

Edgar Filing: XCEL ENERGY INC - Form U5S/A

XCEL ENERGY INC
Form U5S/A
December 31, 2003

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

FORM U-5S/A

ANNUAL REPORT

For the year ended December 31, 2002

Filed pursuant to the Public Utility Holding Company Act of 1935

XCEL ENERGY, INC.
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SUITE 3000
MINNEAPOLIS, MN 55402

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

NAME OF COMPANY (ADD ABBREVIATION USED HEREIN)	NUMBER OF COMMON SHARES OWNED	PERCENT OF VOTING POWER
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XCEL ENERGY INC. (XCEL ENERGY)

Black Mountain Gas Co.	100	100% by Xcel Energy
Black Mountain Gas Co. had \$3,097,021 in short-term debt outstanding to Xcel Energy at an average cost of 2.99% at 12/31/02		
Cheyenne Light, Fuel and Power Co. (Cheyenne)	100	100% by Xcel Energy
Cheyenne had \$18,425,000 in short-term debt outstanding to Xcel Energy at an average cost of 2.99% at 12/31/02		
Cheyenne had a Standby Bond Purchase Agreement with Wells Fargo Bank, NA related to Cheyenne's \$10,000,000 Adjustable Rate 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
NSP-Minnesota had \$1,250,000 in short-term borrowings due from its subsidiary First Midwest Auto Park at an average rate of 4.40% at 12/31/02		
NSP-Minnesota had \$1,304,000 in short-term borrowings outstanding from its subsidiary UP&L at an average rate of 4.40% at 12/31/02		
NSP Financing I (Statutory Business Trust)	n/a	100% by NSP-Minnesota
NSP Financing I owns \$206,190,000 of NSP-Minnesota's Junior Subordinated Debentures; maturity date 1/31/2037; interest rate 7.875%		
NSP Financing II (Statutory Business Trust)*	inactive	100% by NSP-Minnesota
NSP Nuclear Corp.	40	100% by NSP-Minnesota
Nuclear Management Co. LLC (NMC)	n/a	20% by NSP Nuclear Corp.
NMC renewed its Credit Facility for \$25,000,000 with LaSalle Bank in Chicago during 2002; expiration date 11/2003		
Private Fuel Storage LLC (5)	n/a	15.6% by NSP-Minnesota
United Power and Land Co. (UP&L)	40,200	100% by NSP-Minnesota
UP&L had \$1,304,000 in short-term borrowings due from Xcel Energy at an average rate of 4.40% at 12/31/02		
Northern States Power Co., a Wisconsin Corp. (NSP-Wisconsin)	933,000	100% by Xcel Energy
NSP-Wisconsin had \$6,880,000 in short-term debt outstanding to Xcel Energy at an average rate of 4.40% at 12/31/02		
Chippewa and Flambeau Improvement Co.	11,000	75.86% by NSP-Wisconsin
Clearwater Investments, Inc. (Clearwater Inv) (5)	100	100% by NSP-Wisconsin

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CMS LLC (5)	n/a	33.3% by Clearwater Inv
Plover LLC (5)	n/a	10% by Clearwater Inv
Shoe Factory Holdings LLC	n/a	100% by Clearwater Inv
Woodsedge Eau Claire LP (5)	n/a	98% by Clearwater Inv
NSP Lands Inc.	100	100% by NSP-Wisconsin
NSP Energy Marketing Inc.*	inactive	100% by Xcel Energy
Public Service Co. of Colorado (PSCo)	100	100% by Xcel Energy
PSCo had \$88,074,240 in short-term debt outstanding to Xcel Energy at an average rate of 2.66% at 12/31/02		
PSCo had \$21,288,000 in short-term borrowings outstanding from its subsidiary PSR Investments at an average rate of 2.83% at 12/31/02		
1480 Welton Inc.	6,500	100% by PSCo
Baugh Lateral Ditch Co.	(1)	29.08% by PSCo
Beeman Ditch Co.	(1)	46.25% by PSCo
Clough Private Ditch	(1)	48.3% by PSCo
Clough and True Private Ditch	(1)	48.3% by PSCo
Consolidated Extension Canal Co.	30	53.55% by PSCo
East Boulder Ditch Co.	10.600258	88.67% by PSCo

NAME OF COMPANY (ADD ABBREVIATION USED HEREIN)	OWNER'S BOOK VALUE	DE
XCEL ENERGY INC. (XCEL ENERGY)		Holding Company
Black Mountain Gas Co.	13,481,614	Distributes natura
Black Mountain Gas Co. had \$3,097,021 in short-term debt outstanding to Xcel Energy at an average cost of 2.99% at 12/31/02		
Cheyenne Light, Fuel and Power Co. (Cheyenne)	31,608,230	Public utility (ga
Cheyenne had \$18,425,000 in short-term debt outstanding to Xcel Energy at an average cost of 2.99% at 12/31/02		
Cheyenne had a Standby Bond Purchase Agreement with Wells Fargo Bank, NA related to Cheyenne's \$10,000,000 Adjustable Rate Industrial Development Revenue Bonds at 12/31/02; expiration date 03/2004		
Northern States Power Co., a Minnesota Corp. (NSP-Minnesota)	1,801,028,494	Public utility (ga

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NSP-Minnesota had \$1,250,000 in short-term borrowings due from its subsidiary First Midwest Auto Park at an average rate of 4.40% at 12/31/02		

NSP-Minnesota had \$1,304,000 in short-term borrowings outstanding from its subsidiary UP&L at an average rate of 4.40% at 12/31/02		

NSP Financing I (Statutory Business Trust)	6,190,000	Special purpose bu

NSP Financing I owns \$206,190,000 of NSP-Minnesota's Junior Subordinated Debentures; maturity date 1/31/2037; interest rate 7.875%		

NSP Financing II (Statutory Business Trust)*	inactive	Inactive

NSP Nuclear Corp.	3,346,771	Holds NSP-MN's int

Nuclear Management Co. LLC (NMC)	3,162,535	Operates Monticell nuclear generating

NMC renewed its Credit Facility for \$25,000,000 with LaSalle Bank in Chicago during 2002; expiration date 11/2003		

Private Fuel Storage LLC (5)	(2)	Develop private te storage facility

United Power and Land Co. (UP&L)	8,647,833	Holds non-utility

UP&L had \$1,304,000 in short-term borrowings due from Xcel Energy at an average rate of 4.40% at 12/31/02		

Northern States Power Co., a Wisconsin Corp. (NSP-Wisconsin)	418,738,309	Public utility (ga

NSP-Wisconsin had \$6,880,000 in short-term debt outstanding to Xcel Energy at an average rate of 4.40% at 12/31/02		

Chippewa and Flambeau Improvement Co.	783,799	Operates hydro res

Clearwater Investments, Inc. (Clearwater Inv) (5)	2,402,214	Owens interest in a in Wisconsin

CMS LLC (5)	67,986	Buidling developme

Plover LLC (5)	95,491	Owens interest in a

Shoe Factory Holdings LLC	980,621	Owens interest in a

Woodsedge Eau Claire LP (5)	1,230,079	Owens interest in a

NSP Lands Inc.	447,875	Holds non-utility

NSP Energy Marketing Inc.*	inactive	Inactive

Public Service Co. of Colorado (PSCo)	1,978,461,590	Public utility (ga

PSCo had \$88,074,240 in short-term debt outstanding to Xcel Energy at an average rate of 2.66% at 12/31/02		

PSCo had \$21,288,000 in short-term borrowings		

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outstanding from its subsidiary PSR Investments at an average rate of 2.83% at 12/31/02

1480 Welton Inc.	9,403,389	Holds real estate
Baugh Lateral Ditch Co.	(1)	Cooling water for
Beeman Ditch Co.	(1)	Cooling water for
Clough Private Ditch	(1)	Cooling water for
Clough and True Private Ditch	(1)	Cooling water for
Consolidated Extension Canal Co.	(1)	Cooling water for
East Boulder Ditch Co.	(1)	Cooling water for

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Elliott Ditch and Reservoir	(1)	60% by PSCo
Elliott Lateral and Reservoir	(1)	100% by PSCo
Enterprise Irrigating Ditch Co.	11.95	27.16% by PSCo
Fisher Ditch Co.	(1)	22.02% by PSCo
Goosequill Ditch	(1)	100% by PSCo
Green and Clear Lakes Co.	2,500	100% by PSCo
Hillcrest Ditch and Reservoir Co.	140	77.78% by PSCo
Jay Thomas Ditch	(1)	100% by PSCo
Jones and Donnelly Ditch Co.	(1)	43.11% by PSCo
Las Animas Consolidated Canal Co.	430.329	76.57% by PSCo
Montgomery Private Ditch	(1)	83.3% by PSCo
PSCo Capital Trust I	n/a	100% by PSCo
PSCo Capital Trust I owns \$200,000,000 of PSCo's Junior Subordinated Debentures; maturity date 6/30/2038; interest rate 7.600%		
PSR Investments Inc.	363,190	100% by PSCo
PSR Investments had \$21,288,000 in short-term borrowings due from PSCo at an average rate of 2.83% at 12/31/02		
Smead Ditch	(1)	50% by PSCo

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United Water Co.	979.375	84.19% by PSCo
Southwestern Public Service Co. (SPS)	100	100% by Xcel Energy
SPS had a Standby Bond Purchase Agreement with the Bank of New York related to SPS's \$25,000,000 Adjustable Rate Tender Securities at 12/31/02		
SPS Capital Trust I	n/a	100% by SPS
SPS Capital Trust I owns \$103,092,775 of SPS's Junior Subordinated Debentures; maturity date 9/1/2036; interest rate 7.850%		
WestGas InterState Inc.	60,000	100% by Xcel Energy
Xcel Energy Communications Group Inc. (Xcel Comm)	100	100% by Xcel Energy
Xcel Comm had \$875,700 in intercompany short-term debt outstanding to NCE Comm at an average rate of 2.99% at 12/31/02		
NCE Communications Inc. (NCE Comm)	100	100% by Xcel Comm
NCE Comm had \$875,700 in intercompany short-term debt outstanding from Xcel Comm at an average rate of 2.99% at 12/31/02		
Northern Colorado Telecommunications LLC	n/a	53.75% by NCE Comm
Seren Innovations Inc.	760	100% by Xcel Comm
Xcel Energy International Inc. (Xcel Intl)	100	100% by Xcel Energy
Xcel Intl had \$38,770,000 in intercompany short-term debt outstanding to Xcel Energy at an average rate of 2.99% at 12/31/02		
Xcel Intl had \$32,427,194 in intercompany short-term debt outstanding from Xcel Argentina at an average rate of 2.99% at 12/31/02		
Xcel Energy Argentina Inc. (Xcel Argentina)	100	100% by Xcel Intl
Xcel Argentina had \$32,427,194 in intercompany short-term debt outstanding to Xcel Intl at an average rate of 2.99% at 12/31/02		
Ekibastus Power Development Ltd.	(2)	100% by Xcel Argentina
IPC Operations Ltd.	(2)	100% by Xcel Argentina
Corporacion Independiente de Energia SA (CIESA)	(2)	100% by Xcel Argentina
Central Piedra Buena SA	(2)	100% by CIESA
Hidroelectrica del Sur SA (Hidroelectrica del)	(2)	60% by CIESA
Hidroelectrica Ameghino SA	(2)	59% by Hidroelectrica
Electrica del Sur SA (Electrica del)	(2)	100% by CIESA

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Energia del Sur SA	(2)	100% by Electrica del
Independent Power Americas Inc.*	inactive	100% by Xcel Intl
Independent Power International Ltd. (Indep Power Intl)	(2)	100% by Xcel Intl
Independent Power UK Ltd.	(2)	100% by Indep Power In
Xcel Energy Markets Holdings Inc. (Xcel Energy Mkts)	100	100% by Xcel Energy
Elliott Ditch and Reservoir	(1)	Cooling water for ge
Elliott Lateral and Reservoir	(1)	Cooling water for ge
Enterprise Irrigating Ditch Co.	(1)	Cooling water for ge
Fisher Ditch Co.	(1)	Cooling water for ge
Goosequill Ditch	(1)	Cooling water for ge
Green and Clear Lakes Co.	25,000	Water storage for Ca facility
Hillcrest Ditch and Reservoir Co.	(1)	Cooling water for ge
Jay Thomas Ditch	(1)	Cooling water for ge
Jones and Donnelly Ditch Co.	(1)	Cooling water for ge
Las Animas Consolidated Canal Co.	(1)	Cooling water for ge
Montgomery Private Ditch	(1)	Cooling water for ge
PSCo Capital Trust I	6,000,000	Issue trust preferre
PSCo Capital Trust I owns \$200,000,000 of PSCO's Junior Subordinated Debentures; maturity date 6/30/2038; interest rate 7.600%		
PSR Investments Inc.	36,287,903	Owns certain life in to 1986
PSR Investments had \$21,288,000 in short-term borrowings due from PSCo at an average rate of 2.83% at 12/31/02		
Smead Ditch	(1)	Cooling water for ge
United Water Co.	(1)	Cooling water for ge
Southwestern Public Service Co. (SPS)	828,709,364	Public utility (elec
SPS had a Standby Bond Purchase Agreement with the Bank of New York related to SPS's \$25,000,000 Adjustable Rate Tender Securities at 12/31/02		
SPS Capital Trust I	3,092,783	Issue trust preferre

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SPS Capital Trust I owns \$103,092,775 of SPS's Junior Subordinated Debentures; maturity date 9/1/2036; interest rate 7.850%		
WestGas InterState Inc.	444,877	Natural gas transmis
Xcel Energy Communications Group Inc. (Xcel Comm)		
	264,098,739	Intermediate holding broadband telecomm
Xcel Comm had \$875,700 in intercompany short-term debt outstanding to NCE Comm at an average rate of 2.99% at 12/31/02		
NCE Communications Inc. (NCE Comm)	9,354,550	Formed in 1998; no o
NCE Comm had \$875,700 in intercompany short-term debt outstanding from Xcel Comm at an average rate of 2.99% at 12/31/02		
Northern Colorado Telecommunications LLC	7,261,057	Telecommunications
Seren Innovations Inc.	254,955,448	Provides cable, tele access system
Xcel Energy International Inc. (Xcel Intl)		
	23,936,043	Intermediate holding subsidiaries
Xcel Intl had \$38,770,000 in intercompany short-term debt outstanding to Xcel Energy at an average rate of 2.99% at 12/31/02		
Xcel Intl had \$32,427,194 in intercompany short-term debt outstanding from Xcel Argentina at an average rate of 2.99% at 12/31/02		
Xcel Energy Argentina Inc. (Xcel Argentina)	5,901,471	Holds CIESA assets i
Xcel Argentina had \$32,427,194 in intercompany short-term debt outstanding to Xcel Intl at an average rate of 2.99% at 12/31/02		
Ekibastus Power Development Ltd.	2,500,000	Shell company
IPC Operations Ltd.	(1,551,158)	Performs management assets
Corporacion Independiente de Energia SA (CIESA)		
	26,327,796	Holding company for
Central Piedra Buena SA	29,001,695	Owms and operates a
Hidroelectrica del Sur SA (Hidroelectrica del)		
	1,003,433	Holding company
Hidroelectrica Ameghino SA	(2)	Operates a 48 MW hyd
Electrica del Sur SA (Electrica del)	(2,743,900)	Holding company
Energia del Sur SA	(2)	Operates a 76 MW pow for maint
Independent Power Americas Inc.*	inactive	Managed power plant inactive

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Independent Power International Ltd. (Indep Power Intl)	-	Holding company for
Independent Power UK Ltd.	-	Holds a deposit on a
Xcel Energy Markets Holdings Inc. (Xcel Energy Mkts)	71,416,709	Intermediate holding energy mktg svcs

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Xcel Energy Mkts had \$9,366,469 in intercompany short-term debt outstanding from Viking at an average rate of 2.99% at 12/31/02		
Xcel Energy Mkts had \$17,170,000 in intercompany short-term debt outstanding from e prime at an average rate of 2.99% at 12/31/02		
Xcel Energy Mkts had \$25,996,000 in intercompany short-term debt outstanding to Xcel Energy at an average rate of 2.99% at 12/31/02		
e prime Inc. (e prime)	3,807,719	100% by Xcel Energy M
e prime had \$17,170,000 in intercompany short-term debt outstanding to Xcel Energy Mkts at an average rate of 2.99% at 12/31/02		
Johnstown Cogeneration LLC	n/a	50% by e prime
Young Gas Storage Co. (Young Gas)	1,000	100% by e prime
Young Gas Storage Co. Ltd.	n/a	47.5% by Young Gas
Viking Gas Transmission Co. (Viking)	206	100% by Xcel Energy M
Viking had \$9,366,469 in intercompany short-term debt outstanding to Xcel Energy Mkts at an average rate of 2.99% at 12/31/02		
Guardian Pipeline LLC	n/a	33.33% by Viking
XECC Group Inc.*	1,000	100% by Xcel Energy M
XEM Inc.*	1,000	100% by Xcel Energy M
XEPS LLC*	n/a	100% by XEM Inc.
Xcel Energy O&M Services Inc.*	inactive	100% by Xcel Energy
Xcel Energy Retail Holdings Inc. (Xcel Retail)	100	100% by Xcel Energy
Xcel Retail had \$1,412,000 in intercompany short-term debt outstanding to e prime Energy Marketing Inc at an average rate of 2.99% at 12/31/02		

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Xcel Retail had \$7,744,000 in intercompany short-term debt outstanding to Xcel Energy at an average rate of 2.99% at 12/31/02		
Xcel Retail had \$1,642,000 in intercompany short-term debt outstanding to XERS Inc at an average rate of 2.99% at 12/31/02		
Xcel Retail had \$240,000 in intercompany short-term debt outstanding to Xcel Energy-Centrus Inc at an average rate of 2.99% at 12/31/02		
Xcel Retail had \$900,000 in intercompany short-term debt outstanding to Reddy Kilowatt Corp at an average rate of 2.99% at 12/31/02		
Xcel Retail had \$4,781,000 in intercompany short-term debt outstanding to Xcel Energy Prod and Svcs at an average rate of 2.99% at 12/31/02		
Xcel Retail had \$923,000 in intercompany short-term debt outstanding from Xcel Energy-Centrus Inc at an average rate of 2.99% at 12/31/02		
Natural Station Equipment LLC	n/a	100% by Xcel Retail
Xcel Energy Products and Services Inc. (XEPS)	236.227	100% by Xcel Retail
Xcel Prod and Svcs had \$4,781,000 in intercompany short-term debt outstanding from Xcel Retail at an average rate of 2.99% at 12/31/02		
Xcel Energy Wholesale Propane Inc.	100	100% by XEPS
Planergy International Inc. (Planergy Intl)	1,000	100% by Xcel Retail
Planergy Services Inc. (Planergy Svcs)	1,000	100% by Planergy Intl
Planergy Services of California Inc.	15,000	100% by Planergy Svcs
Planergy Capital Associates Inc.	1,500,000	100% by Planergy Svcs
Planergy Energy Services Corp.	25	100% by Planergy Svcs
Planergy Services of Houston Inc.	500	100% by Planergy Svcs
Planergy Services USA Inc.	3,000	100% by Planergy Svcs
Planergy Services of Texas Inc.	500	100% by Planergy Svcs
Planergy Inc. (Planergy)	875	100% by Planergy Intl
Planergy Limited	100	100% by Planergy
USA-Planergy LLC*	inactive	49% by Planergy
Energy Masters International Inc.	16,600,000	100% by Planergy Intl
Planergy Housing Inc.	1,000	100% by Planergy Intl
Reddy Kilowatt Corp.	13,435	100% by Xcel Retail

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Reddy Kilowatt Corp had \$900,000 in intercompany short-term debt outstanding from Xcel Retail at an average rate of 2.99% at 12/31/02		
Xcel Energy-Cadence Inc.	1,000	100% by Xcel Retail
Xcel Energy-Cadence Inc had \$923,000 in intercompany short-term debt outstanding to Xcel Retail at an average rate of 2.99% at 12/31/02		
Cadence Network LLC	(2)	22.22% by Xcel Energy
Xcel Energy Mkts had \$9,366,469 in intercompany short-term debt outstanding from Viking at an average rate of 2.99% at 12/31/02		
Xcel Energy Mkts had \$17,170,000 in intercompany short-term debt outstanding from e prime at an average rate of 2.99% at 12/31/02		
Xcel Energy Mkts had \$25,996,000 in intercompany short-term debt outstanding to Xcel Energy at an average rate of 2.99% at 12/31/02		
e prime Inc. (e prime)	13,101,878	Unregulated commodity
e prime had \$17,170,000 in intercompany short-term debt outstanding to Xcel Energy Mkts at an average rate of 2.99% at 12/31/02		
Johnstown Cogeneration LLC	-	Operates a 3 MW natur
Young Gas Storage Co. (Young Gas)	3,332,055	Owns 47.5% interest i
Young Gas Storage Co. Ltd.	6,386,758	Owns and operates an
Viking Gas Transmission Co. (Viking)	57,610,903	Natural gas transmiss
Viking had \$9,366,469 in intercompany short-term debt outstanding to Xcel Energy Mkts at an average rate of 2.99% at 12/31/02		
Guardian Pipeline LLC	(2)	Constructs, own and o pipeline
XECC Group Inc.*	inactive	Inactive
XEM Inc.*	inactive	Inactive
XEPS LLC*	inactive	Inactive
Xcel Energy O&M Services Inc.*	inactive	Inactive
Xcel Energy Retail Holdings Inc. (Xcel Retail)	18,545,748	Intermediate holding to retail customers

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Xcel Retail had \$1,412,000 in intercompany short-term debt outstanding to e prime Energy Marketing Inc at an average rate of 2.99% at 12/31/02

Xcel Retail had \$7,744,000 in intercompany short-term debt outstanding to Xcel Energy at an average rate of 2.99% at 12/31/02

Xcel Retail had \$1,642,000 in intercompany short-term debt outstanding to XERS Inc at an average rate of 2.99% at 12/31/02

