | Vice President |
| NRG Northeast Affiliate Services Inc. | Secretary |
| NRG Northeast Affiliate Services Inc. | President |
| NRG Northeast Affiliate Services Inc. | Assistant Secretary |
| NRG Northeast Affiliate Services Inc. | Vice President |
| NRG Northeast Affiliate Services Inc. | Treasurer |
| NRG Northeast Generating LLC | Assistant Secretary |
| NRG Northeast Generating LLC | Management Committee Member of both members |
| NRG Northeast Generating LLC | Vice President |
| NRG Northeast Generating LLC | Secretary |
| NRG Northeast Generating LLC | Management Committee Member of both members |
| NRG Northeast Generating LLC | President |
| NRG Northeast Generating LLC | Assistant Secretary |
| NRG Northeast Generating LLC | Independent Member |
| NRG Northeast Generating LLC | Management Committee Member of both members |
| NRG Northeast Generating LLC | Treasurer |

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|------------------------------------|-------------------------|
| NRG Northern Ohio Generating LLC | Assistant Secretary |
| NRG Northern Ohio Generating LLC | Management Board (sole) |
| NRG Northern Ohio Generating LLC | Vice President |
| NRG Northern Ohio Generating LLC | Secretary |
| NRG Northern Ohio Generating LLC | President |
| NRG Northern Ohio Generating LLC | Assistant Secretary |
| NRG Northern Ohio Generating LLC | Treasurer |
| NRG Norwalk Harbor Operations Inc. | Vice President |
| NRG Norwalk Harbor Operations Inc. | Assistant Secretary |
| NRG Norwalk Harbor Operations Inc. | Director (sole) |
| NRG Norwalk Harbor Operations Inc. | Vice President |
| NRG Norwalk Harbor Operations Inc. | Secretary |
| NRG Norwalk Harbor Operations Inc. | President |
| NRG Norwalk Harbor Operations Inc. | Assistant Secretary |
| NRG Norwalk Harbor Operations Inc. | Treasurer |
| NRG Ohio Ash Disposal LLC | Assistant Secretary |
| NRG Ohio Ash Disposal LLC | Management Board (sole) |
| NRG Ohio Ash Disposal LLC | Vice President |
| NRG Ohio Ash Disposal LLC | Secretary |
| NRG Ohio Ash Disposal LLC | President |

| SUBSIDIARY NAME | TITLE | LAST NAME |
|------------------------------|---------------------|-----------|
| NRG Ohio Ash Disposal LLC | Assistant Secretary | Osteraas |
| NRG Ohio Ash Disposal LLC | Treasurer | Schaefer |
| NRG Operating Services, Inc. | Vice President | Brewster |
| NRG Operating Services, Inc. | Assistant Secretary | Davido |

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|-----------------------------------------|------------------------------------|----------|
| NRG Operating Services, Inc. | Director (sole) | Davido |
| NRG Operating Services, Inc. | Vice President | Davido |
| NRG Operating Services, Inc. | President | Kelly |
| NRG Operating Services, Inc. | Secretary | O'Brien |
| NRG Operating Services, Inc. | Assistant Secretary | Osteraas |
| NRG Operating Services, Inc. | Treasurer | Schaefer |
| NRG Oswego Harbor Power Operations Inc. | Vice President | Brewster |
| NRG Oswego Harbor Power Operations Inc. | Assistant Secretary | Davido |
| NRG Oswego Harbor Power Operations Inc. | Director (sole) | Davido |
| NRG Oswego Harbor Power Operations Inc. | Vice President | Davido |
| NRG Oswego Harbor Power Operations Inc. | Secretary | Fisfis |
| NRG Oswego Harbor Power Operations Inc. | President | Kelly |
| NRG Oswego Harbor Power Operations Inc. | Assistant Secretary | Osteraas |
| NRG Oswego Harbor Power Operations Inc. | Treasurer | Schaefer |
| NRG PacGen Inc. | Vice President | Brewster |
| NRG PacGen Inc. | Assistant Secretary | Davido |
| NRG PacGen Inc. | Director (sole) | Davido |
| NRG PacGen Inc. | Vice President | Davido |
| NRG PacGen Inc. | President | Kelly |
| NRG PacGen Inc. | Secretary | Lloyd |
| NRG PacGen Inc. | Vice President | Marks |
| NRG PacGen Inc. | Assistant Corporate Secretary | Osteraas |
| NRG PacGen Inc. | Treasurer | Schaefer |
| NRG Pacific Corporate Services Pty Ltd | | |
| NRG Pacific Corporate Services Pty Ltd | Australian Taxation Office Details | Messer |
| NRG Pacific Corporate Services Pty Ltd | Director | Messer |
| NRG Pacific Corporate Services Pty Ltd | Secretary | Messer |
| NRG Peaker Finance Company LLC | Assistant Secretary | Davido |
| NRG Peaker Finance Company LLC | Management Committee Member | Davido |
| NRG Peaker Finance Company LLC | Vice President | Davido |
| NRG Peaker Finance Company LLC | Management Committee Member | Kelly |

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|--------------------------------|---------------------|-----------|
| NRG Peaker Finance Company LLC | President | Kelly |
| NRG Peaker Finance Company LLC | Vice President | Marks |
| NRG Peaker Finance Company LLC | Assistant Secretary | Osteraas |
| NRG Peaker Finance Company LLC | Secretary | Quinby |
| NRG Peaker Finance Company LLC | Treasurer | Schaefer |
| NRG Peaker Finance Company LLC | Independent Member | Tillman |
| NRG Pensions Limited | Secretary | Birthisel |
| NRG Pensions Limited | Secretary | Eitrheim |
| NRG Pensions Limited | Director | Jackson |

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| SUBSIDIARY NAME | TITLE |
|--------------------------|------------------------------------------------|
| NRG Pensions Limited | Director |
| NRG Pensions Limited | Director ("B") |
| NRG Pensions Limited | Director ("B") |
| NRG Power Marketing Inc. | Director (sole) |
| NRG Power Marketing Inc. | Secretary |
| NRG Power Marketing Inc. | Vice President |
| NRG Power Marketing Inc. | Assistant Secretary |
| NRG Power Marketing Inc. | Chairman, President & CEO |
| NRG Power Marketing Inc. | Treasurer (and VP listed separately) |
| NRG Power Marketing Inc. | Vice President (& Treasurer listed separately) |
| NRG Power Options Inc. | President |
| NRG Power Options Inc. | Assistant Secretary |
| NRG Power Options Inc. | Director (sole) |
| NRG Power Options Inc. | Vice President |
| NRG Power Options Inc. | Assistant Secretary |

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| | |
|-------------------------------|-------------------------|
| NRG Power Options Inc. | Secretary |
| NRG Processing Solutions LLC | President |
| NRG Processing Solutions LLC | Assistant Secretary |
| NRG Processing Solutions LLC | Vice President |
| NRG Processing Solutions LLC | Assistant Secretary |
| NRG Processing Solutions LLC | Secretary |
| NRG Processing Solutions LLC | Treasurer |
| NRG Processing Solutions LLC | Vice President |
| NRG Rockford Acquisition LLC | Assistant Secretary |
| NRG Rockford Acquisition LLC | Vice President |
| NRG Rockford Acquisition LLC | President |
| NRG Rockford Acquisition LLC | Vice President |
| NRG Rockford Acquisition LLC | Independent Member |
| NRG Rockford Acquisition LLC | Secretary |
| NRG Rockford Acquisition LLC | Assistant Secretary |
| NRG Rockford Acquisition LLC | Treasurer |
| NRG Rockford Equipment II LLC | Assistant Secretary |
| NRG Rockford Equipment II LLC | Management Board (sole) |
| NRG Rockford Equipment II LLC | Vice President |
| NRG Rockford Equipment II LLC | President |
| NRG Rockford Equipment II LLC | Vice President |
| NRG Rockford Equipment II LLC | Secretary |
| NRG Rockford Equipment II LLC | Assistant Secretary |
| NRG Rockford Equipment II LLC | Treasurer |
| NRG Rockford Equipment II LLC | Treasurer |
| NRG Rockford Equipment LLC | Assistant Secretary |
| NRG Rockford Equipment LLC | Manager (sole) |
| NRG Rockford Equipment LLC | Vice President |
| NRG Rockford Equipment LLC | President |
| NRG Rockford Equipment LLC | Vice President |

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| SUBSIDIARY NAME | TITLE | LAST NAME |
|-------------------------------|--------------------------------|-----------|
| NRG Rockford Equipment LLC | Secretary | O'Brien |
| NRG Rockford Equipment LLC | Assistant Secretary | Osteraas |
| NRG Rockford Equipment LLC | Treasurer | Schaefer |
| NRG Rockford II LLC | Assistant Secretary | Davido |
| NRG Rockford II LLC | Management Board (sole) | Davido |
| NRG Rockford II LLC | Vice President | Davido |
| NRG Rockford II LLC | President | Kelly |
| NRG Rockford II LLC | Vice President | Marks |
| NRG Rockford II LLC | Secretary | O'Brien |
| NRG Rockford II LLC | Assistant Secretary | Osteraas |
| NRG Rockford II LLC | Treasurer | Schaefer |
| NRG Rockford LLC | Assistant Secretary | Davido |
| NRG Rockford LLC | Management Board (sole member) | Davido |
| NRG Rockford LLC | Vice President | Davido |
| NRG Rockford LLC | President | Kelly |
| NRG Rockford LLC | Vice President | Marks |
| NRG Rockford LLC | Secretary | O'Brien |
| NRG Rockford LLC | Assistant Secretary | Osteraas |
| NRG Rockford LLC | Treasurer | Schaefer |
| NRG Rocky Road LLC | Assistant Secretary | Osteraas |
| NRG Sabine River Works GP LLC | Secretary | McInnis |
| NRG Sabine River Works GP LLC | Assistant Secretary | Osteraas |
| NRG Sabine River Works GP LLC | Management Committee Member | Williams |
| NRG Sabine River Works GP LLC | Vice President | Williams |
| NRG Sabine River Works LP LLC | Secretary | McInnis |
| NRG Sabine River Works LP LLC | Assistant Secretary | Osteraas |

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|-------------------------------|-----------------------------|----------|
| NRG Sabine River Works LP LLC | Management Committee Member | Williams |
| NRG Sabine River Works LP LLC | Vice President | Williams |
| NRG Saguaro Operations Inc. | Vice President | Brewster |
| NRG Saguaro Operations Inc. | Assistant Secretary | Davido |
| NRG Saguaro Operations Inc. | Director (sole) | Davido |
| NRG Saguaro Operations Inc. | Vice President | Davido |
| NRG Saguaro Operations Inc. | President | Kelly |
| NRG Saguaro Operations Inc. | Secretary | Lloyd |
| NRG Saguaro Operations Inc. | Assistant Secretary | Osteraas |
| NRG Saguaro Operations Inc. | Treasurer | Schaefer |
| NRG San Diego Inc. | Director | Carroll |
| NRG San Diego Inc. | Vice President | Carroll |
| NRG San Diego Inc. | Assistant Secretary | Osteraas |
| NRG San Diego Inc. | Secretary | Ptacek |
| NRG Services Corporation | Assistant Secretary | Davido |
| NRG Services Corporation | Director (sole) | Davido |
| NRG Services Corporation | Vice President | Davido |
| NRG Services Corporation | President | Kelly |
| NRG Services Corporation | Secretary | O'Brien |

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| SUBSIDIARY NAME | TITLE |
|-------------------------------------------|---------------------|
| NRG Services Corporation | Assistant Secretary |
| NRG Services Corporation | Treasurer |
| NRG South Central Affiliate Services Inc. | Assistant Secretary |
| NRG South Central Affiliate Services Inc. | Director (sole) |
| NRG South Central Affiliate Services Inc. | Vice President |

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|-------------------------------------------|-----------------------------------------------|
| NRG South Central Affiliate Services Inc. | President |
| NRG South Central Affiliate Services Inc. | Vice President |
| NRG South Central Affiliate Services Inc. | Secretary |
| NRG South Central Affiliate Services Inc. | Assistant Secretary |
| NRG South Central Affiliate Services Inc. | Treasurer |
| NRG South Central Generating LLC | Assistant Secretary |
| NRG South Central Generating LLC | Management Committee Member (of both members) |
| NRG South Central Generating LLC | Vice President |
| NRG South Central Generating LLC | Management Committee Member (of both members) |
| NRG South Central Generating LLC | President |
| NRG South Central Generating LLC | Vice President |
| NRG South Central Generating LLC | Secretary |
| NRG South Central Generating LLC | Assistant Secretary |
| NRG South Central Generating LLC | Independent Member |
| NRG South Central Operations Inc. | Vice President |
| NRG South Central Operations Inc. | Assistant Secretary |
| NRG South Central Operations Inc. | Director (sole) |
| NRG South Central Operations Inc. | Vice President |
| NRG South Central Operations Inc. | President |
| NRG South Central Operations Inc. | Vice President |
| NRG South Central Operations Inc. | Secretary |
| NRG South Central Operations Inc. | Assistant Secretary |
| NRG South Central Operations Inc. | Treasurer |
| NRG Sterlington Power LLC | Assistant Secretary |
| NRG Sterlington Power LLC | Management Board (sole) |
| NRG Sterlington Power LLC | Vice President |
| NRG Sterlington Power LLC | President |
| NRG Sterlington Power LLC | Vice President |
| NRG Sterlington Power LLC | Secretary |
| NRG Sterlington Power LLC | Assistant Secretary |
| NRG Sterlington Power LLC | Treasurer |

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|----------------------------------|---------------------|
| NRG Sunnyside Operations GP Inc. | Assistant Secretary |
| NRG Sunnyside Operations GP Inc. | Director (sole) |
| NRG Sunnyside Operations GP Inc. | Vice President |
| NRG Sunnyside Operations GP Inc. | President |
| NRG Sunnyside Operations GP Inc. | Secretary |
| NRG Sunnyside Operations GP Inc. | Assistant Secretary |
| NRG Sunnyside Operations GP Inc. | Treasurer |
| NRG Sunnyside Operations LP Inc. | Assistant Secretary |
| NRG Sunnyside Operations LP Inc. | Director (sole) |

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| SUBSIDIARY NAME | TITLE | LAST NAME |
|------------------------------------|-----------------------|-----------|
| NRG Sunnyside Operations LP Inc. | Vice President | Davido |
| NRG Sunnyside Operations LP Inc. | President | Kelly |
| NRG Sunnyside Operations LP Inc. | Secretary | O'Brien |
| NRG Sunnyside Operations LP Inc. | Assistant Secretary | Osteraas |
| NRG Sunnyside Operations LP Inc. | Treasurer | Schaefer |
| NRG Taiwan Holding Company Limited | | |
| NRG Taiwan Holding Company Limited | Director | Johnson |
| NRG Taiwan Holding Company Limited | Chairman of the Board | Kelly |
| NRG Taiwan Holding Company Limited | Director | Kelly |
| NRG Telogia Power LLC | President | Carroll |
| NRG Telogia Power LLC | Assistant Secretary | Davido |
| NRG Telogia Power LLC | Vice President | Davido |
| NRG Telogia Power LLC | Assistant Secretary | Osteraas |
| NRG Telogia Power LLC | Vice President | Pittman |
| NRG Telogia Power LLC | Secretary | Ptacek |

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|------------------------------------|----------------------------------------|-----------|
| NRG Telogia Power LLC | Treasurer | Schaefer |
| NRG Thermal Corporation | President | Carroll |
| NRG Thermal Corporation | Assistant Secretary | Davido |
| NRG Thermal Corporation | Vice President | Davido |
| NRG Thermal Corporation | Chief Financial Officer | Guglielmi |
| NRG Thermal Corporation | Assistant Secretary | Osteraas |
| NRG Thermal Corporation | Vice President of Business Development | Pittman |
| NRG Thermal Corporation | Secretary | Ptacek |
| NRG Thermal Corporation | Treasurer | Schaefer |
| NRG Thermal Operating Services LLC | President | Carroll |
| NRG Thermal Operating Services LLC | Assistant Secretary | Davido |
| NRG Thermal Operating Services LLC | Vice President | Davido |
| NRG Thermal Operating Services LLC | Assistant Secretary | Osteraas |
| NRG Thermal Operating Services LLC | Secretary | Ptacek |
| NRG Thermal Operating Services LLC | Treasurer | Schaefer |
| NRG Thermal Services Inc. | President | Carroll |
| NRG Thermal Services Inc. | Assistant Secretary | Davido |
| NRG Thermal Services Inc. | Vice President | Davido |
| NRG Thermal Services Inc. | Assistant Secretary | Osteraas |
| NRG Thermal Services Inc. | Secretary | Ptacek |
| NRG Thermal Services Inc. | Treasurer | Schaefer |
| NRG Turbines LLC | Assistant Secretary | Davido |
| NRG Turbines LLC | Management Committee Member | Davido |
| NRG Turbines LLC | Vice President | Davido |
| NRG Turbines LLC | Management Committee Member | Kelly |
| NRG Turbines LLC | President | Kelly |
| NRG Turbines LLC | Secretary | O'Brien |
| NRG Turbines LLC | Assistant Secretary | Osteraas |
| NRG Turbines LLC | Management Committee Member | Schaefer |

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| SUBSIDIARY NAME | TITLE | LAST NAME |
|-------------------------------------|-------------------------|-----------|
| NRG Turbines LLC | Treasurer | Schaefer |
| NRG Turbines LLC | Independent Member | Sutton |
| NRG Valmy Power LLC | Assistant Secretary | Davido |
| NRG Valmy Power LLC | Management Board (sole) | Davido |
| NRG Valmy Power LLC | Vice President | Davido |
| NRG Valmy Power LLC | President | Kelly |
| NRG Valmy Power LLC | Secretary | Lloyd |
| NRG Valmy Power LLC | Vice President | Marks |
| NRG Valmy Power LLC | Assistant Secretary | Osteraas |
| NRG Victoria I Pty Ltd | | |
| NRG Victoria I Pty Ltd | Director | Messer |
| NRG Victoria I Pty Ltd | Secretary | Messer |
| NRG Victoria II Pty Ltd | | |
| NRG Victoria II Pty Ltd | Director | Messer |
| NRG Victoria II Pty Ltd | Secretary | Messer |
| NRG Victoria III Pty Ltd | | |
| NRG Victoria III Pty Ltd | Director | Messer |
| NRG Victoria III Pty Ltd | Secretary | Messer |
| NRG West Coast Inc. | Assistant Secretary | Davido |
| NRG West Coast Inc. | Vice President | Davido |
| NRG West Coast Inc. | President | Kelly |
| NRG West Coast Inc. | Secretary | Lloyd |
| NRG West Coast Inc. | Assistant Secretary | Osteraas |
| NRG West Coast Inc. | Treasurer | Schaefer |
| NRG Western Affiliate Services Inc. | Assistant Secretary | Davido |

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| | | |
|-------------------------------------|-------------------------|----------------|
| NRG Western Affiliate Services Inc. | Director (sole) | Davido |
| NRG Western Affiliate Services Inc. | Vice President | Davido |
| NRG Western Affiliate Services Inc. | President | Kelly |
| NRG Western Affiliate Services Inc. | Secretary | Lloyd |
| NRG Western Affiliate Services Inc. | Vice President | Marks |
| NRG Western Affiliate Services Inc. | Assistant Secretary | Osteraas |
| NRG Western Affiliate Services Inc. | Treasurer | Schaefer |
| NRG Woodland Operations LLC | President | Carroll |
| NRG Woodland Operations LLC | Assistant Secretary | Davido |
| NRG Woodland Operations LLC | Management Board (sole) | Davido |
| NRG Woodland Operations LLC | Vice President | Davido |
| NRG Woodland Operations LLC | Vice President | Helliwell, Jr. |
| NRG Woodland Operations LLC | Assistant Secretary | Osteraas |
| NRG Woodland Operations LLC | Secretary | Ptacek |
| NRG Woodland Operations LLC | Treasurer | Schaefer |
| NRGenerating (Gibraltar) | Director | Golt |
| NRGenerating Energy Trading Ltd. | Secretary | Eitrheim |
| NRGenerating Energy Trading Ltd. | Director | Kelly |

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| SUBSIDIARY NAME | TITLE | LAST NAME |
|-------------------------------------|----------|---------------------------|
| NRGenerating Holdings (No. 11) B.V. | Director | Kelly |
| NRGenerating Holdings (No. 11) B.V. | Director | Temmes Management Service |
| NRGenerating Holdings (No. 13) B.V. | Director | Kelly |
| NRGenerating Holdings (No. 13) B.V. | Director | Temmes Management Service |
| NRGenerating Holdings (No. 14) B.V. | Director | Kelly |
| NRGenerating Holdings (No. 14) B.V. | Director | Temmes Management Service |

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|-------------------------------------|----------------------|---------------------------|
| NRGenerating Holdings (No. 15) B.V. | Director | Kelly |
| NRGenerating Holdings (No. 15) B.V. | Director | Temmes Management Service |
| NRGenerating Holdings (No. 16) B.V. | Director | Kelly |
| NRGenerating Holdings (No. 16) B.V. | Director | Temmes Management Service |
| NRGenerating Holdings (No. 18) B.V. | Director | Kelly |
| NRGenerating Holdings (No. 18) B.V. | Director | Temmes Management Service |
| NRGenerating Holdings (No. 19) B.V. | | |
| NRGenerating Holdings (No. 19) B.V. | Director | Kelly |
| NRGenerating Holdings (No. 2) GmbH | | |
| NRGenerating Holdings (No. 2) GmbH | Authorized Signatory | Cochran |
| NRGenerating Holdings (No. 2) GmbH | Director | Kelly |
| NRGenerating Holdings (No. 2) GmbH | Director | van Tol |
| NRGenerating Holdings (No. 21) B.V. | Director | Kelly |
| NRGenerating Holdings (No. 21) B.V. | Director | Temmes Management Service |
| NRGenerating Holdings (No. 23) B.V. | Director | Kelly |
| NRGenerating Holdings (No. 23) B.V. | Director | Temmes Management Service |
| NRGenerating Holdings (No. 24) B.V. | Director | Kelly |
| NRGenerating Holdings (No. 3) B.V. | Director | Kelly |
| NRGenerating Holdings (No. 3) B.V. | Director | Temmes Management Service |
| NRGenerating Holdings (No. 3) GmbH | Authorized Signatory | Cochran |
| NRGenerating Holdings (No. 3) GmbH | Director | Kelly |
| NRGenerating Holdings (No. 3) GmbH | Director | van Tol |
| NRGenerating Holdings (No. 4) B.V. | Director | Kelly |
| NRGenerating Holdings (No. 4) B.V. | Director | Temmes Management Service |
| NRGenerating Holdings (No. 4) GmbH | Authorized Signatory | Cochran |
| NRGenerating Holdings (No. 4) GmbH | Director | Kelly |

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| | | |
|------------------------------------|----------|---------------------------|
| NRGenerating Holdings (No. 4) GmbH | Director | van Tol |
| NRGenerating Holdings (No. 5) B.V. | Director | Kelly |
| NRGenerating Holdings (No. 5) B.V. | Director | Temmes Management Service |

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| SUBSIDIARY NAME | TITLE | LAST NAME |
|------------------------------------------|----------------------|----------------------------|
| NRGenerating Holdings (No. 6) B.V. | Director | Kelly |
| NRGenerating Holdings (No. 6) B.V. | Director | Temmes Management Service |
| NRGenerating Holdings (No. 7) B.V. | Director | Kelly |
| NRGenerating Holdings (No. 7) B.V. | Director | Temmes Management Service |
| NRGenerating Holdings (No. 8) B.V. | Director | Kelly |
| NRGenerating Holdings (No. 8) B.V. | Director | Temmes Management Service |
| NRGenerating Holdings GmbH | Authorized Signatory | Cochran |
| NRGenerating Holdings GmbH | Director | Kelly |
| NRGenerating Holdings GmbH | Director | van Tol |
| NRGenerating II (Gibraltar) | Director | Golt |
| NRGenerating III (Gibraltar) | Director | Golt |
| NRGenerating International B.V. | Director | Kelly |
| NRGenerating International B.V. | Director | Temmes Management Service |
| NRGenerating IV (Gibraltar) | Director | NRG International Holding |
| NRGenerating Luxembourg (No. 1) S.a.r.l. | Director | NRGenerating International |
| NRGenerating Luxembourg (No. 2) S.a.r.l. | Director | NRGenerating International |
| NRGenerating Luxembourg (No. 4) S.a.r.l. | Director | NRGenerating Holdings (N |
| NRGenerating Luxembourg (No. 4) S.a.r.l. | Director | NRGenerating Holdings (N |
| NRGenerating Luxembourg (No. 5) S.a.r.l. | Director | NRGenerating Holdings (N |

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| | | |
|------------------------------------------|---------------------|----------------------------|
| NRGenerating Luxembourg (No. 6) S.a.r.l. | Manager | NRG International Holdings |
| NRGenerating Rupali B.V. | Director | Kelly |
| NRGenerating Rupali B.V. | Director | Temmes Management Services |
| NRGenerating, Ltd. | Secretary | Eitrheim |
| NRGenerating, Ltd. | Director | Kelly |
| O Brien Biogas (Mazzaro), Inc. | Director | Carroll |
| O Brien Biogas (Mazzaro), Inc. | President | Carroll |
| O Brien Biogas (Mazzaro), Inc. | Vice President | Chapman |
| O Brien Biogas (Mazzaro), Inc. | Assistant Secretary | Davido |
| O Brien Biogas (Mazzaro), Inc. | Vice President | Davido |
| O Brien Biogas (Mazzaro), Inc. | Vice President | Heuiser |
| O Brien Biogas (Mazzaro), Inc. | Director | Kelly |
| O Brien Biogas (Mazzaro), Inc. | Assistant Secretary | Osteraas |
| O Brien Biogas (Mazzaro), Inc. | Secretary | Ptacek |
| O Brien Biogas (Mazzaro), Inc. | Treasurer | Schaefer |
| O Brien Biogas IV LLC | Manager | Aschehoug |
| O Brien Cogeneration, Inc. II | Assistant Secretary | Davido |

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| SUBSIDIARY NAME | TITLE | LAST NAME | FIRST |
|-------------------------------|---------------------|-----------|-------|
| O Brien Cogeneration, Inc. II | Director (sole) | Davido | Scott |
| O Brien Cogeneration, Inc. II | Vice President | Davido | Scott |
| O Brien Cogeneration, Inc. II | President | Kelly | Richa |
| O Brien Cogeneration, Inc. II | Secretary | Lloyd | David |
| O Brien Cogeneration, Inc. II | Assistant Secretary | Osteraas | Kathr |
| O Brien Cogeneration, Inc. II | Vice President | Riley | Bryan |
| O Brien Cogeneration, Inc. II | Treasurer | Schaefer | Georg |