Xcel Retail had \$240,000 in intercompany short-term debt outstanding to Xcel Energy-Centrus Inc at an average rate of 2.99% at 12/31/02

Xcel Retail had \$900,000 in intercompany short-term debt outstanding to Reddy Kilowatt Corp at an average rate of 2.99% at 12/31/02

Xcel Retail had \$4,781,000 in intercompany short-term debt outstanding to Xcel Energy Prod and Svcs at an average rate of 2.99% at 12/31/02

Xcel Retail had \$923,000 in intercompany short-term debt outstanding from Xcel Energy-Centrus Inc at an average rate of 2.99% at 12/31/02

Natural Station Equipment LLC	(18,805)	Sales to gas industry
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Xcel Energy Products and Services Inc. (XEPS)	3,503,025	Energy related product
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Xcel Prod and Svcs had \$4,781,000 in intercompany short-term debt outstanding from Xcel Retail at an average rate of 2.99% at 12/31/02

Xcel Energy Wholesale Propane Inc.	(2)	Wholesale propane supply
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Planergy International Inc. (Planergy Intl)	10,020,182	Intermediate holding
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Planergy Services Inc. (Planergy Svcs)	7,057,223	Energy services
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Planergy Services of California Inc.	790,712	Limit liability association
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Planergy Capital Associates Inc.	129,708	Limit liability association
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Planergy Energy Services Corp.	729,897	Limit liability association
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Planergy Services of Houston Inc.	678,016	Limit liability association
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Planergy Services USA Inc.	24,724	Limit liability association
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Planergy Services of Texas Inc.	151,661	Limit liability association
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Planergy Inc. (Planergy)	(1,346,345)	Energy services
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Planergy Limited	152,989	Limited liability association agreements, Canadian
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USA-Planergy LLC*	inactive	Inactive
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Energy Masters International Inc.	(3,047,576)	Energy services
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Planergy Housing Inc.	1,000	Hold public housing	
Reddy Kilowatt Corp.	4,046,151	Energy sales and mark	
Reddy Kilowatt Corp had \$900,000 in intercompany short-term debt outstanding from Xcel Retail at an average rate of 2.99% at 12/31/02			
Xcel Energy-Cadence Inc.	313,299	Partner in Cadence Ne	
Xcel Energy-Cadence Inc had \$923,000 in intercompany short-term debt outstanding to Xcel Retail at an average rate of 2.99% at 12/31/02			
Cadence Network LLC	(2)	Business process outs	
5			
Xcel Energy-Centrus Inc.	1,000	100% by Xcel Retail	3
Xcel Energy-Centrus Inc had \$240,000 in intercompany short-term debt outstanding from Xcel Retail at an average rate of 2.99% at 12/31/02			
XERS Inc.	1,000	100% by Xcel Retail	9,8
XERS Inc had \$1,642,000 in intercompany short-term debt outstanding from Xcel Retail at an average rate of 2.99% at 12/31/02			
e prime Florida Inc.	100	100% by Xcel Retail	3,2
e prime Georgia Inc.*	100	100% by Xcel Retail	2
e prime Energy Marketing Inc.	100	100% by Xcel Retail	6,6
e prime Energy Marketing Inc had \$1,412,000 in intercompany short-term debt outstanding from Xcel Retail at an average rate of 2.99% at 12/31/02			
Xcel Energy Foundation	n/a	100% by Xcel Energy	
Xcel Energy Services Inc. (Xcel Svcs)	1,000	100% by Xcel Energy	(
Xcel Svcs had \$65,909,000 in intercompany short-term debt outstanding to Xcel Energy at an average rate of 2.99% at 12/31/02			
Xcel Energy Ventures Inc. (Xcel Ventures)	100	100% by Xcel Energy	54,7
Xcel Ventures had \$112,000 in intercompany short-term debt outstanding to Texas-Ohio Pipeline Inc at an average rate of 2.99% at 12/31/02			

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Xcel Ventures had \$1,443,000 in intercompany short-term debt outstanding to Xcel Energy at an average rate of 2.99% at 12/31/02

Eloigne Co. (Eloigne)	820	100% by Xcel Ventures	49,8
Albany Countryside LP (5)	n/a	n/a	4
Bemidji Townhouse LP (5)	n/a	n/a	8
Blaine North Pointe LP (5)	n/a	n/a	
Bloomington Southview LP (5)	n/a	n/a	
Brooklyn Center Leased Housing Associates LP (5)	n/a	n/a	4
Central Towers LP (5)	n/a	n/a	4,5
Chaska Brickstone LP (5)	n/a	n/a	1,6
Civic Center Apartments LLLP (5)	n/a	n/a	
Colfax Prairie Homes LP (5)	n/a	n/a	4
Cottage Court LP (5)	n/a	n/a	6
Cottage Homesteads of Hillcrest LP (5)	n/a	n/a	
Cottage Homesteads of Willow Ponds LP (5)	n/a	n/a	
Cottages of Spring Lake Park LP (5)	n/a	n/a	
Cottages of Vadnais Heights LP (5)	n/a	n/a	8
Crown Ridge Apartments LP (5)	n/a	n/a	7
Dakotah Pioneer LP (5)	n/a	n/a	1,5
Driftwood Partners LP (5)	n/a	n/a	1,6
East Creek LP (5)	n/a	n/a	1,5
Edenvale Family Housing LP (5)	n/a	n/a	1,5
Fairview Ridge LP (5)	n/a	n/a	1,7
Farmington Family Housing LP (5)	n/a	n/a	1,7
Farmington Townhomes LP (5)	n/a	n/a	8
Granite Hill LP (5)	n/a	n/a	3
Groveland Terrace Townhomes LP (5)	n/a	n/a	
Hearthstone Village LP (5)	n/a	n/a	2
J & D 14-93 LP (5)	n/a	n/a	1,1
Jefferson Heights of Zumbrota LP (5)	n/a	n/a	5
Lakeville Court LP (5)	n/a	n/a	1,5

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Lauring Green LP (5)	n/a	n/a	3
Links Lane a LP (5)	n/a	n/a	1,3
Lyndale Avenue Townhomes LP (5)	n/a	n/a	

Xcel Energy-Centrus Inc.	304,676	Set up to hold 1/3 in	
Xcel Energy-Centrus Inc had \$240,000 in intercompany short-term debt outstanding from Xcel Retail at an average rate of 2.99% at 12/31/02			
XERS Inc.	9,814,864	Unregulated electric	
XERS Inc had \$1,642,000 in intercompany short-term debt outstanding from Xcel Retail at an average rate of 2.99% at 12/31/02			
e prime Florida Inc.	3,235,783	Unregulated retail na	
e prime Georgia Inc.*	217,900	Unregulated retail na (inactive)	
e prime Energy Marketing Inc.	6,696,334	Unregulated retail na	
e prime Energy Marketing Inc had \$1,412,000 in intercompany short-term debt outstanding from Xcel Retail at an average rate of 2.99% at 12/31/02			
Xcel Energy Foundation	n/a	Charitable activities	
Xcel Energy Services Inc. (Xcel Svcs)	(82,745)	Service company for X	
Xcel Svcs had \$65,909,000 in intercompany short-term debt outstanding to Xcel Energy at an average rate of 2.99% at 12/31/02			
Xcel Energy Ventures Inc. (Xcel Ventures)	54,751,401	Intermediate holding develop/manage new ve	
Xcel Ventures had \$112,000 in intercompany short-term debt outstanding to Texas-Ohio Pipeline Inc at an average rate of 2.99% at 12/31/02			
Xcel Ventures had \$1,443,000 in intercompany short-term debt outstanding to Xcel Energy at an average rate of 2.99% at 12/31/02			
Eloigne Co. (Eloigne)	49,863,811	Owns interests in aff	
Albany Countryside LP (5)	284,989	Owns interests in aff	
Bemidji Townhouse LP (5)	920,797	Owns interests in aff	
Blaine North Pointe LP (5)	(2)	Owns interests in aff	

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Bloomington Southview LP (5)		(2)	Owns interests in aff
Brooklyn Center Leased Housing Associates LP (5)	1,126,440		Owns interests in aff
Central Towers LP (5)	2,998,418		Owns interests in aff
Chaska Brickstone LP (5)	1,662,493		Owns interests in aff
Civic Center Apartments LLLP (5)		(2)	Owns interests in aff
Colfax Prairie Homes LP (5)	477,411		Owns interests in aff
Cottage Court LP (5)	603,933		Owns interests in aff
Cottage Homesteads of Hillcrest LP (5)		(2)	Owns interests in aff
Cottage Homesteads of Willow Ponds LP (5)		(2)	Owns interests in aff
Cottages of Spring Lake Park LP (5)	359,404		Owns interests in aff
Cottages of Vadnais Heights LP (5)	723,871		Owns interests in aff
Crown Ridge Apartments LP (5)	755,421		Owns interests in aff
Dakotah Pioneer LP (5)	1,072,891		Owns interests in aff
Driftwood Partners LP (5)	655,477		Owns interests in aff
East Creek LP (5)	1,488,923		Owns interests in aff
Edenvale Family Housing LP (5)	1,669,138		Owns interests in aff
Fairview Ridge LP (5)	1,811,284		Owns interests in aff
Farmington Family Housing LP (5)	1,741,837		Owns interests in aff
Farmington Townhomes LP (5)	850,240		Owns interests in aff
Granite Hill LP (5)		(2)	Owns interests in aff
Groveland Terrace Townhomes LP (5)		(2)	Owns interests in aff
Hearthstone Village LP (5)	182,668		Owns interests in aff
J & D 14-93 LP (5)	1,106,364		Owns interests in aff
Jefferson Heights of Zumbrota LP (5)	550,086		Owns interests in aff
Lakeville Court LP (5)	1,254,724		Owns interests in aff
Lauring Green LP (5)	428,106		Owns interests in aff
Links Lane a LP (5)	1,340,886		Owns interests in aff
Lyndale Avenue Townhomes LP (5)		(2)	Owns interests in aff

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Mahtomedi Woodland LP (5)	n/a	n/a
Majestic View LP (5)	n/a	n/a
Mankato Townhomes I LP (5)	n/a	n/a
Marsh Run of Brainerd LP (5)	n/a	n/a
Marvin Garden LP (5)	n/a	n/a
MDI LP #44 (5)	n/a	n/a
Moorhead Townhomes LP (5)	n/a	n/a
Oakdale Leased Housing Associates LP (5)	n/a	n/a
Park Rapids Townhomes LP (5)	n/a	n/a
Plover LLC (5)	n/a	n/a
Polynesian Village 1994 LP (5)	n/a	n/a
R & W LP (5)	n/a	n/a
Rochester Townhomes LP (5)	n/a	n/a
Rushford Housing LP (5)	n/a	n/a
RWIC Credit Fund LP (5)	n/a	n/a
Shade Tree Apartments LP (5)	n/a	n/a
Shakopee Boulder Ridge LP (5)	n/a	n/a
Shenandoah Woods LP (5)	n/a	n/a
Sioux Falls Housing Equity Fund I LP (4) (5)	n/a	n/a
Sioux Falls Partners LP (5)	n/a	n/a
Sioux River LP (5)	n/a	n/a
St Cloud Housing LP (5)	n/a	n/a
Stratford Flats LP (5)	n/a	n/a
Tower Terrace LP (5)	n/a	n/a
Woodland Village LP (5)	n/a	n/a
Wyoming LP (5)	n/a	n/a
Wyoming LP II (5)	n/a	n/a
Texas-Ohio Pipeline Inc.*	200,000	100% by Xcel Ventures

Texas-Ohio Pipeline Inc has \$112,000 in intercompany short-term debt outstanding from Xcel Ventures at an average rate of 2.99% at 12/31/02

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Ultra Power Technologies Inc.*	211	100% by Xcel Ventures
Xcel Energy Transco Inc. (Xcel Transco)	100	100% by Xcel Ventures
TRANSLink Development Company LLC	n/a	100% by Xcel Transco
Xcel Energy Wholesale Group Inc. (Xcel Wholesale)	1,000,000	100% by Xcel Energy
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 an average rate of 2.99% at 12/31/02		
NRG Acquisition Co. LLC	n/a	100% by Xcel Wholesale
NRG Energy Inc.	n/a	100% by Xcel Wholesale
Utility Engineering Corp. (UE)	72,000	100% by Xcel Wholesale
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 an average rate of 2.99% 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 an average rate of 2.99% 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
Applied Power Associates Inc had \$412,500 in intercompany short-term debt outstanding to UE at an average rate of 2.99% at 12/31/02		
Mahtomedi Woodland LP (5)	1,688,905	Owns interests in a
Majestic View LP (5)	372,506	Owns interests in a

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Mankato Townhomes I LP (5)	(2)	Owns interests in a
Marsh Run of Brainerd LP (5)	(2)	Owns interests in a
Marvin Garden LP (5)	369,178	Owns interests in a
MDI LP #44 (5)	345,235	Owns interests in a
Moorhead Townhomes LP (5)	(2)	Owns interests in a
Oakdale Leased Housing Associates LP (5)	788,463	Owns interests in a
Park Rapids Townhomes LP (5)	790,576	Owns interests in a
Plover LLC (5)	95,491	Owns interests in a
Polynesian Village 1994 LP (5)	834,770	Owns interests in a
R & W LP (5)	44,695	Owns interests in a
Rochester Townhomes LP (5)	1,309,301	Owns interests in a
Rushford Housing LP (5)	1,068,372	Owns interests in a
RWIC Credit Fund LP (5)	(2)	Owns interests in a
Shade Tree Apartments LP (5)	(2)	Owns interests in a
Shakopee Boulder Ridge LP (5)	1,912,355	Owns interests in a
Shenandoah Woods LP (5)	1,592,140	Owns interests in a
Sioux Falls Housing Equity Fund I LP (4) (5)	(2)	Owns interests in a
Sioux Falls Partners LP (5)	409,560	Owns interests in a
Sioux River LP (5)	451,419	Owns interests in a
St Cloud Housing LP (5)	2,132,139	Owns interests in a
Stratford Flats LP (5)	620,439	Owns interests in a
Tower Terrace LP (5)	767,294	Owns interests in a
Woodland Village LP (5)	305,970	Owns interests in a
Wyoming LP (5)	962,347	Owns interests in a
Wyoming LP II (5)	1,236,206	Owns interests in a
Texas-Ohio Pipeline Inc.*	4,606,095	Inactive
Texas-Ohio Pipeline Inc has \$112,000 in intercompany short-term debt outstanding from Xcel Ventures at an average rate of 2.99% at 12/31/02		
Ultra Power Technologies Inc.*	270,370	Inactive
Xcel Energy Transco Inc. (Xcel Transco)	n/a	Owns TRANSLink Deve
TRANSLink Development Company LLC	n/a	

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Xcel Energy Wholesale Group Inc. (Xcel Wholesale)	81,427,433	Intermediate holding wholesale energy
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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 an average rate of 2.99% at 12/31/02

NRG Acquisition Co. LLC	n/a	For acquisition of
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NRG Energy Inc.	(696,147,604)	Nonregulated energy
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Utility Engineering Corp. (UE)	133,055,382	Engineering, construction related services
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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 an average rate of 2.99% 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 an average rate of 2.99% 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.	(320,328)	Civil engineering
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Applied Power Associates Inc had \$412,500 in intercompany short-term debt outstanding to UE at an average rate of 2.99% at 12/31/02

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Proto-Power Corp.	100	100% by UE
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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

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Precision Resource Co.	1,000	100% by UE
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
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
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 Quixx
CPC Ltd. Partnership* (CPC Ltd)	inactive	49.5% by Dragon
Cambodia Power Co.*	500	50% by CPC Ltd
Bear Energy Corp. (Bear)*	inactive	50% by Dragon
CPC Ltd. Partnership* (CPC Ltd)	inactive	1% by Bear
Cambodia Power Co.*	500	50% by CPC Ltd
Quixx Mountain Holdings LLC (Quixx Mountain)	n/a	100% by Quixx
Front Range Energy Associates LLC	n/a	50% by Quixx Mountain
Quixx Power Services Inc. (Quixx Power)	1,000	100% by Quixx
ESOCO Crockett Inc. (ESOCO)	(2)	100% by Quixx Power
QPS Woodland LLC*	inactive	100% by ESOCO
Quixx Resources Inc. (Quixx Resources)	10,000	100% by Quixx
Borger Energy Associates LP (Borger)	n/a	44.55% by Quixx Resources
Borger Funding Corp.	100	100% by Borger
Denver City Energy Associates LP	n/a	49.5% by Quixx Resources
Quixx WRR, LP	n/a	99% by Quixx Resources
Windpower Partners 1994 LP	n/a	24.67% by Quixx
Quixx Jamaica Inc. (Quixx Jamaica)	10,000	100% by Quixx
KES Jamaica LP	n/a	99% by Quixx Jamaica
Quixx Mustang Station Inc. (Quixx Mustang)	10,000	100% by Quixx
Quixxlin Corp. (Quixxlin)	10,000	100% by Quixx
Quixx Borger Cogen Inc. (Quixx Borger)	10,000	100% by Quixx

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Quixx Carolina Inc. (Quixx Carolina)	10,000	100% by Quixx
Quixx WPP94 Inc. (Quixx WPP94)	10,000	100% by Quixx
BCH Energy LP	n/a	42.2% by Quixx
Carolina Energy LP	n/a	32% by Quixx
Quixx Linden LP	n/a	49.5% by Quixx
Quixx Louisville LLC	n/a	100% by Quixx
KES Montego Inc. (KES Montego)	100	100% by Quixx
Xcel Energy WYCO Inc. (Xcel WYCO)	100	100% by Xcel Energy
Xcel WYCO had \$3,153,500 in intercompany short-term debt outstanding to Xcel Energy at an average rate of 2.99% at 12/31/02		
WYCO Development LLC	n/a	50% by Xcel WYCO
Proto-Power Corp.	8,531,845	Professional engineer
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.	574,865	Contract professional
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	3,287,951	Cooling tower mainten
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)	75,390,252	Energy related projec
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	Inactive
CPC Ltd. Partnership* (CPC Ltd)	inactive	Inactive
Cambodia Power Co.*	inactive	Inactive
Bear Energy Corp. (Bear)*	inactive	Inactive
CPC Ltd. Partnership* (CPC Ltd)	inactive	Inactive

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Cambodia Power Co.*	inactive	Inactive
Quixx Mountain Holdings LLC (Quixx Mountain)	(2)	Energy related project
Front Range Energy Associates LLC	(2)	Energy related project
Quixx Power Services Inc. (Quixx Power)	1,701,672	Energy related project
ESOCO Crockett Inc. (ESOCO)	(2)	Operator of Crockett
QPS Woodland LLC*	inactive	Inactive
Quixx Resources Inc. (Quixx Resources)	14,522,539	Energy related project
Borger Energy Associates LP (Borger)	(2)	Energy related project
Borger Funding Corp.	(2)	Energy related project
Denver City Energy Associates LP	(2)	Energy related project
Quixx WRR, LP	(2)	Energy related project
Windpower Partners 1994 LP	(2)	Energy related project
Quixx Jamaica Inc. (Quixx Jamaica)	120,016	Energy related project
KES Jamaica LP	(13,216)	Energy related project
Quixx Mustang Station Inc. (Quixx Mustang)	61,374	Energy related project
Quixxlin Corp. (Quixxlin)	25,242	Energy related project
Quixx Borger Cogen Inc. (Quixx Borger)	56,024	Energy related project
Quixx Carolina Inc. (Quixx Carolina)	1,525	Energy related project
Quixx WPP94 Inc. (Quixx WPP94)	31,346	Energy related project
BCH Energy LP	(2)	Energy related project
Carolina Energy LP	(2)	Energy related project
Quixx Linden LP	(2)	Energy related project
Quixx Louisville LLC	4,547,213	Energy related project
KES Montego Inc. (KES Montego)	(2)	Energy related project
Xcel Energy WYCO Inc. (Xcel WYCO)	20,307,000	Finance and hold 50%
<p>Xcel WYCO had \$3,153,500 in intercompany short-term debt outstanding to Xcel Energy at an average rate of 2.99% at 12/31/02</p>		
WYCO Development LLC	(2)	Acquire, own and lease facilities

(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.

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(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 separated 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.

(4) Eloigne's investment in Cumberland and North Cleveland is combined and reported on the Sioux Falls Housing Equity Fund I LP line.

(5) A Variable Interest Entity (VIE), as defined in FIN 46.