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|------------------------------------|---------------------|----------|---------|
| O Brien Standby Power Energy, Inc. | Director | Carroll | Michael |
| O Brien Standby Power Energy, Inc. | President | Carroll | Michael |
| O Brien Standby Power Energy, Inc. | Vice President | Chapman | Randa |
| O Brien Standby Power Energy, Inc. | Assistant Secretary | Davido | Scott |
| O Brien Standby Power Energy, Inc. | Vice President | Davido | Scott |
| O Brien Standby Power Energy, Inc. | Vice President | Heuiser | Benny |
| O Brien Standby Power Energy, Inc. | Director | Kelly | Richa |
| O Brien Standby Power Energy, Inc. | Assistant Secretary | Osteraas | Kathr |
| O Brien Standby Power Energy, Inc. | Secretary | Ptacek | Tammi |
| Okeechobee Power I, Inc. | Assistant Secretary | Davido | Scott |
| Okeechobee Power I, Inc. | Director (sole) | Davido | Scott |
| Okeechobee Power I, Inc. | Vice President | Davido | Scott |
| Okeechobee Power I, Inc. | President | Kelly | Richa |
| Okeechobee Power I, Inc. | Secretary | O'Brien | Timot |
| Okeechobee Power I, Inc. | Assistant Secretary | Osteraas | Kathr |
| Okeechobee Power I, Inc. | Treasurer | Schaefer | Georg |
| Okeechobee Power II, Inc. | Assistant Secretary | Davido | Scott |
| Okeechobee Power II, Inc. | Director (sole) | Davido | Scott |
| Okeechobee Power II, Inc. | Vice President | Davido | Scott |
| Okeechobee Power II, Inc. | President | Kelly | Richa |
| Okeechobee Power II, Inc. | Secretary | O'Brien | Timot |
| Okeechobee Power II, Inc. | Assistant Secretary | Osteraas | Kathr |
| Okeechobee Power II, Inc. | Treasurer | Schaefer | Georg |
| Okeechobee Power III, Inc. | Assistant Secretary | Davido | Scott |
| Okeechobee Power III, Inc. | Director (sole) | Davido | Scott |
| Okeechobee Power III, Inc. | Vice President | Davido | Scott |
| Okeechobee Power III, Inc. | President | Kelly | Richa |
| Okeechobee Power III, Inc. | Secretary | O'Brien | Timot |
| Okeechobee Power III, Inc. | Assistant Secretary | Osteraas | Kathr |
| Okeechobee Power III, Inc. | Treasurer | Schaefer | Georg |
| ONSITE Energy, Inc. | Assistant Secretary | Davido | Scott |

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| | | | |
|---------------------|---------------------|----------|-------|
| ONSITE Energy, Inc. | Director | Davido | Scott |
| ONSITE Energy, Inc. | Vice President | Davido | Scott |
| ONSITE Energy, Inc. | Director | Kelly | Richa |
| ONSITE Energy, Inc. | President | Kelly | Richa |
| ONSITE Energy, Inc. | Secretary | Lloyd | David |
| ONSITE Energy, Inc. | Vice President | Marks | Stanl |
| ONSITE Energy, Inc. | Assistant Secretary | Osteraas | Kathr |

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| SUBSIDIARY NAME | TITLE | LAST NAME | FIR |
|-----------------------------|-----------------------------|-----------|-----|
| ONSITE Energy, Inc. | Treasurer | Schaefer | Geo |
| ONSITE Funding Corporation | Secretary | Lloyd | Dav |
| ONSITE Funding Corporation | Vice President | Marks | Sta |
| ONSITE Funding Corporation | Assistant Secretary | Osteraas | Kat |
| ONSITE Marianas Corporation | Secretary | Lloyd | Dav |
| ONSITE Marianas Corporation | Vice President | Marks | Sta |
| ONSITE Marianas Corporation | Assistant Secretary | Osteraas | Kat |
| Oswego Harbor Power LLC | Assistant Secretary | Davido | Sco |
| Oswego Harbor Power LLC | Management Committee Member | Davido | Sco |
| Oswego Harbor Power LLC | Vice President | Davido | Sco |
| Oswego Harbor Power LLC | Secretary | Fisfis | Dav |
| Oswego Harbor Power LLC | Management Committee Member | Kelly | Ric |
| Oswego Harbor Power LLC | President | Kelly | Ric |
| Oswego Harbor Power LLC | Assistant Secretary | Osteraas | Kat |
| Oswego Harbor Power LLC | Treasurer | Schaefer | Geo |
| Oswego Harbor Power LLC | Independent Member | Tillman | Car |
| OU Nrg Energy Est | Management Board Member | Lauri | Hil |

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|----------------------------------------|-------------------------|----------------|-----|
| OU Nrg Energy Est | Management Board Member | Wolf | Ste |
| P.T. Dayalistrik Pratama | Commissioner | Ansaldo (1) | |
| P.T. Dayalistrik Pratama | Director | Ansaldo (1) | |
| P.T. Dayalistrik Pratama | Director | Pesenti | Lor |
| P.T. Dayalistrik Pratama | Commissioner | PT Fenergi (1) | |
| P.T. Dayalistrik Pratama | Director | PT Fenergi (1) | |
| P.T. Dayalistrik Pratama | Director | Widjajanto | Uto |
| Pacific Crockett Holdings, Inc. | Assistant Secretary | Davido | Sco |
| Pacific Crockett Holdings, Inc. | Director | Davido | Ric |
| Pacific Crockett Holdings, Inc. | Vice President | Davido | Sco |
| Pacific Crockett Holdings, Inc. | Director | Kelly | Ric |
| Pacific Crockett Holdings, Inc. | President | Kelly | Ric |
| Pacific Crockett Holdings, Inc. | Secretary | Lloyd | Dav |
| Pacific Crockett Holdings, Inc. | Vice President | Marks | Sta |
| Pacific Crockett Holdings, Inc. | Assistant Secretary | Osteraas | Kat |
| Pacific Generation Company | Assistant Secretary | Davido | Sco |
| Pacific Generation Company | Director | Davido | Sco |
| Pacific Generation Company | Vice President | Davido | Sco |
| Pacific Generation Company | Director | Kelly | Ric |
| Pacific Generation Company | President | Kelly | Ric |
| Pacific Generation Company | Secretary | Lloyd | Dav |
| Pacific Generation Company | Vice President | Marks | Sta |
| Pacific Generation Company | Assistant Secretary | Osteraas | Kat |
| Pacific Generation Company | Treasurer | Schaefer | Geo |
| Pacific Generation Development Company | Assistant Secretary | Davido | Sco |
| Pacific Generation Development Company | Director | Davido | Sco |

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| SUBSIDIARY NAME | TITLE | LAST NAME | FIRST |
|----------------------------------------|---------------------|-----------|---------|
| Pacific Generation Development Company | Vice President | Davido | Scott |
| Pacific Generation Development Company | Director | Kelly | Richard |
| Pacific Generation Development Company | President | Kelly | Richard |
| Pacific Generation Development Company | Secretary | Lloyd | David |
| Pacific Generation Development Company | Vice President | Marks | Stanley |
| Pacific Generation Development Company | Assistant Secretary | Osteraas | Kathryn |
| Pacific Generation Development Company | Director | Schaefer | George |
| Pacific Generation Development Company | Treasurer | Schaefer | George |
| Pacific Generation Holdings Company | Director | Kelly | Richard |
| Pacific Generation Holdings Company | President | Kelly | Richard |
| Pacific Generation Holdings Company | Director | Lloyd | David |
| Pacific Generation Holdings Company | Secretary | Lloyd | David |
| Pacific Generation Holdings Company | Director | Marks | Stanley |
| Pacific Generation Holdings Company | Vice President | Marks | Stanley |
| Pacific Generation Holdings Company | Assistant Secretary | Osteraas | Kathryn |
| Pacific Generation Resources Company | Assistant Secretary | Davido | Scott |
| Pacific Generation Resources Company | Director | Davido | Scott |
| Pacific Generation Resources Company | Vice President | Davido | Scott |
| Pacific Generation Resources Company | Director | Kelly | Richard |
| Pacific Generation Resources Company | President | Kelly | Richard |
| Pacific Generation Resources Company | Secretary | Lloyd | David |
| Pacific Generation Resources Company | Vice President | Marks | Stanley |
| Pacific Generation Resources Company | Assistant Secretary | Osteraas | Kathryn |
| Pacific Generation Resources Company | Director | Schaefer | George |
| Pacific Generation Resources Company | Treasurer | Schaefer | George |
| Pacific Orrington Energy, Inc. | Assistant Secretary | Davido | Scott |
| Pacific Orrington Energy, Inc. | Director | Davido | Scott |
| Pacific Orrington Energy, Inc. | Vice President | Davido | Scott |

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| | | | |
|-----------------------------------------|---------------------|-------------|---------|
| Pacific Orrington Energy, Inc. | Director | Kelly | Richard |
| Pacific Orrington Energy, Inc. | President | Kelly | Richard |
| Pacific Orrington Energy, Inc. | Secretary | Lloyd | David |
| Pacific Orrington Energy, Inc. | Vice President | Marks | Stanley |
| Pacific Orrington Energy, Inc. | Assistant Secretary | Osteraas | Kathryn |
| Pacific Orrington Energy, Inc. | Director | Schaefer | George |
| Pacific Orrington Energy, Inc. | Treasurer | Schaefer | George |
| Pacific-Mt. Poso Corporation | Assistant Secretary | Davido | Scott |
| Pacific-Mt. Poso Corporation | Director | Davido | Scott |
| Pacific-Mt. Poso Corporation | Vice President | Davido | Scott |
| Pacific-Mt. Poso Corporation | Director | Kelly | Richard |
| Pacific-Mt. Poso Corporation | President | Kelly | Richard |
| Pacific-Mt. Poso Corporation | Secretary | Lloyd | David |
| Pacific-Mt. Poso Corporation | Vice President | Marks | Stanley |
| Pacific-Mt. Poso Corporation | Assistant Secretary | Osteraas | Kathryn |
| Pacific-Mt. Poso Corporation | Treasurer | Schaefer | George |
| Pittsburgh Thermal, Limited Partnership | Chairman | Avers (TVI) | Carl |

| SUBSIDIARY NAME | TITLE | LAST |
|-----------------------------------------|---------------------|-------|
| Pittsburgh Thermal, Limited Partnership | Secretary | Avers |
| Pittsburgh Thermal, Limited Partnership | Vice President | Cummi |
| Pittsburgh Thermal, Limited Partnership | Assistant Secretary | Mahon |
| Pittsburgh Thermal, Limited Partnership | President | Mahon |
| Pittsburgh Thermal, Limited Partnership | Treasurer | Mahon |
| Power Operations, Inc. | Vice President | Brews |
| Power Operations, Inc. | Assistant Secretary | David |
| Power Operations, Inc. | Director (sole) | David |
| Power Operations, Inc. | Vice President | David |

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| | | |
|--------------------------------|--------------------------------------------------------------------|----------------|
| Power Operations, Inc. | President | Kelly |
| Power Operations, Inc. | Secretary | O'Bri |
| Power Operations, Inc. | Assistant Secretary | Oster |
| Power Operations, Inc. | Treasurer | Schae |
| Pyro-Pacific Operating Company | managed by General partner or Management Committee | Pyrop |
| Reid Gardner Power LLC | President | Kelly |
| Reid Gardner Power LLC | Secretary | Lloyd |
| Reid Gardner Power LLC | Assistant Secretary | Oster |
| Rocky Road Power, LLC | Executive Committee Representative | Elmer |
| Rocky Road Power, LLC | Executive Committee Representative | Lopez |
| Rocky Road Power, LLC | Executive Committee Representative | Manal |
| Rybnik (Gibraltar) | Director | Golt |
| Rybnik Power B.V. | Director | Kelly |
| Rybnik Power B.V. | Director | Temme Servi |
| Saale Energie GmbH | Prokurist (joint representative with a managing director/by proxy) | Blake |
| Saale Energie GmbH | Prokurist (joint representative with a managing director/by proxy) | Haffn |
| Saale Energie GmbH | Managing Director - Geschäftsführer | Taylo |
| Saale Energie Services GmbH | Managing Director - Geschäftsführer | Blake |
| Saale Energie Services GmbH | Managing Director - Geschäftsführer | Scant |
| Sachsen Holding B.V. | Director | Kelly |
| Sachsen Holding B.V. | Director | Temme Servi |
| Saguaro Power LLC | Assistant Secretary | David |
| Saguaro Power LLC | Vice President | David |
| Saguaro Power LLC | Secretary | Fisfi |
| Saguaro Power LLC | Independent Member | Grier |
| Saguaro Power LLC | President | Kelly |
| Saguaro Power LLC | Vice President | Marks |

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| | | |
|-----------------------------------------------------------------------------------|---------------------|----------------|
| Saguaro Power LLC | Assistant Secretary | Oster |
| Saguaro Power LLC | Treasurer | Schae |
| San Bernardino Landfill Gas Limited Partnership, a California limited partnership | Manager | MN Sa Gasco |
| San Joaquin Valley Energy I, Inc. | Assistant Secretary | David |
| San Joaquin Valley Energy I, Inc. | Director | David |
| San Joaquin Valley Energy I, Inc. | Vice President | David |

| SUBSIDIARY NAME | TITLE |
|--------------------------------------------|-----------------------------|
| San Joaquin Valley Energy I, Inc. | Director |
| San Joaquin Valley Energy I, Inc. | President |
| San Joaquin Valley Energy I, Inc. | Secretary |
| San Joaquin Valley Energy I, Inc. | Vice President |
| San Joaquin Valley Energy I, Inc. | Assistant Secretary |
| San Joaquin Valley Energy I, Inc. | Director |
| San Joaquin Valley Energy I, Inc. | Treasurer |
| San Joaquin Valley Energy IV, Inc. | Assistant Secretary |
| San Joaquin Valley Energy IV, Inc. | Director |
| San Joaquin Valley Energy IV, Inc. | Vice President |
| San Joaquin Valley Energy IV, Inc. | Director |
| San Joaquin Valley Energy IV, Inc. | President |
| San Joaquin Valley Energy IV, Inc. | Secretary |
| San Joaquin Valley Energy IV, Inc. | Vice President |
| San Joaquin Valley Energy IV, Inc. | Assistant Secretary |
| San Joaquin Valley Energy IV, Inc. | Director |
| San Joaquin Valley Energy IV, Inc. | Treasurer |
| San Joaquin Valley Energy Partners I, L.P. | Management Committee Member |
| San Joaquin Valley Energy Partners I, L.P. | Management Committee Member |

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| | |
|-----------------------------------------------|----------------------------------------------|
| San Joaquin Valley Energy Partners I, L.P. | Management Committee member |
| San Joaquin Valley Energy Partners IV, L.P. | Management Committee Member |
| San Joaquin Valley Energy Partners IV, L.P. | Management Committee Member |
| San Joaquin Valley Energy Partners IV, L.P. | Management Committee Member |
| Scoria Incorporated | Assistant Secretary |
| Scudder Latin American Power I-C L.D.C. | Project Committee Representative |
| Scudder Latin American Power I-C L.D.C. | Management Committee Representative |
| Scudder Latin American Power I-C L.D.C. | Management Committee Representative |
| Scudder Latin American Power I-C L.D.C. | Project Committee Representative |
| Scudder Latin American Power I-C L.D.C. | Management Committee Representative |
| Scudder Latin American Power I-C L.D.C. | Project Committee Representative (alternate) |
| Scudder Latin American Power II-C L.D.C. | Management Committee Representative |
| Scudder Latin American Power II-C L.D.C. | Project Committee Representative |
| Scudder Latin American Power II-C L.D.C. | Management Committee Representative |
| Scudder Latin American Power II-C L.D.C. | Management Committee Representative |
| Scudder Latin American Power II-C L.D.C. | Project Committee Representative |
| Scudder Latin American Power II-C L.D.C. | Management Committee Representative |
| Scudder Latin American Power II-C L.D.C. | Project Committee Representative (alternate) |
| Scudder Latin American Power II-Corporation A | Management Committee Representative |
| Scudder Latin American Power II-Corporation A | Project Committee Representative |
| Scudder Latin American Power II-Corporation A | Management Committee Representative |
| Scudder Latin American Power II-Corporation A | Management Committee Representative |
| Scudder Latin American Power II-Corporation A | Management Committee Representative |
| Scudder Latin American Power II-Corporation B | Management Committee Representative |

SUBSIDIARY NAME

TITLE

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| | |
|-----------------------------------------------|-------------------------------------------------|
| Scudder Latin American Power II-Corporation B | Project Committee Representative |
| Scudder Latin American Power II-Corporation B | Management Committee Representative |
| Scudder Latin American Power II-Corporation B | Management Committee Representative |
| Scudder Latin American Power II-Corporation B | Management Committee Representative |
| Scudder Latin American Power II-P L.D.C. | Management Committee Representative |
| Scudder Latin American Power II-P L.D.C. | Project Committee Representative |
| Scudder Latin American Power II-P L.D.C. | Management Committee Representative |
| Scudder Latin American Power II-P L.D.C. | Management Committee Representative |
| Scudder Latin American Power II-P L.D.C. | Management Committee Representative (alternate) |
| Scudder Latin American Power II-P L.D.C. | Management Committee Representative |
| Scudder Latin American Power II-P L.D.C. | Management Committee Representative |
| Scudder Latin American Power I-P L.D.C. | Project Committee Representative |
| Scudder Latin American Power I-P L.D.C. | Management Committee Representative |
| Scudder Latin American Power I-P L.D.C. | Management Committee Representative |
| Scudder Latin American Power I-P L.D.C. | Management Committee Representative (alternate) |
| Scudder Latin American Power I-P L.D.C. | Management Committee Representative |
| Scudder Latin American Power I-P L.D.C. | Management Committee Representative |
| Somerset Operations Inc. | Vice President |
| Somerset Operations Inc. | Assistant Secretary |
| Somerset Operations Inc. | Director (sole) |
| Somerset Operations Inc. | Vice President |
| Somerset Operations Inc. | Secretary |
| Somerset Operations Inc. | President |
| Somerset Operations Inc. | Assistant Secretary |
| Somerset Operations Inc. | Treasurer |
| Somerset Power LLC | Assistant Secretary |
| Somerset Power LLC | Management Committee Member |

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| | |
|--------------------------------------|-----------------------------|
| Somerset Power LLC | Vice President |
| Somerset Power LLC | Secretary |
| Somerset Power LLC | Management Committee Member |
| Somerset Power LLC | President |
| Somerset Power LLC | Assistant Secretary |
| Somerset Power LLC | Treasurer |
| Somerset Power LLC | Independent Member |
| South Central Generation Holding LLC | Assistant Secretary |
| South Central Generation Holding LLC | Management Committee Member |
| South Central Generation Holding LLC | Vice President |
| South Central Generation Holding LLC | Management Committee Member |
| South Central Generation Holding LLC | President |
| South Central Generation Holding LLC | Vice President |
| South Central Generation Holding LLC | Secretary |
| South Central Generation Holding LLC | Assistant Secretary |
| South Central Generation Holding LLC | Treasurer |

| SUBSIDIARY NAME | TITLE | LAST NAME |
|-----------------------------------------|---------------------|-----------|
| Southwest Generation LLC | President | Kelly |
| Southwest Generation LLC | Secretary | Lloyd |
| Southwest Generation LLC | Assistant Secretary | Osteraas |
| Southwest Power Holdings LLC | Secretary | Lloyd |
| Southwest Power Holdings LLC | Assistant Secretary | Osteraas |
| Statoil Energy Power/Pennsylvania, Inc. | Director | Carroll |
| Statoil Energy Power/Pennsylvania, Inc. | President | Carroll |
| Statoil Energy Power/Pennsylvania, Inc. | Assistant Secretary | Davido |
| Statoil Energy Power/Pennsylvania, Inc. | Vice President | Davido |
| Statoil Energy Power/Pennsylvania, Inc. | Director | Kelly |

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|-----------------------------------------|-----------------------------|-----------------|
| Statoil Energy Power/Pennsylvania, Inc. | Assistant Secretary | Osteraas |
| Statoil Energy Power/Pennsylvania, Inc. | Secretary | Ptacek |
| Sterling (Gibraltar) | Secretary | Golt |
| Sterling (Gibraltar) | Director | NRGenerating H |
| Sterling Luxembourg (No. 1) s.a.r.l. | Director | NRGenerating H |
| Sterling Luxembourg (No. 2) s.a.r.l. | Director | NRGenerating H |
| Sterling Luxembourg (No. 4) s.a.r.l. | Director | NRGenerating H |
| STS Heisler, Inc. | Assistant Secretary | Omega Energy |
| STS Heisler, Inc. | Executive Vice President | Omega Energy |
| STS Heisler, Inc. | President | Omega Energy |
| STS Heisler, Inc. | Secretary | Omega Energy |
| STS Heisler, Inc. | Treasurer | Omega Energy |
| STS Heisler, Inc. | Director | Omega Energy (2 |
| STS Hydropower Ltd. | Assistant Secretary | Omega Energy |
| STS Hydropower Ltd. | Executive Vice President | Omega Energy |
| STS Hydropower Ltd. | President | Omega Energy |
| STS Hydropower Ltd. | Secretary | Omega Energy |
| STS Hydropower Ltd. | Treasurer | Omega Energy |
| STS Hydropower Ltd. | Director | Omega Energy (2 |
| Suncook Energy LLC | Manager | Chapman |
| Suncook Energy LLC | Manager | Davido |
| Suncook Energy LLC | Manager | Heuiser |
| Sunnyside Cogeneration Associates | Management Committee Member | Anderson |

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| Sunnyside Cogeneration Associates | Management Committee Member | Babcock & Wilcox |
|-----------------------------------------|------------------------------------|------------------|
| Sunnyside Holdings I, Inc.. | Vice President | Smith |
| Sunshine State Power (No. 2) B.V. | | |
| Sunshine State Power (No. 2) B.V. | Director | Kelly |
| | | |
| SUBSIDIARY NAME | TITLE | LAST NAME |
| Sunshine State Power (No. 2) B.V. | Director | Temmes |
| Sunshine State Power B.V. | | |
| Sunshine State Power B.V. | Director | Kelly |
| Sunshine State Power B.V. | Director | Temmes |
| Tacoma Energy Recovery Company | President | Carroll |
| Tacoma Energy Recovery Company | Assistant Secretary | Davido |
| Tacoma Energy Recovery Company | Director (sole) | Davido |
| Tacoma Energy Recovery Company | Vice President | Davido |
| Tacoma Energy Recovery Company | Vice President | Helliwell, J |
| Tacoma Energy Recovery Company | Assistant Secretary | Osteraas |
| Tacoma Energy Recovery Company | Secretary | Ptacek |
| Tacoma Energy Recovery Company | Treasurer | Schaefer |
| Telogia Power Inc. | Director | Carroll |
| Telogia Power Inc. | President | Carroll |
| Telogia Power Inc. | Secretary | Ptacek |
| Telogia Power Inc. | Director | Tritz |
| Telogia Power Inc. | Vice President | Tritz |
| Termo Santander Holding (Alpha), L.L.C. | Executive Committee Representative | Elmer |
| Termo Santander Holding (Alpha), L.L.C. | Executive Committee Representative | Lopez |
| Termo Santander Holding (Alpha), L.L.C. | Executive Committee Representative | Manalac |

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| | | |
|-----------------------------------------|-------------------------------------------------------------|-------------------------------|
| Termo Santander Holding (Alpha), L.L.C. | Executive Committee Representative | Williams |
| TermoRio S.A. | Director | Barbosa de O |
| TermoRio S.A. | Director | Moreira da S |
| TermoRio S.A. | Director | Tavares |
| Timber Energy Resources, Inc. | Assistant Secretary | Osteraas |
| Timber Energy Resources, Inc. | Secretary | Ptacek |
| Timber Energy Resources, Inc. | Director (through the sole shareholder, Telogia Power Inc.) | Tritz |
| Timber Energy Resources, Inc. | Vice President | Tritz |
| Tosli (Gibraltar) B.V. | Managing Director ("Bestuurder") | Gonzalez |
| Tosli Acquisition B.V. | Director | NRGenerating (No. 21) B.V. |
| Valmy Power LLC | Secretary | Lloyd |
| Vienna Operations Inc. | Vice President | Brewster |
| Vienna Operations Inc. | Assistant Secretary | Davido |
| Vienna Operations Inc. | Director (sole) | Davido |
| Vienna Operations Inc. | Vice President | Davido |
| Vienna Operations Inc. | Secretary | Fisfis |
| Vienna Operations Inc. | President | Kelly |
| Vienna Operations Inc. | Assistant Secretary | Osteraas |
| Vienna Operations Inc. | Vice President | Riley |
| Vienna Operations Inc. | Treasurer | Schaefer |
| Vienna Power LLC | Assistant Secretary | Davido |
| Vienna Power LLC | Management Committee Member | Davido |

| SUBSIDIARY NAME | TITLE | LAST |
|------------------|----------------|--------|
| Vienna Power LLC | Vice President | Davido |
| Vienna Power LLC | Secretary | Fisfis |

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| | | |
|-------------------------------|-----------------------------|-----------------------|
| Vienna Power LLC | Management Committee Member | Kelly |
| Vienna Power LLC | President | Kelly |
| Vienna Power LLC | Assistant Secretary | Osteraas |
| Vienna Power LLC | Vice President | Riley |
| Vienna Power LLC | Management Committee Member | Schaefer |
| Vienna Power LLC | Treasurer | Schaefer |
| Wainstones Power Limited | Director | Kelly |
| Wainstones Power Limited | Secretary | Mincing Lane Corpora |
| WCP (Generation) Holdings LLC | Treasurer | Doty |
| WCP (Generation) Holdings LLC | Assistant Secretary | Johnson |
| WCP (Generation) Holdings LLC | Executive Committee Member | Lednický |
| WCP (Generation) Holdings LLC | Vice President | Lednický |
| WCP (Generation) Holdings LLC | Secretary | Lloyd |
| WCP (Generation) Holdings LLC | Executive Committee Member | Manalac |
| WCP (Generation) Holdings LLC | Vice President | Manalac |
| WCP (Generation) Holdings LLC | Executive Committee Member | Marks |
| WCP (Generation) Holdings LLC | Vice President | Marks |
| WCP (Generation) Holdings LLC | President | Nistetters |
| WCP (Generation) Holdings LLC | Assistant Secretary | Osteraas |
| WCP (Generation) Holdings LLC | Assistant Secretary | Roth |
| WEB Energy Ltd. | | |
| WEB Energy Ltd. | Director | Jhumka |
| WEB Energy Ltd. | Director | Kelly |
| WEB Energy Ltd. | Director | Kwong |
| WEB Energy Ltd. | Secretary | Port Louis Management |
| West Coast Power LLC | Treasurer | Doty |
| West Coast Power LLC | Assistant Secretary | Johnson |
| West Coast Power LLC | Executive Committee Member | Lednický |
| West Coast Power LLC | President | Lednický |
| West Coast Power LLC | Vice President | Lednický |

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| | | |
|----------------------|----------------------------|----------|
| West Coast Power LLC | Secretary | Lloyd |
| West Coast Power LLC | Executive Committee Member | Manalac |
| West Coast Power LLC | Vice President | Manalac |
| West Coast Power LLC | Executive Committee Member | Marks |
| West Coast Power LLC | Vice President | Marks |
| West Coast Power LLC | Assistant Secretary | Osteraas |
| West Coast Power LLC | Assistant Secretary | Roth |
| West Coast Power LLC | Executive Committee Member | Williams |

PART II

With respect to each officer and director with a financial connection within the provisions of Section 17(c) of the Act, show:

| NAME OF DIRECTOR OR OFFICER (1) | NAME AND LOCATION OF FINANCIAL INSTITUTION (2) | POSITION HELD IN FINANCIAL INSTITUTION (3) |
|---------------------------------|------------------------------------------------|--------------------------------------------|
| C. Coney Burgess | Herring Bancorp Inc., Vernon, TX | Chairman |
| | Herring National Bank, Clarendon, TX | Director |
| | Herring National Bank, Vernon, TX | Director |
| | Herring Bancshares Inc., Altus, OK | Chairman |
| | Monarch Trust Co., Amarillo, TX | President & Director |
| Rodney E. Slifer | Alpine Banks of Colorado, Vail, CO | Director |
| W. Thomas Stephens | The Putnam Funds, Boston, MA | Director |
| David A. Christensen | Wells Fargo & Co., San Francisco, CA | Director |
| Douglas W. Leatherdale | The John Nuveen Co., Chicago, IL | Director |

PART III

State the disclosures made in each system company's most recent proxy statement and annual report on Form 10-K with respect to:

- (a) The compensation of directors and executive officers of system companies;
- (b) Their interest in the securities of system companies including options or other rights to acquire securities;

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- (c) Their contracts and transactions with system companies;
- (d) Their indebtedness to system companies;
- (e) Their participation in bonus and profit-sharing arrangements and other benefits;
- (f) Their rights to indemnity.