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The subsidiaries of NRG are as follows:

NAME OF COMPANY (ADD ABBREVIATION USED HEREIN)	NUMBER OF COMMON SHARES OWNED	PERCENT OF VOTING POWER
NRG ENERGY, INC. (NRG)		
Berrians I Gas Turbine Power LLC	n/a	100% NRG
Commonwealth Atlantic Power LLC	1,000	100% NRG
Hanover Energy Company	n/a	100% Commonwealth Atlantic Power LLC
Chickahominy River Energy Corp.	n/a	100% Hanover Energy Company
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 Co.	n/a	50% Capistrano Cogeneration Comp.
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

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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 L
NRG Lakeshore Generating LLC	n/a	100% NRG Northern Ohio Generating L
NRG Ohio Ash Disposal LLC	n/a	100% NRG Northern Ohio Generating L

NAME OF COMPANY (ADD ABBREVIATION USED HEREIN)	OWNER'S BOOK VALUE	
NRG ENERGY, INC. (NRG)		Develops, built non-regulated
Berrians I Gas Turbine Power LLC	27,552,578	Simple cycle p during periods
Commonwealth Atlantic Power LLC	7,698,660	Acquired all s
Hanover Energy Company	-	Holding compan
Chickahominy River Energy Corp.	-	Acquired as pa
Commonwealth Atlantic LP	-	Owens Hanover
James River Power LLC	12,178,195	Acquired all s Company
Capistrano Cogeneration Company	-	General partne
James River Cogeneration Co.	-	Owens James Riv
NRG Audrain Holding LLC	(85,924,641)	Holding compan that's under c
NRG Audrain Generating LLC	-	Project compan plant under co
NRG Batesville LLC	-	Created to hol indenture
NRG Gila Bend Holdings, Inc.*	109,759	Inactive
NRG McClain LLC	120,807,027	Entity was for
NRG MidAtlantic Affiliate Services Inc.	(8,522,634)	Payroll compan
NRG North Central Operations Inc.	(35,820)	Acts as the op central region

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NRG Northern Ohio Generating LLC	(1,000,000)	Acts as holdin facilitate fin
NRG Ashtabula Generating LLC	-	Shell company entity
NRG Lakeshore Generating LLC	-	Shell company entity
NRG Ohio Ash Disposal LLC	-	Will own the A

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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
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
Fresh Gas LLC	n/a	50% NEO Fresh Kil 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

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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
NRG South Central Affiliate Services Inc.	(294,424)	Payroll company
NRG South Central Operations Inc.	(324,820)	Acts as O&M com
Elk River Resource Recovery Inc.*	10,225,801	Inactive
Newport RDF	14,771,918	Refuse derived
NRG Becker	2,357,324	Refuse derived
O'Brien Cogeneration Inc. II	848,800	General partner Limited
NRG Services Corporation	(36,358)	Provides payroll service agreeme
Cogeneration Corporation of America	21,563,676	Develops, owns facilities in t
NRG Woodland Operations Inc.*	-	Inactive
NEO Corporation (NEO)	(69,952,065)	Develops, owns hydroelectric a
Montauk-NEO Gasco LLC	166,182	Holding company
MN San Bernardino Gasco I LLC	-	Landfill gas co
San Bernardino Landfill Gas Limited Partnership, a California limited partnership	4,141,474	LP to landfill in CA
MN San Bernardino Gasco II LLC	-	Landfill gas co
NEO Fresh Kills LLC	-	Owens 50% of Fre
Fresh Gas LLC	-	Landfill gas co
NEO-Montauk Genco Management LLC	-	Manager of NEO-
NEO-Montauk Genco LLC	3,371,772	Holding company
MM San Bernardino Energy LLC	-	Transports land
NEO Chester-Gen LLC	318,084	Owens 3.4 MW cog
NEO Freehold-Gen LLC	1,324,454	Owens 2.1 MW cog
NEO Toledo-Gen LLC	1,306	Owens 1.0 MW cog

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NEO Landfill Gas Holdings Inc.	-	Domestic holdin
NEO Power Services Inc.	197,385	Holding company

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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
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 borrowing arrangement; due primarily 2012; interest rate prime plus 2%		
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

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		Methane II LLC
Northbrook Energy LLC	n/a	50% NEO
Northbrook Carolina Hydro II LLC	n/a	99% Northbrook Energy
NEO California Power LLC	-	Entity formed to MW of distribute
NEO California Power-Red Bluffs	27,498,143	Landfill gas col
NEO California Power-Chow	30,377,307	Landfill gas col
Four Hills LLC	754,031	Landfill gas col
NEO Burnsville LLC	-	Landfill gas col Kraemer landfill
NEO Corona LLC	(20,884)	Landfill gas col project
NEO Erie LLC	-	Landfill gas col
NEO Ft. Smith LLC	1,144,050	Landfill gas col
NEO Hackensack LLC	1,809,341	Landfill gas col
NEO Nashville LLC	160,024	Landfill gas col
NEO Phoenix LLC	(25,982)	Landfill gas col
NEO Prima Deshecha LLC	392,856	Landfill gas col
NEO Riverside LLC	-	Landfill gas col
NEO SKB LLC	-	Landfill gas col
NEO Tajiguas LLC	429,375	Landfill gas col
NEO Woodville LLC	(7,516)	Landfill gas col
MM Ft. Smith Energy LLC	-	Landfill gas fue
NEO MESI LLC*	-	Inactive
Minnesota Methane II LLC	822,299	Owens and operate landfill gas pro
NRG Energy Inc. loaned \$2,927,991 to Minnesota Methane II LLC under an intercompany short-term borrowing arrangement; due primarily 2012; interest rate prime plus 2%		
MM Burnsville Energy LLC	-	Landfill gas fue Kraemer landfill
Suncook Energy LLC	-	Landfill gas fue project

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Landfill Power LLC	-	Owns and operates fueled power gen
Northbrook Energy LLC	1,299,594	Develops hydroel
Northbrook Carolina Hydro II LLC		Hydroelectric po

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		LLC; 1% Omega Ene LLC
Northbrook Carolina Hydro LLC	n/a	99% Northbrook Energy LLC; 1% Om Energy 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
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
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

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MM Biogas Power LLC			n/a	50% NEO
NRG Energy loaned \$6,610,302 to MM Biogas Power LLC under an intercompany short-term borrowing arrangement; due primarily 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
			-	-
Northbrook Carolina Hydro LLC			-	Owns and operates hydroelectric
Northbrook New York LLC	18,336,787	5,501,036		Owns 32 MW hydroelectric
Northbrook Acquisition Corp.			-	Domestic holding company
STS Hydropower Ltd.			-	Owns and operates hydroelectric
Minnesota Methane LLC	31,833,162	15,916,581		Owns and operates 15 MW
MM Albany Energy LLC	(1)	(1)		Landfill gas fueled
MM Cuyahoga Energy LLC	(1)	(1)		Landfill gas fueled
MM Hartford Energy LLC	(1)	(1)		Landfill gas fueled
MM Lopez Energy LLC	(1)	(1)		Landfill gas fueled
MM Lowell Energy LLC	(1)	(1)		Landfill gas fueled
MM Prince William Energy LLC	(1)	(1)		Landfill gas fueled
MM San Diego LLC	(1)	(1)		Landfill gas fueled

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MM Spokane Energy LLC	(1)	(1)	Landfill gas fueled
MM Tacoma LLC	(1)	(1)	Landfill gas fueled
MM Taunton Energy LLC	(1)	(1)	Landfill gas fueled
MM Tomoka Farms Energy LLC	(1)	(1)	Landfill gas fueled
MM Tulare Energy LLC	(1)	(1)	Landfill gas fueled
MM West Covina LLC	(1)	(1)	Landfill gas fueled
MM Yolo Power LLC	(1)	(1)	Landfill gas fueled
O'Brien Biogas IV LLC	(1)	(1)	Landfill gas fueled
Minnesota Methane Holdings LLC*	(1)	(1)	Inactive
MM Biogas Power LLC	(3,874,306)	(1,937,153)	Domestic holding com
NRG Energy loaned \$6,610,302 to MM Biogas Power LLC under an intercompany short-term borrowing arrangement; due primarily 2012; interest rate prime plus 2%			
MM Corona Energy LLC	(1)	(1)	Landfill gas fueled
MM Hackensack Energy LLC	(1)	(1)	Landfill gas fueled
MM Nashville Energy LLC	(1)	(1)	Landfill gas fueled
MM Prima Deschecha Energy LLC	(1)	(1)	Landfill gas fueled
MM SKB Energy LLC	(1)	(1)	Landfill gas fueled
MM Tajiguas Energy LLC	(1)	(1)	Landfill gas fueled
MM Woodville Energy LLC	(1)	(1)	Landfill gas fueled
O'Brien Biogas (Mazzaro) Inc.	(1)	(1)	Landfill gas collect

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MM Phoenix Energy LLC	n/a	100% MM Biogas Power LLC	(1)	(
MM Riverside LLC	n/a	100% MM Biogas Power LLC	(1)	(
O'Brien Standby Power Energy Inc.	n/a	100% MM Biogas Power LLC	(1)	(
NEO Landfill Gas Inc.	1,000	100% NEO	32,016,994	32,016,99
NEO Albany LLC	n/a	100% NEO Landfill Gas Inc.	627,495	627,49

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NEO Cuyahoga LLC	n/a	100% NEO Landfill Gas Inc.	1,664,468	1,664,468
NEO Edgeboro LLC	n/a	100% NEO Landfill Gas Inc.	3,954,787	3,954,787
NEO Fitchburg LLC	2,000	100% NEO Landfill Gas Inc.	(561,277)	(561,277)
NEO Hartford LLC	n/a	100% NEO Landfill Gas Inc.	102,439	102,439
NEO Lopez Canyon LLC	n/a	100% NEO Landfill Gas Inc.	656,623	656,623
NEO Lowell LLC	n/a	100% NEO Landfill Gas Inc.	(46,664)	(46,664)
NEO San Diego LLC	n/a	100% NEO Landfill Gas Inc.	3,523,584	3,523,584
NEO Prince William LLC	n/a	100% NEO Landfill Gas Inc.	637,035	637,035
NEO San Diego LLC	n/a	100% NEO Landfill Gas Inc.	-	-
NEO Spokane LLC	n/a	100% NEO Landfill Gas Inc.	456,641	456,641
NEO Tacoma LLC	n/a	100% NEO Landfill Gas Inc.	425,501	425,501
NEO Taunton LLC	n/a	100% NEO Landfill Gas Inc.	341,526	341,526
NEO Tomoka Farms LLC	n/a	100% NEO Landfill Gas Inc.	918,860	918,860
NEO Tulare LLC	n/a	100% NEO Landfill Gas Inc.	187,703	187,703
NEO West Covina LLC	n/a	100% NEO Landfill Gas Inc.	3,846,849	3,846,849
NEO Yolo LLC	n/a	100% NEO Landfill Gas Inc.	718,822	718,822
NRG Energy Insurance Ltd.	N/a	100% NRG	(2,506,416)	(2,506,416)
NRG International Services Company	n/a	100% NRG	(63,095)	(63,095)
NRG International LLC	1,000	100% NRG	1,412,465,732	1,412,465,732

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NRG International II Inc.	n/a	100% NRG International LLC
NRGenerating III (Gibraltar)*	n/a	100% NRG International LLC
NRGenerating International BV (NRGIBV)	n/a	100% NRG International LLC
NRGenerating IV (Gibraltar)	n/a	100% NRG International II Inc.
Rybnik (Gibraltar)	n/a	50% NRG International II Inc.
European Generating S.a.r.l.	n/a	100% NRG International II Inc.
Rybnik Power BV	n/a	100% European Generating S.a.r.l.
Sterling Luxembourg (No. 4) S.a.r.l.	15,913	50% NRG International LLC 50% NRG International II Inc.
Sterling Luxembourg (No. 3) S.a.r.l.	135,261	100% Sterling Luxembourg (No. 4) S.a.r.l.
Flinders Power Finance Pty Ltd.	59	100% Sterling Luxembourg (No. 4) S.a.r.l.
NRG International III Inc.	3,012,062	100% NRG International LLC
NRG International Holdings GmbH	12,062	99% NRG International III Inc., 1% Temmes Mgmt Svcs BV
NRG Andean Development Ltd.	N/a	100% NRG International Holdings GmbH
NRG International Holdings (No. 2) GmbH	n/a	99% NRG International III Inc., 1% Temmes Mgmt Svcs BV
TermoRio SA	n/a	50% NRG International Holdings (No. 2)

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NRGenerating Luxembourg (No. 2) S.a.r.l. loaned TermoRio SA \$63,723,362 under an intercompany long-term borrowing arrangement; due 20 yrs after plant is operational; interest rate 19.5%			
NRGenerating Holdings (No. 4) GmbH	n/a	100%	NRG International LLC
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
NRG International II Inc.		6,708	Domestic h
NRGenerating III (Gibraltar)*		63,723,363	Inactive
NRGenerating International BV (NRGIBV)		796,978,653	Dutch hold
NRGenerating IV (Gibraltar)		-	Entity for Reorg hold
Rybnik (Gibraltar)		-	Dormant fo
European Generating S.a.r.l.		21,746	Project ho
Rybnik Power BV		499	Internatio
Sterling Luxembourg (No. 4) S.a.r.l.		135,320	Formed as structure
Sterling Luxembourg (No. 3) S.a.r.l.		1,039,335	Finance co Killinghol
Flinders Power Finance Pty Ltd.		(6,098)	Finance co business
NRG International III Inc.		3,696,583	Domestic h restructur

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NRG International Holdings GmbH	15,938	Swiss hold
NRG Andean Development Ltd.	347,370	Developmen
NRG International Holdings (No. 2) GmbH	16,144	Swiss hold
TermoRio SA	(1)	1040 MW ga Brazil
NRGenerating Luxembourg (No. 2) S.a.r.l. loaned TermoRio SA \$63,723,362 under an intercompany long-term borrowing arrangement; due 20 yrs after plant is operational; interest rate 19.5%		
NRGenerating Holdings (No. 4) GmbH	15,203	Dormant Sw
NRGenerating Holdings (No. 24) BV	-	Former own Schkopau a
NRG Energy Development GmbH	60,275	Provides i services i
NRG Energy PL Sp. Z.o.o.	20,380	Provides i services i
NRG Energy Ltd.	690,091	Provides i services i

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NRGenerating Holdings (No. 15) BV	1,591	100% NRGIBV
Interenergy Limited*	n/a	49% NRGIBV
NRGenerating Holdings GmbH	n/a	100% NRGIBV
NRG Caymans-C	n/a	100% NRGenerating Holdings GmbH
Scudder Latin American Power I-C LDC	n/a	25% NRG Caymans-C
Scudder Latin American Power II-C LDC	n/a	25% NRG Caymans-C
NRG Caymans-P	n/a	100% NRGenerating Holdings GmbH
Scudder Latin American Power I-P LDC	n/a	25% NRG Caymans-P
NRG Caymans Company	n/a	100% NRGenerating Holdings GmbH
Croatia Power Group	n/a	20% NRG Caymans Company

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Central and Eastern Europe Power Fund Ltd.	N/a	23.58% NRG Caymans Company
Polish Energy Partners SA (PEP)	n/a	41% Central and Eastern Europe Power Fund Ltd.
Sterling Luxembourg (No. 1) S.a.r.l.	14,481	100% NRGenerating Holdings (No. 15) BV
NRGenerating Ltd.	3	100% Sterling Luxembourg (No. 1) S.a.r.l.
NRG Pensions Limited	n/a	100% NRGenerating Ltd.
NRGenerating Energy Trading Ltd.	3	100% NRGenerating Ltd.
Killingholme Holdings Limited	n/a	100% NRGenerating Ltd.
Killingholme Generation Limited	1,593	100% Killingholme Holdings Limited
Killingholme Power Limited	n/a	100% Killingholme Generation Limited
Sterling Luxembourg (No. 2) S.a.r.l.	14,401	100% Sterling Luxembourg (No. 1) S.a.r.l.
Sterling (Gibraltar)	161	100% Sterling Luxembourg (No. 2) S.a.r.l.
Sterling Luxembourg (No. 2) S.a.r.l. Swiss Branch	n/a	100% Sterling Luxembourg (No. 2) S.a.r.l.
NRGenerating Luxembourg (No. 1) S.a.r.l.	63,216,034	100% NRGIBV
NRGenerating II (Gibraltar)	n/a	100% NRGenerating Luxembourg (No. 1) S.a.r.l.
NRGenerating Holdings (No. 15) BV	272,338,759	Dutch holding company in England
Interenergy Limited*	-	Inactive
NRGenerating Holdings GmbH	27,611,427	Swiss holding company
NRG Caymans-C	6,197,244	Cayman Islands holding interests)

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Scudder Latin American Power I-C LDC	3,761,966	Investment company
Scudder Latin American Power II-C LDC	2,434,016	Investment company
NRG Caymans-P	21,529,414	Cayman Islands hold interests)
Scudder Latin American Power I-P LDC	19,546,582	Investment company
NRG Caymans Company	2,517,105	Cayman Islands hold Group
Croatia Power Group	-	Holds interest in 1 generation project
Central and Eastern Europe Power Fund Ltd.	2,517,104	Investment vehicle
Polish Energy Partners SA (PEP)	-	Invests in cogenera
Sterling Luxembourg (No. 1) S.a.r.l.	272,246,871	Entity formed to ho
NRGenerating Ltd.	129,560,467	UK holding company England
NRG Pensions Limited	(1)	Entity to hold pens
NRGenerating Energy Trading Ltd.	138,483	International power
Killingholme Holdings Limited	129,558,778	Holding company
Killingholme Generation Limited	126,489,276	Project company for
Killingholme Power Limited	214,752,183	Project company for Killingholme A comb station
Sterling Luxembourg (No. 2) S.a.r.l.	152,377,221	Holding company whi project
Sterling (Gibraltar)	-	Entity formed to as
Sterling Luxembourg (No. 2) S.a.r.l. Swiss Branch	178,024,661	Holding company whi project
NRGenerating Luxembourg (No. 1) S.a.r.l.	368,050,846	Luxembourg holding
NRGenerating II (Gibraltar)	-	Gibraltar entity fo NRGIBV/Australian h Luxembourg

Csepel Luxembourg S.a.r.l.	n/a	14% NRGenerating Luxembourg (No. 1)	2,84
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			S.a.r.l., 86% NRGenerating Luxembourg (No. 2) S.a.r.l.	
NRGenerating (Gibraltar)	183		100% Csepel Luxembourg S.a.r.l.	
NRG do Brasil Ltda.	N/a		99% NRGenerating Luxembourg (No. 1) S.a.r.l., 1% NRGenerating Luxembourg (No. 2) S.a.r.l.	4
NRGenerating Holdings (No. 3) GmbH	n/a		100% NRGenerating Luxembourg (No. 1) S.a.r.l.	27,53
Eastern Generation Services (India) Private Limited	n/a		100% NRGenerating Luxembourg (No. 1) S.a.r.l.	81
Empresa de Generacion Electrica Cahua SA	31,943,259		100% NRGenerating Luxembourg (No. 1) S.a.r.l.	33,15
NRG WEB Mauritius Ltd	n/a		100% NRGenerating Luxembourg (No. 1) S.a.r.l.	23,60
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.	6,07
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.	38,93
Flinders Power Partnership	n/a		50% NRGenerating Holdings (No. 2) GmbH, 25% Flinders Labuan 1, 25% Flinders Labuan 2	72,66
Flinders Coal Pty Ltd.	N/a		100% Flinders Power Partnership	(
Flinders Osborne Trading Pty Ltd.	59		100% Flinders Power Partnership	2,42

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Csepel Luxembourg S.a.r.l.	2,845,939	Luxembourg holding company
NRGenerating (Gibraltar)	-	Formed to assist with the NR
NRG do Brasil Ltda.	46,065	Brazilian development office
NRGenerating Holdings (No. 3) GmbH	27,532,425	Swiss holding company
Eastern Generation Services (India) Private Limited	812,059	O&M entity for 355 MW Lanco Plant
Empresa de Generacion Electrica Cahua SA	33,152,938	Owner of 45 MW Hydroelectric
NRG WEB Mauritius Ltd	23,600,817	Holding company for Kondapal
Lanco Konapalli Power Pvt Ltd.	-	355 MW Lanco Kondapalli Powe
NRGenerating Luxembourg (No. 4) S.a.r.l.	6,076,026	Luxembourg holding company
NRGenerating Luxembourg (No. 5) S.a.r.l.	(133)	Luxembourg holding company
NRGenerating Luxembourg (No. 5) S.a.r.l. Swiss Branch	-	Luxembourg holding company
NRGenerating Holdings (No. 2) GmbH	38,936,802	Swiss holding company
Flinders Power Partnership	72,661,549	Unincorporated partnership o Australia
Flinders Coal Pty Ltd.	(1)	Entity which holds title to Leigh Creek Coalfields
Flinders Osborne Trading Pty Ltd.	2,423,590	Trading entity for gas suppl

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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)

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			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.	
Brimsdown Power Limited	n/a	50% NRGIBV	
NRGenerating Holdings (No. 11) BV	n/a	100% NRGIBV	
Wainstones Power Limited	n/a	100% NRGenerating Holdings (No. 11) BV	
NRGenerating Holdings (No. 13) BV	n/a	100% NRGIBV	
Langage Energy Park Limited	n/a	100% NRGenerating Holdings (No. 13) BV	
Sachsen Holding BV	n/a	100% NRGIBV	
PT Dayalistrik Pratama	n/a	45% Sachsen Holding 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) BV; 5% NRGenerating Holdings (No. 8) BV	
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 Enfield Energy Centre Limited, 16.3% NRG International LLC	
Enfield Operations (UK) Limited	n/a	100% Enfield Operation LLC	
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 holding com	
NRGenerating Luxembourg (No. 2) S.a.r.l. Swiss Branch	-	Holds shareholder loan	

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Energia Pacasmayo SA	14,817,630	Owner of 38 MW hydroel diesel power plant; an facilities totaling 5.
Brimsdown Power Limited	57,729	Project company for pe
NRGenerating Holdings (No. 11) BV	(4,659,415)	Will own assets for La
Wainstones Power Limited	348,610	Will build, own and op cycle gas turbine powe
NRGenerating Holdings (No. 13) BV	570	Will own land for powe
Langage Energy Park Limited	3,237,714	Will own land for proj
Sachsen Holding BV	(5,623,510)	Dutch holding company
PT Dayalistrik Pratama	(1)	Will own and construct power plant
NRGenerating Holdings (No. 7) BV*	570	Inactive
NRGenerating Holdings (No. 8) BV*	570	Inactive
P.T. NRG West Java	-	O&M company for West J
Enfield Holdings BV	-	International holding
Enfield Energy Centre Limited	above	Owns gas fired power p
Enfield Operations LLC	above	Operates gas fired pow
Enfield Operations (UK) Limited	above	Holds employees for En

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NR (Gibraltar)	n/a	100% Enfield Holdings BV
NRGenerating Holdings (No. 4) BV	n/a	100% NRGIBV
Loy Yang Power Management Pty Ltd.	N/a	25.37% NRGenerating Holdings (No. 4) BV
Loy Yang Power Partners	n/a	25.37% NRGenerating Holdings (No. 4) BV
Loy Yang Power Projects Pty Ltd.	N/a	25.37% NRGenerating Holdings (No. 4) BV
Gunwale BV	n/a	100% NRGenerating Holdings (No. 4) BV
Sunshine State Power (No. 2) BV	n/a	100% NRGIBV