FROM THE PROXY STATEMENT OF XCEL ENERGY INC.:

DIRECTORS' COMPENSATION

The following table provides information on our compensation and reimbursement practices during 2002 for non-employee directors. The director who is employed by Xcel Energy, Mr. Wayne Brunetti, does not receive any compensation for his Board activities.

DIRECTORS' COMPENSATION FOR 2002

| | |
|------------------------------------------------------------------------------------------------------------------|-----------|
| Annual Director Retainer | \$ 33,600 |
| Board Meeting Attendance Fees (per meeting) | \$ 1,200 |
| Telephonic Meeting Attendance Fees (per meeting) | \$ 500 |
| Committee Meeting Attendance Fees (per meeting) | \$ 1,200 |
| Additional Retainer for Committee Chair (Compensation & Nominating Committee and Operations & Nuclear Committee) | \$ 3,000 |
| Additional Retainer for Audit Committee (1) | \$ 4,250 |
| Additional Retainer for Finance Committee (2) | \$ 3,834 |
| Stock Equivalent Units | \$ 52,800 |

(1) Audit Committee chair's annual retainer was increased from \$3,000 to \$6,000 effective August 2002.

(2) Finance Committee chair's annual retainer was increased from \$3,000 to \$5,000 effective August 2002.

Xcel Energy has a Stock Equivalent Plan for Non-Employee Directors to more closely align directors' interests with those of our shareholders. Under this Stock Equivalent Plan, directors may receive an annual award of stock equivalent units with each unit having a value equal to one share of our common stock. Stock equivalent units do not entitle a director to vote and are only payable as a distribution of whole shares of the Company's common stock upon a director's termination of service. The stock equivalent units fluctuate in value as the value of our common stock fluctuates.

Additional stock equivalent units are accumulated upon the payment of and at the same value as dividends declared on our common stock. On April 19, 2002, non-employee directors of Xcel Energy received an award of 2,039.40 stock equivalent units representing approximately \$52,800 in cash value.

Additional stock equivalent units were accumulated during 2002 as dividends were paid on our common stock. The number of stock equivalents for each non-employee director is listed in the share ownership chart, which is set forth below.

Directors also may participate in a deferred compensation plan, which provides for deferral of director retainer and meeting fees until after retirement from the Board. A director may defer director retainer and meeting fees into the

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Stock Equivalent Plan. A director who elects to defer compensation under this plan receives a premium of 20% of the compensation that is deferred.

COMMON STOCK OWNERSHIP OF DIRECTORS AND EXECUTIVE OFFICERS

The following table sets forth information concerning beneficial ownership of our common stock as of March 3, 2003, for: (a) each director and the nominees for director; (b) named executive officers set forth in the Summary Compensation Table; and (c) the directors and executive officers as a group. Unless otherwise indicated, each person has sole investment and voting power (or shares such powers with his or her spouse) with respect to the shares set forth in the following table. None of the individuals listed in the Beneficial Ownership Table below owned more than 0.22% of Xcel Energy's common stock. None of these individuals owns any shares of Xcel Energy's preferred stock.

BENEFICIAL OWNERSHIP TABLE

| NAME AND PRINCIPAL POSITION OF BENEFICIAL OWNER | COMMON STOCK | STOCK EQUIVALENTS | OPTIONS EXERCISAB WITHIN 60 DAYS |
|-----------------------------------------------------------------------------------|-----------------|----------------------|-------------------------------------------|
| Wayne H. Brunetti Chairman of the Board, President and Chief Executive Officer | 105,025 | 9,184 | 692,85 |
| C. Coney Burgess Director | 8,576 | 12,174 | |
| David A. Christensen Director | 1,000 | 33,661 | |
| Roger R. Hemminghaus Director | 6,565 | 23,826 | |
| A. Barry Hirschfield Director | 13,251 | 12,930 | |
| Douglas W. Leatherdale Director | 1,100 | 32,755 | |
| Albert F. Moreno Director | 4,325 | 18,776 | |
| Margaret R. Preska Director | 1,300 | 26,497 | |
| A. Patricia Sampson Director | 1,266 | 22,593 | |
| Allan L. Schuman Director | 200 | 18,439 | |
| Rodney E. Slifer Director | 17,946 | 22,712 | |
| W. Thomas Stephens Director | 11,038 | 19,275 | |
| Richard C. Kelly (1) | 29,152 | 3,311 | 224,75 |

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Chief Financial Officer

| | | | |
|------------------------------------|--------|---|--------|
| Gary R. Johnson | 19,582 | 0 | 116,46 |
| Vice President and General Counsel | | | |

| NAME AND PRINCIPAL POSITION OF BENEFICIAL OWNER ----- | COMMON STOCK ----- | STOCK EQUIVALENTS ----- | OPTION EXERCISA WITHIN 60 DAY ----- |
|-------------------------------------------------------------|--------------------------|-------------------------------|-------------------------------------------------|
| Paul J. Bonavia President, Energy Markets | 5,252 | 1,440 | 186,0 |
| Directors and Executive Officers as a Group (25 Persons) | 390,488 | 265,068 | 1,934,4 |

(1) Mr. Kelly's wife owns 408 of these shares. Mr. Kelly disclaims beneficial ownership of these shares.

SECTION 16(a) BENEFICIAL OWNERSHIP REPORTING COMPLIANCE

Section 16(a) of the Securities Exchange Act of 1934 requires our directors and officers to file with the Securities Exchange Commission reports regarding their ownership and changes in ownership of our stock. We are required to disclose whether we have knowledge that any person required to file such a report, may have failed to do so in a timely manner. Other than as described below, we believe that during 2002, all of our officers subject to such reporting obligations have satisfied all Section 16(a) filing requirements. The following directors filed Form 4 one day late: Roger R. Hemminghaus, Douglas W. Leatherdale, A. Patricia Sampson, C. Coney Burgess, A. Barry Hirschfeld, Albert F. Moreno, Allan L. Schuman, David A. Christensen, Margaret R. Preska, Rodney E. Slifer, and W. Thomas Stephens. In making this statement, we have relied upon examination of the copies of Forms 3, 4, and 5 and the written representations of its directors and executive officers.

EXECUTIVE COMPENSATION

The following tables set forth cash and non-cash compensation for each of the last three fiscal years ended December 31, 2002, for the Company's Chief Executive Officer and each of the five next most highly compensated executive officers serving as officers at December 31, 2002 (collectively, the "Named Executive Officers"). As set forth in the footnotes, the data presented in this table and the tables that follow include amounts paid to the Named Executive Officers in 2002 by Xcel Energy or any of its subsidiaries, as well as by NCE and NSP or any of their subsidiaries for the period prior to the Merger.

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SUMMARY COMPENSATION TABLE

| (a) NAME AND PRINCIPAL POSITION | (b) YEAR | ANNUAL COMPENSATION | | | (e) OTHER ANNUAL COMPENSATION |
|-------------------------------------------------------------------------|-------------|---------------------|-----------------------|-----|-------------------------------------|
| | | (c) SALARY (\$) | (d) BONUS (\$) (1) | (2) | (2) |
| Wayne H. Brunetti Chairman, President and Chief Executive Officer | 2002 | 1,065,000 | -- | | 9,836 |
| | 2001 | 895,000 | 953,873 | | 9,267 |
| | 2000 | 756,667 | 852,244 | | 167,265 |
| Richard C. Kelly Chief Financial Officer* | 2002 | 510,000 | -- | | 3,814 |
| | 2001 | 425,417 | 338,588 | | 1,208 |
| | 2000 | 375,917 | 279,446 | | 55,855 |
| Gary R. Johnson General Counsel | 2002 | 390,000 | -- | | 1,329 |
| | 2001 | 340,000 | 236,656 | | 3,934 |
| | 2000 | 313,750 | 240,378 | | 3,613 |
| Paul J. Bonavia President, Energy Markets | 2002 | 385,000 | -- | | 3,956 |
| | 2001 | 350,000 | 262,920 | | 15,416 |
| | 2000 | 325,000 | 218,074 | | 2,182 |
| James T. Petillo President, Energy Delivery | 2002 | 345,000 | -- | | 1,617 |
| | 2001 | 316,250 | 200,463 | | 12,978 |
| | 2000 | 249,167 | 163,582 | | 7,596 |
| David M. Wilks President, Energy Supply | 2002 | 345,000 | -- | | 2,041 |
| | 2001 | 310,000 | 216,202 | | 3,994 |
| | 2000 | 289,583 | 190,693 | | 9,032 |

| (a) NAME AND PRINCIPAL POSITION | LONG-TERM COMPENSATION | | | | (i) All Other COMPENSATION (\$ (6) |
|-------------------------------------------------------------------------|----------------------------------------------|-------------------------------------------------------------------------------|--------------------------------|----------------|---------------------------------------------|
| | (f) RESTRICTED STOCK AWARDS (\$ (3) | (g) NUMBER OF SECURITIES UNDERLYING OPTIONS AND (SAR's (#) (4) | (h) LTIP PAYOUTS (\$ (5) | (j) PAYOUTS | |
| Wayne H. Brunetti Chairman, President and Chief Executive Officer | -- | -- | -- | -- | 95,832 |
| | -- | -- | 902,271 | -- | 81,360 |
| | -- | 756,000 | -- | -- | 314,436 |
| Richard C. Kelly Chief Financial Officer* | -- | -- | -- | -- | 45,917 |
| | -- | -- | 269,633 | -- | 39,077 |
| | -- | 228,000 | -- | -- | 130,124 |
| Gary R. Johnson General Counsel | -- | -- | -- | -- | 26,656 |
| | -- | -- | 175,206 | -- | 27,640 |
| | -- | 185,188 | -- | -- | 25,409 |

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| | | | | |
|----------------------------|----|---------|---------|--------|
| Paul J. Bonavia | -- | -- | -- | 9,278 |
| President, Energy Markets | -- | -- | 180,338 | 16,503 |
| | -- | 153,000 | -- | 14,258 |
| James T. Petillo | -- | -- | -- | 15,157 |
| President, Energy Delivery | -- | -- | 149,408 | 15,562 |
| | -- | 126,000 | -- | 12,877 |
| David M. Wilks | -- | -- | -- | 27,545 |
| President, Energy Supply | -- | -- | 159,727 | 26,448 |
| | -- | 135,000 | -- | 24,143 |

* Elected as Chief Financial Officer effective August 21, 2002.

(1) The amounts in this column for 2002 represent awards earned under the Xcel Energy Executive Annual Incentive Award program. For Mr. Brunetti, Mr. Kelly, Mr. Petillo and Mr. Wilks, the amounts for 2001 include the value of 25,068, 4,449, 10,536 and 5,682 shares, respectively, of restricted common stock they received in lieu of a portion of the cash payments to which they were otherwise entitled under the Xcel Energy Executive Annual Incentive Award program. For Mr. Bonavia, the amount for 2001 includes the pretax value of 3,023 shares of common stock he received in lieu of a portion of the cash payment to which he was otherwise entitled under the Xcel Energy Executive Annual Incentive Award program.

(2) The amounts shown for 2001 and 2002 include reimbursements for taxes on certain personal benefits, including perquisites received by the named executives. The 2000 amount for Messrs. Brunetti and Kelly also include taxes on relocation benefits of \$162,745 and \$55,855, respectively.

(3) At December 31, 2002, Messrs. Brunetti, Kelly, Petillo and Wilks held shares of restricted stock. As of December 31, 2002, Mr. Brunetti held 39,083, Mr. Kelly held 4,720, Mr. Petillo held 11,177, and Mr. Wilks held 7,442 shares of restricted stock with an aggregate value of \$429,913.84, \$51,916.99, \$122,948.39 and \$81,862.04, respectively. Restricted stock vests in three equal annual installments and the holders are entitled to receive dividends at the same rate as paid on all other shares of common stock.

(4) The amounts shown for 2000 include stock option awards made to the named executives under the NSP Long Term Incentive Plan for Mr. Johnson (38,188). The balance of the options for Mr. Johnson in 2000, and all of the options for Messrs. Brunetti, Kelly, Bonavia, Petillo and Wilks for 2000 were granted under the Xcel Energy Omnibus Incentive Plan. These grants were three-year front-loaded (i.e., they represented three years' worth of options) and additional options were not granted in 2001 and 2002.

(5) The amounts shown for 2001 include cash payments made under the Xcel Energy Long-Term Incentive Program. NSP had no LTIP payouts in 2000. No performance cash awards under the NCE Value Creation Plan for Messrs. Brunetti, Kelly, Bonavia, Petillo and Wilks were paid during 2000, 2001 or 2002.

(6) The amounts represented in the "All Other Compensation" column for the year

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2002 for the Named Executive Officers include the following:

| NAME | COMPANY MATCHING 401K CONTRIBUTIONS (\$) | CONTRIBUTIONS TO THE NON-QUALIFIED SAVINGS PLAN (\$) | VALUE OF THE REMAINDER OF INSURANCE PREMIUMS PAID BY THE COMPANY UNDER THE OFFICER SURVIVOR BENEFIT PLAN (\$) | IMPUTED INCOME AS A RESULT OF LIFE INSURANCE BY THE COMPANY |
|-------------------|------------------------------------------|------------------------------------------------------|---------------------------------------------------------------------------------------------------------------|-------------------------------------------------------------|
| Wayne H. Brunetti | 8,000 | 34,780 | n/a | 5,120 |
| Richard C. Kelly | 8,000 | 12,580 | n/a | 2,380 |
| Gary R. Johnson | 1,400 | 0 | 440 | 1,930 |
| Paul J. Bonavia | 8,000 | 0 | n/a | 1,270 |
| James T. Petillo | 8,000 | 5,980 | n/a | 1,170 |
| David M. Wilks | 8,000 | 5,980 | n/a | 1,490 |

| NAME | EARNINGS ACCRUED UNDER DEFERRED COMPENSATION PLAN (\$) | BONUS RELATED TO RELOCATION PAYMENTS (\$) | TOTAL (\$) (1) |
|-------------------|--------------------------------------------------------|-------------------------------------------|----------------|
| Wayne H. Brunetti | 0 | 47,925 | 95,832 |
| Richard C. Kelly | 0 | 22,950 | 45,917 |
| Gary R. Johnson | 22,880 | n/a | 26,656 |
| Paul J. Bonavia | 0 | n/a | 9,278 |
| James T. Petillo | 0 | n/a | 15,157 |
| David M. Wilks | 0 | 12,075 | 27,545 |

(1) The total of All Other Compensation does not include an additional allocation that will be made to all participants due to the early repayment of the outstanding loans under the Employee Stock Ownership Plan.

AGGREGATED OPTION/SAR EXERCISES IN LAST FISCAL YEAR AND FY-END OPTION/SAR VALUES

The following table indicates, for each of the named executives, the number and value of exercisable and unexercisable options and SARs as of December 31, 2002.

| NAME | NUMBER OF SECURITIES | VALUE |
|------|----------------------|-------|
|------|----------------------|-------|

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| NAME | SHARES | | UNDERLYING UNEXERCISED | | IN |
|-------------------|--------------|---------------|----------------------------|---------------|------------|
| | ACQUIRED ON | VALUE | OPTIONS/SARs AT FY-END (#) | | OPTIONS/SA |
| | EXERCISE (#) | REALIZED (\$) | EXERCISABLE | UNEXERCISABLE | EXERCISAB |
| Wayne H. Brunetti | -- | -- | 692,850 | 756,000 | -- |
| Richard C. Kelly | -- | -- | 224,750 | 228,000 | -- |
| Gary R. Johnson | -- | -- | 116,465 | 147,000 | -- |
| Paul J. Bonavia | -- | -- | 186,000 | 153,000 | -- |
| James T. Petillo | -- | -- | 112,530 | 126,000 | -- |
| David M. Wilks | -- | -- | 173,600 | 135,000 | -- |

(1) Option values were calculated based on an \$11.00 closing price of Xcel Energy common stock, as reported on the New York Stock Exchange at December 31, 2002.

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LONG-TERM PERFORMANCE PLAN AWARDS IN LAST FISCAL YEAR (1)

The following table shows information on awards granted during 2002 under the Company's Omnibus Incentive Plan for each person in the Summary Compensation Table.

| NAME | NUMBER OF SHARES, UNITS OR OTHER RIGHTS (2) | PERFORMANCE OF OTHER PERIOD UNTIL MATURATION OR PAYOUT | ESTIMATED FUTURE PAYOUTS UNDER NON-STOCK PRICE-BASED PLAN | | |
|-------------------|---------------------------------------------|--------------------------------------------------------|-----------------------------------------------------------|-------------|-----|
| | | | THRESHOLD (\$) (3) | TARGET (\$) | MAX |
| Wayne H. Brunetti | 119,566 | 1/1/02-12/31/04 | 832,031 | 3,328,125 | 6 |
| Richard C. Kelly | 30,690 | 1/1/02-12/31/04 | 213,563 | 854,250 | 1 |
| Gary R. Johnson | 15,763 | 1/1/02-12/31/04 | 109,688 | 438,750 | |
| Paul J. Bonavia | 15,560 | 1/1/02-12/31/04 | 108,281 | 433,125 | |
| James T. Petillo | 13,944 | 1/1/02-12/31/04 | 97,031 | 388,125 | |
| David M. Wilks | 13,944 | 1/1/02-12/31/04 | 97,031 | 388,125 | |

(1) The amounts in this table for the year 2002 are for the performance period 01/01/02-12/31/04 and represent awards made under the performance unit component described under "Long-Term Incentives".

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(2) Each unit represents the value of one share of Xcel Energy common stock.

(3) If the threshold for the performance unit component of the 35th percentile is achieved, the payout could range between 25% and 200%. The amounts are based on a stock price of \$27.8350, which was the average high/low price on January 2, 2002.

PENSION PLAN TABLE

The following table shows estimated combined pension benefits payable to a covered participant from the qualified and non-qualified defined benefit plans maintained by Xcel Energy and its subsidiaries and the Xcel Energy Supplemental Executive Retirement Plan (the "SERP"). The Named Executive Officers are all participants in the SERP and the qualified and non-qualified defined benefit plans sponsored by the Company.

| REMUNERATION | YEARS OF SERVICE | | |
|--------------|------------------|----------|------------------|
| | 10 YEARS | 15 YEARS | 20 OR MORE YEARS |
| 200,000 | 55,000 | 82,500 | 110,000 |
| 225,000 | 61,875 | 92,813 | 123,750 |
| 250,000 | 68,750 | 103,125 | 137,500 |
| 275,000 | 75,625 | 113,438 | 151,250 |
| 300,000 | 82,500 | 123,750 | 165,000 |
| 350,000 | 96,250 | 144,375 | 192,500 |
| 400,000 | 110,000 | 165,000 | 220,000 |
| 450,000 | 123,750 | 185,625 | 247,500 |
| 500,000 | 137,500 | 206,250 | 275,000 |
| 600,000 | 165,000 | 247,500 | 330,000 |
| 700,000 | 192,500 | 288,750 | 385,000 |
| 800,000 | 220,000 | 330,000 | 440,000 |
| 900,000 | 247,500 | 371,250 | 495,000 |
| 1,000,000 | 275,000 | 412,500 | 550,000 |
| 1,100,000 | 302,500 | 453,750 | 605,000 |
| 1,200,000 | 330,000 | 495,000 | 660,000 |
| 1,300,000 | 357,500 | 536,250 | 715,000 |
| 1,400,000 | 385,000 | 577,500 | 770,000 |

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| | | | |
|-----------|---------|---------|-----------|
| 1,500,000 | 412,500 | 618,750 | 825,000 |
| 1,600,000 | 440,000 | 660,000 | 880,000 |
| 1,700,000 | 467,500 | 701,250 | 935,000 |
| 1,800,000 | 495,000 | 742,500 | 990,000 |
| 1,900,000 | 522,500 | 783,750 | 1,045,000 |
| 2,000,000 | 550,000 | 825,000 | 1,100,000 |
| 2,100,000 | 577,500 | 866,250 | 1,155,000 |
| 2,200,000 | 605,000 | 907,500 | 1,210,000 |

The benefits listed in the Pension Plan Table are not subject to any deduction or offset. The compensation used to calculate the SERP benefits is base salary as of December 31 plus annual incentive. The Salary and Bonus columns of the Summary Compensation Table for 2002 reflect the covered compensation used to calculate SERP benefits.

The SERP benefit accrues ratably over 20 years and, when fully accrued, is equal to (a) 55% of the highest three years covered compensation of the five years preceding retirement or termination minus (b) any other qualified and non-qualified benefits. The SERP benefit is payable as an annuity for 20 years, or as a single lump-sum amount equal to the actuarial equivalent present value of the 20-year annuity.

Benefits are payable at age 62, or as early as age 55, but would be reduced 5% for each year that the benefit commencement date precedes age 62. The approximate credited years of service under the SERP as of December 31, 2002, were as follows:

| | |
|--------------|----------|
| Mr. Brunetti | 15 years |
| Mr. Kelly | 35 years |
| Mr. Johnson | 24 years |
| Mr. Bonavia | 5 years |
| Mr. Petillo | 6 years |
| Mr. Wilks | 25 years |

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Notwithstanding any special provisions related to pension benefits described under "Employment Agreements and Severance Arrangements," the Company has granted additional credited years of service to Mr. Brunetti for purposes of SERP accrual. The additional credited years of service (approximately seven) are included in the above table. Additionally, the Company has agreed to grant full accrual of SERP benefits to Mr. Brunetti at age 62 and to Mr. Bonavia at age 57 and 8 months, if they continue to be employed by the Company until such age.

REPORT OF THE COMPENSATION AND NOMINATING COMMITTEE OF THE BOARD OF DIRECTORS

The executive compensation and benefit programs of the Company are administered by the Compensation and Nominating Committee of the Board of Directors (the "Committee"). The Committee is composed of W. Thomas Stephens, Chair, C. Coney Burgess, David A. Christensen, A. Barry Hirschfeld, Douglas W. Leatherdale, and

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A. Patricia Sampson, all of whom are independent, "non-employee directors" of the Company, as defined by Section 16(b) of the Securities Exchange Act of 1934 (the "1934 Act"), and "outside directors" as defined within the meaning of Section 162(m) of the Internal Revenue Code of 1986. The Board has delegated to the Committee the responsibility of establishing the Company's compensation philosophy, as well as the compensation package for the Chairman, President and Chief Executive Officer and other named executives of the Company. This includes establishing and administering the Company's base salary program, executive annual and long-term incentive programs, and executive benefit programs. The Committee also recommends and administers compensation and benefit programs for all Company executives and key talent.

COMPENSATION PHILOSOPHY

The Committee's goal is to attract, retain, and motivate the outstanding executive talent needed to deliver superior returns to shareholders and provide the highest quality of service to customers. The Company's executive compensation philosophy uses a combination of salary and performance-based (incentive) compensation, delivered through annual and long-term incentives, to align management's interests with those of shareholders. This philosophy results in a compensation mix for senior officers in which annual and long-term incentives account for more than 50 percent of the executives' annual compensation. In addition, the Company's compensation program helps to reinforce management's link to shareholders by establishing plans that compensate executives based on corporate, business unit, and individual performance goals. Finally, significant use of equity-based incentives encourages management to respond to business challenges and opportunities as owners as well as employees.

In establishing a compensation strategy for the Company, the Committee worked with an independent, nationally recognized compensation and benefits consulting firm and took into account several factors:

- The desire to align management interests with those of shareholders.
- The desire to strongly link management pay to both annual and long-term Company performance.
- The need to attract talent from broader markets as the utility industry changes, to retain individuals of outstanding ability and to motivate such individuals to achieve superior performance.