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Sunshine State Power BV	n/a	100% NRGIBV	24,
Gladstone Power Station Joint Venture	n/a	20% Sunshine State Power BV, 17.5% Sunshine State Power (No. 2) BV	
NRG Victoria I Pty Ltd.	N/a	100% NRGIBV	23,
NRG Victoria II Pty Ltd.	N/a	100% NRG Victoria I Pty Ltd.	3,
NRG Australia Holdings (No.4) Pty Ltd.	N/a	100% NRG Victoria I Pty Ltd.	
NRG Victoria III Pty Ltd.	N/a	66.67% NRG Victoria II Pty Ltd, 33.33% NRG Victoria I Pty Ltd.	43,
NRG Flinders Operating Services Pty Ltd.	59	100% NRG Victoria I Pty Ltd.	(4,
NRG Gladstone Operating Services Pty Ltd.	741	100% NRG Victoria I Pty Ltd.	2,
NRG Gladstone Superannuation Pty Ltd.	N/a	100% NRG Gladstone Operating Services Pty Ltd.	
NRG Collinsville Operating Services Pty Ltd.	1,000	100% NRG Victoria I Pty Ltd.	
Saale Energie Services GmbH	n/a	100% NRGIBV	
Saale Energie GmbH	n/a	100% NRGIBV	120,
NRG Energy loaned \$86,245,740 to Saale Energie GmbH under an intercompany short-term borrowing arrangement; indefinite 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	
NR (Gibraltar)		-	Inactive company utilized transactions in England
NRGenerating Holdings (No. 4) BV	56,489,118		Dutch holding company
Loy Yang Power Management Pty Ltd.	(1)		Operates coal fired power
Loy Yang Power Partners		-	Name of Partnership firm

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			power plant
Loy Yang Power Projects Pty Ltd.	(1)		Provides technical se plant
Gunwale BV	1,585		Holds shares in NRGGen
Sunshine State Power (No. 2) BV	21,864,789		Dutch holding company
Sunshine State Power BV	24,996,721		Dutch holding company
Gladstone Power Station Joint Venture	-		Owns Gladstone coal f
NRG Victoria I Pty Ltd.	23,804,059		International holding
NRG Victoria II Pty Ltd.	3,175,003		International holding
NRG Australia Holdings (No.4) Pty Ltd.	-		Static shelf company
NRG Victoria III Pty Ltd.	43,747,875		International holding
NRG Flinders Operating Services Pty Ltd.	(4,986,588)		Operating entity for
NRG Gladstone Operating Services Pty Ltd.	2,345,348		Operates coal fired p
NRG Gladstone Superannuation Pty Ltd.	(1)		Holds pension assets
NRG Collinsville Operating Services Pty Ltd.	432,189		International holding
Saale Energie Services GmbH	439,345		Provides consulting s
Saale Energie GmbH	120,418,440		German holding compan
NRG Energy loaned \$86,245,740 to Saale Energie GmbH under an intercompany short-term borrowing arrangement; indefinite maturity date; interest rate 4.75%-7.79%			
Kraftwerk Schkopau GbR	-		Owns Schkopau coal fi
Kraftwerk Schkopau Betriebsgesellschaft mbH	-		Operates Schkopau coa

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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	

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MIBRAG Industriekraftwerke Betriebs GmbH	n/a	99% Mitteldeutsche; 1% MIBRAG BV
MIBRAG Industriekraftwerke Vertriebsgesellschaft GmbH	n/a	99% Mitteldeutsche; 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
RBV Brennstoffvertrieb GmbH	n/a	33% Mitteldeutsche Braunkohlengesellschaft mbH
Ingenieurburo fur Grundwasser GmbH	n/a	25% Mitteldeutsche Braunkohlengesellschaft mbH
Fernwarme GmbH HohenmoisenWebau	n/a	49% Mitteldeutsche Braunkohlengesellschaft mbH
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 borrowing arrangement; due 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

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Lambique Beheer BV	129,074,512	International ho
MIBRAG BV	-	Owens 99% coal mi
Mitteldeutsche Braunkohlengesellschaft mbH	above	Operates MIBRAG plants
Montan Bildungs und Entwicklungsgesellschaft mbH	-	Project managemen protection, and
MIBRAG Industriekraftwerke Betriebs GmbH	-	Management of th
MIBRAG Industriekraftwerke Vertriebsgesellschaft GmbH	-	Sales of elect
MIBRAG Industriekraftwerke Vermögensverwaltungs und Beteteiligungs GmbH	-	Acquisition and takeover of rights of other
MIBRAG Industriekraftwerke GmbH & Co KG	-	Owens and opera
Gala - Mibrag - Services GmbH	-	Demolition, reco landscaping, and
RBV Brennstoffvertrieb GmbH	-	Market briquette
Ingenieurburo fur Grundwasser GmbH	-	Engineering in w remediation of h
Fernwarme GmbH HohenmoisenWebau	-	Heat supply and customers
Grobener Logistik GmbH	-	Transport servic
MUEG Mitteldeutsche UmweltEntsorgung GmbH (MUEG)	-	Coordination o 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

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		Holdings (No. 5) BV
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) BV.
Hsin Yu Energy Development Co. Ltd.	N/a	61.36% NRG Taiwan Holdings Company Limited, 38.64% Publicly Held
Entrade Holdings BV	n/a	100% NRGIBV
Kladno Power (No. 2) BV	n/a	100% Entrade Holdings BV
NRG Energy Inc. loaned Kladno Power (No. 2) BV \$46,800,928 under an intercompany short-term borrowing arrangement; due January 2003; non-interest bearing		
Matra Powerplant Holding BV	n/a	50% Kladno Power (No. 2) BV
ECK Generating s.r.o.	n/a	89% Matra Powerplant 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 Holdings LLC, 50% NRGenerating Luxembourg (No. 1) S.a.r.l.
NRGenerating Luxembourg (No. 6) S.a.r.l. Swiss Branch	n/a	100% NRGenerating

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		Luxembourg (No. 6) S.a.r.l.
NRGenerating Holdings (No. 21) BV	n/a	100% NRGenerating
		- Republic
NRGenerating Holdings (No. 3) BV*	1,665	Inactive
NRGenerating Holdings (No. 6) BV*	570	Inactive
NRGenerating Holdings (No. 14) BV	570	International
OU Nrg Energy Est	35,428	Provides inte services in E dissolved
NRGenerating Holdings (No. 16) BV*	570	Inactive
NRGenerating Holdings (No. 18) BV	-	International
NRGenerating Holdings (No. 19) BV	(2,220,890)	International
NRG Taiwan Holdings Company Limited	49,278,099	Taiwan holdin
Hsin Yu Energy Development Co. Ltd.	(54,902,861)	Owner of 170
Entrade Holdings BV	(110,929)	International
Kladno Power (No. 2) BV	(1,784,175)	International
NRG Energy Inc. loaned Kladno Power (No. 2) BV \$46,800,928 under an intercompany short-term borrowing arrangement; due January 2003; non-interest bearing		
Matra Powerplant Holding BV	-	Dutch holding
ECK Generating s.r.o.	-	Owens 300+ MW under constru
NRG Energy Development BV	(39,134)	Amsterdam dev
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 hold
NRGenerating Luxembourg (No. 6) S.a.r.l.	236,757,614	Luxembourg ho
NRGenerating Luxembourg (No. 6) S.a.r.l. Swiss Branch	-	Dormant Luxem
NRGenerating Holdings (No. 21) BV		International

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			Luxembourg (No. 6 S.a.r.l.
Compania Boliviana de Enegia Electrica SA	63,098,407		98.9% NRGenerating Holdings (No. 21)
Servicios Energeticos S.A.	n/a		100% Compania Boliviana de Enegia Electrica SA
Compania Boliviana de Enegia Electrica SA Bolivian Branch	n/a		100% Compania Boliviana de Enegia Electrica SA
Coniti Holdings BV	23,731		100% NRGenerating Holdings (No. 21)
Tosli Acquisition BV	n/a		100% NRGenerating Holdings (No. 21)
Itiquira Energetica SA	n/a		76.9% Tosli Acquisition BV
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-Pacific Ltd.
NRG Asia Corporate Services Pte Ltd.	N/a		100% NRG Asia-Pacific Ltd.
NRG PacGen Inc.	n/a		100% NRG
Pacific Generation Company	100		100% NRG PacGen I
Camas Power Boiler Limited Partnership	n/a		99% Pacific Generation Compan 1% Camas Power Boiler Inc.
Camas Power Boiler Inc.	10,000		100% Pacific Generation Compan
Pacific Generation Development Company*	n/a		100% Pacific Generation Compan
Energy National Inc.	21,612,489		100% Pacific Generation Compan

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Energy Investors Fund LP	n/a	3.1% Energy National Inc., 21% Crockett Cogeneration
Penobscot Energy Recovery Company	n/a	80.89% Energy National Inc.
Maine Energy Recovery Company	n/a	16.25% Energy National Inc.
Enigen Inc.	900,000	100% Energy National Inc.
	265,379,666	
Compania Boliviana de Energia Electrica SA	122,257,679	Owns and operates in Bolivia
Servicios Energeticos S.A.	-	International
Compania Boliviana de Energia Electrica SA Bolivian Branch	-	Bolivian branch
Coniti Holdings BV	23,064	International
Tosli Acquisition BV	35,134,428	Dutch holding
Itiquira Energetica SA	81,104,838	Formed to develop 156 MW hydroelectric
Tosli (Gibraltar) BV	-	Dutch holding
NRG Latin America Inc.	64,866	Provides international services in Latin America
NRG Asia-Pacific Ltd	3,468,368	Provides international services in Australia
NRG Pacific Corporate Services Pty Ltd.	-	Corporate services for NRG foreign companies
NRG Asia Corporate Services Pte Ltd.	711	Development of services outside of Australia
NRG PacGen Inc.	168,192,469	Domestic holding
Pacific Generation Company	(210,888,337)	Domestic holding
Camas Power Boiler Limited Partnership	9,987,321	Owns waste-wood paper mill
Camas Power Boiler Inc.	100,000	General partner Partnership
Pacific Generation Development Company*	-	Inactive

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Energy National Inc.	32,926,817	Domestic holdi
Energy Investors Fund LP	-	Domestic inves
Penobscot Energy Recovery Company	27,307,134	Owms waste-to-
Maine Energy Recovery Company	-	Sold 16% inter waste-to-energ
Enigen Inc.	856,985	General partne Project, Limit

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Pacific Generation Resources Company	50,000	100% Energy National Inc.
Pacific Orrington Energy Inc.	10,000	100% Energy National Inc.
Orrington Waste Ltd. Limited Partnership		16.66% Pacific Orrington Energy Inc.
Enifund Inc.*	200,000	100% Energy National Inc.
ESOCO Inc.	20,000	100% Energy National 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 Company
ONSITE Energy Inc.	100	100% Pacific Generation Company
ONSITE Soledad Inc.*	n/a	100% ONSITE Energy Inc.
ONSITE Marianas Corporation*	n/a	100% ONSITE Energy Inc.
ONSITE Funding Co.*	100	100% ONSITE Energy Inc.
Pacific-Mt. Poso Corporation	1,000	100% ONSITE Energy Inc.
Pacific Generation Holdings Company	100,000	100% Pacific

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		Generation Company
Pacific Recycling Energy Inc.*	200,000	100% Pacific Generation Holdings Company
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 Marketing 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 Inc.
Pacific Generation Resources Company	(4,000)	Currently a shell
Pacific Orrington Energy Inc.	-	Holds general and Orrington Waste,
Orrington Waste Ltd. Limited Partnership	-	Provides waste di municipalities to operators in Main
Enifund Inc.*	200,000	Inactive
ESOCO Inc.	2,681,914	Domestic holding
ESOCO Orrington Inc.	1,008,448	Operates Penobscot
ESOCO Molokai Inc.*	-	Inactive
ESOCO Soledad Inc.*	-	Inactive
Pacific Crockett Holdings Inc.	-	Domestic holding
ONSITE Energy Inc.	28,650,119	Domestic holding
ONSITE Soledad Inc.*	-	Inactive
ONSITE Marianas Corporation*	-	Inactive
ONSITE Funding Co.*	-	Inactive
Pacific-Mt. Poso Corporation	24,283	Currently a shell
Pacific Generation Holdings Company	2,943,273	Domestic holding

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Pacific Recycling Energy Inc.*	200,000	Inactive
ONSITE/US Power Limited Partnership No. 1*	-	Inactive
NRG Power Marketing Inc.	70,283,459	Holds power marke
NRG New Jersey Energy Sales LLC	-	Energy marketer
Power Operations Inc.	(500)	Provides O&M serv Newark and Parlin
NRG Sunnyside Operations GP Inc.	(64,873)	Currently a shell
NRG Sunnyside Operations LP Inc.	-	Currently a shell
NRG Cadillac Inc.	2,027,231	Domestic holding
Cadillac Renewable Energy LLC	-	Owns waste-wood f mill

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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	9,973
Lakefield Junction LLC*	n/a	100% NRG	-
NRG Energy Jackson Valley I Inc.	101,000	100% NRG	(284,824)
NRG Energy Jackson Valley II Inc.	2,401,000	100% NRG	-
Jackson Valley Energy Partners LP	n/a	48% NRG Energy Jackson Valley II Inc., 2% NRG Energy Jackson Valley I Inc.	-
San Joaquin Valley Energy Partners I LP	n/a	43% NRG Energy Jackson Valley II Inc., 2% San Joaquin Valley Energy I Inc.	-
San Joaquin Valley Energy I Inc.	n/a	100% NRG	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	-

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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)
NRG Western Affiliate Services Inc.	1,000	100% NRG	(206,850)
NRG Connecticut Affiliate Services Inc.	1,000	100% NRG	(1,275,099)
NRG International Development Inc.	n/a	100% NRG	-
NRG Development Company Inc.	n/a	100% NRG	-
Mid-Continent Power Company LLC	-	Shell; previously owned a cogeneration plant	-
Minnesota Waste Processing Company LLC	-	Owns municipal solid waste processing and transfer 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 LP	-
NRG Energy Jackson Valley II Inc.	-	Limited partner in Jackson Valley LP and San Joaquin Valley Energy Partners LP	-
Jackson Valley Energy Partners LP	-	Owns and operates waste lignite/cogeneration plant and lignite mining and reclamation operation	-
San Joaquin Valley Energy Partners I LP	-	Owns and operates 3 biomass waste-to-energy plants	-
San Joaquin Valley Energy I Inc.	1	General partner in San Joaquin Valley Energy Partners I, LP	-
San Joaquin Valley Energy IV Inc.	(62)	Currently a shell company	-
Okeechobee Power I Inc.	-	Currently a shell company	-
Okeechobee Power II Inc.	-	General partner in Kissimee Power Limited Partnership	-
Okeechobee Power III Inc.	-	Limited partner in Kissimee Power Limited Partnership	-
Kissimee Power Partners Limited Partnership*	-	Inactive	-
NRG Affiliate Services Inc.	-	Sponsor and holds the contracts and	-

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CL&P, Somerset and other entities

NRG Northeast Affiliate Services Inc.	(18,858,306)	Manage payroll and benefits for Hu
NRG Western Affiliate Services Inc.	(206,850)	Manage payroll and benefits for EL Long Beach
NRG Connecticut Affiliate Services Inc.	(1,275,099)	This entity will house the payroll Connecticut Operations, sponsor th Welfare plans,etc.
NRG International Development Inc.	-	Created to limit development expos where NRG is pursuing the transact certain types of partners - intern
NRG Development Company Inc.		Created to limit development expos where

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NRG Processing Solutions LLC	n/a	100% NRG	7,020,541
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
NRG Saguaro 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)
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)
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)

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NRG Oswego Harbor Power Operations Inc.	1,000	100% NRG Operating Services Inc.	(330,020)
NRG Dunkirk Operations Inc.	1,000	100% NRG Operating Services Inc.	(1,656,792)
NRG El Segundo Operations Inc.	1,000	100% NRG Operating Services Inc.	(1,545,205)
NRG Lakeshore Operations Inc.	n/a	100% NRG Operating Services Inc.	-
Somerset Operations Inc.	1,000	100% NRG Operating Services Inc.	(1,493,793)
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 is pursuing the transactions partners-domestic
NRG Processing Solutions LLC	7,020,541		Owns certain assets for the intake and sale of yard waste and separa
Tacoma Energy Recovery Company	(94)		Operate and manage power plant fo
NRG Mextrans Inc.	78,053		Will develop a transmission line station through Arizona into Mexi
NRG ComLease LLC	-		Used to hold lease agreements for on NRG owned stacks
NRG Operating Services Inc.	6,426,375		O&M services for Artesia, Cadilla and Minneapolis Energy Center pro
NRG Saguaro Operations Inc.	(147,740)		Operator of the 105 MW Saguaro Po
NRG Ashtabula Operations Inc.	-		Special purpose operating company services to Ashtabula plant
NRG Astoria Gas Turbine Operations Inc.	(120,932)		Special purpose operating company services contract to Astoria Gas
NRG Bay Shore Operations Inc.	-		Shell company that may be used as
NRG Cabrillo Power Operations Inc.	(2,811,066)		Special purpose operating company services contract to Cabrillo Pow Power II LLC

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NRG Cadillac Operations Inc.	(65,196)	Proposed operator for Cadillac wo Michigan
NRG East Lake Operations Inc.	-	Shell company that may be used as
NRG Norwalk Harbor Operations Inc.	(370,015)	Special purpose operating company services contract to Oswego Power Power LLC
NRG Oswego Harbor Power Operations Inc.	(330,020)	Special purpose operating company services contract to Oswego Power
NRG Dunkirk Operations Inc.	(1,656,792)	Special purpose operating company services contract to Dunkirk Power
NRG El Segundo Operations Inc.	(1,545,205)	Proposed operator for El Segundo
NRG Lakeshore Operations Inc.	-	Special purpose company providing Lakeshore plant
Somerset Operations Inc.	(1,493,793)	Proposed operator for Somerset co
NRG Middletown Operations Inc.	(459,138)	Special purpose operating company services contract to Middletown P
NRG Montville Operations Inc.	(248,233)	Special purpose operating company services contract to Montville Po
NRG Arthur Kill Operations Inc.	(112,938)	Special purpose operating company services contract to Arthur Kill
NRG Huntley Operations Inc.	(704,071)	Special purpose operating company services contract to Huntley Powe

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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)
Vienna Operations Inc.	1,000	100% NRG Operating Services Inc.	(129,528)
NRG Thermal LLC	-2,000	100% NRG	(101,478,096)
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
NRG Energy Center San Diego LLC	n/a	100% NRG Thermal	

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		LLC	16,021,075
NRG Energy Center Rock Tenn LLC	n/a	100% NRG Thermal LLC	4,946,309
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
NRG Energy Center Paxton Inc.	1,000	100% NRG Thermal LLC	1,276,408
NRG Energy Center Washco LLC	n/a	100% NRG Thermal LLC	2,104,055
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
NRG Thermal Services LLC	1,000	100% NRG Thermal LLC	3,930,752
NRG Energy Center Pittsburgh LLC	n/a	100% NRG Thermal LLC	19,281,306
NRG Energy Center San Francisco LLC	n/a	100% NRG Thermal LLC	31,757,249
NRG Rocky Road LLC	1,000	100% NRG	79,814,484
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
NRG Central US LLC	500	100% NRG	
NRG Devon Operations Inc.	(406,246)	Special purpose operating company to services contract to Devon Power LLC	
Indian River Operations Inc.	(1,726,020)	Special purpose operating company to services pursuant to a contract with LLC	
Vienna Operations Inc.	(129,528)	Special purpose operating company to services contract to Vienna Power LLC	
NRG Thermal LLC		The sole owner of all the LLCs under	

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	(101,478,096)	restructuring
NRG Energy Center Smyrna LLC	317,974	Created so we could enter into an op operate DEMEC's Warrne F. Beasley Pl
NRG Energy Center Minneapolis LLC	64,776,396	Owns and operates the district heati serving customers in the downtown Mi
NRG Energy Center San Diego LLC	16,021,075	Eventually will own and operate San Cooling, a chilled water plant servi downtown San Diego
NRG Energy Center Rock Tenn LLC	4,946,309	Owns assets in connection with the s Tenn Corporation in St. Paul
NRG Energy Center Grand Forks LLC	-	Shell; previously operated a thermal
NRG Energy Center Harrisburg Inc.	7,665,469	Entity to provide steam to the centr Harrisburg, PA
NRG Energy Center Paxton Inc.	1,276,408	Will own the cogen and sell steam to Harrisburg Inc.
NRG Energy Center Washco LLC	2,104,055	Owns assets in connection with the s Anderson Corporation and the State o Facility
NRG Thermal Operating Services LLC*	-	Inactive
NRG Energy Center Dover LLC	60,429,704	Own and operate electric generation Delaware
NRG Thermal Services LLC	3,930,752	Entity will hold the chiller plant a business for NRG Energy Center Harri
NRG Energy Center Pittsburgh LLC	19,281,306	Eventually will own and operate Pitt district heating and cooling plant
NRG Energy Center San Francisco LLC	31,757,249	Provides heating and cooling service
NRG Rocky Road LLC	79,814,484	Special purpose LLC formed to hold t interest in Rocky Road LLC
Rocky Road Power LLC	-	Holding ownership in generation faci
Termo Santander Holding (Alpha) LLC	-	Entity formed to purchase and therea equipment to Rocky Road Power, LLC
NRG Connecticut Generating LLC	-	Never used
South Central Generating Holding LLC	12,717,305	To hold 50% interest in NRG Central
NRG Central US LLC		To hold 50% interest in NRG Central

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			12,717,305
NRG South Central Generating LLC	-6,000	50% NRG Central US LLC, 50% South Central Generating Holding LLC	4,408,107
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)
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
NRG New Roads Holding LLC	1,000	100% NRG South Central Generating Holding LLC	13,574,433
NRG Sterlington Power LLC	1,000	100% NRG South Central Generating Holding LLC	64,699,376
Big Cajun I Peaking Power LLC	1,000	100% NRG South Central Generating Holding LLC	68,925,929
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
Meriden Gas Turbines LLC	1,000	100% NRG	46,834,571
NRG West Coast LLC	-1,000	100% NRG	346,746,375