As a result, the Committee has approved a compensation strategy designed to meet these objectives and encourage executives to achieve in a highly evolving competitive environment. Base salaries and annual and long-term incentive opportunities are set to the median of utility industry and, where appropriate, general industry levels to provide an incentive for executives to optimize the Company's performance. In addition, stock-based compensation has become a significant portion of overall executive pay. Base salaries are reviewed annually, with increases tied to such factors as individual performance, the executive's duties and responsibilities, financial results, and changes in the marketplace. Federal tax law limits the deductibility of executive compensation in excess of \$1,000,000 unless certain exceptions are met. It is the Committee's intent to maintain the deductibility of executive compensation to the extent reasonably practicable and to the extent consistent with its other compensation objectives. However, a portion of Mr. Brunetti's salary exceeded \$1,000,000 in 2002 and that portion that exceeded \$1,000,000 was not deductible by the Company.

BASE SALARY

The Committee targeted base salaries to the 50th percentile of a combined group of utility and general industry companies (on a revenue adjusted basis) as

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described above. Under the terms of his employment agreement, Mr. Brunetti was entitled to a base salary not less than his salary immediately prior to the Merger, which was \$685,000. In connection with the assumption of increased responsibilities following the Merger, effective August 2000, Mr. Brunetti received a salary adjustment to \$895,000. This was intended to be his salary level for the balance of 2000 as well as all of 2001. Consequently, Mr. Brunetti did not receive any salary increase for 2001. Effective January 2002, Mr. Brunetti received a salary adjustment to \$1,065,000. Similarly, the other Named Executive Officers received salary adjustments effective January 2002. These base salaries are included in the "Salary" column of the Summary Compensation Table.

ANNUAL INCENTIVE

Annual incentives are administered under the Xcel Energy Executive Annual Incentive Award Plan (the "Xcel Annual Incentive Plan"), which was approved by shareholders in 2000. Annual incentive awards are targeted to the 50th percentile of blended utility industry and general industry levels, as discussed above, and are based on achieving corporate financial and operational goals and business unit operational goals.

Target Annual Incentive Awards for 2002

Corporate goals include targeted earnings per share, a customer loyalty index (which includes customer service measurements), safety and reliability. Business Unit goals include customer service, reliability, safety and meeting budget, measured at a business unit level.

Target annual incentive awards (as a percent of base salary) are set for all Xcel Energy officers, ranging from 85% of salary for Mr. Brunetti to 55% of salary for the other Named Executive Officers. Maximum awards may be up to two times the target awards.

The annual incentive formula is calculated using predetermined performance measures. For Mr. Brunetti, the formula is weighted 100% to attaining corporate goals. For the other executive officers, including Named Executive Officers, the formula is weighted 67% to attaining corporate goals and 33% to attaining business unit operational goals.

In order to encourage increased share ownership by executive officers, the Xcel Annual Incentive Plan provides the option for executives to receive their payments in shares of common stock or shares of restricted common stock (which vests in equal annual installments over a three year period) in lieu of cash. A 5% premium is added to amounts paid in shares of common stock, and a 20% premium is added to amounts paid in shares of restricted common stock.

Calculation and Payment of 2002 Annual Incentive Awards

Based on corporate performance during 2002, no payouts of Annual Incentive Awards were made to the Named Executive Officers.

LONG-TERM INCENTIVES

Long-term incentives are administered under the Xcel Energy Omnibus Incentive Plan, approved by shareholders in 2000. This plan allows for several forms of incentive compensation from which the Committee may select in designing long-term incentives.

For 2002, the Xcel Energy long-term incentive plan had two components:

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- stock options; and
- performance shares.

Long-term incentive opportunities range from 425% of base salary for Mr. Brunetti to 170% of base salary for the other Xcel Energy Named Executive Officers. Stock options are targeted to deliver 50% of each officer's long-term incentive opportunity, with the remaining 50% delivered through the performance share component.

Stock Option Component. In 2000, the Committee made one stock option grant to all of the Named Executive Officers. This grant was "front-loaded" and intended to cover a three-year period, during which the Committee intends to make no further grants to the Named Executive Officers. Accordingly, no additional option grants were made to the Named Executive Officers during 2001 or 2002.

The 2000 grant, which was reported in prior proxy statements, contains a "performance vesting" provision which provides that the options will become exercisable at the earlier of: the date Xcel Energy common stock closes at a price which equals or exceeds \$32.890625; or August 21, 2005.

Once vested, the options may be exercised at any time on or before August 20, 2010.

Performance Share Component. The performance share component uses a single measure, Total Shareholder Return ("TSR"). Xcel Energy's TSR will be measured over a three-year period, using overlapping cycles. Xcel Energy's TSR is compared to the TSR of other companies in the EEI Electrics Index as a peer group. At the end of each three-year period, the performance unit component provides for payment at target for performance at the 50th percentile of the peer group and at 200% of target for performance at or above the 75th percentile of the peer group. The performance unit component provides smaller payments for performance below the 50th percentile. No payment would be made for performance below the 35th percentile.

Awards in the performance share component are made in shares, each of which represents the value of one share of Xcel Energy common stock. The number of shares awarded is calculated by dividing the executive's target award by the fair market value of Xcel Energy common stock on the date of the grant.

For the measurement cycle that ended in 2002, the TSR was at the 11th percentile resulting in no payout.

For the 2002 to 2004 measurement cycle, Mr. Brunetti was awarded 119,566 shares. Other Named Executive Officers were awarded from 30,690 to 13,944 shares. These awards are included in the Long-Term Incentive Plans Awards in Last Fiscal Year Table.

Other Perquisites and Benefits

Other perquisites and benefits provided to executives generally are not tied to the Company's financial performance, but are primarily designed to attract and retain executives. Among the perquisites and benefits provided by the Company in 2002 to its executives are Company-paid life insurance in an amount equal to four times base pay, and benefits provided under the Xcel Energy Inc. Nonqualified Deferred Compensation Plan and the Xcel Energy Supplemental Executive Retirement Plan that make up for retirement benefits that cannot be paid under the Company's qualified retirement plans due to Internal Revenue Code limitations and the exclusion of certain elements of pay from pension-covered earnings. The level of retirement benefits provided by these plans in the

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aggregate is reflected in the Pension Plan Table.

Certain executive officers, including four of the Named Executive Officers, may receive severance benefits in accordance with the Xcel Energy Senior Executive Severance Policy, which is described in more detail under the section below entitled "Employment Agreements and Severance Arrangements."

STOCK OWNERSHIP GUIDELINES

The Committee believes that it is essential to align management's interests with those of the shareholders. In order to emphasize this belief, Xcel Energy adopted stock ownership guidelines for the executives. The Committee believes that linking a significant portion of an executive's current and potential future net worth to Xcel Energy's success, as reflected in the stock price, ensures that executives have a stake similar to that of Xcel Energy shareholders. Such guidelines also encourage the long-term management of the Company for the benefit of the shareholders. The share ownership guideline for each executive is based on the executive's position. The guideline for the Chairman of the Board, President and Chief Executive Officer is five times base salary. The guideline for the Chief Financial Officer is four times base salary. Other Business Unit Heads have a guideline of three times base salary. All other Company officers have share ownership guidelines of two times base salary. Each executive is expected to achieve the applicable ownership guidelines by August 1, 2005, and each is expected to reach interim milestones at August 1, 2003 and August 1, 2004. All shares that the executive is entitled to vote count toward compliance with the ownership guidelines.

CHIEF EXECUTIVE OFFICER COMPENSATION

The compensation of Wayne H. Brunetti, Chairman of the Board, President and Chief Executive Officer, is determined by the process described in the short-term and long-term performance components above, namely base salary, annual incentive, performance unit, and stock options. Mr. Brunetti received a long-term incentive opportunity of 425% of base salary and an annual incentive award target of 85% of base salary. As discussed above, due to the front-end loaded option grant in 2000, he was not granted any additional options in 2002. However, he was awarded 119,566 performance shares.

Mr. Brunetti received a base salary adjustment for the year 2002 in the amount of \$170,000. His base salary is included in the "Salary" column of the Summary Compensation Table above.

CONCLUSION

The Committee believes that Xcel Energy's executive compensation package effectively serves the interests of the Company and its shareholders. The balance of base pay and annual and long-term incentives provides increased motivation to executives to contribute to and participate in the Company's long-term success. The Committee is dedicated to ensuring that the Company's total compensation package continues to meet the needs of the Company and will monitor and revise compensation policies as necessary.

SUBMITTED BY THE COMPENSATION AND NOMINATING COMMITTEE OF THE XCEL ENERGY BOARD OF DIRECTORS

W. Thomas Stephens, Chair
C. Coney Burgess
David A. Christensen

A. Barry Hirschfield
Douglas W. Leatherdale
A. Patricia Sampson

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XCEL ENERGY STOCK PERFORMANCE GRAPH

The following compares our cumulative total shareholder return on common stock with the cumulative total return of the Standard & Poor's 500 Composite Stock Price Index, and the EEI Electrics Index over the last five fiscal years (assuming a \$100 investment in each vehicle on December 31, 1997 and the reinvestment of all dividends).

The EEI Electrics Index currently includes 65 companies and is a broad measure of industry performance.

(Xcel Energy Comparative Total Return graph omitted).

| | 1997 | 1998 | 1999 | 2000 | 2001 | 2002 |
|-----------------|-------|-------|-------|-------|-------|-------|
| Xcel Energy/NSP | \$100 | \$100 | \$ 75 | \$119 | \$120 | \$ 51 |
| EEI Electrics | \$100 | \$114 | \$ 93 | \$137 | \$125 | \$107 |
| S&P 500 | \$100 | \$129 | \$156 | \$142 | \$125 | \$ 97 |

EMPLOYMENT AGREEMENTS AND SEVERANCE ARRANGEMENTS

Wayne H. Brunetti Employment Agreement

At the time of the merger agreement, NCE and NSP also entered into a new employment agreement with Mr. Brunetti, which replaced his existing employment agreement with NCE when the Merger was completed. The initial term of the new agreement is four years, with automatic one-year extensions beginning at the end of the second year and continuing each year thereafter unless notice is given by either party that the agreement will not be extended. Under the terms of the agreement, Mr. Brunetti served as Chief Executive Officer and President and a member of our Board of Directors for one year following the Merger, and commencing August 18, 2002 (one year after the Merger) began serving as Chief Executive Officer, President and Chairman of our Board of Directors of Xcel Energy. Mr. Brunetti is required to perform the majority of his duties at the headquarters of Xcel Energy in Minneapolis, Minnesota, and was required to relocate the residence at which he spends the majority of his time to the Twin Cities area. His agreement also provides that if Mr. Brunetti becomes entitled to receive severance benefits, he will be forbidden from competing with Xcel Energy and its affiliates for two years following the termination of his employment, and from disclosing confidential information of Xcel Energy and its affiliates.

Under his employment agreement, Mr. Brunetti will receive the following compensation and benefits:

- a base salary not less than his base salary immediately before the Merger;
- the opportunity to earn annual and long-term incentive compensation amounts not less than he was able to earn immediately before the Merger;
- life insurance coverage and participation in a supplemental executive retirement plan; and
- the same fringe benefits as he received under his NCE employment

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agreement, or, if greater, as those of the next higher executive officer of Xcel Energy.

If Mr. Brunetti's employment were to be terminated by Xcel Energy without cause or if he were to terminate his employment for good reason, he would be entitled to receive the compensation and benefits described above as if he had remained employed for the employment period remaining under his employment agreement and then retired, at which time he would be eligible for all retiree benefits provided to retired senior executives of Xcel Energy. In determining the level of his compensation following termination of employment, the amount of incentive compensation he would receive would be based upon the target level of incentive compensation he would have received in the year in which his termination occurred, and he would receive cash equal to the value of stock options, restricted stock and stock-based awards he would have received instead of receiving the awards. In addition, the restrictions on his restricted stock would lapse and his stock options would have become vested. Finally, Xcel Energy would be obligated to make Mr. Brunetti whole for any excise tax on severance payment that he incurs.

Mr. Brunetti also had a change-of-control employment agreement with NCE. The Merger did not cause a "change of control" under this agreement, so it did not become effective as a result of the Merger. However, in case his agreement becomes effective because of a later change of control, Mr. Brunetti has waived his right to receive any severance benefits under the change-of-control employment agreement to the extent they would duplicate severance benefits under his employment agreement.

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Paul J. Bonavia Employment Agreement

In connection with and effective upon completion of the Merger, we and Paul J. Bonavia entered into an amendment to an employment agreement between Mr. Bonavia and NCE. Except as discussed below, the original agreement expired December 14, 2000. In connection with the Merger, Mr. Bonavia's position changed from Senior Vice President, General Counsel and President of NCE's International Business Unit to President of our Energy Markets Business Unit. In the amendment, Mr. Bonavia agreed not to assert before January 6, 2003 that his duties and responsibilities had been diminished, and thus he has waived the right to claim certain benefits under the Xcel Energy Senior Executive Severance Policy relating to this change in his status prior to that date. If certain conditions were met on January 6, 2003 or within seven business days thereafter, which conditions include the termination of Mr. Bonavia's employment, Mr. Bonavia would have been entitled to severance benefits comparable to those provided to the other senior executives under the Xcel Energy Senior Executive Severance Policy described below. Mr. Bonavia and we have recently entered into another amendment to this agreement. As part of this amendment, Mr. Bonavia agreed to continue his employment through August 31, 2003. Mr. Bonavia also agreed not to assert that his duties and responsibilities have been diminished. In return, we agreed that if we terminate Mr. Bonavia's employment for any reason other than cause, or if Mr. Bonaiva terminates his employment for any reason after August 31, 2003, then he will be entitled to severance benefits comparable to those provided to the other senior executives under the Xcel Energy Senior Executive Severance Policy.

Severance Policy

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NSP and NCE each adopted a 1999 senior executive severance policy in March 1999. These policies were combined into a single Xcel Energy Senior Executive Severance Policy, which will continue until August 18, 2003 and may be extended beyond August 2003. All of our executive officers other than Mr. Brunetti participate in the policy.

Under the policy, a participant whose employment is terminated at any time before August 18, 2003, the third anniversary of the Merger, will receive severance benefits unless:

- the employer terminated the participant for cause;
- the termination was because of the participant's death, disability or retirement;
- the division or subsidiary in which the participant worked was sold and the buyer agreed to continue the participant's employment with specified protections for the participant; or
- the participant terminated voluntarily without good reason.

To receive the severance benefits, the participant must also sign an agreement releasing all claims against the employer and its affiliates, and agreeing not to compete with the employer and its affiliates and not to solicit their employees and customers.

The severance benefits for executive officers under the policy include the following:

- a cash payment equal to 2.5 times the participant's annual base salary, annual bonus and annualized long-term incentive compensation, prorated incentive compensation for the year of termination and perquisite allowance;
- a cash payment equal to the additional amounts that would have been credited to the executive under pension and retirement savings plans, if the participant had remained employed for another 2.5 years;
- continued welfare benefits for 2.5 years
- financial planning benefit for two years, and outplacement services costing not more than \$30,000; and
- an additional cash payment to make the participant whole for any excise tax on excess severance payments that he or she may incur, with certain limitations specified in the policies.

Some of the executive officers of NCE who participate in the severance policy also had change-of-control employment agreements with NCE. The Merger was not considered a change of control under these agreements, so they did not become effective as a result of the Merger. However, if they become effective because of a later change of control, the severance benefits under the Xcel Energy Senior Executive Severance Policy will be reduced by any severance benefits that the participant receives under such an employment agreement.

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| PLAN CATEGORY | NUMBER OF SECURITIES TO BE ISSUED UPON EXERCISE OF OUTSTANDING OPTIONS, WARRANTS AND RIGHTS | WEIGHTED-AVERAGE EXERCISE PRICE OF OUTSTANDING OPTIONS, WARRANTS AND RIGHTS | FOR COM (EXC REFLECTED |
|-------------------------------------------------------------------|---------------------------------------------------------------------------------------------------------|--------------------------------------------------------------------------------------|---------------------------------|
| Equity compensation plans approved by security holders (1) | 16,981,107 | \$ 26.29 | |
| Equity compensation plans not approved by security holders (2) | N/A | N/A | |

(1) See table below

| PLAN CATEGORY | NUMBER OF SECURITIES TO BE ISSUED UPON EXERCISE OF OUTSTANDING OPTIONS, WARRANTS AND RIGHTS | WEIGHTED-AVERAGE EXERCISE PRICE OF OUTSTANDING OPTIONS, WARRANTS AND RIGHTS | NUMB REMA FOR COM (EXC REFLECTED |
|-----------------------------------------------------------|---------------------------------------------------------------------------------------------------------|--------------------------------------------------------------------------------------|-------------------------------------------------|
| PSCo Omnibus Incentive Plan | 299,351 | \$ 21.82 | |
| Xcel Energy Inc. Omnibus Incentive Plan | 7,168,634 | \$ 26.56 | |
| NRG Long-Term Incentive Compensation Plan | 2,766,551 | \$ 29.61 | |
| NCE Omnibus Incentive Plan | 3,235,039 | \$ 26.36 | |
| NSP Executive Long-Term Incentive Award Stock Plan | 3,511,532 | \$ 23.44 | |
| Xcel Energy Inc. Executive Annual Incentive Award Plan | -- | -- | |

(2) Xcel Energy has a Stock Equivalent Plan for Non-Employee Directors to more closely align directors' interests with those of our shareholders. Under this Stock Equivalent Plan, directors may receive an annual award of stock equivalent units with each unit having a value equal to one share of our common stock. Stock equivalent units do not entitle a director to vote and are only payable as a distribution of whole shares of the Company's common stock upon a director's termination of service. The stock equivalent units fluctuate in value as the value of our common stock fluctuates. The number of stock equivalent units that may be awarded under this Stock Equivalent Plan is not limited. The shares of the Company's common stock to be used for distribution under this Stock Equivalent Plan are purchased on the open market.

NRG ENERGY INC.'S PROXY STATEMENT:

Since NRG is wholly-owned by Xcel Energy at December 31, 2002, there is no proxy statement. However, information relating to officers and directors for NRG was published in NRG's Form 10-K for the year ended December 31, 2002, and is included below.

COMPENSATION OF EXECUTIVE OFFICERS

The following tables set forth cash and non-cash compensation for each of the last three fiscal years ended December 31, for the individuals who served as NRG Energy's Chief Executive Officer and Chief Operating Officer during 2002 and each of the four next most highly compensated executive officers (collectively, the "Named Executive Officers").

ANNUAL COMPENSATION

| (a) NAME AND PRINCIPAL POSITION | (b) YEAR | (c) SALARY (\$) | (d) BONUS (\$) | (e) OTHER ANNUAL COMPENSATION (\$) |
|----------------------------------------------------------------------------------|-------------|--------------------|-------------------|---------------------------------------------|
| Wayne H. Brunetti [1] Chairman, President and Chief Executive Officer | 2002 | -- | -- | -- |
| | 2001 | -- | -- | -- |
| | 2000 | -- | -- | -- |
| David H. Peterson [2] Former Chairman, President & Chief Executive Officer | 2002 | 208,334 | -- | 38,647 [3] |
| | 2001 | 491,670 | 750,000 | 13,689 |
| | 2000 | 397,340 | 474,000 | 28,678 |
| John Brewster Vice President - Worldwide Operations | 2002 | 189,503 | -- | -- |
| | 2001 | 155,317 | 102,552 | 5,000 |
| | 2000 | 91,741 | 24,343 | -- |
| William Pieper Vice President & Controller | 2002 | 158,769 | -- | -- |
| | 2001 | 138,302 | 153,994 | -- |
| | 2000 | 127,554 | 74,612 | -- |
| Renee Sass [4] President, Energy Delivery | 2002 | 192,215 | -- | 24,299 |
| | 2001 | 175,004 | 203,500 | 27,270 |
| | 2000 | 147,672 | 79,685 | -- |
| Craig Mataczynski [9] Former Senior Vice President North America | 2002 | 160,006 | -- | 11,627 [11] |
| | 2001 | 316,680 | 321,038 | 7,752 |
| | 2000 | 278,340 | 276,500 | 6,303 |

LONG-TERM COMPENSATION

| (a) NAME AND PRINCIPAL POSITION | (f) AWARDS RESTRICTED STOCK AWARDS (\$) | (g) NUMBER OF SECURITIES UNDERLYING OPTIONS AND SAR's (#) [6] | (h) PAYOUTS LTIP PAYOUTS (\$) | (i) ALL OTHER COMPENSATION (\$) |
|---------------------------------------|-----------------------------------------------------|------------------------------------------------------------------------------|----------------------------------------|------------------------------------------|
|---------------------------------------|-----------------------------------------------------|------------------------------------------------------------------------------|----------------------------------------|------------------------------------------|

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| | | | | |
|------------------------------|----|---------|-----------|---------------|
| Wayne H. Brunetti [1] | -- | -- | -- | -- |
| Chairman, President and | -- | -- | -- | -- |
| Chief Executive Officer | -- | -- | -- | -- |
| David H. Peterson [2] | -- | -- | -- | 1,754,424 [5] |
| Former Chairman, President & | -- | 265,500 | -- | 9,902 |
| Chief Executive Officer | -- | 120,000 | 1,212,067 | 22,923 |
| John Brewster | -- | -- | -- | 11,253 [7] |
| Vice President - Worldwide | -- | 7,000 | -- | 4,660 |
| Operations | -- | 800 | -- | 157 |
| William Pieper | -- | -- | -- | 9,706 [10] |
| Vice President & Controller | -- | 41,000 | -- | -- |
| | -- | 1,414 | -- | 2,976 |
| Renee Sass [4] | -- | -- | -- | 51,428 [8] |
| President, Energy Delivery | -- | 35,000 | -- | -- |
| | -- | 1,722 | -- | 2,882 |
| Craig Mataczynski [9] | -- | -- | -- | 95,386 [12] |
| Former Senior Vice President | -- | 105,000 | -- | 8,125 |
| North America | -- | 60,000 | 186,250 | 3,059 |

[1] Mr. Brunetti is Chairman, President and Chief Executive Officer of Xcel Energy, NRG Energy's parent company. He is not compensated by NRG Energy for service in his capacity as Chairman and Chief Executive Officer.

[2] Mr. Peterson's employment with NRG Energy terminated on May 31, 2002.

[3] Includes fringe benefits and fringe benefit tax gross-up.

[4] Mr. Sass's employment with NRG Energy terminated on December 18, 2002.

[5] Includes paid time off (PTO) payout, 401(k) match, fringe benefit tax gross-up, severance payment for two months and pension make-up payment.

[6] Represents options to purchase Xcel Energy Common Stock.

[7] Includes 401(k) match.

[8] Includes severance pay, 401(k) match and PTO payout.

[9] Mr. Mataczynski's employment with NRG Energy terminated on June 28, 2002.

[10] Represents 401(k) match.

[11] Includes fringe benefits and fringe benefit tax gross-up.

[12] Includes severance pay, 401(k) match and PTO payout.

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OPTIONS AND STOCK APPRECIATION RIGHTS (SARS)

NRG Energy did not use stock options and SARs for executive compensation purposes in 2002.

AGGREGATED OPTION/SAR EXERCISES IN LAST FISCAL YEAR AND FY-END OPTION/SAR VALUES

The following table indicates for each of the Named Executive Officers the number and value of all exercisable and unexercisable options and SARs held by the Named Executive Officers as of December 31, 2002.

| (a) NAME | (b) SHARES ACQUIRED ON EXERCISE (#) (1) | (c) VALUE REALIZED (\$) | (d) NUMBER OF SECURITIES UNDERLYING UNEXERCISED OPTIONS/SARs AT FY-END (#) | |
|----------------------|--------------------------------------------------|-------------------------------|-------------------------------------------------------------------------------------|---------------|
| | | | EXERCISABLE | UNEXERCISABLE |
| David H. Peterson | 94,798 | 789,451 | 180,389 | 227,915 |
| Craig A. Mataczynski | -- | -- | 56,372 | 48,396 |
| William T. Pieper | 2,674 | 28,738 | 6,307 | 17,375 |
| Renee Sass | 3,684 | 50,192 | 17,086 | 17,702 |
| John P. Brewster | -- | -- | 975 | 2,925 |

(1) Shares acquired on exercise are stated at the Xcel Energy conversion value.

(2) Option values were calculated based on an \$11.00 closing price of Xcel Energy Common Stock at December 31, 2002.

PENSION PLAN TABLES

NRG Energy participates in Xcel Energy's noncontributory, defined benefit pension plan. Such plan covers substantially all of NRG Energy's employees. As of January 1, 1999, the pension benefit formula that applies to the Named Executive Officers was changed and each Named Executive Officer, together with all other affected nonbargaining employees, was given an opportunity to choose between two retirement programs, the traditional program and the pension equity program. Messrs. Peterson and Mataczynski have selected the traditional program and Messrs. Pieper, Sass and Brewster have selected the pension equity program.

Under the traditional program applicable to certain of the Named Executive Officers, the pension benefit is computed by taking the highest average compensation below the integration level times 1.1333% plus the highest average compensation above the integration level times 1.6333%. The result is multiplied by credited service. The integration level is one-third of the social security wage base. The annual compensation used to calculate average compensation is base salary for the year plus bonus compensation paid in that same year. There is no maximum on the number of years of service used to determine the pension benefit. The benefit amounts under the pension equity program are computed in the form of a lump sum.

Both programs feature a retirement spending account, which credits \$1,400 plus interest annually. The opening balance as of January 1, 1999 was \$1,400 multiplied by years of service.