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	12,717,305	
NRG South Central Generating LLC	4,408,107	Special purpose holding company
Big Cajun II Unit 4 LLC	-	675 MW coal unit at the existing Bi New Roads, Louisiana currently unde
NRG Bayou Cove LLC	(69,535,147)	Holding company for Bayou Cove Peak
Bayou Cove Peaking Power LLC	-	320 MW gas turbine peaking facility
Louisiana Generating LLC	368,080,214	Owns Cajun non-nuclear generating a
NRG New Roads Holding LLC	13,574,433	Holding company to hold title to ce due to federal regulatory reasons o Louisiana Generating LLC
NRG Sterlington Power LLC	64,699,376	Holds title to 200 MW simple cycle
Big Cajun I Peaking Power LLC	68,925,929	Develop, own and operate the Cajun
NRG Sabine River Works GP LLC	16,922	General partner of Sabine River 450 cogeneration project under construc
NRG Sabine River Works LP LLC	-	Limited partner of the Sabine River cogeneration project under construc
NRG Valmy Power Holdings LLC*	-	Inactive
NRG Valmy Power LLC*	-	Inactive
Valmy Power LLC*	-	Inactive
NRG Kaufman LLC	-	Holding company for power generatio
NRG Mesquite LLC	-	Project company for power generatio
Kaufman Cogen LP	2,472,968	Project company for power generatio
Meriden Gas Turbines LLC	46,834,571	Project entity to hold 540 MW green combined cycle electric generating
NRG West Coast LLC	346,746,375	Holding company for West Coast LLCs

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Saguaro Power LLC	n/a	100% NRG West Coast LLC	8,9
Eastern Sierra Energy Company	1,000	100% Saguaro Power	

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		LLC	65,943,5
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	3,381,5
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	
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	42,793,7
Conemaugh Power LLC	1,000	100% NRG MidAtlantic LLC	18,205,3
Indian River Power LLC	1,000	100% NRG MidAtlantic LLC	391,858,9
Keystone Power LLC	1,000	100% NRG MidAtlantic LLC	23,824,8
Vienna Power LLC	1,000	100% NRG MidAtlantic LLC	10,681,8
Northeast Generation Holding LLC	n/a	100% NRG	(519,981,6
NRG Eastern LLC	1,000	100% NRG	519,981,6

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Saguaro Power LLC	8,960	Acquired all the shares in
Eastern Sierra Energy Company	65,943,543	Production of electricity a
Saguaro Power Company Limited Partnership	-	Owns a combined cycle cogen
WCP (Generation) Holdings LLC	-	Holding company for West Co
West Coast Power LLC	-	West coast holding company west coast asset pool finan
Long Beach Generation LLC	-	Owns Long Beach gas-fired p
El Segundo Power LLC	-	Owns El Segundo gas-fired p
Cabrillo Power I LLC	-	Owns and operates Encina el
Cabrillo Power II LLC	-	Entity holding title to 17
El Segundo Power II LLC	1,690,780	Formed to acquire future as
Southwest Power Holdings LLC	-	Holding company for Southwe and Reid Gardner project in
Southwest Generation LLC	-	Holding company for Clark a companies
Clark Power LLC*	-	Inactive
Reid Gardner Power LLC	-	605 MW four coal-fired unit station and certain other r
MidAtlantic Generation Holding LLC	-	Domestic holding company
NRG MidAtlantic LLC	-	Holds 50% interest in NRG M
NRG MidAtlantic Generating LLC	42,793,758	Holds 50% interest in NRG M LLC
Conemaugh Power LLC	18,205,358	Entity holding title to 171 located in Conemaugh
Indian River Power LLC	391,858,993	Entity holding title to 784 in Delaware
Keystone Power LLC	23,824,827	Entity holding title to 171 located near Pittsburgh
Vienna Power LLC	10,681,811	Entity holding title to 170 located in Maryland
Northeast Generation Holding LLC	(519,981,638)	To hold 50% interest in NRG
NRG Eastern LLC	519,981,638	To hold 50% interest in NRG

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NRG Northeast Generating LLC	-10,000	50% NRG Eastern LLC, 50% Northeast Generation Holding LLC	4,446,830
Dunkirk Power LLC	1,000	100% NRG Northeast Generating LLC	124,233,298
Huntley Power LLC	1,000	100% NRG Northeast Generating LLC	117,200,057
Astoria Gas Turbine Power LLC	1,000	100% NRG Northeast Generating LLC	74,564,399
Arthur Kill Power LLC	1,000	100% NRG Northeast Generating LLC	207,419,406
Somerset Power LLC	1,000	100% NRG Northeast Generating LLC	1,608,570
Oswego Harbor Power LLC	1,000	100% NRG Northeast Generating LLC	51,258,900
Connecticut Jet Power LLC	1,000	100% NRG Northeast Generating LLC	21,720,549
Devon Power LLC	1,000	100% NRG Northeast Generating LLC	92,101,255
Middletown Power LLC	1,000	100% NRG Northeast Generating LLC	179,392,016
Montville Power LLC	1,000	100% NRG Northeast Generating LLC	65,368,886
Norwalk Power LLC	1,000	100% NRG Northeast Generating LLC	51,722,593
NRG Brazos Valley GP LLC	1,000	100% NRG	(1,307,804)
NRG Brazos Valley LP LLC	1,000	100% NRG	(129,472,621)
Brazos Valley Energy LP	n/a	99% NRG Brazos Valley LP LLC, 1% NRG Brazos Valley GP LLC	60,957,409
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
NRG Capital LLC	-1,000	100% NRG	

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(116,802,614)

NRG Finance Company I LLC	1,000	100% NRG Capital LLC	37,342,708
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)
NRG Ilion LP LLC	1,000	100% NRG	
NRG Northeast Generating LLC	4,446,830	Special purpose holding company	
Dunkirk Power LLC	124,233,298	Entity holding title to Dunkirk Station	
Huntley Power LLC	117,200,057	Entity holding title to the Huntley Station	
Astoria Gas Turbine Power LLC	74,564,399	Entity holding title to 614 MW Astoria Gas	
Arthur Kill Power LLC	207,419,406	Entity holding title to 842 MW Arthur Kill Station	
Somerset Power LLC	1,608,570	Company formed to acquire, operate and own generating plant in Somerset, Mass.	
Oswego Harbor Power LLC	51,258,900	Company formed to acquire, operate and own oil-fired operating units and 4 retired uni	
Connecticut Jet Power LLC	21,720,549	Sells electricity	
Devon Power LLC	92,101,255	Sells outstanding and thermal energy	
Middletown Power LLC	179,392,016	Sells electricity and thermal energy	
Montville Power LLC	65,368,886	Sells electricity and thermal energy	
Norwalk Power LLC	51,722,593	Sells electricity and thermal energy	
NRG Brazos Valley GP LLC	(1,307,804)	GP of Brazos Valley Energy LP	
NRG Brazos Valley LP LLC	(129,472,621)	LP of Brazos Valley Energy LP	
Brazos Valley Energy LP		Domestic holding company for NRG Brazos Val	

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60,957,409 Technology LP LLC and Brazos Valley Technol

NRG Brazos Valley Technology LP LLC	5,090	Domestic holding company owning 99% of Brazos Valley Technology LP
Brazos Valley Technology LP	50,192,032	Owner of a 633 MW gas-fired power plant in Brazos County, Texas that is under construction
NRG Capital LLC	(116,802,614)	The sole member of the borrower in connection with the \$2.5 billion construction/acquisition revolving credit facility
NRG Finance Company I LLC	37,342,708	Will act as the borrower under the proposed construction revolver
NRG Turbines LLC	779	Owner for financing purposes of certain turbines and their assignment to project companies
NRG Capital II LLC	-	Holds the membership interest in NRG Peaker Finance Company LLC
NRG Peaking Finance	(9,085,896)	Primarily to issue bonds secured by peaker assets of an affiliate, loaning of the money to such affiliate
NRG Ilion LP LLC		Established to serve as the LP of Indeck Ilion LP

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			27,5
NRG Ilion Limited Partnership	1,000	99% NRG Ilion LP LLC, 1% NRG Rockford Acquisition LLC	29,2
NRG Rockford Equipment LLC	n/a	100% NRG Ilion Limited Partnership	
NRG Rockford LLC	1,000	100% NRG Ilion Limited Partnership	10,2
NRG Rockford Acquisition LLC	-4,000	100% NRG	(54,0)
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	36,8
NRG Bourbonnais LLC	1,000	100% NRG Rockford Acquisition LLC	(15,9)
NRG Equipment Company LLC	n/a	100% NRG Rockford	

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		Acquisition LLC	
LS Power Management LLC*	n/a	100% NRG	
NRG Granite Acquisition LLC	1,000	100% NRG	4,5
Granite Power Partners II LP	-2,000	79% NRG, 21% NRG Granite Acquisition LLC	
LSP-Pike Energy LLC	1,000	100% Granite Power Partners II LP	(320,5
LSP-Nelson Energy LLC	1,000	100% Granite Power Partners II LP	(341,4
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	9,0
LSP Equipment LLC	1,000	100% Granite II Holding LLC	
LSP-Denver City Inc.	1,000	100% Granite II Holding LLC	
LSP-Kendall Energy LLC	1,000	100% Granite II Holding LLC	222,2
GPP Investors I LLC	1,000	100% Granite II Holding LLC	2,5
Denver City Energy Associates LP	1,000	49.5% GPP Investors I LLC	
LSP Batesville Holding LLC	1,000	100% Granite II Holding LLC	127,3
	27,586,735		
NRG Ilion Limited Partnership	29,247,618	Owns Ilion Energy Center, N Rockford Equipment LLC	
NRG Rockford Equipment LLC	62,520	Captive equipment retailer	
NRG Rockford LLC	10,233,445	Owner of Rockford electric	
NRG Rockford Acquisition LLC	(54,070,629)	Owner of project companies	

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NRG Bourbonnais Equipment LLC	-	Buy and sell qualified materials during the construction of
NRG Rockford Equipment II LLC	-	Captive for equipment retail
NRG Rockford II LLC	36,895,466	Owner of Rockford II electrical
NRG Bourbonnais LLC	(15,909,978)	Owner of Bourbonnais project
NRG Equipment Company LLC	-	Captive retailer located in
LS Power Management LLC*	-	Inactive
NRG Granite Acquisition LLC	4,584,788	Acquisition company used to acquire independent power project
Granite Power Partners II LP	3,002	Holding company for all LS independent power projects
LSP-Pike Energy LLC	(320,584,827)	Project company for 1160 MW plant in Mississippi
LSP-Nelson Energy LLC	(341,484,864)	Projects for 1160 MW plant
NRG Nelson Turbines LLC	-	Captive retailer
LSP-Hardee Energy LLC	-	Project company for 510 MW plant in Florida
Granite II Holding LLC	9,089,118	Holding company for Batesville projects
LSP Equipment LLC	1	Captive retailer that purchases from Kendall Energy, LLC
LSP-Denver City Inc.	25,298	GP in 487 MW plant in Texas
LSP-Kendall Energy LLC	222,267,225	Project company for 1160 MW plant in IL
GPP Investors I LLC	2,504,453	LP of 487 MW plant located
Denver City Energy Associates LP	-	Project company for 487 MW plant
LSP Batesville Holding LLC	127,356,331	LP of 837 MW plant located

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LSP Energy Inc.	1,000	100% LSP Batesville Holding LLC
LSP Energy Limited Partnership	-3,000	99% LSP Batesville Holding LLC, 1% LSP Energy Inc.
LSP Batesville Funding Corporation	1,000	100% LSP Batesville Holding LLC
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.
LSP Energy Inc.	425,735	GP of 837 MW plant located in Mi
LSP Energy Limited Partnership	(883,627)	Project company for 837 MW plant
LSP Batesville Funding Corporation	(9,831)	Finance company for 837 MW plant
NRG Telogia Power LLC	-	Entity acquired a portion of the
Telogia Power Inc.	-	Owns 67% of Telogia Power, Inc. of the stock of Timber Energy Re
Timber Energy Resources Inc.	1,800,294	Owns 14 MW biomass plant located mill in Georgia

(1) Investment is a non-consolidateing entity.

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ITEM 1 FOOTNOTES

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

SYSTEM COMPANY	SYSTEM COMPANY OWNERS	INVESTME
CPC Ltd. Partnership	49.5% by Dragon, 1% by Bear	Report
Borger Energy Associates LP	44.55% by Quixx Resources, 0.45% by Quixx Borger	Report
Denver City Energy Associates LP	49.5% by Quixx Resources, 0.5% by Quixx Mustang	Report
Quixx WRR, LP	99% by Quixx Resources, 1% by Quixx	Report
Windpower Partners 1994 LP	24.67% by Quixx, 0.33% by Quixx WPP94	Report

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KES Jamaica LP	99% by Quixx Jamaica, 1% by KES Montego	Report
Quixx Linden LP	0.5% by Quixxlin, 49.5% by Quixx	Report
Carolina Energy LP	1% by Quixx Carolina, 32% by Quixx	Report
Plover LLC	90% by Eloigne, 10% by Clearwater Investments	Report

SUBSIDIARIES OF MORE THAN ONE SYSTEM COMPANY FOR NRG ARE:

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

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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

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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
Albany Countryside LP	Ltd Partnership
Bemidji Townhouse LP	Ltd Partnership
Blaine North Pointe LP	Ltd Partnership
Bloomington Southview LP	Ltd Partnership
Brooklyn Center Leased Housing Associates LP	Ltd Partnership
Central Towers LP	Ltd Partnership
Chaska Brickstone LP	Ltd Partnership
Civic Center Apartments LLLP	Ltd Partnership
Colfax Prairie Homes LP	Ltd Partnership
Cottage Court LP	Ltd Partnership
Cottage Homesteads of Hillcrest LP	Ltd Partnership
Cottage Homesteads of Willow Ponds LP	Ltd Partnership
Cottages of Spring Lake Park LP	Ltd Partnership
Cottages of Vadnais Heights LP	Ltd Partnership
Crown Ridge Apartments LP	Ltd Partnership
Dakotah Pioneer LP	Ltd Partnership
Driftwood Partners LP	Ltd Partnership
East Creek LP	Ltd Partnership
Edenvale Family Housing LP	Ltd Partnership
Fairview Ridge LP	Ltd Partnership
Farmington Family Housing LP	Ltd Partnership
Farmington Townhomes LP	Ltd Partnership
Granite Hill LP	Ltd Partnership
Groveland Terrace Townhomes LP	Ltd Partnership
Hearthstone Village LP	Ltd Partnership
J & D 14-93 LP	Ltd Partnership
Jefferson Heights of Zumbrota LP	Ltd Partnership
Lakeville Court LP	Ltd Partnership
Lauring Green LP	Ltd Partnership
Links Lane a LP	Ltd Partnership
Lyndale Avenue Townhomes LP	Ltd Partnership
Mahtomedi Woodland LP	Ltd Partnership
Majestic View LP	Ltd Partnership
Mankato Townhomes I LP	Ltd Partnership
Marsh Run of Brainerd LP	Ltd Partnership
Marvin Garden LP	Ltd Partnership
MDI LP #44	Ltd Partnership
Moorhead Townhomes LP	Ltd Partnership
Oakdale Leased Housing Associates LP	Ltd Partnership
Park Rapids Townhomes LP	Ltd Partnership
Plover LLC	LLC

Polynesian Village 1994 LP	Ltd Partnership
R & W LP	Ltd Partnership

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Rochester Townhomes LP	Ltd Partnership
Rushford Housing LP	Ltd Partnership
RWIC Credit Fund LP	Ltd Partnership
Safe Haven Homes, LLC	LLC
Shade Tree Apartments LP	Ltd Partnership
Shakopee Boulder Ridge LP	Ltd Partnership
Shenandoah Woods LP	Ltd Partnership
Sioux Falls Housing Equity Fund I LP	Ltd Partnership
Sioux Falls Partners LP	Ltd Partnership
Sioux River LP	Ltd Partnership
St Cloud Housing LP	Ltd Partnership
Stratford Flats LP	Ltd Partnership
Tower Terrace LP	Ltd Partnership
Woodland Village LP	Ltd Partnership
Wyoming LP	Ltd Partnership
Wyoming LP II	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 Partne
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
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

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MM Hackensack Energy LLC	LLC
MM Nashville Energy LLC	LLC
MM Prima Deshecha Energy LLC	LLC
MM SKB Energy LLC	LLC

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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
Eastern Generation Services (India) Private Limited	Private Ltd
Flinders Power Partnership	Partners
Enfield Operations LLC	LLC
Gladstone Power Station Joint Venture	Unincorpora
Kraftwerk Schkopau GbR	Joint Ven
NRG Taiwan Holdings Company Limited	Co. Ltd. By
Camas Power Boiler Limited Partnership	Ltd Partne
Energy Investors Fund LP	Ltd Partne
Penobscot Energy Recovery Company	LLC
Maine Energy Recovery Company	LLC
The PowerSmith Cogeneration Project Limited Partnership	Ltd Partne
Orrington Waste Ltd. Limited Partnership	Ltd Partne
ENI Crockett Limited Partnership	Ltd Partne
Crockett Cogeneration, a California Limited Partnership	Ltd Partne
ONSITE/US Power Limited Partnership No. 1	Ltd Partne
Mt. Poso Cogeneration Company, a California Limited Partnership	Ltd Partne
Turners Falls Limited Partnership	Ltd Partne
Kingston Cogeneration Limited Partnership	Ltd Partne
Project Finance Fund III LP	Ltd Partne
Cadillac Renewable Energy LLC	LLC
Mid-Continent Power Company LLC	LLC
Minnesota Waste Processing Company LLC	LLC
Lakefield Junction LLC	LLC
Jackson Valley Energy Partners LP	Ltd Partne
San Joaquin Valley Energy Partners I LP	Ltd Partne
Kissimee Power Partners Limited Partnership	Ltd Partne

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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

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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 Partne
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 Partne
Meriden Gas Turbgines LLC	LLC
Saguaro Power LLC	LLC
Saguaro Power Company, a Limited Partnership	Ltd Partne
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
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

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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

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NRG Brazos Valley GP LLC	LLC
NRG Brazos Valley LP LLC	LLC
Brazos Valley Energy LP	Ltd Partne
NRG Brazos Valley Technology LP LLC	LLC
Brazos Valley Technology LP	Ltd Partne
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 Ilion LP LLC	LLC
NRG Ilion Limited Partnership	Ltd Partne
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 Partne
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
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 Partne
NRG Batesville LLC	LLC
NRG Telogia Power LLC	LLC
Timber Energy Resources Inc.	LLC

SUBSIDIARIES ADDED DURING THE YEAR BY XCEL ENERGY WERE:

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

SUBSIDIARIES ADDED DURING THE YEAR BY NRG WERE:

NAME OF SUBSIDIARY	DATE OF INCORP./ACQ.	STATE OF INCORPORATION	DESCRIPTION
NRG Andean Development Ltda.	01/11/2002	Bolivia	Development office for
NRG Ohio Ash Disposal LLC	01/16/2002	Delaware	Will own the ash dispos
NRG Lakeshore Generating LLC	01/16/2002	Delaware	Currently a shell compa
NRG Ashtabula Generating LLC	01/16/2002	Delaware	Currently a shell compa entity
NRG Power Options Inc.	02/04/2002	Delaware	Develops, owns and oper the US
NRG Nelson Turbines LLC	02/19/2002	Delaware	Captive retailer for Ne
NM Colton Genco LLC	03/18/2002	Delaware	Owns and operates landf facility on

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NM Mid Valley Genco LLC	03/18/2002	Delaware	Colton landfill Owns and operates landf facility on Mid Valley
NM San Timoteo Genco LLC	03/18/2002	Delaware	Owns and operates landf facility on San Timoteo
NM Milliken Genco LLC	03/18/2002	Delaware	Owns and operates landf facility on Milliken la
NRG Woodland Operations LLC	03/18/2002	Delaware	Operates facility in Wo
Entrade Poland Sp. Z.o.o.	03/19/2002	Poland	Polish branch of Entrad
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 bond an affiliate, loaning o etc.
NRG Eastlake Operations Inc.	04/09/2002	Delaware	Currently a shell compa entity
NRG Lakeshore Operations Inc.	04/09/2002	Delaware	Special purpose operati contract to Lakeshore P
NRG Ashtabula Operations Inc.	04/09/2002	Delaware	Special purpose operati contract to Ashtabula P
NRG Bay Shore Operations Inc.	04/09/2002	Delaware	Currently a shell compa entity
NRG Capital II LLC	04/22/2002	Delaware	Holds the membership in Company LLC
NRG Connecticut Equipment LLC	09/20/2002	Delaware	Captive retailer for ho deferring sales/use tax

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Cobee Holdings Inc. was converted to Cobee Holdings LLC	12/12/2002	Delaware	Domestic holding company America
NRG International Inc. was converted to NRG International LLC	11/18/2002	Delaware	Domestic holding company
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 the services business for NRG
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 Products and Services Inc.
Energy Masters Inc.	Name Change	Changed to - Planergy Housing Inc.
NRG Acquisition Company LLC	Merged	Merged to - NRG Energy Inc. - 6/3/2002

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
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 Kangal Elektrik Limited Sirketi	Dissolved	12/13/2002

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Le Paz Inc.	Dissolved	7/24/2002
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 Cetner 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

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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 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

NAMES OF COMPANY
ISSUING, GUARANTEEING, OR DATE

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AND TITLE OF ISSUE (1)	ASSUMING SECURITIES (2)	TRANSA (3)
Energy Masters International Surety Bonds for various purposes including notary bonds and performance bonds		
End of year balance	Energy Masters	12/31
Highest balance during the year	International	12/31
Northern States Power Company-Minnesota Surety Bonds for various purposes including performance bonds, right of way bonds and various license and permits.		
End of year balance	Northern States Power	12/31
Highest balance during the year	Company-Minnesota	12/31
Public Service Company of Colorado Surety Bonds for performance and payment		
End of year balance	Public Service Company	12/31
Highest balance during the year	of Colorado	12/31
Utility Engineering Surety Bonds for performance and payment		
End of year balance	Utility Engineering	12/31
Highest balance during the year		12/31
Planergy ABB Kentucky	Planergy	1/17/

NAME OF ISSUER AND TITLE OF ISSUE (1)	NAMES OF COMPANY ISSUING, GUARANTEEING, OR ASSUMING SECURITIES (2)	DATE TRANSA (3)
NRG Finance Co. I LLC Due March 2006, wtd avg 2002 rate 4.92%	Various NRG Subsidiaries	May 2
Brazos Valley LLC Due June 2008, wtd avg 2002 rate 4.41%	NRG - Brazos Valley	June 2
NRG Energy revolving line of credit, highest outstanding 12/31/02, wtd avg rate 5.14%	NRG	March
Kendall working capital line of credit, \$0 outstanding during 2002	NRG - Kendall	January
Brazos Valley working capital line of credit, \$0 outstanding during 2002	NRG - Brazos Valley	June 2
MidAtlantic Generating working capital line of credit, highest outstanding on 12/31/02, wtd avg rate 4.41%	NRG - MidAtlantic	November
NRG McClain LLC working capital line of credit, highest outstanding on 12/31/02, wtd avg rate 4.55%	NRG McClain	November
South Central working capital, highest outstanding on 06/17/2002, wtd avg rate 3.03%	NRG - South Central	March

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Flinders refurbishment facility agreement	NRG - Flinders	March
Itiquira Eletrobras' preferred shares	NRG - Itiquira	November
Cahua loan with Banco Financiero	NRG - Cahua	June 2
NRG Letter of Credit with ANZ	NRG Energy	December

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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)
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)

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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)
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)	EXTIN OR FURTH
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 Crockett	South Central Working Capital Crockett	(40,000,000) (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)	

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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 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.

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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
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.

NAME OF COMPANY (ADD ABBREVIATION USED HEREIN)	SHARES OWNED	PERCENT OF VOTING POWER	ISSUER'S BOOK VALUE	OWNER'S BOOK VALUE	
Beaver Ditch Co.	(1)	8% by PSCo	(1)	(1)	Cool
Consolidated Mutual Water Co.	(1)	0.002% by PSCo	(1)	(1)	Cool
Dry Creek No. 2 Ditch Co.	(1)	9.37% by PSCo	(1)	(1)	Cool
Erkenbeck Lateral Ditch Co.	(1)	4.97% by PSCo	(1)	(1)	Cool
Farmers Extension Ditch Co.	(1)	0.50% by PSCo	(1)	(1)	Cool
Fort Morgan Reservoir and Irrigation Co.	(1)	1.76% by PSCo	(1)	(1)	Cool
Grand Valley Irrigation Co.	(1)	0.08% by PSCo	(1)	(1)	Cool
Highland Ditch Co.	(1)	1.55% by PSCo	(1)	(1)	Cool
Lupton Meadows Ditch Co.	(1)	1.65% by PSCo	(1)	(1)	Cool
McDonald (Prairie) Ditch Co.	(1)	7.93% by PSCo	(1)	(1)	Cool
Mutual Lateral Ditch Co.	(1)	5% by PSCo	(1)	(1)	Cool
Twin Lakes Reservoir and Irrigation Co.	(1)	1.51% by PSCo	(1)	(1)	Cool
Upper Platte and Beaver Ditch Co.	(1)	0.60% by PSCo	(1)	(1)	Cool
Western Mutual Ditch Co.	(1)	0.25% by PSCo	(1)	(1)	Cool
Westmoor Acres Irrigation Co.	(1)	9.09% by PSCo	(1)	(1)	Cool
Denver City Energy Associates LP	n/a	0.50% by Quixx Mustang	1,056,963	(2)	Ener
Quixx Linden LP	n/a	0.50% by Quixxlin	(2)	(2)	Ener
Borger Energy Associates LP (Borger)	n/a	0.45% by Quixx Borger	(2)	(2)	Ener
Carolina Energy LP	n/a	1% by Quixx Carolina	(2)	(2)	Ener
Windpower Partners 1994 LP	n/a	0.33% by Quixx WPP94	(2)	(2)	Ener
Quixx WRR LP	n/a	1% by Quixx	3,986,881	(2)	Ener
KES Jamaica LP	n/a	1% by KES Montego	(13,216)	(13,216)	Ener

(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 generating facilities. (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.

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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
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
Bulloch, Gina L.	1480 Welton, Inc.
Delaney, Judith A.	1480 Welton, Inc.
Evans, Cynthia A.	1480 Welton, Inc.
Haley, Nancy A.	1480 Welton, Inc.
Hart, Cathy J.	1480 Welton, Inc.
Leshner, Cynthia L.	1480 Welton, Inc.
Peterson, Carol J.	1480 Welton, Inc.
Schell, Mary P.	1480 Welton, Inc.
Widdel, Susan G.	1480 Welton, Inc.
Ziebell, Anne M.	1480 Welton, Inc.

Barron, Eddie T.	Applied Power Associates, Inc.
Corbell, Royce W.	Applied Power Associates, Inc.
Haley, Nancy A.	Applied Power Associates, Inc.

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Henderson, Billy B.	Applied Power Associates, Inc.
Kelly, Richard C.	Applied Power Associates, Inc.
McCausland, Robert Ross	Applied Power Associates, Inc.
Rugg, Raymond F.	Applied Power Associates, Inc.
Ziebell, Anne M.	Applied Power Associates, Inc.

Steele, James J.	Bear Energy Corporation
Zenner, Thomas H.	Bear Energy Corporation

Bonavia, Paul J.	Black Mountain Gas Company
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Brunetti, Wayne H.	Black Mountain Gas Company
Chettle, Noni B.	Black Mountain Gas Company
Delaney, Judith A.	Black Mountain Gas Company
Fowke, Ben G. III	Black Mountain Gas Company
Haley, Nancy A.	Black Mountain Gas Company
Hart, Cathy J.	Black Mountain Gas Company
Johnson, Gary R.	Black Mountain Gas Company
Kelly, Richard C.	Black Mountain Gas Company
Peterson, Carol J.	Black Mountain Gas Company
Petillo, J. T.	Black Mountain Gas Company
Reiber, John	Black Mountain Gas Company
Ripka, David E.	Black Mountain Gas Company
Schell, Mary P.	Black Mountain Gas Company
Tessier, Ann	Black Mountain Gas Company
Ziebell, Anne M.	Black Mountain Gas Company

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

Delaney, Judith A.	Borger Funding Corporation
Gross, Scott	Borger Funding Corporation
Haley, Nancy A.	Borger Funding Corporation
McCausland, Robert Ross	Borger Funding Corporation
Murphy, Mel	Borger Funding Corporation
Peterson, Carol J.	Borger Funding Corporation
Rugg, Raymond F.	Borger Funding Corporation
Sinclair, Stephen	Borger Funding Corporation

Alvaro, Jay	Cadence Network, Inc.
Case, Janice B.	Cadence Network, Inc.
Christopher, James	Cadence Network, Inc.
Collins, Jack A.	Cadence Network, Inc.

Doyle, William F.	Cadence Network, Inc.
King, Stephen M.	Cadence Network, Inc.
Ingle, Donald B.	Cadence Network, Inc.
Jaeger, Douglas W.	Cadence Network, Inc.
Lieberman, Jeff	Cadence Network, Inc.
Ludlow, Madeleine	Cadence Network, Inc.
Noonan, Sheila	Cadence Network, Inc.

Bonavia, Paul J.	Cheyenne Light, Fuel and Power Company
Brunetti, Wayne H.	Cheyenne Light, Fuel and Power Company
Delaney, Judith A.	Cheyenne Light, Fuel and Power Company
Evans, Cynthia A.	Cheyenne Light, Fuel and Power Company
Fowke, Ben G. III	Cheyenne Light, Fuel and Power Company
Gray, William W.	Cheyenne Light, Fuel and Power Company
Haley, Nancy A.	Cheyenne Light, Fuel and Power Company
Hart, Cathy J.	Cheyenne Light, Fuel and Power Company

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Johnson, Gary J.	Cheyenne Light, Fuel and Power Company
Kaysen, Richard L.	Cheyenne Light, Fuel and Power Company
Kelly, Richard C.	Cheyenne Light, Fuel and Power Company
Peterson, Carol J.	Cheyenne Light, Fuel and Power Company
Petillo, J. T.	Cheyenne Light, Fuel and Power Company
Pomeroy, William J.	Cheyenne Light, Fuel and Power Company
Ripka, David E.	Cheyenne Light, Fuel and Power Company
Schell, Mary P.	Cheyenne Light, Fuel and Power Company
Ziebell, Anne M.	Cheyenne Light, Fuel and Power Company

Berg, William L.	Chippewa and Flambeau Improvement Company
Blevins, W.	Chippewa and Flambeau Improvement Company
Everson, Karen L.	Chippewa and Flambeau Improvement Company
Larsen, Jerome L.	Chippewa and Flambeau Improvement Company
Zawacki, William P.	Chippewa and Flambeau Improvement Company

Everson, Karen L.	Clearwater Investments, Inc.
Ewanika, Robert H.	Clearwater Investments, Inc.
Fowke, Ben G. III	Clearwater Investments, Inc.
Fox, Jean C.	Clearwater Investments, Inc.
Gray, Eric V.	Clearwater Investments, Inc.
Haley, Nancy A.	Clearwater Investments, Inc.
Hart, Cathy J.	Clearwater Investments, Inc.
Reecy, Jacqueline S.	Clearwater Investments, Inc.
Schell, Mary P.	Clearwater Investments, Inc.
Swenson, Michael L.	Clearwater Investments, Inc.
Wilson, John D.	Clearwater Investments, Inc.
Ziebell, Anne M.	Clearwater Investments, Inc.

Albiani, Scott	Consolidated Extension Canal Company
Gardner, Loyde	Consolidated Extension Canal Company
Halffield, Donald R. Jr.	Consolidated Extension Canal Company

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Rhodes, Randolph A.	Consolidated Extension Canal Company
Ridley, Harrell	Consolidated Extension Canal Company

Hardenbergh, Frank E.	Denver City Energy Associates, LP
Heller, Clarence	Denver City Energy Associates, LP
Johnson, Doug	Denver City Energy Associates, LP
McCausland, Robert Ross	Denver City Energy Associates, LP
Murphy, Mel	Denver City Energy Associates, LP
Witzing, Michael	Denver City Energy Associates, LP

Albiani, Scott	East Boulder Ditch Company
Rhodes, Randolph A.	East Boulder Ditch Company
TenEyck, Greg	East Boulder Ditch Company

Delaney, Judith A.	e prime Energy Marketing, Inc.
Figoli, Darla	e prime Energy Marketing, Inc.
Gersack, Michael C.	e prime Energy Marketing, Inc.
Haley, Nancy A.	e prime Energy Marketing, Inc.
Hart, Cathy J.	e prime Energy Marketing, Inc.
Kawakami, Timothy	e prime Energy Marketing, Inc.
Peterson, Carol J.	e prime Energy Marketing, Inc.
Schell, Mary P.	e prime Energy Marketing, Inc.
Vincent, Patricia K.	e prime Energy Marketing, Inc.

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Ziebell, Anne M. e prime Energy Marketing, Inc.

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

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

Bonavia, Paul J. e prime, Inc.
 Delaney, Judith A. e prime, Inc.
 Duran, W. David e prime, Inc.
 Fowke, Ben G. III e prime, Inc.
 Haley, Nancy A. e prime, Inc.

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Hart, Cathy J. e prime, Inc.
 Haupt, James L. e prime, Inc.
 Kelly, Richard C. e prime, Inc.
 Krattenmaker, Kelly J. e prime, Inc.
 Peterson, Carol J. e prime, Inc.
 Schell, Mary P. e prime, Inc.
 Wilks, David M. e prime, Inc.
 Ziebell, Anne M. e prime, Inc.

Ewanika, Robert H. Eloigne Company
 Gray, Eric V. Eloigne Company
 Haley, Nancy A. Eloigne Company
 Hart, Cathy J. Eloigne Company
 Johnson, Gary R. Eloigne Company
 McCarten, Laura Eloigne Company
 Peterson, Carol J. Eloigne Company
 Schell, Mary P. Eloigne Company
 Ziebell, Anne M. Eloigne Company

Cann, Howard W. Energy Masters International, Inc.
 Delaney, Judith A. Energy Masters International, Inc.
 Gersack, Michael C. Energy Masters International, Inc.
 Gill, Natalie D. Energy Masters International, Inc.
 Haley, Nancy A. Energy Masters International, Inc.
 Hart, Cathy J. Energy Masters International, Inc.
 Kelly, Richard C. Energy Masters International, Inc.
 Peterson, Carol J. Energy Masters International, Inc.
 Schell, Mary P. Energy Masters International, Inc.

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Schleifer, Paul	Energy Masters International, Inc.
Sprangers, John C.	Energy Masters International, Inc.
Vincent, Patricia K.	Energy Masters International, Inc.
Ziebell, Anne M.	Energy Masters International, Inc.

Albiani, Scott	Enterprise Irrigating Ditch Company
Neibur, Jay	Enterprise Irrigating Ditch Company
Rhodes, Randolph A.	Enterprise Irrigating Ditch Company

Albiani, Scott	Fisher Ditch Company
Fiore, Larry	Fisher Ditch Company
Gavito, Kenneth L.	Fisher Ditch Company
Halffield, Donald R. Jr.	Fisher Ditch Company
Paulino, Mike	Fisher Ditch Company

Gross, Scott	Front Range Energy Associates, LLC
Hopper, Jay	Front Range Energy Associates, LLC
McCausland, Robert Ross	Front Range Energy Associates, LLC
Robeson, Rose	Front Range Energy Associates, LLC
Wyrsh, Martha B.	Front Range Energy Associates, LLC

Bulloch, Gina L.	Green and Clear Lakes Company
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Delaney, Judith A.	Green and Clear Lakes Company
Evans, Cynthia A.	Green and Clear Lakes Company
Haley, Nancy A.	Green and Clear Lakes Company
Hart, Cathy J.	Green and Clear Lakes Company
Leshner, Cynthia L.	Green and Clear Lakes Company
Peterson, Carol J.	Green and Clear Lakes Company
Schell, Mary P.	Green and Clear Lakes Company
Widdel, Susan G.	Green and Clear Lakes Company
Ziebell, Anne M.	Green and Clear Lakes Company

Rushton, Richard T.	Guardian Pipeline, LLC
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Albiani, Scott	Hillcrest Ditch and Reservoir Company
Alexander, Rob	Hillcrest Ditch and Reservoir Company
Rhodes, Randolph A.	Hillcrest Ditch and Reservoir Company

Fowke, Ben G. III	Johnstown Cogeneration Company, LLC
Krattenmaker, Kelly J.	Johnstown Cogeneration Company, LLC

Gross, Scott	KES Montego, Inc.
Haley, Nancy A.	KES Montego, Inc.
McCausland, Robert Ross	KES Montego, Inc.
Peterson, Carol J.	KES Montego, Inc.
Rugg, Raymond F.	KES Montego, Inc.
Ziebell, Anne M.	KES Montego, Inc.

Albiani, Scott	Las Animas Consolidated Canal Company
Brown, Glen	Las Animas Consolidated Canal Company
Elder, Bill J.	Las Animas Consolidated Canal Company
Halffield, Donald R. Jr.	Las Animas Consolidated Canal Company
Rhodes, Randolph A.	Las Animas Consolidated Canal Company

Dallinger, Curtis C.	Natural Station Equipment, LLC
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Vincent, Patricia K.	Natural Station Equipment, LLC

Delaney, Judith A.	NCE Communications, Inc.
Evans, Cynthia A.	NCE Communications, Inc.
Fowke, Ben G. III	NCE Communications, Inc.
Haley, Nancy A.	NCE Communications, Inc.
Hart, Cathy J.	NCE Communications, Inc.
Kelly, Richard C.	NCE Communications, Inc.
Peterson, Carol J.	NCE Communications, Inc.
Schell, Mary P.	NCE Communications, Inc.
Stoering, Mark E.	NCE Communications, Inc.
Vincent, Patricia K.	NCE Communications, Inc.
Ziebell, Anne M.	NCE Communications, Inc.

Cole, Perry	Northern Colorado Telecommunications, LLC
Fowke, Ben G. III	Northern Colorado Telecommunications, LLC
Pederson, Jerry	Northern Colorado Telecommunications, LLC
Vincent, Patricia K.	Northern Colorado Telecommunications, LLC

Bonavia, Paul J.	Northern States Power Company - MN

Brunetti, Wayne H.	Northern States Power Company - MN
Delaney, Judith A.	Northern States Power Company - MN
Fowke, Ben G. III	Northern States Power Company - MN
Gogel, Raymond E.	Northern States Power Company - MN
Haley, Nancy A.	Northern States Power Company - MN
Hart, Cathy J.	Northern States Power Company - MN
Johnson, Gary R.	Northern States Power Company - MN
Kelly, Richard C.	Northern States Power Company - MN
Larson, Kent T.	Northern States Power Company - MN
Leshner, Cynthia L.	Northern States Power Company - MN
Peterson, Carol J.	Northern States Power Company - MN
Petillo, J. T.	Northern States Power Company - MN
Rechek, Peter F.	Northern States Power Company - MN
Ripka, David E.	Northern States Power Company - MN
Schell, Mary P.	Northern States Power Company - MN
Vincent, Patricia K.	Northern States Power Company - MN
Wilks, David M.	Northern States Power Company - MN
Ziebell, Anne M.	Northern States Power Company - MN

Bonavia, Paul J.	Northern States Power Company - WI
Brunetti, Wayne H.	Northern States Power Company - WI
Fowke, Ben G. III	Northern States Power Company - WI
Fox, Jean C.	Northern States Power Company - WI
Gogel, Raymond E.	Northern States Power Company - WI
Haley, Nancy A.	Northern States Power Company - WI
Hart, Cathy J.	Northern States Power Company - WI
Johnson, Gary R.	Northern States Power Company - WI
Kelly, Richard C.	Northern States Power Company - WI
Leshner, Cynthia L.	Northern States Power Company - WI
Peterson, Carol J.	Northern States Power Company - WI
Petillo, J. T.	Northern States Power Company - WI
Ripka, David E.	Northern States Power Company - WI
Schell, Mary P.	Northern States Power Company - WI
Swenson, Michael L.	Northern States Power Company - WI
Vincent, Patricia K.	Northern States Power Company - WI

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Wilks, David M.	Northern States Power Company - WI
Wilson, John D.	Northern States Power Company - WI
Ziebell, Anne M.	Northern States Power Company - WI

Brunetti, Wayne H.	NRG Energy, Inc.
Carpenter, Jay M.	NRG Energy, Inc.
Davido, Scott A.	NRG Energy, Inc.
Haley, Nancy A.	NRG Energy, Inc.
Johnson, Gary R.	NRG Energy, Inc.
Kelly, Richard C.	NRG Energy, Inc.
Pieper, William T.	NRG Energy, Inc.

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Ziebell, Anne M.	NRG Energy, Inc.
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Bulloch, Gina L.	NSP Lands, Inc.
Everson, Karen L.	NSP Lands, Inc.
Flynn, Ronald F.	NSP Lands, Inc.
Fox, Jean C.	NSP Lands, Inc.
Haley, Nancy A.	NSP Lands, Inc.
Hart, Cathy J.	NSP Lands, Inc.
Leshner, Cynthia L.	NSP Lands, Inc.
Musso, James A.	NSP Lands, Inc.
Pagel, Lori R.	NSP Lands, Inc.
Schell, Mary P.	NSP Lands, Inc.
Swenson, Michael L.	NSP Lands, Inc.
Widdel, Susan G.	NSP Lands, Inc.
Wilson, John D.	NSP Lands, Inc.
Ziebell, Anne M.	NSP Lands, Inc.

Brunetti, Wayne H.	NSP Nuclear Corporation
Delaney, Judith A.	NSP Nuclear Corporation
Haley, Nancy A.	NSP Nuclear Corporation
Hart, Cathy J.	NSP Nuclear Corporation
Kelly, Richard C.	NSP Nuclear Corporation
Peterson, Carol J.	NSP Nuclear Corporation
Schell, Mary P.	NSP Nuclear Corporation
Wilks, David M.	NSP Nuclear Corporation
Ziebell, Anne M.	NSP Nuclear Corporation

Anderson, Roy A.	Nuclear Management Company, LLC
Bohn, Lyle H.	Nuclear Management Company, LLC
Brunetti, Wayne H.	Nuclear Management Company, LLC
Cayia, Fred	Nuclear Management Company, LLC
Cooper, Doug	Nuclear Management Company, LLC
Coutu, Tom	Nuclear Management Company, LLC
Cowan, John P.	Nuclear Management Company, LLC
Ekstrom, Dean E.	Nuclear Management Company, LLC
Ewers, Benjamin J. Jr.	Nuclear Management Company, LLC
Forbes, Jeff	Nuclear Management Company, LLC
Nazar, Mano	Nuclear Management Company, LLC
Peifer, Mark	Nuclear Management Company, LLC
Reddemann, Mark	Nuclear Management Company, LLC
Rogoff, Jonathan M.	Nuclear Management Company, LLC
Sellman, Michael B.	Nuclear Management Company, LLC
Solyossy, Joe	Nuclear Management Company, LLC
Wadley, Michael D.	Nuclear Management Company, LLC

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Wilson, David L. Nuclear Management Company, LLC

Cann, Howard W. Planergy Capital Associates, Inc.
 Delaney, Judith A. Planergy Capital Associates, Inc.