The following table illustrates the approximate retirement benefits payable to employees retiring at the normal retirement age of 65 years under the traditional program applicable to certain of the Named Executive Officers:

| AVERAGE COMPENSATION (LAST 4 YEARS) | ESTIMATED ANNUAL BENEFITS FOR YEARS OF SERVICE INDICATED | | | |
|----------------------------------------|----------------------------------------------------------|---------|---------|---------|
| | 5 | 10 | 15 | 20 |
| 50,000 | 4,500 | 9,000 | 13,500 | 19,000 |
| 100,000 | 8,500 | 17,000 | 25,500 | 35,000 |
| 150,000 | 12,500 | 25,000 | 38,000 | 51,500 |
| 200,000 | 16,500 | 33,500 | 50,000 | 68,000 |
| 250,000 | 21,000 | 41,500 | 62,500 | 84,000 |
| 300,000 | 25,000 | 49,500 | 74,500 | 100,500 |
| 350,000 | 29,000 | 58,000 | 87,000 | 117,000 |
| 400,000 | 33,000 | 66,000 | 99,000 | 133,000 |
| 450,000 | 37,000 | 74,000 | 111,500 | 149,500 |
| 500,000 | 41,000 | 82,500 | 123,500 | 166,000 |
| 550,000 | 45,500 | 90,500 | 136,000 | 182,000 |
| 600,000 | 49,500 | 98,500 | 148,000 | 198,500 |
| 650,000 | 53,500 | 107,000 | 160,500 | 215,000 |
| 700,000 | 57,500 | 115,000 | 172,500 | 231,000 |
| 750,000 | 61,500 | 123,000 | 185,000 | 247,500 |
| 800,000 | 65,500 | 131,500 | 197,000 | 264,000 |
| 850,000 | 70,000 | 139,500 | 209,500 | 280,000 |
| 900,000 | 74,000 | 147,500 | 221,500 | 296,500 |
| 950,000 | 78,000 | 156,000 | 234,000 | 313,000 |
| 1,000,000 | 82,000 | 164,000 | 246,000 | 329,000 |
| 1,050,000 | 86,000 | 172,000 | 258,500 | 345,500 |
| 1,100,000 | 90,000 | 180,500 | 270,500 | 362,000 |
| 1,150,000 | 94,500 | 188,500 | 283,000 | 378,000 |
| 1,200,000 | 98,500 | 196,500 | 295,000 | 394,500 |

The following table illustrates the approximate retirement benefits payable to employees retiring at the normal retirement age of 65 years under the pension equity program applicable to certain of the Named Executive Officers if paid in the form of a straight-line annuity:

| AVERAGE COMPENSATION (LAST 4 YEARS) | ESTIMATED ANNUAL BENEFITS FOR YEARS OF SERVICE INDICATED | | | |
|----------------------------------------|----------------------------------------------------------|----|----|----|
| | 5 | 10 | 15 | 20 |

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| | | | | |
|-----------|--------|---------|---------|---------|
| 50,000 | 3,500 | 7,000 | 11,000 | 15,500 |
| 100,000 | 6,000 | 12,000 | 18,500 | 25,500 |
| 150,000 | 8,500 | 17,000 | 26,000 | 35,500 |
| 200,000 | 11,000 | 22,000 | 33,500 | 45,500 |
| 250,000 | 13,500 | 27,000 | 41,500 | 56,000 |
| 300,000 | 16,000 | 32,500 | 49,000 | 66,000 |
| 350,000 | 18,500 | 37,500 | 56,500 | 76,000 |
| 400,000 | 21,000 | 42,500 | 64,000 | 86,000 |
| 450,000 | 23,500 | 47,500 | 71,500 | 96,500 |
| 500,000 | 26,000 | 52,500 | 79,500 | 106,500 |
| 550,000 | 28,500 | 57,500 | 87,000 | 116,500 |
| 600,000 | 31,000 | 62,500 | 94,500 | 127,000 |
| 650,000 | 33,500 | 67,500 | 102,000 | 137,000 |
| 700,000 | 36,000 | 73,000 | 109,500 | 147,000 |
| 750,000 | 39,000 | 78,000 | 117,000 | 157,000 |
| 800,000 | 41,500 | 83,000 | 125,000 | 167,500 |
| 850,000 | 44,000 | 88,000 | 132,500 | 177,500 |
| 900,000 | 46,500 | 93,000 | 140,000 | 187,500 |
| 950,000 | 49,000 | 98,000 | 147,500 | 197,500 |
| 1,000,000 | 51,500 | 103,000 | 155,000 | 208,000 |
| 1,050,000 | 54,000 | 108,000 | 163,000 | 218,000 |
| 1,100,000 | 56,500 | 113,500 | 170,500 | 228,000 |
| 1,150,000 | 59,000 | 118,500 | 178,000 | 238,000 |
| 1,200,000 | 61,500 | 123,500 | 185,500 | 248,500 |

The approximate credited years of service as of December 31, 2001, for the Named Executive Officers were as follows:

| | |
|-----------------|-------|
| Mr. Peterson | 38.33 |
| Mr. Mataczynski | 20.00 |
| Mr. Pieper | 7.67 |
| Mrs. Sass | 11.50 |
| Mr. Brewster | 2.75 |

EMPLOYMENT AGREEMENTS

Scott J. Davido

Scott J. Davido is party to a Key Executive Retention, Restructuring Bonus and Severance Agreement with NRG Energy dated as of February 18, 2003. Under the agreement, Mr. Davido is entitled to: (i) a time-vested retention bonus of \$150,000 (the "Retention Bonus") (ii) compensation for participation in the restructuring of NRG Energy (the "Restructuring Bonus") and (iii) certain severance benefits.

Mr. Davido has been given the entire Retention Bonus and will be entitled to keep the entire Retention Bonus provided he does not voluntarily terminate his employment before July 31, 2003. If Mr. Davido does voluntarily terminate his employment before July 31, 2003, he will be entitled to keep a prorata portion of his bonus based on the number of days remaining until July 31, 2003.

Mr. Davido is entitled to a Restructuring Bonus upon the (i) the consummation of a consensual out of court restructuring of all or substantially all of the debt of NRG Energy, (ii) the confirmation of a plan of reorganization for NRG Energy or (iii) the completion of a sale of all or substantially all of the assets of NRG Energy. Mr. Davido is not entitled to a Restructuring Bonus if he is

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terminated for cause, his employment ends due to disability or retirement or he voluntarily terminates his employment. The Restructuring Bonus is equal to two times the sum of (i) Mr. Davido's base salary and (ii) the greater of: (a) Mr. Davido's average bonus over the last two years or (b) Mr. Davido's target annual bonus established under a bonus plan for the year in which the restructuring occurs.

Mr. Davido is entitled to certain severance payments in particular situations where Mr. Davido's employment with NRG Energy is terminated. If Mr. Davido is terminated without cause or resigns for good reason he is entitled to all of the following: (i) two times the sum of (a) Mr. Davido's base salary and (b) the greater of: (x) Mr. Davido's average bonus over the last two years or (y) Mr. Davido's target annual bonus established under a bonus plan for the year in which the termination occurs; (ii) a prorata portion of Mr. Davido's unpaid target annual incentive; (iii) a payment equivalent to the COBRA premiums in effect as of the termination; and (iv) a cash payment of vacation and/or paid time off earned but not taken by Mr. Davido. If Mr. Davido's employment is terminated for disability, death or retirement, he (or his estate) is entitled to his base salary and vacation earned but untaken through the termination.

All of the obligations under Mr. Davido's Key Executive Retention, Restructuring Bonus and Severance Agreement are guaranteed by Xcel Energy. In addition, Mr. Davido has agreed not to compete with NRG Energy for a period of one year after the termination of his employment.

Ershel Redd

Ershel Redd is party to a severance agreement with NRG Energy dated as of January 30, 2003. Under the agreement, Mr. Redd is entitled to severance benefits equivalent to those under the Xcel Energy Business Unit Vice President Severance Plan. Specifically, if (i) Mr. Redd's employment is terminated without cause, (ii) his position is eliminated without a comparable position being offered, (iii) his salary is reduced by more than 10% (and he subsequently voluntarily terminates his employment) or (iv) he is required to relocate (and he subsequently voluntarily terminates his employment), then Mr. Redd is entitled to lump-sum and continuing severance benefits during the "severance period" (18 months after employment termination). Further, all of the obligations under Mr. Redd's severance plan are guaranteed by Xcel Energy.

The lump-sum severance benefit is equal to the aggregate of: (i) unpaid salary through the date of termination and a prorata share of Mr. Redd's target annual incentive; (ii) 1.5 times the sum of Mr. Redd's salary and target annual incentive; (iii) certain retirement benefits Mr. Redd would have earned had he been employed during the severance period; and (iv) certain contributions the NRG would have made to Mr. Redd's defined contribution and supplemental executive savings plans. The continuing benefits include: (i) medical, dental, vision and life insurance; (ii) outplacement services (up to \$15,000); (iii) financial counseling; and (iv) the "flexible prerequisite allowance."

William Pieper

William Pieper is party to an NRG Executive Officer and Key Personnel Severance Plan with NRG Energy dated as of July 16, 2001 (as modified by a letter agreement between Mr. Pieper, NRG Energy and Xcel Energy dated as of July 16, 2002).

Under the agreement, if Mr. Pieper's employment is terminated by NRG Energy without cause or Mr. Pieper voluntarily terminates his employment within three months of a material change or reduction in his responsibilities at NRG Energy, then Mr. Pieper is entitled to certain severance benefits. Specifically, Mr.

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Pieper is entitled to (i) 1.5 times the sum of (a) his base salary and (b) the greater of (x) Mr. Pieper's average annual bonus over the two years preceding the termination or (y) Mr. Pieper's target annual bonus for the year of termination, (ii) the unpaid prorata portion of Mr. Pieper's targeted annual incentive, (iii) a net cash payment equivalent to the COBRA rates of the welfare benefits of medical, dental and term life insurance for twelve months, (iv) a cash payment for earned and untaken vacation time and (v) the continued vesting of options granted under the Long-Term Incentive and Compensation Plan for a period of two years.

In addition, under the agreement, if there is a change of control of NRG Energy and Mr. Pieper's employment is terminated within 6 months prior to such change of control or 12 months following such change of control, then Mr. Pieper is entitled to certain severance benefits. Specifically, Mr. Pieper is entitled to (i) 2.5 times the sum of (a) his base salary and (b) the greater of (x) Mr. Pieper's average annual bonus over the two years preceding the termination or (y) Mr. Pieper's target annual bonus for the year of termination, (ii) the unpaid prorata portion of Mr. Pieper's targeted annual incentive, (iii) a net cash payment equivalent to the COBRA rates of the welfare benefits of medical, dental and term life insurance for twelve months, (iv) a cash payment for earned and untaken vacation time and (v) all outstanding long-term incentive awards subject to the treatment provided under the long-term incentive plan of NRG Energy.

The letter agreement dated July 16, 2002 provides that rather than immediately terminating his employment and seeking severance benefits due to a material change or reduction in his responsibilities at NRG Energy (after NRG Energy became a wholly-owned subsidiary of Xcel Energy), NRG Energy has instead extended the time frame in which Mr. Pieper may terminate his employment and seek such severance benefits by 15 months, provided Mr. Pieper does not terminate his employment within 12 months of July 15, 2002.

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George Schaefer

George Schaefer is party to a letter agreement with NRG Energy dated as of December 18, 2002, which provides Mr. Schaefer certain severance benefits in the event his employment with NRG Energy is terminated. Specifically, in the event Mr. Schaefer's employment is terminated without cause or Mr. Schaefer resigns for good reason, he is entitled to a lump sum payment equal to his base salary and a lump sum payment for all costs associated with health benefits under COBRA for a period of twelve months.

DIRECTOR COMPENSATION

Directors of NRG Energy do not receive compensation for service in such capacity.

ITEM 7. CONTRIBUTIONS AND PUBLIC RELATIONS

DATE

CONTRIBUTOR

RECIPIENT

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| | | |
|---------|----------------------|--------------------------------------------------|
| | | COLORADO: |
| 2002 | Xcel Energy | CLEER (Center for Legislative Energy & Environme |
| 2002 | Xcel Energy | West Associates |
| 2002 | Xcel Energy | Western Business Roundtable |
| | | MINNESOTA: |
| 2002 | Xcel Energy | Agri-Growth Council |
| 2002 | Xcel Energy | Minnesota Chamber of Commerce |
| 2002 | Xcel Energy | Minnesota Business Partners |
| 2002 | Xcel Energy | MECLI (Minnesota Environmental Coalition of Labo |
| 2002 | Xcel Energy | MGRC (Minnesota Government Relations Council) |
| 2002 | Xcel Energy | Minnesota Taxpayers Association |
| 2002 | Xcel Energy | US Chamber of Commerce |
| 2002 | Xcel Energy | USGO (Utility State Government Organization) |
| 2002 | Xcel Energy | WUPAG (Western Utility Public Affairs Growth) |
| | | NEW MEXICO: |
| 2002 | Xcel Energy | New Mexico Association of Electric Companies |
| 2002 | Xcel Energy | Broadcasters Association of New Mexico |
| 2002 | Xcel Energy | Retail Association of New Mexico |
| | | TEXAS: |
| 2002 | Xcel Energy | AECT (Association of Electric Companies) |
| 2002 | Xcel Energy | CAP-PSI (Public Relations Consultant for AECT) |
| 02-2002 | NSP-Wisconsin | Eisenhower Building Fund |
| 04-2002 | NSP-Wisconsin | Eisenhower Building Fund |
| 2002 | Xcel Energy Services | Federal PAC Operated by Xcel Energy Services, In |
| 2002 | Xcel Energy Services | Federal PAC Operated by Xcel Energy Services, In |
| 2002 | Xcel Energy Services | PAC primarily associated with Texas, New Mexico, |
| 2002 | Xcel Energy Services | PAC organized under laws of states of Colorado a |
| 2002 | Xcel Energy Services | PAC organized under laws of state of Wisconsin |
| 2002 | Xcel Energy Services | PAC organized under laws of state of South Dakot |
| 2002 | Xcel Energy Services | PAC organized under laws of state of North Dakot |
| 2002 | Xcel Energy Services | PAC organized under laws of state of Minnesota |

| DATE | PURPOSE | AMOUNT |
|------|------------------------|-----------|
| 2002 | Annual Membership/Dues | \$ 5,000 |
| 2002 | Annual Membership/Dues | \$ 2,500 |
| 2002 | Annual Membership/Dues | \$ 5,000 |
| 2002 | Annual Membership/Dues | \$ 1,500 |
| 2002 | Annual Membership/Dues | \$ 20,000 |
| 2002 | Annual Membership/Dues | \$ 25,000 |
| 2002 | Annual Membership/Dues | \$ 5,000 |
| 2002 | Annual Membership/Dues | \$ 600 |
| 2002 | Annual Membership/Dues | \$ 300 |
| 2002 | Annual Membership/Dues | \$ 50,000 |
| 2002 | Annual Membership/Dues | \$ 150 |
| 2002 | Annual Membership/Dues | \$ 1,000 |
| 2002 | Annual Membership/Dues | \$ 10,000 |
| 2002 | Annual Membership/Dues | \$ 1,500 |
| 2002 | Annual Membership/Dues | \$ 2,000 |

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| | | |
|---------|------------------------|-----------|
| 2002 | Annual Membership/Dues | \$ 60,000 |
| 2002 | Annual Membership/Dues | \$140,000 |
| 02-2002 | Corporate Contribution | \$ 5,000 |
| 04-2002 | Corporate Contribution | \$ 5,000 |
| 2002 | Events | \$ 9,523 |
| 2002 | Software | \$ 18,290 |
| 2002 | (1) | (1) |
| 2002 | (2) | (2) |
| 2002 | (3) | (3) |
| 2002 | (4) | (4) |
| 2002 | (5) | (5) |
| 2002 | (6) | (6) |

- (1) Specific costs are not captured, so actual costs are unavailable; these costs are minimal.
- (2) No corporate assets are used in support of this PAC.
- (3) Specific costs are not itemized, so actual costs are unavailable.
- (4) No corporate assets are used in support of this PAC.
- (5) Specific costs are not captured, so actual costs are unavailable; these costs are minimal.
- (6) No corporate assets are used in support of this PAC.

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ITEM 8. SERVICE, SALES AND CONSTRUCTION CONTRACTS

PART I

Contracts for services, including engineering or construction services, or goods supplied or sold by a system company to another system company, and the date of the contract and whether it remained in effect at year end are as follows:

| TRANSACTION | SERVING COMPANY |
|-------------------------|---------------------|
| ----- | |
| Administrative Services | NSP-Minnesota |
| Coal | NSP-Minnesota |
| Compressor Use | PSCo |
| Construction Support | PSCo |
| Engineering Services | Utility Engineering |
| Engineering Services | Utility Engineering |
| Engineering Services | Utility Engineering |
| Engineering Services | Utility Engineering |
| Engineering Services | Utility Engineering |
| Engineering Services | Utility Engineering |
| Engineering Services | Utility Engineering |
| Engineering Services | PSCo |
| Engineering Services | Cheyenne |

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| | |
|-----------------------------------------------|-------------------------------|
| Field Engineering Services | NSP-Wisconsin |
| Gas Purchasing Services | SPS |
| Gas Storage Services | Young Gas Storage Co, Ltd |
| Incentive to use Refuse Derived Fuel | NSP-Minnesota |
| Incidental Services | Operating Companies |
| Lease Assets and Facilities | PSCo |
| Lease Facilities | 1480 Welton, WYCO Development |
| Lease Fiber Optic Network | NCE Communications |
| Lease Land to Operate Solid Waste Trsfr Stn | NSP |
| Lease Rail Cars | NSP-Minnesota |
| Management of Water Rights for Hydro Facility | Chippewa & Flambeau |
| Natural Gas | e prime |
| Natural Gas | e prime |
| Natural Gas | e prime |
| Natural Gas | e prime |
| Nuclear Power Plant Operating Services | NMC |
| Operate & Maintain Process Steam Operation | NSP |
| Operations & Maintenance Service | PSCo |
| | |
| Operations & Maintenance Service | SPS, NSP-Minnesota |
| Partnership Agreement | Quixx Corp |
| Pole Attachments | |
| Power Plant Management | Quixx Power Services |
| Purchase Demand Side Management Resources | e prime |
| Purchase Refuse Derived Fuel | NRG |
| Steam Purchase (2 agreements) | NSP |
| Supply Chain Services, Materials and Supplies | PSCo |
| | |
| Transport Natural Gas | Viking Gas |
| Transport Natural Gas | Viking Gas |
| Transport Natural Gas | PSCo |
| Transport Natural Gas | NSP-Minnesota |

| TRANSACTION | RECEIVING COMPANY |
|-----------------------------------------------|----------------------|
| | |
| Administrative Services | NRG |
| Coal | NRG |
| Compressor Use | e prime |
| Construction Support | Cheyenne |
| Engineering Services | PSCo |
| Engineering Services | SPS |
| Engineering Services | Xcel Energy Services |
| Engineering Services | NSP-Minnesota |
| Engineering Services | Xcel International |
| Engineering Services | NRG |
| Engineering Services | Cheyenne |
| Engineering Services | PSCo |
| Field Engineering Services | NSP Lands |
| Gas Purchasing Services | PSCo |
| Gas Storage Services | PSCo |
| Incentive to use Refuse Derived Fuel | NRG |
| Incidental Services | Operating Companies |
| Lease Assets and Facilities | Xcel Energy Services |
| Lease Facilities | PSCo |
| Lease Fiber Optic Network | PSCo |
| Lease Land to Operate Solid Waste Trsfr Stn | NRG |
| Lease Rail Cars | PSCo |
| Management of Water Rights for Hydro Facility | NSP-Wisconsin |
| Natural Gas | SPS |

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| | |
|-----------------------------------------------|-----------------------------------------------------------------------------------|
| Natural Gas | NSP-Minnesota |
| Natural Gas | NRG |
| Natural Gas | Utility Engineering |
| Nuclear Power Plant Operating Services | NSP |
| Operate & Maintain Process Steam Operation | NRG |
| Operations & Maintenance Service | SPS, Cheyenne, WestGas, 1480 Welton, Utility Engineering, Xcel Energy Services |
| Operations & Maintenance Service | PSCo |
| Partnership Agreement | Quixx Linden |
| Pole Attachments | |
| Power Plant Management | Quixx Linden |
| Purchase Demand Side Management Resources | PSCo |
| Purchase Refuse Derived Fuel | NSP-Minnesota |
| Steam Purchase (2 agreements) | NRG |
| Supply Chain Services, Materials and Supplies | SPS, Cheyenne, 1480 Welton, Utility Engineering, Xcel Energy Services |
| Transport Natural Gas | NSP-Minnesota |
| Transport Natural Gas | NSP-Wisconsin |
| Transport Natural Gas | e prime |
| Transport Natural Gas | e prime |

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TRANSACTIONS WITH AFFILIATES ANNUAL REPORTING
NSP-Minnesota

| REGULATED OPERATING COMPANIES ----- | NSP-MINNESOTA REVENUE ----- | T NS |
|---------------------------------------------------------------|--------------------------------|---------|
| ADMINISTRATIVE AGREEMENT WITH XCEL OPERATING SUBSIDIARIES (1) | | |
| NSP Wisconsin | \$ 445,967 | \$ |
| Public Service of Colorado | 1,561,865 (6) | |
| Southwestern Public Service | 54,912 | |
| Cheyenne Light Fuel and Power | - | |
| Black Mountain Gas | 52,941 | |
| | ----- | - |
| SUB-TOTAL REGULATED OPERATING COMPANIES | \$ 2,115,684 | \$ |
| NSP MINNESOTA AGREEMENTS FROM PRIOR TO XCEL MERGER (2) | | |
| NSP Wisconsin Interchange agreement (3) | 220,689,226 | |
| NSP Wisconsin SCADA Agreement (4) | 168,698 | |
| | ----- | - |
| TOTAL PREVIOUSLY EXISTING AGREEMENT TRANSACTIONS | 220,857,924 | - |
| | ----- | - |
| TOTAL REGULATED OPERATING COMPANIES | \$222,973,608 | \$ |
| | ===== | = |

NOTES:

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- (1) This section includes transactions directed by E002/AI-01-493 Compliance Filing only.
- (2) This section includes transactions which fall under agreements between NSP-Minnesota and NSP-Wisconsin that NSP-Minnesota was allowed to continue to operate under after the formation of Xcel Energy in August 2000.
- (3) In accordance with FERC Docket No. ER01-1014, NSP-Minnesota and NSP-Wisconsin Interchange Agreement, the cost sharing of electric transmission and production costs for 2002.
- (4) NSP-Minnesota and NSP-Wisconsin SCADA and gas dispatch Agreement, Docket G-002/AI-094-831, regarding sharing of SCADA costs.
- (5) "Total Expenses" represents revenues to the affiliate paid by NSP for service provided by the affiliate for the benefit of NSP-Minnesota.
- (6) The amount includes NSP-Minnesota charged PSCo for the use of the leased rail coal cars. This amount includes maintenance on the rail cars.

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TRANSACTIONS WITH AFFILIATES ANNUAL REPORTING NSP-Minnesota

| REGULATED AFFILIATES | NSP-MINNESOTA REVENUE | TOTAL EXPENSES NSP-MINNESOTA |
|-------------------------------------------|-----------------------|---------------------------------|
| Viking Gas Transmission | \$ 266,360 | \$ 4,622,100 |
| Xcel Energy Service Company | | 176,468,600 |
| Total Regulated Affiliates | 266,360 | 181,090,700 |
| NONREGULATED AFFILIATES | | |
| Energy Masters International | - | |
| Eloigne | 1,405 | |
| Energy Prime | 194,408 | 1,533,000 |
| Natrogas | 12,430 | |
| NRG | 6,278,825 | (3,102,700) |
| Nuclear Management Company | - | 186,620,200 |
| Reddy Kilowatt | - | |
| Seren Innovations | 63,458 | |
| Utility Engineering | 93,822 | 5,550,600 |
| United Power & Land | 382,849 | 2,759,100 |
| Total Nonregulated Affiliates | 7,027,197 | 193,360,200 |
| NONREGULATED AFFILIATES | | |
| Homesmart | 13,283 | |
| Non-Regulated Street Lighting Maintenance | 567,907 | |
| Natural Gas Services | 421,448 | |
| Propane Gas | 281,369 (4) | 18,700 |
| Sherco Steam to LPI | 736,119 | |
| | | |

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Total Nonregulated Activity

\$ 2,020,126
=====

\$ 18,7
=====

NOTES:

- (1) As of 1/1/01 the non-union employees of Prairie Island and Montecello Nuclear plants became employees of the Nuclear Management Company. The Nuclear Management Company manages the operation of these 2 plants and bills NSP-Minnesota in accordance with E002/AI-99-1652 and E002/AI-99-1618.
- (2) "Total Expenses" represents revenues to the affiliate/nonregulated activity paid by NSP-Minnesota Company the affiliate/nonregulated business for the benefit of NSP-Minnesota utility operating company.
- (3) The revenue paid by NSP-Minnesota to NSP-Minnesota's affiliate NRG is the net of fuel and miscellaneous service expenses paid to NRG of \$1,244,966 and incentives paid by NRG Resource Recovery to NSP-Minnesota for burning RDF at NSP-Minnesota's Red Wing and Wilmarth generating plants, \$4,347,762.
- (4) Reflects propane provided by NSP-Minnesota to non-jurisdictional customers. Included are \$2,520 of sales of propane to NSP-Minnesota's affiliate, Natrogas. All of these propane revenues are included in FERC account 495, Other Gas Revenues. These revenues are included as an offset to retail revenues requirements in the state of Minnesota Gas Utility cost of service study.

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PART II

No system company has a contract to purchase services or goods from any affiliate (other than a system company), or from a company in which any officer or director of the receiving company is a partner or owns 5% or more of any class of equity securities.

PART III

No system company employs any other person for the performance on a continuing basis of management, supervisory or financial advisory services.

ITEM 9. WHOLESALE GENERATORS AND FOREIGN UTILITY COMPANIES

PART I

(a) Identify the company, its location and its business address. Describe the facilities used for the generation, transmission and distribution of electric energy for sale or for the distribution at retail of natural or manufactured gas. Identify each system company that holds an interest in the company and describe the interest held.

(b) State the type and amount of capital invested in the company by the registered holding company, directly or indirectly. Identify any debt or other financial obligation for which there is recourse, directly or indirectly, to the registered holding company or another system company, other than an EWG or foreign utility company. Identify separately any direct or indirect guarantee of a security of the EWG or foreign utility company by the registered holding company. Identify any transfer of assets from any system company (other than an

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exempt wholesale generator or foreign utility company) to an affiliate exempt wholesale generator or foreign utility company. State the market value at the time of transfer, the book value and the sale price of the transferred asset.

(c) State the ratio of debt to common equity of the company and earnings of the company as of the end of the reporting period.

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(d) Identify any service, sales or construction contract(s) between the company and a system company, and describe the services to be rendered or goods sold and the fees or revenues under such agreement(s).

INTEREST OF NRG IN EWGS AND FUCOS:

1. (a) NRG Northeast Generating LLC, in which NRG owns a 100 percent interest through two wholly-owned limited liability companies (each of which owns a 50 percent interest in NRG Northeast Generating LLC), Northeast Generation Holding LLC and NRG Eastern LLC, owns 100 percent of the following EWGs: (i) Dunkirk Power LLC, owner of a 600 megawatt coal-fired facility located in Dunkirk, New York; (ii) Huntley Power LLC, owner of a 760 megawatt coal-fired facility located near Buffalo, New York; (iii) Astoria Gas Turbine Power LLC, owner of 11 gas-fired combustion turbines with a total capacity of 614 megawatts located on the same site in Queens, New York, (iv) Arthur Kill Power LLC, owner of an 842 megawatt gas/oil-fired facility located on Staten Island, New York; (v) Somerset Power LLC, owner of the 229 megawatt (160 megawatts of which is operational) oil/coal-fired facility located in Somerset, Massachusetts, (vi) Oswego Harbor Power LLC, owner of a 1700 megawatt gas/oil-fired facility located in Oswego, New York; (vii) Connecticut Jet Power LLC, owner of six oil-fired combustion turbines with a total capacity of 127 megawatts located at 4 different sites in Connecticut; (viii) Devon Power LLC, owner of a 401 megawatt gas/oil-fired facility located in Milford, Connecticut; (ix) Middletown Power LLC, owner of an 856 megawatt gas/oil-fired facility located in Middletown, Connecticut; (x) Montville Power LLC, owner of a 498 megawatt gas/oil-fired facility located in Uncasville, Connecticut; and (xi) Norwalk Power LLC, owner of a 353 megawatt oil-fired facility located in Norwalk, Connecticut.