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Gersack, Michael C. Planergy Capital Associates, Inc.
 Gill, Natalie D. Planergy Capital Associates, Inc.
 Haley, Nancy A. Planergy Capital Associates, Inc.
 Hart, Cathy J. Planergy Capital Associates, Inc.
 Peterson, Carol J. Planergy Capital Associates, Inc.
 Schell, Mary P. Planergy Capital Associates, Inc.
 Schleifer, Paul Planergy Capital Associates, Inc.
 Sprangers, John C. Planergy Capital Associates, Inc.
 Vincent, Patricia K. Planergy Capital Associates, Inc.
 Ziebell, Anne M. Planergy Capital Associates, Inc.

Cann, Howard W. Planergy Energy Services Corporation
 Delaney, Judith A. Planergy Energy Services Corporation
 Gersack, Michael C. Planergy Energy Services Corporation
 Gill, Natalie D. Planergy Energy Services Corporation
 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

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

Cann, Howard W. Planergy, Inc.
 Delaney, Judith A. Planergy, Inc.

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Gersack, Micahel C.	Planergy, Inc.
Gill, Natalie D.	Planergy, Inc.
Haley, Nancy A.	Planergy, Inc.
Hart, Cathy J.	Planergy, Inc.
Peterson, Carol J.	Planergy, Inc.
Schell, Mary P.	Planergy, Inc.
Schleifer, Paul	Planergy, Inc.
Sprangers, John C.	Planergy, Inc.

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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
Delaney, Judith A.	Planergy Limited
Gersack, Michael C.	Planergy Limited
Gill, Natalie D.	Planergy Limited
Haley, Nancy A.	Planergy Limited
Hart, Cathy J.	Planergy Limited
Peterson, Carol J.	Planergy Limited
Schell, Mary P.	Planergy Limited
Schleifer, Paul	Planergy Limited
Vincent, Patricia K.	Planergy Limited
Ziebell, Anne M.	Planergy Limited

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

Cann, Howard W.	Planergy Services of Houston, Inc.
Delaney, Judith A.	Planergy Services of Houston, Inc.
Gersack, Michael C.	Planergy Services of Houston, Inc.
Gill, Natalie D.	Planergy Services of Houston, Inc.

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Haley, Nancy A. Planergy Services of Houston, Inc.

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

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

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

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

 Barron, Eddie T. Precision Resource Company

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Brazille, Doris	Precision Resource Company
Ewell, Kenneth	Precision Resource Company
Gresham, Robert	Precision Resource Company
McNabb, Barbara	Precision Resource Company
Rugg, Raymond F.	Precision Resource Company
Splawn, Gwen	Precision Resource Company
Troublefield, Danny	Precision Resource Company

Everett, Kenneth	Proto-Power Corporation
Ewell, Kenneth	Proto-Power Corporation
Geaney, George	Proto-Power Corporation
Henderson, Billy B.	Proto-Power Corporation
Rugg, Raymond F.	Proto-Power Corporation

Delaney, Judith A.	PSR Investments, Inc.
Fowke, Ben G. III	PSR Investments, Inc.
Haley, Nancy A.	PSR Investments, Inc.
Hart, Cathy J.	PSR Investments, Inc.
Johnson, Gary R.	PSR Investments, Inc.
Kelly, Richard C.	PSR Investments, Inc.
Lewis, Nicolai A.	PSR Investments, Inc.
Peterson, Carol J.	PSR Investments, Inc.
Ripka, David E.	PSR Investments, Inc.
Schell, Mary P.	PSR Investments, Inc.
Ziebell, Anne M.	PSR Investments, Inc.

Bonavia, Paul J.	Public Service Company of Colorado
Brunetti, Wayne H.	Public Service Company of Colorado
Delaney, Judith A.	Public Service Company of Colorado
Evans, Cynthia A.	Public Service Company of Colorado
Fowke, Ben G. III	Public Service Company of Colorado
Gogel, Raymond E.	Public Service Company of Colorado
Haley, Nancy A.	Public Service Company of Colorado
Hart, Cathy J.	Public Service Company of Colorado
Johnson, Gary R.	Public Service Company of Colorado
Kelly, Richard C.	Public Service Company of Colorado
Leshner, Cynthia L.	Public Service Company of Colorado
Martin, Cheryl A.	Public Service Company of Colorado
Peterson, Carol J.	Public Service Company of Colorado
Petillo, J. T.	Public Service Company of Colorado
Ripka, David E.	Public Service Company of Colorado
Schell, Mary P.	Public Service Company of Colorado
Vincent, Patricia K.	Public Service Company of Colorado
Wilks, David M.	Public Service Company of Colorado
Ziebell, Anne M.	Public Service Company of Colorado

Delaney, Judith A.	Quixx Borger Cogen, Inc.
Gross, Scott	Quixx Borger Cogen, Inc.

Haley, Nancy A.	Quixx Borger Cogen, Inc.
McCausland, Robert Ross	Quixx Borger Cogen, Inc.
Murphy, Mel	Quixx Borger Cogen, Inc.
Peterson, Carol J.	Quixx Borger Cogen, Inc.
Rugg, Raymond F.	Quixx Borger Cogen, Inc.

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Gross, Scott	Quixx Carolina, Inc.
Haley, Nancy A.	Quixx Carolina, Inc.
McCausland, Robert Ross	Quixx Carolina, Inc.
Peterson, Carol J.	Quixx Carolina, Inc.
Rugg, Raymond F.	Quixx Carolina, Inc.

Barron, Eddie T.	Quixx Corporation
Brunetti, Wayne H.	Quixx Corporation
Corbell, Royce W.	Quixx Corporation
Delaney, Judith A.	Quixx Corporation
Haley, Nancy A.	Quixx Corporation
Henderson, Billy B.	Quixx Corporation
Johnson, Gary R.	Quixx Corporation
Kelly, Richard C.	Quixx Corporation
McCausland, Robert Ross	Quixx Corporation
Peterson, Carol J.	Quixx Corporation
Rugg, Raymond F.	Quixx Corporation
Schell, Mary P.	Quixx Corporation

Gross, Scott	Quixx Jamaica, Inc.
Haley, Nancy A.	Quixx Jamaica, Inc.
McCausland, Robert Ross	Quixx Jamaica, Inc.
Peterson, Carol J.	Quixx Jamaica, Inc.
Rugg, Raymond F.	Quixx Jamaica, Inc.

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

Gross, Scott	Quixx Mountain Holdings, LLC
McCausland, Robert Ross	Quixx Mountain Holdings, LLC
Rugg, Raymond F.	Quixx Mountain Holdings, LLC

Delaney, Judith A.	Quixx Mustang Station, Inc.
Gross, Scott	Quixx Mustang Station, Inc.
Haley, Nancy A.	Quixx Mustang Station, Inc.
McCausland, Robert Ross	Quixx Mustang Station, Inc.
Murphy, Mel	Quixx Mustang Station, Inc.
Peterson, Carol J.	Quixx Mustang Station, Inc.
Rugg, Raymond F.	Quixx Mustang Station, Inc.

Delaney, Judith A.	Quixx Power Services, Inc.
Gross, Scott	Quixx Power Services, Inc.

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Haley, Nancy A.	Quixx Power Services, Inc.
Kelly, Richard C.	Quixx Power Services, Inc.
McCausland, Robert Ross	Quixx Power Services, Inc.
Murphy, Mel	Quixx Power Services, Inc.
Peterson, Carol J.	Quixx Power Services, Inc.
Rugg, Raymond F.	Quixx Power Services, Inc.

Gross, Scott	Quixx Resources, Inc.
McCausland, Robert Ross	Quixx Resources, Inc.
Miller, Monte L.	Quixx Resources, Inc.

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Gross, Scott	Quixx WPP94, Inc.
Haley, Nancy A.	Quixx WPP94, Inc.
McCausland, Robert Ross	Quixx WPP94, Inc.
Peterson, Carol J.	Quixx WPP94, Inc.
Rugg, Raymond F.	Quixx WPP94, Inc.

Delaney, Judith A.	Quixxlin Corporation
Gross, Scott	Quixxlin Corporation
Haley, Nancy A.	Quixxlin Corporation
McCausland, Robert Ross	Quixxlin Corporation
Murphy, Mel	Quixxlin Corporation
Peterson, Carol J.	Quixxlin Corporation
Rugg, Raymond F.	Quixxlin Corporation

Delaney, Judith A.	Reddy Kilowatt Corporation
Gersack, Michael C.	Reddy Kilowatt Corporation
Haley, Nancy A.	Reddy Kilowatt Corporation
Hart, Cathy J.	Reddy Kilowatt Corporation
Peterson, Carol J.	Reddy Kilowatt Corporation
Schell, Mary P.	Reddy Kilowatt Corporation
Vincent, Patricia K.	Reddy Kilowatt Corporation
Ziebell, Anne M.	Reddy Kilowatt Corporation

Ewanika, Robert H.	Safe Haven Homes, LLC
--------------------	-----------------------

Delaney, Judith A.	Seren Innovations, Inc.
Derechin, Laurie A.	Seren Innovations, Inc.
Fuchs, Nancy J.	Seren Innovations, Inc.
Gacle, Cresston W.	Seren Innovations, Inc.
Gamble, James H.	Seren Innovations, Inc.
Gersack, Michael C.	Seren Innovations, Inc.
Glass, Peter M.	Seren Innovations, Inc.
Haley, Nancy A.	Seren Innovations, Inc.
Hart, Cathy J.	Seren Innovations, Inc.
Johnson, Gary R.	Seren Innovations, Inc.
Kaphing, William L. Jr.	Seren Innovations, Inc.
Kelly, Richard C.	Seren Innovations, Inc.
Peterson, Carol J.	Seren Innovations, Inc.
Schell, Mary P.	Seren Innovations, Inc.

Vincent, Patricia K.	Seren Innovations, Inc.
Wietecki, Keith H.	Seren Innovations, Inc.
Ziebell, Anne M.	Seren Innovations, Inc.
Zuehlke, Brad	Seren Innovations, Inc.

Bonavia, Paul J.	Southwestern Public Service Company
Brunetti, Wayne H.	Southwestern Public Service Company
Delaney, Judith A.	Southwestern Public Service Company
Fowke, Ben G. III	Southwestern Public Service Company
Gibson, Gary L.	Southwestern Public Service Company
Gogel, Raymond E.	Southwestern Public Service Company
Haley, Nancy A.	Southwestern Public Service Company
Hart, Cathy J.	Southwestern Public Service Company
Johnson, Gary R.	Southwestern Public Service Company
Kelly, Richard C.	Southwestern Public Service Company

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Marshall, JoEllen	Southwestern Public Service Company
Peterson, Carol J.	Southwestern Public Service Company
Petillo, J. T.	Southwestern Public Service Company
Ripka, David E.	Southwestern Public Service Company
Schell, Mary P.	Southwestern Public Service Company
Vincent, Patricia K.	Southwestern Public Service Company
Wilks, David M.	Southwestern Public Service Company
Ziebell, Anne M.	Southwestern Public Service Company

Bonavia, Paul J.	Texas-Ohio Pipeline, Inc.
Figoli, Darla	Texas-Ohio Pipeline, Inc.
Fowke, Ben G. III	Texas-Ohio Pipeline, Inc.
Haley, Nancy A.	Texas-Ohio Pipeline, Inc.
Hart, Cathy J.	Texas-Ohio Pipeline, Inc.
Kelly, Richard C.	Texas-Ohio Pipeline, Inc.
Krattenmaker, Kelly J.	Texas-Ohio Pipeline, Inc.
Peterson, Carol J.	Texas-Ohio Pipeline, Inc.
Schell, Mary P.	Texas-Ohio Pipeline, Inc.
Ziebell, Anne M.	Texas-Ohio Pipeline, Inc.

Delaney, Judith A.	Ultra Power Technologies, Inc.
Haley, Nancy A.	Ultra Power Technologies, Inc.
Hart, Cathy J.	Ultra Power Technologies, Inc.
Peterson, Carol J.	Ultra Power Technologies, Inc.
Petillo, J. T.	Ultra Power Technologies, Inc.
Reecy, Jacqueline S.	Ultra Power Technologies, Inc.
Schell, Mary P.	Ultra Power Technologies, Inc.
Zagzebski, Kenneth J.	Ultra Power Technologies, Inc.
Ziebell, Anne M.	Ultra Power Technologies, Inc.

Bulloch, Gina L.	United Power and Land Company
Delaney, Judith A.	United Power and Land Company
Gray, Eric V.	United Power and Land Company

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Haley, Nancy A.	United Power and Land Company
Hart, Cathy J.	United Power and Land Company
Leshner, Cynthia L.	United Power and Land Company
Peterson, Carol J.	United Power and Land Company
Schell, Mary P.	United Power and Land Company
Widdel, Susan G.	United Power and Land Company
Ziebell, Anne M.	United Power and Land Company

Albiani, Scott	United Water Company
Buczek, Sunny	United Water Company
Dugan, Jim	United Water Company
Halffield, Donald R. Jr.	United Water Company
Hickman, John	United Water Company

Barron, Eddie T.	Utility Engineering Corporation
Brunetti, Wayne H.	Utility Engineering Corporation
Corbell, Royce W.	Utility Engineering Corporation
Delaney, Judith A.	Utility Engineering Corporation
Ewell, Kenneth	Utility Engineering Corporation
Geaney, George	Utility Engineering Corporation
Gresham, Robert A.	Utility Engineering Corporation
Haley, Nancy A.	Utility Engineering Corporation

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Hart, Cathy J.	Utility Engineering Corporation
Henderson, Billy B.	Utility Engineering Corporation
Henka, Daniel E.	Utility Engineering Corporation
Hessen, Corey N.	Utility Engineering Corporation
Johnson, Gary R.	Utility Engineering Corporation
Kelly, Richard C.	Utility Engineering Corporation
Peterson, Carol J.	Utility Engineering Corporation
Rugg, Raymond F.	Utility Engineering Corporation
Schappa, Pete	Utility Engineering Corporation
Schell, Mary P.	Utility Engineering Corporation
Williams, Jimmy D.	Utility Engineering Corporation
Ziebell, Anne M.	Utility Engineering Corporation

Albright, James	Viking Gas Transmission Company
Derks, Mary A.	Viking Gas Transmission Company
Gray, Eric V.	Viking Gas Transmission Company
Jablonske, Michael L.	Viking Gas Transmission Company
Johnson, Gary R.	Viking Gas Transmission Company
Jones, Catherine A.	Viking Gas Transmission Company
Kelly, Richard C.	Viking Gas Transmission Company
Leshar, Cynthia L.	Viking Gas Transmission Company
Ross McCalib, Laureen L.	Viking Gas Transmission Company
Rushton, Richard T.	Viking Gas Transmission Company
Sowada, Shari M.	Viking Gas Transmission Company

Basler, Donald J.	Westgas Interstate, Inc.
-------------------	--------------------------

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Delaney, Judith A.	Westgas Interstate, Inc.
Evans, Cynthia A.	Westgas Interstate, Inc.
Fowke, Ben G. III	Westgas Interstate, Inc.
Haeger, Kurtis J.	Westgas Interstate, Inc.
Haley, Nancy A.	Westgas Interstate, Inc.
Peterson, Carol J.	Westgas Interstate, Inc.
Petillo, J. T.	Westgas Interstate, Inc.
Schell, Mary P.	Westgas Interstate, Inc.
Ziebell, Anne M.	Westgas Interstate, Inc.

Connelly, Michael C.	Xcel Energy Argentina, Inc.
Haley, Nancy A.	Xcel Energy Argentina, Inc.
Hart, Cathy J.	Xcel Energy Argentina, Inc.
Kelly, Richard C.	Xcel Energy Argentina, Inc.
Peterson, Carol J.	Xcel Energy Argentina, Inc.
Schiburr, Laura L.	Xcel Energy Argentina, Inc.
Shah, Paras M.	Xcel Energy Argentina, Inc.
Stoering, Mark E.	Xcel Energy Argentina, Inc.
Yazvec, Michael J.	Xcel Energy Argentina, Inc.

Delaney, Judith A.	Xcel Energy - Cadence, Inc.
Gersack, Michael C.	Xcel Energy - Cadence, Inc.
Haley, Nancy A.	Xcel Energy - Cadence, Inc.
Hart, Cathy J.	Xcel Energy - Cadence, Inc.
Jaeger, Douglas W.	Xcel Energy - Cadence, Inc.
Peterson, Carol J.	Xcel Energy - Cadence, Inc.
Ripka, David E.	Xcel Energy - Cadence, Inc.
Schell, Mary P.	Xcel Energy - Cadence, Inc.
Vincent, Patricia K.	Xcel Energy - Cadence, Inc.

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Ziebell, Anne M. Xcel Energy - Cadence, Inc.

 Delaney, Judith A. Xcel Energy - Centrus, Inc.
 Gersack, Michael C. Xcel Energy - Centrus, Inc.
 Haley, Nancy A. Xcel Energy - Centrus, Inc.
 Hart, Cathy J. Xcel Energy - Centrus, Inc.
 Peterson, Carol J. Xcel Energy - Centrus, Inc.
 Schell, Mary P. Xcel Energy - Centrus, Inc.
 Vincent, Patricia K. Xcel Energy - Centrus, Inc.
 Ziebell, Anne M. Xcel Energy - Centrus, Inc.

 Brunetti, Wayne H. Xcel Energy Communications Group, Inc.
 Delaney, Judith A. Xcel Energy Communications Group, Inc.
 Gersack, Michael C. Xcel Energy Communications Group, Inc.
 Gogel, Raymond E. Xcel Energy Communications Group, Inc.
 Haley, Nancy A. Xcel Energy Communications Group, Inc.
 Hart, Cathy J. Xcel Energy Communications Group, Inc.
 Johnson, Gary R. Xcel Energy Communications Group, Inc.
 Kelly, Richard C. Xcel Energy Communications Group, Inc.

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Peterson, Carol J. Xcel Energy Communications Group, Inc.
 Schell, Mary P. Xcel Energy Communications Group, Inc.
 Vincent, Patricia K. Xcel Energy Communications Group, Inc.
 Ziebell, Anne M. Xcel Energy Communications Group, Inc.

 Brunetti, Wayne H. Xcel Energy, Inc.
 Burgess, C. Coney Xcel Energy, Inc.
 Christensen, David A. Xcel Energy, Inc.
 Delaney, Judith A. Xcel Energy, Inc.
 Fowke, Ben G. III Xcel Energy, Inc.
 Haley, Nancy A. Xcel Energy, Inc.
 Hart, Cathy J. Xcel Energy, Inc.
 Hemminghaus, Roger R. Xcel Energy, Inc.
 Hirschfeld, A. Barry Xcel Energy, Inc.
 Johnson, Gary R. Xcel Energy, Inc.
 Jones, Catherine A. Xcel Energy, Inc.
 Kelly, Richard C. Xcel Energy, Inc.
 Leatherdale, Douglas W. Xcel Energy, Inc.
 Moreno, Albert F. Xcel Energy, Inc.
 Peterson, Carol J. Xcel Energy, Inc.
 Preska, Margaret R. Xcel Energy, Inc.
 Ripka, David E. Xcel Energy, Inc.
 Sampson, A. Patricia Xcel Energy, Inc.
 Schell, Mary P. Xcel Energy, Inc.
 Schuman, Allan L. Xcel Energy, Inc.
 Slifer, Rodney E. Xcel Energy, Inc.
 Stephens, W. Thomas Xcel Energy, Inc.
 Ziebell, Anne M. Xcel Energy, Inc.

 Brunetti, Wayne H. Xcel Energy Foundation
 Evans, Cynthia A. Xcel Energy Foundation
 Kelly, Richard C. Xcel Energy Foundation
 Leshar, Cynthia L. Xcel Energy Foundation
 Willis, Beth Xcel Energy Foundation

 Brunetti, Wayne H. Xcel Energy International, Inc.

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Delaney, Judith A.	Xcel Energy International, Inc.
Fowke, Ben G. III	Xcel Energy International, Inc.
Haley, Nancy A.	Xcel Energy International, Inc.
Hart, Cathy J.	Xcel Energy International, Inc.
Johnson, Gary R.	Xcel Energy International, Inc.
Kelly, Richard C.	Xcel Energy International, Inc.
Peterson, Carol J.	Xcel Energy International, Inc.
Schell, Mary P.	Xcel Energy International, Inc.
Ziebell, Anne M.	Xcel Energy International, Inc.

Bonavia, Paul J.	Xcel Energy Markets Holdings, Inc.
Brunetti, Wayne H.	Xcel Energy Markets Holdings, Inc.

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Delaney, Judith A.	Xcel Energy Markets Holdings, Inc.
Fowke, Ben G. III	Xcel Energy Markets Holdings, Inc.
Haley, Nancy A.	Xcel Energy Markets Holdings, Inc.
Hart, Cathy J.	Xcel Energy Markets Holdings, Inc.
Johnson, Gary R.	Xcel Energy Markets Holdings, Inc.
Kelly, Richard C.	Xcel Energy Markets Holdings, Inc.
Krattenmaker, Kelly J.	Xcel Energy Markets Holdings, Inc.
Peterson, Carol J.	Xcel Energy Markets Holdings, Inc.
Schell, Mary P.	Xcel Energy Markets Holdings, Inc.
Ziebell, Anne M.	Xcel Energy Markets Holdings, Inc.

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 Pr Inc.; formerly Natrogas, Inc.)
Gersack, Michael C.	Xcel Energy Products and Services, Inc. (formerly Xcel Energy Retail Pr Inc.; formerly Natrogas, Inc.)
Haley, Nancy A.	Xcel Energy Products and Services, Inc. (formerly Xcel Energy Retail Pr Inc.; formerly Natrogas, Inc.)
Hart, Cathy J.	Xcel Energy Products and Services, Inc. (formerly Xcel Energy Retail Pr Inc.; formerly Natrogas, Inc.)
Jaeger, Douglas W.	Xcel Energy Products and Services, Inc. (formerly Xcel Energy Retail Pr Inc.; formerly Natrogas, Inc.)
Peterson, Carol J.	Xcel Energy Products and Services, Inc. (formerly Xcel Energy Retail Pr Inc.; formerly Natrogas, Inc.)
Schell, Mary P.	Xcel Energy Products and Services, Inc. (formerly Xcel Energy Retail Pr Inc.; formerly Natrogas, Inc.)
Vincent, Patricia K.	Xcel Energy Products and Services, Inc. (formerly Xcel Energy Retail Pr Inc.; formerly Natrogas, Inc.)
Ziebell, Anne M.	Xcel Energy Products and Services, Inc. (formerly Xcel Energy Retail Pr Inc.; formerly Natrogas, Inc.)