(b) See Footnote 1.(1)

(c) The ratio of debt to common equity and the earnings as of Dec. 31, 2002 are as follows:

| | Debt-Equity Ratio | Net Income (in th |
|-------------------------------|-------------------|-------------------|
| Dunkirk Power LLC | 0.59 | \$ 34,196 |
| Huntley Power LLC | 0.49 | 19,634 |
| Astoria Gas Turbine Power LLC | 0.41 | 41,963 |
| Arthur Kill Power LLC | 0.77 | 34,240 |
| Somerset Power LLC | 1.74 | (64,335) |
| Somerset Operations, Inc. | No debt | 218 |
| Oswego Harbor Power LLC | 0.58 | 16,827 |
| Connecticut Jet Power LLC | - | (232) |
| Devon Power LLC | 0.32 | (18,238) |
| Middletown Power LLC | 0.37 | (34,958) |
| Montville Power LLC | 0.42 | (18,836) |
| Norwalk Power LLC | 1.21 | (18,926) |

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(d) A description of the service, sales or construction contracts between these EWGs and an Xcel Energy company, and the fees or revenues under such contracts, is as follows:

NRG Northeast Generating's subsidiaries (the Company) have entered into power sales and agency agreements with NRG Power Marketing Inc., a wholly-owned subsidiary of NRG. The agreements are effective until Dec. 31, 2030. Under the agreements, NRG Power Marketing Inc. will (i) have the exclusive right to manage, market and sell all power not otherwise sold or committed to or by such subsidiaries, (ii) procure and provide to such subsidiaries all fuel required to operate their respective facilities and (iii) market, sell and purchase all emission credits owned, earned or acquired by such subsidiaries. In addition, NRG Power Marketing will have the exclusive right and obligation to effect the direction of the power output from the facilities.

(1) For purposes of the Rule 53 calculation, Xcel Energy has included its entire investment in NRG Energy, \$781.9 million, as its aggregate investment in the EWGs and FUCOs owned by NRG. Xcel Energy has not directly or indirectly guaranteed any of the investments by NRG in FUCOs or EWGs. All investments by NRG in FUCOs and EWGs have been funded through capital contributions by Xcel Energy to NRG, financings at the NRG level without recourse to Xcel Energy and financings at the project level without recourse to NRG or Xcel Energy. There have been no transfers of assets from any Xcel Energy company (other than an EWG or FUCO) to an affiliate EWG or FUCO.

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Under the agreements, NRG Power Marketing pays to the subsidiaries gross receipts generated through sales, less costs incurred by NRG Power Marketing relative to its providing services (e.g., transmission and delivery costs, fuel cost, taxes, employee labor, contract services, etc.). The Company incurs no fees related to these power sales and agency agreements with NRG Power Marketing.

The Company has no employees and has entered into operation and maintenance agreements with subsidiaries of NRG Operating Services Inc. a wholly-owned subsidiary of NRG (NRG Operating Services). The agreements are effective for five years, with options to extend beyond five years. Under the agreements, the NRG Operating Services company operator operates and maintains its respective facility, including (i) coordinating fuel delivery, unloading and inventory, (ii) managing facility spare parts, (iii) meeting external performance standards for transmission of electricity, (iv) providing operating and maintenance consulting and (v) cooperating with and assisting the Company in performing the Company's obligations under agreements related to its facilities.

Under the agreements, the operator charges an annual fee, and in addition, will be reimbursed for usual and customary costs related to providing the services including plant labor and other operating costs. A demobilization payment will be made if the subsidiary elects not to renew the agreement. There are also incentive fees and penalties based on performance under the approved operating budget, the heat rate and safety.

During 2002 and 2001, the Company incurred annual operating and maintenance costs billed from NRG Operating Services totaling \$4.4 million. In addition the

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Company incurred \$110.0 million and \$172.4 million, respectively, for usual and customary costs related to providing the services including plant labor and other operating costs.

The Company's subsidiaries have entered into agreements with NRG for corporate support and services. The agreements are perpetual in term, unless terminated in writing by a subsidiary. Under the agreements, NRG will provide services, as requested, in areas such as human resources, accounting, finance, treasury, tax, office administration, information technology, engineering, construction management, environmental, legal and safety. Under the agreements, NRG is paid for personnel time as well as out-of-pocket costs. During 2002 and 2001, the Company paid NRG approximately \$.9 million and \$5.1 million, respectively, for corporate support and services.

2. (a) NRG South Central Generating LLC, in which NRG owns a 100 percent interest through two wholly-owned limited liability companies (each of which owns a 50 percent interest in NRG South Central Generating LLC), South Central Generation Holding LLC and NRG Central U.S. LLC, owns 100 percent of the following: (i) Louisiana Generating LLC, an EWG that owns a 220 megawatt gas-fired facility located in New Roads, Louisiana, and a 100 percent interest in two coal-fired units and a 58 percent interest in a third coal-fired unit located in a separate facility also in New Roads, Louisiana; (ii) NRG New Roads Holdings LLC, owner of various equipment and of several parcels of land in Louisiana, some of which is leased to third parties for farming; (iii) Big Cajun I Peaking Power LLC, an EWG which was formed to develop, own and operate the Cajun expansion project in Louisiana; (iv) NRG Sterlington Power LLC, an EWG, which was formed to own a 200 megawatt simple cycle gas peaking facility in Sterlington, Louisiana; and (v) NRG Bayou Cove LLC, which owns 100% of Bayou Cove Peaking Power, LLC, an EWG, which owns a 360 megawatt peaking facility in Jennings, Louisiana.

(b) See Footnote 1.

(c) The ratio of debt to common equity and the earnings of Louisiana Generating LLC as of Dec. 31, 2002 are as follows:

| | Debt-Equity Ratio | Net Income (in thousands) |
|------------------------------|-------------------|---------------------------|
| Louisiana Generating LLC | 2.43 | \$ 12,660 |
| Bayou Cove Peaking Power LLC | 1.79 | (\$133,280) |

(d) A description of the service, sales or construction contracts between these EWGs and an Xcel Energy company, and the fees or revenues under such contracts, is as follows:

Louisiana Generating entered into a power sale and agency agreement with NRG Power Marketing Inc., a wholly owned subsidiary of NRG Energy. The agreement is effective until Dec. 31, 2030. Under the agreement, NRG Power Marketing Inc. will (i) have the exclusive right to manage, market and sell all power not otherwise sold or committed to or by Louisiana Generating, (ii) procure and provide to Louisiana Generating all fuel required to operate its respective facilities and (iii) market, sell and purchase all emission credits owned, earned or acquired by Louisiana Generating. In addition, NRG Power Marketing Inc. will have the exclusive right and obligation to direct the power output from the facilities.

Under the agreement, NRG Power Marketing, Inc. pays to Louisiana Generating gross receipts generated through sales, less costs incurred by NRG Power

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Marketing, Inc. relative to its providing services (e.g., transmission and delivery costs, fuel cost, taxes, employee labor, contract services, etc.). The Company incurs no fees related to these power sales and agency agreements with NRG Power Marketing.

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Louisiana Generating entered into an operation and maintenance agreement with NRG Operating Services, Inc., (NRG Operating Services) a wholly-owned subsidiary of NRG Energy. The agreement is perpetual in term until terminated in writing by Louisiana Generating or until earlier terminated upon an event of default. Under the agreement, at the request of Louisiana Generating, NRG Operating Services manages, oversees and supplements the operation and maintenance of the Cajun facilities.

During the year ended Dec. 31, 2002 and 2001, Louisiana Generating and Bayou Cove Peaking Power LLC incurred no operating and maintenance costs from NRG Operating Services.

Louisiana Generating and NRG South Central each entered into an agreement with NRG Energy for corporate support and services. The agreement is perpetual in term until terminated in writing by Louisiana Generating or NRG South Central or until earlier terminated upon an event of default. Under the agreement, NRG Energy will provide services, as requested, in areas such as human resources, accounting, finance, treasury, tax, office administration, information technology, engineering, construction management, environmental, legal and safety. Under the agreement, NRG Energy is paid for personnel time as well as out-of-pocket costs.

During the year ended Dec. 31, 2002 and 2001, Louisiana Generating and NRG South Central incurred approximately \$0.8 million and \$0.6 million, respectively, for corporate support and services.

As of Dec. 31, 2002 and 2001, NRG South Central has an accounts payable affiliates balance of approximately \$126.5 million and \$27.2 million, respectively, which consisted primarily of a payable to NRG Energy for capitalized development costs incurred prior to the acquisition of the Cajun facilities and other expenses paid on its behalf.

3. (a) West Coast Power LLC, in which NRG owns a 50 percent interest through NRG's wholly-owned subsidiary NRG West Coast LLC, (which owns 50 percent interest in WCP (Generation) Holdings LLC of which West Coast Power LLC is a wholly-owned subsidiary), owns 100 percent of the following EWGs: (i) Long Beach Generation LLC (LBG), owner of a 530 megawatt gas-fired facility located in Long Beach, Calif., (ii) El Segundo Power LLC (ESP), owner of a 1020 megawatt gas-fired facility located in El Segundo, Calif., (iii) Cabrillo Power I LLC (Cabrillo I), owner of a 954 megawatt gas-fired facility located in Encina, Calif. and (iv) Cabrillo Power II LLC (Cabrillo II), owner of seventeen gas-fired generation turbines in San Diego County, Calif., with a combined capacity of 256 megawatts. Saguaro Power LLC is a wholly owned limited liability company of NRG West Coast LLC, which owns 100 percent interest in Eastern Sierra Energy Company, which owns a 50 percent interest in Saguaro Power Company, a limited partnership, an EWG, for a project in Henderson, Nevada with a combined capacity of 100 megawatts.

(b) See Footnote 1.

(c) The ratio of debt to common equity and the earnings as of Dec. 31, 2002 are as follows:

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| | Debt-Equity Ratio ----- | Net Income (in th ----- |
|---------------------------|----------------------------|----------------------------|
| Long Beach Generation LLC | - | \$ (1,29 |
| El Segundo Power LLC | - | 23,86 |
| Cabrillo Power I LLC | - | 98 |
| Cabrillo Power II LLC | - | (7,80 |
| Saguaro Power LLC | - | 2,90 |

(d) A description of the service, sales or construction contracts between these EWGs and an Xcel Energy company, and the fees or revenues under such contracts, is as follows:

West Coast Power LLC (WCP) purchases fuel for its plants under natural gas supply agreements (GSAs) with Dynegy Marketing and Trade (DMT), an affiliate of WCP. Charges for fuel are based upon similar terms and conditions as could be obtained from third parties.

WCP contracted with Dynegy Power Marketing, Inc. (DYPM), an affiliate of WCP, to provide all power scheduling, power marketing and risk management for WCP under an energy management agreement (EMA). Additionally, WCP contracted with DMT to provide all scheduling and marketing of fuel supply for WCP under the EMA.

WCP's subsidiaries, Cabrillo I and Cabrillo II, have entered into O&M agreements with NRG Cabrillo Power Operations, Inc., an affiliate of WCP. WCP's subsidiaries ESP and LBG have entered into O&M agreements with NRG El Segundo Operations, Inc., an affiliate of WCP. Fees for services primarily include recovery of the costs of operating the plant as approved in the annual budget and a base monthly fee. WCP has also contracted with NRG Development Company, Inc., an affiliate of WCP, to provide services under the Administrative Management Agreement (the AMA). Services provided under the AMA include local services not covered under the

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O&M agreements, including environmental, engineering, legal and public relations services. Fees for such services are subject to executive committee approval if the amounts exceed a certain percentage of the applicable approved budget.

WCP entered into an administrative services management agreement (the ASMA) with Dynegy Power Management Services, LP, an affiliate of WCP, which provides administrative services such as business management and accounting to WCP. Fees for such services are subject to executive committee approval if the amounts exceed a certain percentage of the applicable annual approved budget.

Affiliates of WCP provide various services for WCP. Charges for these services are included in WCP's operating and general and administrative expenses and consisted of the following for 2002, 2001 and 2000:

| ----- (in thousands) | 2002 | 2001 | 2000 |
|-------------------------|------|------|------|
|-------------------------|------|------|------|

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 Operating expenses

| | | | |
|---------------------------|------------|--------------|------------|
| Fuel | \$ 644,968 | \$ 1,054,269 | \$ 482,937 |
| EMA charges | 10,410 | 17,017 | 9,092 |
| OMSA, O&M and AMA charges | 31,772 | 51,936 | 15,374 |
| Total | 687,150 | 1,123,222 | 507,403 |

| | | | |
|---------------------------|-----|-------|-----|
| ASMA fees included in G&A | 841 | 1,374 | 776 |
|---------------------------|-----|-------|-----|

Saguaro Power Company - Under the terms of an O&M agreement, employees of NRG Saguaro Operations Inc., a wholly owned subsidiary of NRG, perform all necessary functions to operate and maintain Saguaro Power Company's facilities. Saguaro Power Company pays for direct costs of the services. NRG Saguaro Operations may also earn certain incentive compensation as defined in the agreement. Pursuant to this arrangement the Partnership incurred costs of \$1.9 million and \$2.1 million which included \$250,000 and \$120,051 of incentive compensation earned by NRG Saguaro Operations in 2002 and 2001, respectively.

4. (a) Cogeneration Corporation of America, in which NRG owns a 20 percent interest, owns the following through wholly-owned subsidiaries (i) a 100 percent interest in a 122 megawatt gas-fired cogeneration facility in Parlin New Jersey that is an EWG; and (ii) an 83 percent interest in two standby peak sharing facilities with an aggregate capacity of 22 megawatts located in Philadelphia, Pennsylvania, both of which are EWGs.

(b) See Footnote 1.

(c) The ratio of debt to common equity and the earnings of Cogeneration Corporation of America as of Dec. 31, 2002 are as follows:

| | Debt-Equity Ratio ----- | Net Income (in th ----- |
|-------------------------------------|----------------------------|----------------------------|
| Cogeneration Corporation of America | Not available | \$1,184 |

(d) A description of the service, sales or construction contracts between these EWGs and an Xcel Energy company, and the fees or revenues under such contracts, is as follows:

NONE

5. (a) NRG Rocky Road LLC, in which NRG owns a 100 percent interest, owns 50 percent of Rocky Road Power LLC, an EWG that owns a 350 megawatt gas-fired facility located in East Dundee, Illinois.

(b) See Footnote 1.

(c) The ratio of debt to common equity and the earnings of Rocky Road Power LLC as of Dec. 31, 2001 are as follows:

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| | Debt-Equity Ratio ----- | Net Income (in th ----- |
|----------------------|----------------------------|----------------------------|
| Rocky Road Power LLC | - | \$6,868 |

(d) A description of the service, sales or construction contracts between Rocky Road Power LLC and an Xcel Energy company, and the fees or revenues under such contracts, is as follows:

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NONE

6. (a) NRGenerating Ltd. - which is 100 percent owned by Sterling Luxembourg (No.1) s.a.r.l., which is 100 percent owned by NRGenerating Holdings (No. 15) B.V., which is 100 percent owned by NRGenerating International BV ("NRGIBV") - owns 100 percent of Killingholme Holdings Limited, which owns 100 percent of Killingholme Generation Limited, an EWG which owns 100 percent of Killingholme Power Limited, an EWG which owns a 680 megawatt gas-fired facility located in North Lincolnshire, England.

(b) See Footnote 1.

(c) The ratio of debt to common equity and the earnings as of Dec. 31, 2002 are as follows:

| | Debt-Equity Ratio ----- | Net Income (in th ----- |
|---------------------------------|----------------------------|----------------------------|
| Killingholme Generation Limited | - | \$ (30,157 |
| Killingholme Power Limited | 3.97 | (468,514 |

(c) A description of the service, sales or construction contracts between the Killingholme EWGs and an Xcel Energy company, and the fees or revenues under such contracts, is as follows:

NRG Energy has numerous service agreements that exist between its wholly owned subsidiaries and affiliates. A comprehensive listing of such agreements is not readily available. These contracts generally fall into three types of agreements, a power sales and agency agreement, an operation and maintenance agreement and a corporate services agreement. These agreements are generally long term in nature and provide for all services necessary for the marketing, operational, maintenance and administrative needs of such entities. The amounts and details surrounding each contract is not readily available and would be unduly burdensome to produce.

7. (a) Enfield Holdings B.V. which is 50 percent owned by NRGIBV, owns 50 percent of Enfield Energy Centre Limited, an EWG which owns a 396 megawatt gas-fired power station in Enfield, England. Enfield Operations LLC,

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which is owned 50 percent by Enfield Energy Centre Limited and 16.3 percent by NRG International, Inc. ("NRGI"), is an EWG which operates the Enfield power station, and also owns 100 percent of Enfield Operations UK Ltd, which employs the employees of the Enfield power station.

(b) See Footnote 1.

(c) The ratio of debt to common equity and the earnings as of Dec. 31, 2002 are as follows:

| | Debt-Equity Ratio | Net Income (in th |
|-------------------------------|-------------------|-------------------|
| Enfield Energy Centre Limited | - | (\$1,181) |
| Enfield Operations LLC | - | 63 |

(d) A description of the service, sales or construction contracts between the Enfield EWGs and an Xcel Energy company, and the fees or revenues under such contracts, is as follows:

NRG Energy has numerous service agreements that exist between its wholly owned subsidiaries and affiliates. A comprehensive listing of such agreements is not readily available. These contracts generally fall into three types of agreements, a power sales and agency agreement, an operation and maintenance agreement and a corporate services agreement. These agreements are generally long term in nature and provide for all services necessary for the marketing, operational, maintenance and administrative needs of such entities. The amounts and details surrounding each contract is not readily available and would be unduly burdensome to produce.

8. (a) NRGenerating Holdings (No.4) B.V., which is 100 percent owned by NRGIBV, is an EWG which owns (i) a 25.37 percent partnership interest in Loy Yang Power Partners, the owner of the 2,000 megawatt coal-fired Loy Yang power station and adjacent brown coal mine in the State of Victoria, Australia; (ii) 25.37 percent of Loy Yang Power Projects Pty Ltd., which provides technical services to the Loy Yang project; and (iii) 25.37 percent of Loy Yang Power Management Pty Ltd., which operates the Loy Yang project. NRGenerating Holdings (No.4) B.V. also owns 100 percent of Gunwale B.V., a vehicle for investing shareholder loans and equity into the Loy Yang project which has no assets or employees and is inactive.

(b) See Footnote 1.

(c) The ratio of debt to common equity and the earnings of NRGenerating Holdings (No.4) B.V. as of Dec. 31, 2002 are as follows:

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| | Debt-Equity Ratio | Net Income (in th |
|--|-------------------|-------------------|
|--|-------------------|-------------------|

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NRGenerating Holdings (No. 4) B.V.

-

(\$45,209)

(d) A description of the service, sales or construction contracts between NRGenerating Holdings (No.4) B.V. and an Xcel Energy company, and the fees or revenues under such contracts, is as follows:

NRG Energy has numerous service agreements that exist between its wholly owned subsidiaries and affiliates. A comprehensive listing of such agreements is not readily available. These contracts generally fall into three types of agreements, a power sales and agency agreement, an operation and maintenance agreement and a corporate services agreement. These agreements are generally long term in nature and provide for all services necessary for the marketing, operational, maintenance and administrative needs of such entities. The amounts and details surrounding each contract is not readily available and would be unduly burdensome to produce.

9. (a) Sunshine State Power (No.2) B.V. and Sunshine State Power B.V., which are EWGs and which are both 100 percent owned by NRGIBV, own 17.5 percent and 20 percent, respectively, of the unincorporated joint venture that owns the 1680 megawatt coal-fired Gladstone power station in Queensland, Australia. NRG Gladstone Operating Services Pty Ltd, which is 1 percent owned by NRGI and 99 percent owned by NRG Operating Services, Inc. (both of which are 100 percent owned by NRG), is an EWG which operates the Gladstone facility, and owns 100 percent of NRG Gladstone Superannuation Pty Ltd., which holds pension assets for the employees of the Gladstone project.

(b) See Footnote 1.

(c) The ratio of debt to common equity and the earnings as of Dec. 31, 2002 are as follows:

| | Debt-Equity Ratio | Net Income (in th |
|-------------------------------------------|-------------------|-------------------|
| | ----- | ----- |
| Sunshine State Power (No.2) B.V. | - | \$ 3,377 |
| Sunshine State Power B.V. | - | 3,860 |
| NRG Gladstone Operating Services Pty Ltd. | - | 1,219 |

(d) A description of the service, sales or construction contracts between these EWGs and an Xcel Energy company, and the fees or revenues under such contracts, is as follows:

NRG Energy has numerous service agreements that exist between its wholly owned subsidiaries and affiliates. A comprehensive listing of such agreements is not readily available. These contracts generally fall into three types of agreements, a power sales and agency agreement, an operation and maintenance agreement and a corporate services agreement. These agreements are generally long term in nature and provide for all services necessary for the marketing, operational, maintenance and administrative needs of such entities. The amounts and details surrounding each contract is not readily available and would be unduly burdensome to produce.

10. (a) Saale Energie GmbH, which is 100 percent owned by NRGIBV, owns the following interests in the following entities: (i) 41.1 percent of Kraftwerke Schkopau GbR, an EWG that owns the 960 megawatt Schkopau coal-fired power station in Germany; (ii) 44.4 percent of Kraftwerke Schkopau Betriebsgesellschaft mbH, an EWG that operates the Schkopau power station; and (iii) 98 percent of Saale Energie Services GmbH, which provides management

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services to the Schkopau plant (NRGIBVI also owns a direct 1 percent interest in this entity).

(b) See Footnote 1.

(c) The ratio of debt to common equity and the earnings as of Dec. 31, 2002 are as follows:

| | Debt-Equity Ratio ----- | Net Income (in th ----- |
|-----------------------------------------------|----------------------------|----------------------------|
| Kraftwerke Schkopau GbR | Not available | Not availa |
| Kraftwerke Schkopau Betriebsgesellshcraft mbH | Not available | Not availa |

* The results of Kraftwerke Schkopau GbR and Kraftwerke Schkopau Betriebsgesellshcraft mbH are not available. However, the results of Saale Energie Gmbh are and the Debt-Equity ratio is 2.56 and Net Income (in thousands) is \$28,082.

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(d) A description of the service, sales or construction contracts between these EWGs and an Xcel Energy company, and the fees or revenues under such contracts, is as follows:

NRG Energy has numerous service agreements that exist between its wholly owned subsidiaries and affiliates. A comprehensive listing of such agreements is not readily available. These contracts generally fall into three types of agreements, a power sales and agency agreement, an operation and maintenance agreement and a corporate services agreement. These agreements are generally long term in nature and provide for all services necessary for the marketing, operational, maintenance and administrative needs of such entities. The amounts and details surrounding each contract is not readily available and would be unduly burdensome to produce.

11. (a) NRGIBV owns 50 percent of MIBRAG mbH, through a holding structure whereby NRGIBV owns 100 percent of Lambique Beheer BV; Lambique Beheer BV owns 50 percent of MIBRAG BV and 1 percent of MIBRAG mbH; and MIBRAG BV owns 99 percent of MIBRAG mbH. MIBRAG Gmbh, by itself and through its wholly-owned subsidiary MIBRAG Industriekraftwerke Vermoegensverwaltungs und Beteiligungs Gmbh, owns 1 percent of MIBRAG Industriekraftwerke Gmbh & Co KG, an EWG that owns three coal-fired power plants in Germany. MIBRAG Gmbh owns 99 percent, and MIBRAG B.V. owns 1 percent of MIBRAG Industriekraftwerke Betriebs Gmbh, an EWG which operates and maintains the power stations.

(b) See Footnote 1.

(c) The ratio of debt to common equity and the earnings as of Dec. 31, 2002 are as follows:

| | Debt-Equity Ratio ----- | Net Income (in th ----- |
|-----------------------------------------|----------------------------|----------------------------|
| MIBRAG Industriekraftwerke Gmbh & Co KG | 1.61 | \$28,082 |

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MIBRAG Industriekraftwerke Betriebs GmbH

(d) A description of the service, sales or construction contracts between these EWGs and an Xcel Energy company, and the fees or revenues under such contracts, is as follows:

NRG Energy has numerous service agreements that exist between its wholly owned subsidiaries and affiliates. A comprehensive listing of such agreements is not readily available. These contracts generally fall into three types of agreements, a power sales and agency agreement, an operation and maintenance agreement and a corporate services agreement. These agreements are generally long term in nature and provide for all services necessary for the marketing, operational, maintenance and administrative needs of such entities. The amounts and details surrounding each contract is not readily available and would be unduly burdensome to produce.

12. (a) Kladno Power (No.2) BV, which is 100 percent owned by NRGIBV, owns 50 percent of Matra Powerplant Holding BV, which owns 89 percent of ECK Generating s.r.o., a FUCO which owns a 373 megawatt coal-fired power station in Kladno, Czech Republic, and related businesses. Kladno Power (No.1) BV, which is 100 percent owned by NRGIBV, owns 44.5 percent of Energeticke Centrum Kladno, s.r.o., is a FUCO which holds title to certain assets of the Kladno power station. NRGenerating Holdings (No.5) BV, which is 100 percent owned by NRG Energeticke Provoz, s.r.o., is a FUCO which operates the Kladno power station.

(b) See Footnote 1.

(c) The ratio of debt to common equity and the earnings as of Dec. 31, 2002 are as follows:

| | Debt-Equity Ratio | Net Income (in th |
|------------------------------------|-------------------|-------------------|
| ECK Generating s.r.o | - | \$4,105 |
| Energeticke Centrum Kladno, s.r.o. | 2.0 | 16 |
| NRGenerating Holdings (No.5) BV | - | (3) |

(d) A description of the service, sales or construction contracts between these FUCOs and an Xcel Energy company, and the fees or revenues under such contracts, is as follows:

NRG Energy has numerous service agreements that exist between its wholly owned subsidiaries and affiliates. A comprehensive listing of such agreements is not readily available. These contracts generally fall into three types of agreements, a power sales and agency agreement, an operation and maintenance agreement and a corporate services agreement. These agreements are generally long term in nature and provide for all services necessary for the marketing, operational, maintenance and administrative needs of such entities. The amounts and details surrounding each contract is not readily available and would be unduly burdensome to produce.

13. (a) NRGenerating Holdings (No. 21) B.V., in which NRG has a 50 percent interest through Cobee Holdings Inc., a wholly-owned subsidiary of NRG International Inc. (see Paragraph 14.C.20), and a 50 percent interest through

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NRGenerating Luxembourg (No. 6) S.a.r.l., a wholly owned subsidiary of NRGenerating Luxembourg (No. 1) S.a.r.l., which is a wholly owned subsidiary of NRGenerating International B.V. is an EWG which currently owns 100 percent of Compania Boliviana de Energia Electrica S.A. -- Bolivian Power Company Ltd., an EWG which owns and/or operates 15 power plants in Bolivia. NRGenerating Holdings (No. 21) B.V. owns a 100 percent interest in Tosli Acquisition B.V., which owns 99.4 percent of Itiquira Energtica S.A., an EWG, for the 156 megawatt hydroelectric power generation facility under construction in Mato Grosso, Brazil.

(b) See Footnote 1.

(c) The ratio of debt to common equity and the earnings as of Dec. 31, 2002 are as follows:

| | Debt-Equity Ratio ----- | Net Inc ----- |
|-----------------------------------------------------------------------------|----------------------------|------------------|
| NRGenerating Holdings (No. 21) B.V. | - | |
| Compania Boliviana de Energia Electrica S.A. -- Bolivian Power Company Ltd. | 0.53 | |
| Itiquira Energtica S.A. | 0.23 | |

(d) A description of the service, sales or construction contracts between these EWGs and an Xcel Energy company, and the fees or revenues under such contracts, is as follows:

NRG Energy has numerous service agreements that exist between its wholly owned subsidiaries and affiliates. A comprehensive listing of such agreements is not readily available. These contracts generally fall into three types of agreements, a power sales and agency agreement, an operation and maintenance agreement and a corporate services agreement. These agreements are generally long term in nature and provide for all services necessary for the marketing, operational, maintenance and administrative needs of such entities. The amounts and details surrounding each contract is not readily available and would be unduly burdensome to produce.

14. (a) Scudder Latin American Power I and Scudder Latin American Power II are private equity funds in which NRG owns a 25 percent interest and 4.45860 percent interest, respectively, through NRG Caymans-C and NRG Caymans-P which are 100 percent owned by NRGenerating Holdings GmbH. These funds invest in power generation projects in Latin America. All of the power generation projects in which these funds have invested are, or are expected to become, EWGs or FUCOs.

(b) See Footnote 1.

(c) The ratio of debt to common equity and the earnings of NRGenerating Holdings GmbH as of Dec. 31, 2002 are as follows:

| | Debt-Equity Ratio ----- | Net Income (in th ----- |
|---------------|----------------------------|----------------------------|
| NRG Caymans-C | - | (1) |
| NRG Caymans-P | - | 1,043 |

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(d) A description of the service, sales or construction contracts between NRGenerating Holdings and an Xcel Energy company, and the fees or revenues under such contracts, is as follows:

NONE.

15. (a) Energy Investors Fund, L.P., in which NRG owns a 3.10 percent limited partnership interest through Energy National, Inc. (an indirect wholly-owned subsidiary of NRG), invests in power generation projects within the United States which are either EWGs or QFs.

(b) See Footnote 1.

(c) The ratio of debt to common equity and the earnings of Energy Investors Fund LP as of Dec. 31, 2002 are as follows:

| | Debt-Equity Ratio | Net Income (in th |
|-----------------------------|-------------------|-------------------|
| Energy Investors Fund, L.P. | - | \$111 |

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(d) A description of the service, sales or construction contracts between Energy Investors Fund LP and an Xcel Energy company, and the fees or revenues under such contracts, is as follows:

NONE

16. (a) Project Finance Fund III, L.P., in which NRG owns a 6.87 percent interest through Pacific Generation Holdings Company (an indirect wholly-owned subsidiary of NRG), invests in power generation projects within and outside of the United States which are either EWGs or QFs.

(b) See Footnote 1.

(c) The ratio of debt to common equity and the earnings of Project Finance Fund III, LP as of Dec. 31, 2002 are as follows:

| | Debt-Equity Ratio | Net Income (in th |
|--------------------------------|-------------------|-------------------|
| Project Finance Fund III, L.P. | - | \$441 |

(d) A description of the service, sales or construction contracts between Project Finance Fund III, LP and an Xcel Energy company, and the fees or revenues under such contracts, is as follows:

NONE

17. (a) NRGenerating Luxembourg (No. 1) S.a.r.l., which is 100 percent owned by NRGIBV, owns 100 percent of NRGenerating Holdings (No. 2) GmbH, which owns 100 percent of Flinders Labuan (No. 1); 100 percent Flinders Labuan (No. 2); and 50 percent Flinders Power Partnership. The remaining 50 percent of Flinders Power Partnership is owned 25 percent by Flinders Labuan (No. 1) and 25

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percent by Flinders Labuan (No. 2). Flinders Power Partnership owns 100 percent of Flinders Coal Pty Ltd., a 190 megawatt Osborne Power Station in South Australia and 100 percent of Flinders Osborne Trading Pty Ltd., a trading entity for gas supply to, and electricity take from, the 190 megawatt Osborne Power Station in South Australia which are both FUCOs.

(b) See Footnote 1.

(c) The ratio of debt to common equity and the earnings of these EWG/FUCOs as of Dec. 31, 2002 are as follows:

| | Debt-Equity Ratio ----- | Net Income (in th ----- |
|------------------------------------------|----------------------------|----------------------------|
| Flinders Power Partnership | 4.5 | (\$10,545) |
| Flinders Coal Pty Ltd. | - | - |
| Flinders Osborne Trading Pty Ltd. | - | (91) |
| NRG Flinders Operating Services Pty Ltd. | - | 470 |

(d) A description of the service, sales or construction contracts between these EWG/FUCOs and an Xcel Energy company, and the fees or revenues under such contracts, is as follows:

NRG Energy has numerous service agreements that exist between its wholly owned subsidiaries and affiliates. A comprehensive listing of such agreements is not readily available. These contracts generally fall into three types of agreements, a power sales and agency agreement, an operation and maintenance agreement and a corporate services agreement. These agreements are generally long term in nature and provide for all services necessary for the marketing, operational, maintenance and administrative needs of such entities. The amounts and details surrounding each contract is not readily available and would be unduly burdensome to produce.

18. (a) NRG International II Inc. which is owned 100 percent by NRG, owns 50 percent of European Generating S.a.r.l., which owns 100 percent of Rybnik Power B.V., a FUCO which was formed as a holding company for a 1,760 megawatt power station in Poland which is currently inactive.

(b) See Footnote 1.

(c) The ratio of debt to common equity and the earnings of NRG International II as of Dec. 31, 2002 are as follows:

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| | Debt-Equity Ratio ----- | Net Income ----- |
|-------------------|----------------------------|---------------------|
| Rybnik Power B.V. | - | - |

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(d) A description of the service, sales or construction contracts between NRG International II and an Xcel Energy company, and the fees or revenues under such contracts, is as follows:

NRG Energy has numerous service agreements that exist between its wholly owned subsidiaries and affiliates. A comprehensive listing of such agreements is not readily available. These contracts generally fall into three types of agreements, a power sales and agency agreement, an operation and maintenance agreement and a corporate services agreement. These agreements are generally long term in nature and provide for all services necessary for the marketing, operational, maintenance and administrative needs of such entities. The amounts and details surrounding each contract is not readily available and would be unduly burdensome to produce.

19. (a) NEO Corporation, which is owned 100 percent by NRG owns 100 percent of NEO Calif. Power LLC, an EWG, which is an owner and operator of distributed generation facilities in California.

(b) See Footnote 1.

(c) The ratio of debt to common equity and the earnings of NEO California Power as of Dec. 31, 2002 are as follows:

| | Debt-Equity Ratio ----- | Net Income (in th ----- |
|----------------------|----------------------------|----------------------------|
| NEO California Power | - | \$12,619 |

(d) A description of the service, sales or construction contracts between NEO California and an Xcel Energy company, and the fees or revenues under such contracts, is as follows:

NRG Energy has numerous service agreements that exist between its wholly owned subsidiaries and affiliates. A comprehensive listing of such agreements is not readily available. These contracts generally fall into three types of agreements, a power sales and agency agreement, an operation and maintenance agreement and a corporate services agreement. These agreements are generally long term in nature and provide for all services necessary for the marketing, operational, maintenance and administrative needs of such entities. The amounts and details surrounding each contract is not readily available and would be unduly burdensome to produce.

20. (a) Brazos Valley Energy LP, in which NRG owns a 100 percent interest through two wholly owned limited liability companies 99 percent by NRG Brazos Valley LP LLC and 1 percent by NRG Brazos Valley GP LLC which in turn owns 100 percent of NRG Brazos Valley Technology LP LLC. NRG Brazos Valley Technology LP LLC owns 99 percent and Brazos Valley Energy LP owns 1 percent of Brazos Valley Technology LP, an EWG, which is developing a 633 megawatt project in Houston, Tex.

(b) See Footnote 1.

(c) The ratio of debt to common equity and the earnings of Brazos Valley Energy LP as of Dec. 31, 2002 are as follows:

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| | Debt-Equity Ratio ----- | Net Income (in -----) |
|-------------------------|-----------------------------------------------|--------------------------|
| Brazos Valley Energy LP | Not meaningful (100 percent debt financed) | (\$1 |

(d) A description of the service, sales or construction contracts between Brazos Valley Energy LP and an Xcel Energy company, and the fees or revenues under such contracts, is as follows:

NRG Energy has numerous service agreements that exist between its wholly owned subsidiaries and affiliates. A comprehensive listing of such agreements is not readily available. These contracts generally fall into three types of agreements, a power sales and agency agreement, an operation and maintenance agreement and a corporate services agreement. These agreements are generally long term in nature and provide for all services necessary for the marketing, operational, maintenance and administrative needs of such entities. The amounts and details surrounding each contract is not readily available and would be unduly burdensome to produce.

21. (a) NRG Rockford Acquisition, wholly owned by NRG, holds a 100 percent interest in NRG Bourbonnais Equipment LLC, NRG Bourbonnais LLC, NRG Equipment Company LLC, NRG Rockford II Equipment LLC, an EWG and NRG Rockford II LLC an EWG. NRG Rockford Acquisition also owns a 1 percent interest in NRG Ilion Limited Partnership, and NRG Ilion LP LLC, a wholly owned company of

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NRG, owns the remaining 99 percent. NRG Ilion Limited Partnership, an EWG, owns 100 percent of NRG Rockford LLC and NRG Rockford Equipment LLC, an EWG, for projects in Illinois with a total of 513 megawatts.

(b) See Footnote 1.

(c) The ratio of debt to common equity and the earnings of these EWGs as of Dec. 31, 2002 are as follows:

| | Debt-Equity Ratio ----- | Net Income (in th -----) |
|-------------------------------|----------------------------|-----------------------------|
| NRG Rockford II LLC | 5.60 | (\$ 8,702 |
| NRG Ilion Limited Partnership | - | 16,759 |
| NRG Rockford Equipment II LLC | - | - |
| NRG Rockford Equipment LLC | - | - |

(d) A description of the service, sales or construction contracts between these EWGs and an Xcel Energy company, and the fees or revenues under such contracts, is as follows:

NRG Energy has numerous service agreements that exist between its wholly owned subsidiaries and affiliates. A comprehensive listing of such agreements is not readily available. These contracts generally fall into three types of agreements, a power sales and agency agreement, an operation and maintenance agreement and a corporate services agreement. These agreements are generally long term in nature and provide for all services necessary for the marketing, operational, maintenance and administrative needs of such entities. The amounts

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and details surrounding each contract is not readily available and would be unduly burdensome to produce.

22. (a) NRG Granite Acquisition LLC, a wholly owned NRG company, owns 21 percent interest in Granite Power Partners II LP and NRG owns 79 percent limited partnership interest in the same. Granite Power Partners II LP owns 100 percent of the following: (1) LSP Hardee Energy, LLC; (2) LSP Pike Energy LLC, a 1,192 megawatt project under construction in Holmesville, Miss. and (3) LSP Nelson Energy, LLC, an EWG, a 1,168 megawatt project located in Nelson Township, Illinois. Granite II Holdings LLC is a wholly owned company of Granite Power Partners II LP, which owns 100 percent of LSP Denver City, Inc. and GPP Investors, LLC. LSP Denver City Inc. in turn owns a .5 percent interest and GPP Investors I LLC owns a 49.5 percent interest in Denver City Energy Associates, L.P. an EWG for a 487 megawatt project located in Denver City, Tex. Granite II Holding LLC also owns 100 percent interest of the following (1) LSP Kendall Energy LLC, an EWG for a 1,168 megawatt project located in Minooka, Ill; (2) LSP Equipment LLC; (3) LSP Batesville Holding LLC which in turn owns 100 percent interest in LSP Batesville Funding Corporation and LSP Energy Inc. LSP Batesville Holding LLC owns 99 percent limited partnership and LSP Energy, Inc. a 1 percent general partner interest in LSP Energy Limited Partnership, an EWG for a 837 megawatt project located in Batesville, Miss., which owns a 100 percent ownership interest in NRG Batesville LLC.

(b) See Footnote 1.

(c) The ratio of debt to common equity and the earnings of these EWGs as of Dec. 31, 2002 are as follows:

| | Debt-Equity Ratio ----- | Net Income (in th ----- |
|-------------------------------------|----------------------------|----------------------------|
| LSP Nelson Energy, LLC | 1.88 | (\$601,283 |
| Denver City Energy Associates, L.P. | - | 9 |
| LSP Kendall Energy LLC | - | (59,153 |
| LSP Energy LP (Batesville project) | 7.64 | (6,499 |

(d) A description of the service, sales or construction contracts between these EWGs and an Xcel Energy company, and the fees or revenues under such contracts, is as follows:

NRG Energy has numerous service agreements that exist between its wholly owned subsidiaries and affiliates. A comprehensive listing of such agreements is not readily available. These contracts generally fall into three types of agreements, a power sales and agency agreement, an operation and maintenance agreement and a corporate services agreement. These agreements are generally long term in nature and provide for all services necessary for the marketing, operational, maintenance and administrative needs of such entities. The amounts and details surrounding each contract is not readily available and would be unduly burdensome to produce.

23. (a) NRGenerating Luxembourg (No. 1) S.a.r.l. a wholly owned company of NRG owns 100 percent interest in Eastern Generation Services (India) Private Limited and WEB Energy Ltd. WEB Energy Ltd. owns a 30 percent ownership interest in Lanco Kondapalli Power Pvt Ltd. a FUCO, for a 355 megawatt project in Andhra Pradesh, India.

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(b) See Footnote 1.

(c) The ratio of debt to common equity and the earnings of Lanco Kondapalli as of Dec. 31, 2002 are as follows:

| | Debt-Equity Ratio ----- | Net Income (in th ----- |
|---------------------------------|----------------------------|----------------------------|
| Lanco Kondapalli Power Pvt Ltd. | Not Available | \$(7,046) |

(d) A description of the service, sales or construction contracts between Lanco Kondapalli and an Xcel Energy company, and the fees or revenues under such contracts, is as follows:

NRG Energy has numerous service agreements that exist between its wholly owned subsidiaries and affiliates. A comprehensive listing of such agreements is not readily available. These contracts generally fall into three types of agreements, a power sales and agency agreement, an operation and maintenance agreement and a corporate services agreement. These agreements are generally long term in nature and provide for all services necessary for the marketing, operational, maintenance and administrative needs of such entities. The amounts and details surrounding each contract is not readily available and would be unduly burdensome to produce.

24. (a) NRGenerating Holdings (No. 19) B.V. a wholly owned company of NRG owns 100 percent interest in NRG Taiwan Holding Company Ltd. which in turn owns a 60 percent interest in Hsin Yu Energy Development Co. Ltd, a FUCO, for a 170 megawatt project in Taiwan.

(b) See Footnote 1.

(c) The ratio of debt to common equity and the earnings of Hsin Yu Energy Development Ltd as of Dec. 31, 2002 are as follows:

| | Debt-Equity Ratio ----- | Net Income (in th ----- |
|-------------------------------------|----------------------------|----------------------------|
| Hsin Yu Energy Development Co. Ltd. | - | (\$105,465 |

(d) A description of the service, sales or construction contracts between Hsin Yu Energy Development Ltd and an Xcel Energy company, and the fees or revenues under such contracts, is as follows:

NRG Energy has numerous service agreements that exist between its wholly owned subsidiaries and affiliates. A comprehensive listing of such agreements is not readily available. These contracts generally fall into three types of agreements, a power sales and agency agreement, an operation and maintenance agreement and a corporate services agreement. These agreements are generally long term in nature and provide for all services necessary for the marketing, operational, maintenance and administrative needs of such entities. The amounts and details surrounding each contract is not readily available and would be unduly burdensome to produce.

25. (a) NRGenerating Luxembourg (No. 1) S.a.r.l. a wholly owned company of NRG owns a 99.64 percent ownership interest in Empresa de Generacion

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Electrica Cahua S.A., an EWG for a 45 megawatt project in Peru. NRGenerating Luxembourg (No. 1) S.a.r.l. also owns a 25 percent interest and NRGenerating Luxembourg (No. 2) S.a.r.l. owns a 75 percent interest in Energia Pacasmayo S.A. an EWG for several projects in Peru.

(b) See Footnote 1.

(c) The ratio of debt to common equity and the earnings of these EWGs as of Dec. 31, 2002 are as follows:

| | Debt-Equity Ratio | Net Income (in th |
|--------------------------------------------|-------------------|-------------------|
| Empresa de Generacion Electrica Cahua S.A. | 1.09 | \$1,148 |
| Energia Pacasmayo S.A. | 1.41 | 1,629 |

(d) A description of the service, sales or construction contracts between these EWGs and an Xcel Energy company, and the fees or revenues under such contracts, is as follows:

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NRG Energy has numerous service agreements that exist between its wholly owned subsidiaries and affiliates. A comprehensive listing of such agreements is not readily available. These contracts generally fall into three types of agreements, a power sales and agency agreement, an operation and maintenance agreement and a corporate services agreement. These agreements are generally long term in nature and provide for all services necessary for the marketing, operational, maintenance and administrative needs of such entities. The amounts and details surrounding each contract is not readily available and would be unduly burdensome to produce.

26. (a) NRG Audrain Holding LLC is a wholly owned company of NRG which owns 100 percent of NRG Audrain Bondco LLC which owns 100 percent of NRG Audrain Generating LLC, an EWG, for a 640 megawatt project in Audrain County, Missouri.

(b) See Footnote 1.

(c) The ratio of debt to common equity and the earnings of NRG Audrain Generating as of Dec. 31, 2002 are as follows:

| | Debt-Equity Ratio | Net Income (in th |
|----------------------------------------------------------------|---------------------------------------|-------------------|
| NRG Audrain Generating LLC (formerly Duke Energy Audrain, LLC) | Not meaningful (100 percent financed) | (\$119,211) |

(d) A description of the service, sales or construction contracts between NRG Audrain Generating and an Xcel Energy company, and the fees or revenues under such contracts, is as follows:

NRG Energy has numerous service agreements that exist between its wholly owned subsidiaries and affiliates. A comprehensive listing of such agreements is not readily available. These contracts generally fall into three types of agreements, a power sales and agency agreement, an operation and maintenance

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agreement and a corporate services agreement. These agreements are generally long term in nature and provide for all services necessary for the marketing, operational, maintenance and administrative needs of such entities. The amounts and details surrounding each contract is not readily available and would be unduly burdensome to produce.

27. (a) Chickahominy River Energy Co. (Chickahominy), in which NRG owns a 100 percent interest through its wholly-owned subsidiary Commonwealth Atlantic Power LLC (which owns 100 percent of Hanover Energy Company, which in turn owns 100 percent of Chickahominy), owns a 50 percent interest in Commonwealth Atlantic Limited Partnership, an EWG that owns a 375 megawatt gas-fired facility in Chesapeake, Virginia.

(b) See Footnote 1.

(c) The ratio of debt to common equity and the earnings of Commonwealth Atlantic Power LLC as of Dec. 31, 2002 are as follows:

| | Debt-Equity Ratio ----- | Net Income (in th ----- |
|---------------------------------|----------------------------|----------------------------|
| Commonwealth Atlantic Power LLC | - | \$834 |

(d) A description of the service, sales or construction contracts between Commonwealth Atlantic Power and an Xcel Energy company, and the fees or revenues under such contracts, is as follows:

NRG Energy has numerous service agreements that exist between its wholly owned subsidiaries and affiliates. A comprehensive listing of such agreements is not readily available. These contracts generally fall into three types of agreements, a power sales and agency agreement, an operation and maintenance agreement and a corporate services agreement. These agreements are generally long term in nature and provide for all services necessary for the marketing, operational, maintenance and administrative needs of such entities. The amounts and details surrounding each contract is not readily available and would be unduly burdensome to produce.

28. (a) NRG International III Inc. a wholly owned company of NRG, owns 100 percent of NRG International Holdings (No. 2) GmbH which owns a 50 percent interest in TermoRio S.A., an EWG, for a 1040 megawatt project under construction in Rio de Janeiro, Brazil.

(b) See Footnote 1.

(c) The ratio of debt to common equity and the earnings of TermoRio as of Dec. 31, 2002 are as follows

| | Debt-Equity Ratio ----- | Net Income (in th ----- |
|--|----------------------------|----------------------------|
|--|----------------------------|----------------------------|

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| | | |
|-----------------------------------------|---|-----|
| NRG International Holdings (No. 2) GmbH | - | N/A |
| TermoRio S.A. | - | N/A |

(d) A description of the service, sales or construction contracts between TermoRio and an Xcel Energy company, and the fees or revenues under such contracts, is as follows:

NRG Energy has numerous service agreements that exist between its wholly owned subsidiaries and affiliates. A comprehensive listing of such agreements is not readily available. These contracts generally fall into three types of agreements, a power sales and agency agreement, an operation and maintenance agreement and a corporate services agreement. These agreements are generally long term in nature and provide for all services necessary for the marketing, operational, maintenance and administrative needs of such entities. The amounts and details surrounding each contract is not readily available and would be unduly burdensome to produce.

29. (a) NRG Telogia Power LLC, a wholly owned company of NRG, owns 67 percent of Telogia Power Inc. which owns 100 percent of Timber Energy Resource Inc. which is a QF and an EWG for a project located in Telogia, Fla. Totaling 13.8 megawatts.

(b) See Footnote 1.

(c) The ratio of debt to common equity and the earnings of Timber Energy Resources as of Dec. 31, 2002 are as follows:

| | Debt-Equity Ratio ----- | Net Income (in th ----- |
|-----------------------------|----------------------------|----------------------------|
| Timber Energy Resource Inc. | - | (\$3,783) |

(d) A description of the service, sales or construction contracts between Timber Energy Resources and an Xcel Energy company, and the fees or revenues under such contracts, is as follows:

NRG Energy has numerous service agreements that exist between its wholly owned subsidiaries and affiliates. A comprehensive listing of such agreements is not readily available. These contracts generally fall into three types of agreements, a power sales and agency agreement, an operation and maintenance agreement and a corporate services agreement. These agreements are generally long term in nature and provide for all services necessary for the marketing, operational, maintenance and administrative needs of such entities. The amounts and details surrounding each contract is not readily available and would be unduly burdensome to produce.

30. (a) NRG Thermal LLC, a wholly owned company of NRG, owns 100 percent of NRG Energy Center Dover LLC and NRG Energy Center Paxton, Inc. both of which are Rule 58(b)(1)(vi) and EWGs for thermal projects in the US.

(b) See Footnote 1.

(c) The ratio of debt to common equity and the earnings of these EWG's as of Dec. 31, 2002 are as follows:

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| | Debt-Equity Ratio ----- | Net Income (in th ----- |
|--------------------------------|----------------------------|----------------------------|
| NRG Energy Center Dover LLC | - | \$ 2,983 |
| NRG Energy Center Paxton, Inc. | - | 71 |

(d) A description of the service, sales or construction contracts between NRG Energy Center Dover LLC, NRG Energy Center Paxton, Inc. and an Xcel Energy company, and the fees or revenues under such contracts, is as follows:

NRG Energy has numerous service agreements that exist between its wholly owned subsidiaries and affiliates. A comprehensive listing of such agreements is not readily available. These contracts generally fall into three types of agreements, a power sales and agency agreement, an operation and maintenance agreement and a corporate services agreement. These agreements are generally long term in nature and provide for all services necessary for the marketing, operational, maintenance and administrative needs of such entities. The amounts and details surrounding each contract is not readily available and would be unduly burdensome to produce.

31. (a) NRG McClain LLC, in which NRG owns a 100 percent interest, is an EWG that owns a 77 percent undivided interest in the 400 megawatt McClain facility in Newcastle, Oklahoma.

(b) See Footnote 1.

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(c) The ratio of debt to common equity and the earnings of this EWG as of Dec. 31, 2002 are as follows:

| | Debt-Equity Ratio ----- | Net Income (in th ----- |
|------------------|----------------------------|----------------------------|
| McClain facility | 1.57 | (\$23,950 |

(d) A description of the service, sales or construction contracts between NRG McClain LLC and an Xcel Energy company, and the fees or revenues under such contracts, is as follows:

NRG Energy has numerous service agreements that exist between its wholly owned subsidiaries and affiliates. A comprehensive listing of such agreements is not readily available. These contracts generally fall into three types of agreements, a power sales and agency agreement, an operation and maintenance agreement and a corporate services agreement. These agreements are generally long term in nature and provide for all services necessary for the marketing, operational, maintenance and administrative needs of such entities. The amounts and details surrounding each contract is not readily available and would be unduly burdensome to produce.

32. (a) NEO California Power LLC, in which NRG owns a 100 percent through its wholly-owned subsidiary NEO Corporation, is an EWG that owns two 45 megawatt facilities in Red Bluff, California and Chowchilla, California.

(b) See Footnote 1.

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(c) The ratio of debt to common equity and the earnings of these EWG's as of Dec. 31, 2002 are as follows:

| | Debt-Equity Ratio ----- | Net Income (in th ----- |
|---------------------|----------------------------|----------------------------|
| Red Bluff facility | No debt | \$ 5,414 |
| Chowchilla facility | No debt | 11,439 |

(d) A description of the service, sales or construction contracts between the Red Bluff facility and the Chowchilla facility and an Xcel Energy company, and the fees or revenues under such contracts, is as follows:

NRG Energy has numerous service agreements that exist between its wholly owned subsidiaries and affiliates. A comprehensive listing of such agreements is not readily available. These contracts generally fall into three types of agreements, a power sales and agency agreement, an operation and maintenance agreement and a corporate services agreement. These agreements are generally long term in nature and provide for all services necessary for the marketing, operational, maintenance and administrative needs of such entities. The amounts and details surrounding each contract is not readily available and would be unduly burdensome to produce.

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INTEREST OF XCEL ENERGY INTERNATIONAL, INC. IN EWGS:

33. (a) Xcel Energy International, Inc. ("Xcel Intl") was formed to hold certain foreign investments. Specifically, it owns a 100 percent interest in Xcel Energy Argentina, a U.S. company that is in the business of developing, owning, and operating foreign generating plants. In addition, Xcel Energy Argentina owns interests in two EWGs, namely Central Piedra Buena & Central S.A. Libertador (CPB) and Corporacion Independiente de Energia S.A. (CIESA). It also owns a 100 percent interest in Independent Power International Ltd., a holding company for Independent Power UK Ltd.

(b) The total amount invested by Xcel Energy in Xcel Energy Argentina was approximately \$120.7 million and the total amount invested by Xcel Energy in Independent Power International Ltd was approximately \$5.7 million.

(c) The ratio of debt to common equity and the earnings of Xcel Energy Argentina as of Dec. 31, 2002 was:

| | Debt-Equity Ratio ----- | Net Income (in th ----- |
|---------------------------------|----------------------------|----------------------------|
| Xcel Energy Argentina | | \$(9.5) |
| Independent Power International | | \$(2.7) |

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(d) There were no service contracts

INTEREST OF QUIXX IN AN EWG:

34. (a) Quixx Mustang Station, Inc., a wholly-owned subsidiary of Quixx, was created to hold Quixx's 0.5 percent, general partnership interest in Denver City Energy Associates, L.P., a partnership which owns a 50 percent interest in Mustang Station, a 488 megawatt combined cycle generating facility. Quixx also holds a 49.5 percent limited partnership interest in Denver City Energy Associates, L.P., through Quixx Resources, Inc. a wholly-owned subsidiary of Quixx.

(b) The total amount invested by Xcel Energy in Quixx Mustang Station Inc. was approximately \$7.5 million.

(c) The ratio of debt to common equity and the earnings of Quixx Mustang Station, Inc. as of Dec. 31, 2002 are as follows:

Debt-Equity Ratio:
Net Income: \$3.4 million

(d) Detail of service contracts is not available.

PART II

The relationship of each EWG and FUCO to other system companies is shown in Item 1.

PART III

Xcel Energy's aggregate investment in EWGs and foreign utility companies at December 31, 2002 was \$2,366.5 million. The ratio of aggregate investment in EWGs and foreign utility companies to the aggregate capital investment in domestic public utility subsidiary companies was 18 percent.

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ITEM 10. FINANCIAL STATEMENTS AND EXHIBITS

XCEL ENERGY INC. AND SUBSIDIARIES
DECEMBER 31, 2002

CONSOLIDATING BALANCE SHEET

| | XCEL ENERGY INC. CONSOLIDATED | NSP- MINNESOTA CONSOLIDATED | NSP- WISCONSIN CONSOLIDATED | PS CONSO |
|-----------------------------------|-------------------------------------|-----------------------------------|-----------------------------------|-------------|
| ASSETS | | | | |
| Current Assets | \$ 3,737,168 | \$ 902,904 | \$ 101,201 | \$ |
| Net Property, Plant and Equipment | \$ 18,815,794 | \$ 3,719,947 | \$ 815,619 | \$ 5, |
| Total Other Assets | \$ 4,704,880 | \$ 1,188,174 | \$ 104,063 | \$ |

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| | | | | |
|---------------------------------------------|---------------|--------------|--------------|-------|
| Total Assets | \$ 27,257,842 | \$ 5,811,025 | \$ 1,020,883 | \$ 5, |
| LIABILITIES AND EQUITY | | | | |
| Current Liabilities | \$ 12,348,836 | \$ 842,029 | \$ 109,770 | \$ |
| Deferred Credits and Other Liabilities | \$ 3,059,692 | \$ 1,398,030 | \$ 219,267 | \$ |
| Minority Interest | \$ 34,762 | \$ - | \$ - | \$ |
| CAPITALIZATION | | | | |
| Long-Term Debt | \$ 6,550,248 | \$ 1,569,938 | \$ 273,108 | \$ 1, |
| Mandatorily Redeemable Preferred Securities | \$ 494,000 | \$ 200,000 | \$ - | \$ |
| Preferred Stock | \$ 105,320 | \$ - | \$ - | \$ |
| Common Stockholders' Equity | \$ 4,664,984 | \$ 1,801,028 | \$ 418,738 | \$ 1, |
| Total Liabilities and Equity | \$ 27,257,842 | \$ 5,811,025 | \$ 1,020,883 | \$ 5, |

| | SPS CONSOLIDATED | NRG CONSOLIDATED | OTHER AND ELIMINATIONS (FILED CONFIDENTIALLY) |
|---------------------------------------------|---------------------|---------------------|--------------------------------------------------------|
| ASSETS | | | |
| Current Assets | \$ 226,997 | \$ 1,486,244 | \$ 405,032 |
| Net Property, Plant and Equipment | \$ 1,803,538 | \$ 6,797,922 | \$ 654,701 |
| Total Other Assets | \$ 234,809 | \$ 2,599,522 | \$ 292,243 |
| Total Assets | \$ 2,265,344 | \$ 10,883,688 | \$ 1,351,976 |
| LIABILITIES AND EQUITY | | | |
| Current Liabilities | \$ 175,987 | \$ 9,796,835 | \$ 449,679 |
| Deferred Credits and Other Liabilities | \$ 434,985 | \$ 560,581 | \$ (548,971) |
| Minority Interest | \$ - | \$ 29,841 | \$ 4,921 |
| CAPITALIZATION | | | |
| Long-Term Debt | \$ 725,662 | \$ 1,192,630 | \$ 1,006,782 |
| Mandatorily Redeemable Preferred Securities | \$ 100,000 | \$ - | \$ - |
| Preferred Stock | \$ - | \$ - | \$ 105,320 |
| Common Stockholders' Equity | \$ 828,710 | \$ (696,199) | \$ 334,245 |
| Total Liabilities and Equity | \$ 2,265,344 | \$ 10,883,688 | \$ 1,351,976 |

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| | XCEL ENERGY INC. CONSOLIDATED | NSP- MINNESOTA CONSOLIDATED | NSP- WISCONSIN CONSOLIDATED | |
|------------------------------------------------------------------------|-------------------------------------|-----------------------------------|-----------------------------------|----|
| OPERATING REVENUES | \$ 9,524,372 | \$ 2,883,119 | \$ 561,641 | \$ |
| OPERATING EXPENSES | \$ 10,956,705 | \$ 2,485,135 | \$ 448,143 | \$ |
| Operating Income | \$ (1,432,333) | \$ 397,984 | \$ 113,498 | \$ |
| Less: Minority Interest | \$ (17,071) | \$ - | \$ - | \$ |
| Other Income (Expense) | \$ 43,987 | \$ 25,069 | \$ 917 | \$ |
| Total Other Income (Expense) | \$ 61,058 | \$ 25,069 | \$ 917 | \$ |
| Interest on Long-Term Debt | \$ 879,736 | \$ 98,940 | \$ 23,117 | \$ |
| Distribution on Redeemable Preferred Securities | \$ 38,344 | \$ 15,750 | \$ - | \$ |
| Total Interest Charges and Financing Costs | \$ 918,080 | \$ 114,690 | \$ 23,117 | \$ |
| Discontinued Operations | \$ (556,621) | \$ - | \$ - | \$ |
| Extraordinary Items | \$ - | \$ - | \$ - | \$ |
| Income Taxes | \$ (627,985) | \$ 108,141 | \$ 36,925 | \$ |
| Net Income (Loss) | \$ (2,217,991) | \$ 200,222 | \$ 54,373 | \$ |
| Dividend Requirements and Redemption Premiums on Preferred Stock | \$ 4,241 | \$ - | \$ - | \$ |
| Earnings Available for Common Shareholders | \$ (2,222,232) | \$ 200,222 | \$ 54,373 | \$ |

| | SPS CONSOLIDATED | NRG CONSOLIDATED | OTHER AND ELIMINATIONS (FILED CONFIDENTIALLY) |
|-------------------------------------------------|---------------------|---------------------|--------------------------------------------------------|
| OPERATING REVENUES | \$ 1,025,178 | \$ 2,281,149 | \$ 121,372 |
| OPERATING EXPENSES | \$ 860,060 | \$ 4,869,165 | \$ 182,527 |
| Operating Income | \$ 165,118 | \$ (2,588,016) | \$ (61,155) |
| Less: Minority Interest | \$ - | \$ (4,759) | \$ (12,312) |
| Other Income (Expense) | \$ 6,025 | \$ 4,170 | \$ 12,447 |
| Total Other Income (Expense) | \$ 6,025 | \$ 8,929 | \$ 24,759 |
| Interest on Long-Term Debt | \$ 46,048 | \$ 493,956 | \$ 90,188 |
| Distribution on Redeemable Preferred Securities | \$ 7,850 | \$ - | \$ - |
| Total Interest Charges and Financing Costs | \$ 53,898 | \$ 493,956 | \$ 90,188 |

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| | | | |
|------------------------------------------------------------------|-----------|----------------|--------------|
| Discontinued Operations | \$ - | \$ (556,621) | \$ - |
| Extraordinary Items | \$ - | \$ - | \$ - |
| Income Taxes | \$ 43,363 | \$ (165,382) | \$ (779,718) |
| Net Income (Loss) | \$ 73,882 | \$ (3,464,282) | \$ 653,134 |
| Dividend Requirements and Redemption Premiums on Preferred Stock | \$ - | | \$ 4,241 |
| Earnings Available for Common Shareholders | \$ 73,882 | \$ (3,464,282) | \$ 648,893 |

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XCEL ENERGY INC. AND SUBSIDIARIES
DECEMBER 31, 2002

CONSOLIDATING STATEMENT OF CASH FLOWS

| | XCEL ENERGY INC. CONSOLIDATED | NSP- MINNESOTA CONSOLIDATED | NSP- WISCONSIN CONSOLIDATED | PSCO CONSOLIDATED |
|------------------------------------------------|-------------------------------------|-----------------------------------|-----------------------------------|----------------------|
| TOTAL OPERATING | \$ 1,715,111 | \$ 651,087 | \$ 108,963 | \$ 513,200 |
| TOTAL INVESTING | \$ (2,717,774) | \$ (452,983) | \$ (37,533) | \$ (428,000) |
| TOTAL FINANCING | \$ 1,580,087 | \$ 95,065 | \$ (71,362) | \$ (81,900) |
| Effect of Exchange Rate Changes on Cash | \$ 6,448 | \$ - | \$ - | \$ - |
| Change in Cash - Discontinued Operations | \$ 56,096 | \$ - | \$ - | \$ - |
| CHANGE IN CASH | \$ 639,968 | \$ 293,169 | \$ 68 | \$ 3,200 |
| CASH AND CASH EQUIVALENTS AT BEGINNING OF YEAR | \$ 261,305 | \$ 17,169 | \$ 30 | \$ 22,600 |
| CASH AND CASH EQUIVALENTS AT END OF YEAR | \$ 901,273 | \$ 310,338 | \$ 98 | \$ 25,800 |

| | | | |
|---------------------|---------------------|--|--------------------------------------------------------|
| | | | OTHER AND ELIMINATIONS (FILED CONFIDENTIALLY) |
| SPS CONSOLIDATED | NRG CONSOLIDATED | | |

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|---------------------------------------------------|-------------|----------------|--------------|
| TOTAL OPERATING | \$ 137,533 | \$ 430,043 | \$ (125,761) |
| TOTAL INVESTING | \$ (54,760) | \$ (1,681,467) | \$ (62,946) |
| TOTAL FINANCING | \$ (87,572) | \$ 1,449,330 | \$ 276,529 |
| Effect of Exchange Rate Changes on Cash | \$ - | \$ 24,950 | \$ (18,502) |
| Change in Cash - Discontinued Operations | \$ - | \$ 56,097 | \$ (1) |
| | ----- | ----- | ----- |
| CHANGE IN CASH | \$ (4,799) | \$ 278,953 | \$ 69,319 |
| CASH AND CASH EQUIVALENTS AT BEGINNING OF YEAR | \$ 65,499 | \$ 106,102 | \$ 49,839 |
| | ----- | ----- | ----- |
| CASH AND CASH EQUIVALENTS AT END OF YEAR | \$ 60,700 | \$ 385,055 | \$ 119,158 |
| | ----- | ----- | ----- |

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EXHIBITS

Copies of the documents listed below which are identified with an asterisk (*) have heretofore been filed with the SEC and are incorporated herein by reference and a part hereof. Exhibits not so identified are filed herewith, unless otherwise stated.

EXHIBIT A*

Annual reports of Xcel Energy (File No. 1-3034), NSP-Minnesota (File No. 0-31709), NSP-Wisconsin (File No. 1-3140), PSCo (File No. 1-3280), SPS (File No. 1-3789), and NRG Energy, Inc. (File No. 000-25569) are incorporated herein by reference to their Annual Reports on Form 10-K for the year ended December 31, 2002.

EXHIBIT B

Xcel Energy

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- B-1.1* Agreement and Plan of Merger, dated as of March 24, 1999, by and between Northe Energies, Inc. (Filed as Exhibit 2.1 to the Report on Form 8-K (File No. 1-1290 dated March 24, 1999.)
 - B-1.2* Articles of Incorporation and Amendments of the Company (Filed as Exhibit 4.01 1-1034) filed on August 21, 2000.)
 - B-1.3* By-Laws of the Company (Filed as Exhibit 4.3 to the Company's Registration Stat 333-48590) filed on October 25, 2000.)

NSP-Minnesota

-
- B-2.1* Articles of Incorporation and Amendments of the Company.

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|--------------------|---------------------------------------------------------------------------------------------------------------------------------------------------|---------------|
| B-2.2* | By-Laws of the Company. | NSP-Wisconsin |
| ----- | | |
| B-3.1* | Restated Articles of Incorporation as of December 23, 1987 (Filed as Exhibit 3. (File No. 1-3140) for the year 1987.) | |
| B-3.2* | Copy of the By-Laws as amended February 2, 2000. | PSCo |
| ----- | | |
| B-4.1* | Amended and Restated Articles of Incorporation dated July 10, 1998 (Filed as Ex 10-K (File No. 1-3280) for the year ended December 31, 1998.) | |
| B-4.2* | By-Laws dated November 20, 1997 (Filed as Exhibit 3(b)1 to the Report on Form 1 year ended December 31, 1997.) | SPS |
| ----- | | |
| B-5.1* | Amended and Restated Articles of Incorporation dated September 30, 1997 (Filed Form 10-K (File No. 1-3789) for the year ended December 31, 1997.) | |
| B-5.2* | By-Laws dated September 29, 1997 (Filed as Exhibit 3(b)2 to the Report on Form year ended December 31, 1997.) | |
| ----- | | |
| Other Subsidiaries | | |
| ----- | | |
| B-6.1* | Articles of Incorporation and By-Laws for other subsidiary companies (Filed as 001-03034) for the year ended December 31, 2000.) | |
| B-6.2* | Certificate of Incorporation and Bylaws of Xcel Energy Argentina, Inc | |
| B-6.3* | Organizational documents of IPC | |
| B-6.4* | Organizational documents of Hidroelectrica Ameghino | |
| B-6.5* | Organizational documents of Hidroelectrica del Sur and Energia del Sur | |
| B-6.6* | Organizational documents of Electrica del Sur | |
| B-6.7* | Organizational documents of CIESA | |
| B-6.8* | Organizational documents of CPB | |
| B-6.9* | Certificate of Incorporation and Bylaws for EMI Performance Contracting | |
| B-6.10* | Organizational documents of Berrians I Gas Turbine Power | |
| B-6.11* | Organizational documents of Big Cajun II Unit 4 | |
| B-6.12* | Organizational documents of Brazos Valley Energy | |
| B-6.13* | Organizational documents of Brazos Valley Technology | |
| B-6.14* | Organizational documents of Cementos Norte Pacasmayo Energia | |
| B-6.15* | Organizational documents of Commonwealth Atlantic Power | |
| B-6.16* | Organizational documents of Csepel Luxembourg (No. 1) | |
| B-6.17* | Organizational documents of Csepeli Aramtermelo | |
| B-6.18* | Organizational documents of Csepeli Eromu | |
| B-6.19* | Organizational documents of Denver City Energy Associates | |
| B-6.20* | Organizational documents of Eastern Sierra Energy Co. | |
| B-6.21* | Organizational documents of Empresa de Generacion Electrica Cahua SA | |
| B-6.22* | Organizational documents of Entrade | |
| B-6.23* | Organizational documents of GPP Investors I | |
| B-6.24* | Organizational documents of Granite II Holding | |
| B-6.25* | Organizational documents of Granite Power Partners II | |
| B-6.26* | Organizational documents of James River Power LLC | |
| B-6.27* | Organizational documents of Lanco Kondapalli | |
| B-6.28* | Organizational documents of LSP Power Management | |

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|---------|-----------------------------------------------------------------------|
| B-6.29* | Organizational documents of LSP Batesville Funding Corp. |
| B-6.30* | Organizational documents of LSP Batesville Holding |
| B-6.31* | Organizational documents of LSP Energy Limited Partnership |
| B-6.32* | Organizational documents of LSP Energy Inc. |
| B-6.33* | Organizational documents of LSP Equipment LLC |
| B-6.34* | Organizational documents of LSP-Denver City Inc. |
| B-6.35* | Organizational documents of LSP-Hardee Energy LLC |
| B-6.36* | Organizational documents of LSP-Kendall Energy LLC |
| B-6.37* | Organizational documents of LSP-Nelson Energy LLC |
| B-6.38* | Organizational documents of LSP-Pike Energy LLC |
| B-6.39* | Organizational documents of MN San Bernardino Gasco II LLC |
| B-6.40* | Organizational documents of Montauk-NEO Gasco II LLC |
| B-6.41* | Organizational documents of NEO Fresh Kills LLC |
| B-6.42* | Organizational documents of NEO-Montauk Genco LLC |
| B-6.43* | Organizational documents of NEO-Montauk Genco Management LLC |
| B-6.44* | Organizational documents of NRG Asia Corporate Services Pte Ltd |
| B-6.45* | Organizational documents of NRG Audrain Generating LLC |
| B-6.46* | Organizational documents of NRG Audrain Holding LLC |
| B-6.47* | Organizational documents of NRG Batesville LLC |
| B-6.48* | Organizational documents of NRG Bayou Cove LLC |
| B-6.49* | Organizational documents of NRG Bourbonnais Equipment LLC |
| B-6.50* | Organizational documents of NRG Bourbonnais LLC |
| B-6.51* | Organizational documents of NRG Brazos Valley GP LLC |
| B-6.52* | Organizational documents of NRG Brazos Valley LP |
| B-6.53* | Organizational documents of NRG Brazos Valley Technology LP LLC |
| B-6.54* | Organizational documents of NRG Capital LLC |
| B-6.55* | Organizational documents of NRG Energy Center Round Mountain LLC |
| B-6.56* | Organizational documents of NRG Energy Center Smyrna LLC |
| B-6.57* | Organizational documents of NRG Energy Insurance Ltd |
| B-6.58* | Organizational documents of NRG do Brasil Ltda |
| B-6.59* | Organizational documents of NRG Finance Co. I LLC |
| B-6.60* | Organizational documents of NRG Gila Bend Holdings Inc. |
| B-6.61* | Organizational documents of NRG Ilion Limited Partnership |
| B-6.62* | Organizational documents of NRG Ilion LP LLC |
| B-6.63* | Organizational documents of NRG International Acquisition Partnership |
| B-6.64* | Organizational documents of NRG International Holdings (No. 2) GmbH |
| B-6.65* | Organizational documents of NRG International Holdings GmbH |
| B-6.66* | Organizational documents of NRG McClain LLC |
| B-6.67* | Organizational documents of NRG MidAtlantic Affiliate Services Inc. |
| B-6.68* | Organizational documents of NRG Newberry Generation LLC |
| B-6.69* | Organizational documents of NRG North Central Operations Inc. |
| B-6.70* | Organizational documents of NRG Northern Ohio Generating LLC |
| B-6.71* | Organizational documents of NRG Pacific Corporate Services Pty Ltd |
| B-6.72* | Organizational documents of NRG Rockford Acquisition LLC |
| B-6.73* | Organizational documents of NRG Rockford Equipment II LLC |
| B-6.74* | Organizational documents of NRG Rockford Equipment LLC |
| B-6.75* | Organizational documents of NRG Rockford II LLC |
| B-6.76* | Organizational documents of NRG Rockford LLC |
| B-6.77* | Organizational documents of NRG Saguario Operations Inc. |
| B-6.78* | Organizational documents of NRG South Central Affiliate Services Inc. |
| B-6.79* | Organizational documents of NRG Taiwan Holding Co. Ltd |
| B-6.80* | Organizational documents of NRG Pensions Ltd |
| B-6.81* | Organizational documents of NRG Telogia Power LLC |
| B-6.82* | Organizational documents of NRG Turbines LLC |
| B-6.83* | Organizational documents of NRG Web Mauritius Ltd |
| B-6.84* | Organizational documents of NRGenerating Holdings (No. 24) BV |
| B-6.85* | Organizational documents of NRGenerating Holdings (No. 3) GmbH |
| B-6.86* | Organizational documents of NRGenerating Holdings (No. 4) GmbH |
| B-6.87* | Organizational documents of NRGenerating IV (Gibraltar) |
| B-6.88* | Organizational documents of NRGenerating Luxembourg (No. 6) S.a.r.l. |
| B-6.89* | Organizational documents of Saguario Power LLC |
| B-6.90* | Organizational documents of Telogia Power Inc. |

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|---------|---------------------------------------------------------------|
| B-6.91* | Organizational documents of TermoRio SA |
| B-6.92* | Organizational documents of Timber Energy Resources Inc. |
| B-6.93* | Organizational documents of NRG South Central Operations Inc. |
| B-6.94* | Organizational documents of NRG Equipment Co. LLC |
| B-6.95* | Organizational documents of NRG Csepeli Energia Kft |
| B-6.96* | Organizational documents of Xcel Energy Foundation |

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Exhibits B-6.97 through B-7.22 are filed confidentially pursuant to Rule 104(b) of the PUHCA.

| | |
|--------|-------------------------------------------------------------|
| B-6.97 | Organizational documents of NRG Andean Development Ltd. |
| B-6.98 | Organizational documents of NRG Ohio Ash Disposal LLC |
| B-6.99 | Organizational documents of NRG Lakeshore Generating LLC |
| B-7.1 | Organizational documents of NRG Ashtabula Generating LLC |
| B-7.2 | Organizational documents of NRG Power Options Inc. |
| B-7.3 | Organizational documents of NRG Nelson Turbines LLC |
| B-7.4 | Organizational documents of NM Colton Genco LLC |
| B-7.5 | Organizational documents of NM Mid Valley Genco LLC |
| B-7.6 | Organizational documents of NM San Timoteo Genco LLC |
| B-7.7 | Organizational documents of NM Milliken Genco LLC |
| B-7.8 | Organizational documents of NRG Woodland Operations LLC |
| B-7.9 | Organizational documents of Entrade Poland Sp. z.o.o. |
| B-7.10 | Organizational documents of NRG New Jersey Energy Sales LLC |
| B-7.11 | Organizational documents of NRG Peaker Finance Company LLC |
| B-7.12 | Organizational documents of NRG Eastlake Operations Inc. |
| B-7.13 | Organizational documents of NRG Lakeshore Operations Inc. |
| B-7.14 | Organizational documents of NRG Ashtabula Operations Inc. |
| B-7.15 | Organizational documents of NRG Bay Shore Operations Inc. |
| B-7.16 | Organizational documents of Capital II LLC |
| B-7.17 | Organizational documents of Connecticut Equipment LLC |
| B-7.18 | Organizational documents of Cobee Holdings LLC |
| B-7.19 | Organizational documents of NRG International LLC |
| B-7.20 | Organizational documents of NRG Thermal LLC |
| B-7.21 | Organizational documents of Thermal Services LLC |
| B-7.22 | Organizational documents of NRG West Coast LLC |

EXHIBIT C*

Instruments defining the rights of security holders, including indentures, have been previously filed with the SEC and are identified in the exhibit index in the Form 10-K's for the year ended December 31, 2002.

EXHIBIT D*

Xcel Energy and subsidiary companies agreement for filing consolidated Federal income tax return and for allocation of consolidated Federal income tax return and for allocation of consolidated Federal income tax liabilities and benefits. (Filed as Exhibit D to the Form U-5-S (File No. 001-03034) for the year ended December 31, 2000.)

EXHIBIT E

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None

EXHIBIT F

- F-1.1* Financial information for NRG Energy, Inc. (File No. 0-25569) is incorporated h Report on Form 10-K for the year ended Dec. 31, 2002.
- F-1.2 Consolidating balance sheets and statements of income and cash flows, to the ex other than those of NRG that are not considered a majority-owned associate comp pursuant to Rule 104(b) of the PUHCA.
- F-1.2a Consolidating balance sheets and statements of income and cash flows, to the ex NRG that are not considered a majority-owned associate company are filed confid the PUHCA.

EXHIBIT G

The relationship of each EWG in which the system holds an interest to other system companies is reflected in Item 1.

EXHIBIT H

Balance sheets and statements of income and cash flows, to the extent available, for EWGs and foreign utility companies are filed confidentially pursuant to Rule 104(b) of the PUHCA.

SIGNATURE

Each undersigned system company has duly caused this annual report to be signed on its behalf by the undersigned thereunto duly authorized pursuant to the requirements of the Public Utility Holding Company Act of 1935. The signature of each undersigned company shall be deemed to relate only to matters having reference to such company or its subsidiaries.

Xcel Energy Inc.

(Name of Reporting Company)

By /s/ David E. Ripka

(Signature of Signing Officer)

David E. Ripka, Vice President and Controller

(Printed Name and Title of Signing Officer)