Brunetti, Wayne H.	Xcel Energy Retail Holdings, Inc.
Delaney, Judith A.	Xcel Energy Retail Holdings, Inc.

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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.

Bonavia, Paul J.	Xcel Energy	Services, Inc.
Brunetti, Wayne H.	Xcel Energy	Services, Inc.
Delaney, Judith A.	Xcel Energy	Services, Inc.

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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.
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.

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.
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.

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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.

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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.
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.
McDaniel, Marvin	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
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

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

SUBSIDIARY NAME	TITLE	LAST NAME	FIRST NAME
-----	-----	-----	-----
Arthur Kill Power LLC	Assistant Secretary	Davido	Scott
Arthur Kill Power LLC	Management Committee Member	Davido	Scott
Arthur Kill Power LLC	Vice President	Davido	Scott
Arthur Kill Power LLC	Secretary	Fisfis	David
Arthur Kill Power LLC	Management Committee Member	Kelly	Richard
Arthur Kill Power LLC	President	Kelly	Richard
Arthur Kill Power LLC	Assistant Secretary	Osteraas	Kathryn
Arthur Kill Power LLC	Treasurer	Schaefer	George
Arthur Kill Power LLC	Independent Member	Tillman	Carrie
Astoria Gas Turbine Power LLC	Assistant Secretary	Davido	Scott
Astoria Gas Turbine Power LLC	Management Committee Member	Davido	Scott
Astoria Gas Turbine Power LLC	Vice President	Davido	Scott
Astoria Gas Turbine Power LLC	Secretary	Fisfis	David
Astoria Gas Turbine Power LLC	Management Committee Member	Kelly	Richard
Astoria Gas Turbine Power LLC	President	Kelly	Richard

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Astoria Gas Turbine Power LLC	Assistant Secretary	Osteraas	Kathryn
Astoria Gas Turbine Power LLC	Treasurer	Schaefer	George
Astoria Gas Turbine Power LLC	Independent Member	Tillman	Carrie
B.L. England Operations Inc.	Assistant Corporate Secretary	Osteraas	Kathryn
B.L. England Operations Inc.	Vice President	Richardson	Thomas
Bayou Cove Peaking Power, LLC	Assistant Secretary	Davido	Scott
Bayou Cove Peaking Power, LLC	Management Board (sole)	Davido	Scott
Bayou Cove Peaking Power, LLC	Vice President	Davido	Scott
Bayou Cove Peaking Power, LLC	President	Kelly	Richard
Bayou Cove Peaking Power, LLC	Vice President	Marks	Stanley
Bayou Cove Peaking Power, LLC	Secretary	McInnis	A.
Bayou Cove Peaking Power, LLC	Assistant Secretary	Osteraas	Kathryn
Bayou Cove Peaking Power, LLC	Treasurer	Schaefer	George
Berrians I Gas Turbine Power LLC	Assistant Secretary	Davido	Scott
Berrians I Gas Turbine Power LLC	Vice President	Davido	Scott
Berrians I Gas Turbine Power LLC	Secretary	Fisfis	David
Berrians I Gas Turbine Power LLC	President	Kelly	Richard
Berrians I Gas Turbine Power LLC	Assistant Secretary	Osteraas	Kathryn
Berrians I Gas Turbine Power LLC	Treasurer	Schaefer	George
Big Cajun I Peaking Power LLC	Assistant Secretary	Davido	Scott
Big Cajun I Peaking Power LLC	Management Committee Member	Davido	Scott
Big Cajun I Peaking Power LLC	Vice President	Davido	Scott
Big Cajun I Peaking Power LLC	Management Committee Member	Kelly	Richard
Big Cajun I Peaking Power LLC	President	Kelly	Richard
Big Cajun I Peaking Power LLC	Vice President	Marks	Stanley
Big Cajun I Peaking Power LLC	Secretary	McInnis	A.
Big Cajun I Peaking Power LLC	Assistant Secretary	Osteraas	Kathryn

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SUBSIDIARY NAME	TITLE	LAST NAME	FIRST NAME
Big Cajun I Peaking Power LLC	Management Committee Member	Schaefer	George
Big Cajun I Peaking Power LLC	Treasurer	Schaefer	George
Big Cajun II Unit 4 LLC	Assistant Secretary	Davido	Scott
Big Cajun II Unit 4 LLC	Management Board (sole)	Davido	Scott
Big Cajun II Unit 4 LLC	Vice President	Davido	Scott
Big Cajun II Unit 4 LLC	President	Kelly	Richard
Big Cajun II Unit 4 LLC	Vice President	Marks	Stanley
Big Cajun II Unit 4 LLC	Secretary	McInnis	A.
Big Cajun II Unit 4 LLC	Assistant Secretary	Osteraas	Kathryn
Big Cajun II Unit 4 LLC	Treasurer	Schaefer	George
Bridgeport Harbor Power LLC	Secretary	Fisfis	David
Bridgeport Harbor Power LLC	Assistant Secretary	Osteraas	Kathryn
Brimsdown Power Limited	Director	Campane	Thomas
Brimsdown Power Limited	Director	Cwikla	John
Brimsdown Power Limited	Secretary	DeNotto	Gerald
Brimsdown Power Limited	Director	Forsythe	Gerald
Brimsdown Power Limited	Director	Kelly	Richard
Cabrillo Power I LLC	Treasurer	Doty, Jr.	Robert
Cabrillo Power I LLC	Vice President	Hermann	Edward
Cabrillo Power I LLC	Assistant Secretary	Johnson	Alisa
Cabrillo Power I LLC	President	Kelly	Richard
Cabrillo Power I LLC	Executive Committee Member	Lednický	Lynn
Cabrillo Power I LLC	President	Lednický	Lynn
Cabrillo Power I LLC	Secretary	Lloyd	David
Cabrillo Power I LLC	Vice President	Manalac	G.P.

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Cabrillo Power I LLC	Executive Committee Member (1 of 3)	Marks	Stanley
Cabrillo Power I LLC	Vice President	Marks	Stanley
Cabrillo Power I LLC	Assistant Secretary	Osteraas	Kathryn
Cabrillo Power I LLC	Assistant Secretary	Roth	David
Cabrillo Power I LLC	Executive Committee Member (1 of 3)	Williams	Kent
Cabrillo Power I LLC	Vice President	Williams	J.
Cabrillo Power II LLC	Treasurer	Doty, Jr.	Robert
Cabrillo Power II LLC	Vice President	Hermann	Edward
Cabrillo Power II LLC	Assistant Secretary	Johnson	Alisa
Cabrillo Power II LLC	President	Kelly	Richard
Cabrillo Power II LLC	Executive Committee Member	Lednický	Lynn
Cabrillo Power II LLC	President	Lednický	Lynn
Cabrillo Power II LLC	Secretary	Lloyd	David
Cabrillo Power II LLC	Vice President	Manalac	G.P.
Cabrillo Power II LLC	Vice President	Marks	Stanley
Cabrillo Power II LLC	Assistant Secretary	Osteraas	Kathryn
Cabrillo Power II LLC	Assistant Secretary	Roth	David
Cabrillo Power II LLC	Executive Committee Member	Williams	J.
Cabrillo Power II LLC	Vice President	Williams	J.

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SUBSIDIARY NAME	TITLE	LAST
Cadillac Renewable Energy LLC	Management Committee Member	Decker(1
Cadillac Renewable Energy LLC	Management Committee Member	Riley
Camas Power Boiler, Inc.	Director	Carroll
Camas Power Boiler, Inc.	President	Carroll
Camas Power Boiler, Inc.	Assistant Secretary	Davido
Camas Power Boiler, Inc.	Director	Davido
Camas Power Boiler, Inc.	Vice President	Davido
Camas Power Boiler, Inc.	Vice President	Kelly
Camas Power Boiler, Inc.	Assistant Secretary	Osteraas
Camas Power Boiler, Inc.	Vice President	Plattete
Camas Power Boiler, Inc.	Secretary	Ptacek
Camas Power Boiler, Inc.	Treasurer	Schaefer
Capistrano Cogeneration Company	Assistant Secretary	Davido
Capistrano Cogeneration Company	Director (sole)	Davido
Capistrano Cogeneration Company	Vice President	Davido
Capistrano Cogeneration Company	Secretary	Fisfis
Capistrano Cogeneration Company	President	Kelly
Capistrano Cogeneration Company	Assistant Secretary	Osteraas
Capistrano Cogeneration Company	Vice President	Riley
Capistrano Cogeneration Company	Treasurer	Schaefer
Carolina Energy, Limited Partnership	Management Committee member (alternate)	Carolina
		Corp. (
Carolina Energy, Limited Partnership	Management Committee member (alternate)	Marks
Carolina Energy, Limited Partnership	Management Committee member (alternate)	Quixx Ca
Carquinez Strait Preservation Trust, Inc.	Vice President	Fahden (
Carquinez Strait Preservation Trust, Inc.	Secretary	Hight
Carquinez Strait Preservation Trust, Inc.	Executive Vice President	Kondylis
Carquinez Strait Preservation Trust, Inc.	Director	Others(2
Carquinez Strait Preservation Trust, Inc.	President	Somerset
Central and Eastern Europe Power Fund, Ltd.	Director	Buehler,
Central and Eastern Europe Power Fund, Ltd.	Supervisory Council	Covindas
Central and Eastern Europe Power Fund, Ltd.	Director	Magid
Central and Eastern Europe Power Fund, Ltd.	Supervisory Council	Rey

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Central and Eastern Europe Power Fund, Ltd.	Supervisory Council (alternate)	Schieden
Central and Eastern Europe Power Fund, Ltd.	Director	Stanaro
Chickahominy River Energy Corp.	Assistant Secretary	Davido
Chickahominy River Energy Corp.	Director (sole)	Davido
Chickahominy River Energy Corp.	Vice President	Davido
Chickahominy River Energy Corp.	Secretary	Fisfis
Chickahominy River Energy Corp.	President	Kelly
Chickahominy River Energy Corp.	Assistant Secretary	Osteraas
Chickahominy River Energy Corp.	Vice President	Riley
Chickahominy River Energy Corp.	Treasurer	Schaefer

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SUBSIDIARY NAME	TITLE	LAST
Clark Power LLC	President	Kelly
Clark Power LLC	Secretary	Lloyd
Clark Power LLC	Assistant Secretary	Osteraas
Cobee Energy Development LLC	Assistant Secretary	Davido
Cobee Energy Development LLC	Executive Committee Member	Davido
Cobee Energy Development LLC	Vice President	Davido
Cobee Energy Development LLC	Executive Committee Member	Kelly
Cobee Energy Development LLC	President	Kelly
Cobee Energy Development LLC	Assistant Secretary	Osteraas
Cobee Energy Development LLC	Secretary	Smith
Cobee Holdings LLC	President	Kelly
Cobee Holdings LLC	Assistant Secretary	Osteraas
Cobee Holdings LLC	Treasurer	Schaefer
Cobee Holdings LLC	Secretary	Smith
Cobee Holdings LLC.	Vice President	Davido
Commonwealth Atlantic Power LLC	Assistant Secretary	Davido
Commonwealth Atlantic Power LLC	Vice President	Davido
Commonwealth Atlantic Power LLC	Secretary	Fisfis
Commonwealth Atlantic Power LLC	President	Kelly
Commonwealth Atlantic Power LLC	Assistant Secretary	Osteraas
Commonwealth Atlantic Power LLC	Vice President	Riley
Commonwealth Atlantic Power LLC	Treasurer	Schaefer
Commonwealth Atlantic Power LLC	Independent Member	Tillman
Compania Boliviana de Energia Electrica S.A.	President and Chief Operating Officer	Contreras
Compania Boliviana de Energia Electrica S.A.	Director	Contreras
Compania Boliviana de Energia Electrica S.A.	Chief Financial Officer	Gibson (Co
Compania Boliviana de Energia Electrica S.A.	Vice President - Finance	Gibson (Co
Compania Boliviana de Energia Electrica S.A.	General Manager	LeMaitre
Conemaugh Power LLC	Assistant Secretary	Davido
Conemaugh Power LLC	Management Committee Member	Davido
Conemaugh Power LLC	Vice President	Davido
Conemaugh Power LLC	Secretary	Fisfis
Conemaugh Power LLC	Management Committee Member	Kelly
Conemaugh Power LLC	President	Kelly
Conemaugh Power LLC	Assistant Secretary	Osteraas
Conemaugh Power LLC	Independent Member	Panaccione
Conemaugh Power LLC	Vice President	Riley
Conemaugh Power LLC	Management Committee Member	Schaefer
Conemaugh Power LLC	Treasurer	Schaefer
Coniti Holding B.V.	Director	NRGenerati Holdings B.V.

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Connecticut Jet Power LLC	Vice President	Brewster
Connecticut Jet Power LLC	Assistant Secretary	Davido
Connecticut Jet Power LLC	Management Committee Member	Davido

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SUBSIDIARY NAME	TITLE	LAST
Connecticut Jet Power LLC	Vice President	Davido
Connecticut Jet Power LLC	Secretary	Fisfis
Connecticut Jet Power LLC	Management Committee Member	Kelly
Connecticut Jet Power LLC	President	Kelly
Connecticut Jet Power LLC	Assistant Secretary	Osteraas
Connecticut Jet Power LLC	Treasurer	Schaefer
Connecticut Jet Power LLC	Independent Member	Tillman
Croatia Power Group	Director	Murley
Croatia Power Group	Director	Skupnjak
Croatia Power Group	Director	Wolf
Csepel Luxembourg (No. 1) S.a.r.l.	Director	NRGenerati Luxembou (No. 1)
Deepwater Operations Inc.	Assistant Corporate Secretary	Osteraas
Deepwater Operations Inc.	Vice President	Richardson
Denver City Energy Associates, L.P.	President	Kelly
Denver City Energy Associates, L.P.	Secretary	McInnis
Denver City Energy Associates, L.P.	Assistant Secretary	Osteraas
Denver City Energy Associates, L.P.	Vice President	Williams
Devon Power LLC	Vice President	Brewster
Devon Power LLC	Assistant Secretary	Davido
Devon Power LLC	Management Committee Member	Davido
Devon Power LLC	Vice President	Davido
Devon Power LLC	Secretary	Fisfis
Devon Power LLC	Management Committee Member	Kelly
Devon Power LLC	President	Kelly
Devon Power LLC	Assistant Secretary	Osteraas
Devon Power LLC	Treasurer	Schaefer
Devon Power LLC	Independent Member	Tillman
Dunkirk Power LLC	Assistant Secretary	Davido
Dunkirk Power LLC	Management Committee Member	Davido
Dunkirk Power LLC	Vice President	Davido
Dunkirk Power LLC	Secretary	Fisfis
Dunkirk Power LLC	Management Committee Member	Kelly
Dunkirk Power LLC	President	Kelly
Dunkirk Power LLC	Assistant Secretary	Osteraas
Dunkirk Power LLC	Treasurer	Schaefer
Dunkirk Power LLC	Independent Member	Tillman
Eastern Generation Services (India) Private Limited	Director	Richard
Eastern Sierra Energy Company	President	Kelly
Eastern Sierra Energy Company	Secretary	Lloyd
Eastern Sierra Energy Company	Vice President	Marks
Eastern Sierra Energy Company	Assistant Secretary	Osteraas
El Segundo Power II LLC	President	Kelly
El Segundo Power II LLC	Secretary	Lloyd

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SUBSIDIARY NAME	TITLE	LAST NAME
El Segundo Power II LLC	Vice President	Marks
El Segundo Power II LLC	Assistant Secretary	Osteraas
El Segundo Power, LLC	Treasurer	Doty, Jr.
El Segundo Power, LLC	Assistant Secretary	Johnson
El Segundo Power, LLC	President	Kelly
El Segundo Power, LLC	Executive Committee Representative	Lednický
El Segundo Power, LLC	President	Lednický
El Segundo Power, LLC	Secretary	Lloyd
El Segundo Power, LLC	Executive Committee Representative	Manalac
El Segundo Power, LLC	Executive Committee Representative	Marks
El Segundo Power, LLC	Vice President	Marks
El Segundo Power, LLC	Assistant Secretary	Osteraas
El Segundo Power, LLC	Assistant Secretary	Roth
El Segundo Power, LLC	Executive Committee Member	Williams
El Segundo Power, LLC	Vice President	Williams
Elk River Resource Recovery, Inc.	President	Carroll
Elk River Resource Recovery, Inc.	Assistant Secretary	Davido
Elk River Resource Recovery, Inc.	Director	Davido
Elk River Resource Recovery, Inc.	Vice President	Davido
Elk River Resource Recovery, Inc.	Director	Kelly
Elk River Resource Recovery, Inc.	Assistant Secretary	Osteraas
Elk River Resource Recovery, Inc.	Secretary	Ptacek
Elk River Resource Recovery, Inc.	Director	Schaefer
Elk River Resource Recovery, Inc.	Treasurer	Schaefer
Empresa de Generacion Electrica Cahua S.A.	Director	Kelly
Empresa de Generacion Electrica Cahua S.A.	Director	Smith
Energeticke Centrum Kladno, s.r.o.	Executive Director	Krasny
Energeticke Centrum Kladno, s.r.o.	Executive Director	Prajzler
Energeticke Centrum Kladno, s.r.o.	Executive Director	Spacek
Energia Pacasmayo S.A.	Director	Contreras
Energy National, Inc.	Assistant Secretary	Davido
Energy National, Inc.	Director	Davido
Energy National, Inc.	Vice President	Davido
Energy National, Inc.	Director	Kelly
Energy National, Inc.	President	Kelly
Energy National, Inc.	Secretary	Lloyd
Energy National, Inc.	Vice President	Marks
Energy National, Inc.	Assistant Secretary	Osteraas
Energy National, Inc.	Director	Schaefer
Energy National, Inc.	Treasurer	Schaefer
Enfield Energy Centre Limited	Director	Campane (Indeck)
Enfield Energy Centre Limited	Director	Cwikla (Indeck)
Enfield Energy Centre Limited	Director	DeNotto (Indeck)
Enfield Energy Centre Limited	Secretary	DeNotto (Indeck)

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SUBSIDIARY NAME	TITLE	LAST NAME	FIRST NAME
Enfield Energy Centre Limited	Director	Forsythe (Indeck)	Gerald
Enfield Energy Centre Limited	Director	Kelly	Richard

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Enfield Energy Centre Limited	Director	Lahiri (El Paso)	Robin
Enfield Holdings B.V.	Director	Croke (El Paso)	Mark
Enfield Holdings B.V.	Secretary	Holland Intertrust Corp. B.V.	
Enfield Holdings B.V.	Director	Kelly	Richard
Enfield Holdings B.V.	Director	Pickard (El Paso)	Christopher
Enfield Operations (UK) Limited	Director	Campone (Indeck)	Thomas
Enfield Operations (UK) Limited	Director	Cwikla (Indeck)	John
Enfield Operations (UK) Limited	Secretary	DeNotto (Indeck)	Gerald
Enfield Operations (UK) Limited	Director	Smith	Thomas
Enfield Operations (UK) Limited	Director	Smith	Guy
Enfield Operations, L.L.C.	Manager	Campone	Thomas
Enfield Operations, L.L.C.	Manager	Cwikla (Indeck)	John
Enfield Operations, L.L.C.	Manager	DeNotto	Gerald
Enfield Operations, L.L.C.	Assistant Secretary	DeNotto (Indeck)	Gerald
Enfield Operations, L.L.C.	Manager	Forsythe	Gerald
Enfield Operations, L.L.C.	Manager	Smith	Thomas
Enifund, Inc.	Assistant Secretary	Davido	Scott
Enifund, Inc.	Director	Davido	Scott
Enifund, Inc.	Vice President	Davido	Scott
Enifund, Inc.	Director	Kelly	Richard
Enifund, Inc.	President	Kelly	Richard
Enifund, Inc.	Secretary	Lloyd	David
Enifund, Inc.	Vice President	Marks	Stanley
Enifund, Inc.	Assistant Secretary	Osteraas	Kathryn
Enifund, Inc.	Director	Schaefer	George
Enifund, Inc.	Treasurer	Schaefer	George
Enigen, Inc.	Vice President	Anderson	Mark
Enigen, Inc.	President	Kelly	Richard
Enigen, Inc.	Secretary	Lloyd	David
Enigen, Inc.	Assistant Secretary	Osteraas	Kathryn
Entrade Holdings B.V.	Director	Kelly	Richard
Entrade Holdings B.V.	Director	Temmes Management Services B.V.	
ESOCO Molokai, Inc.	Vice President	Brewster	John
Esoco Molokai, Inc.	Assistant Secretary	Davido	Scott
Esoco Molokai, Inc.	Director	Davido	Scott
Esoco Molokai, Inc.	Vice President	Davido	Scott
Esoco Molokai, Inc.	Director	Kelly	Richard
Esoco Molokai, Inc.	President	Kelly	Richard
Esoco Molokai, Inc.	Secretary	Lloyd	David
Esoco Molokai, Inc.	Assistant Secretary	Osteraas	Kathryn
Esoco Molokai, Inc.	Director	Schaefer	George

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SUBSIDIARY NAME	TITLE	LAST NAME	FIRST NAME
-----	-----	-----	-----
ESOCO Molokai, Inc.	Treasurer	Schaefer	George
Esoco Orrington, Inc.	Vice President	Brewster	John
Esoco Orrington, Inc.	Assistant Secretary	Davido	Scott
Esoco Orrington, Inc.	Director	Davido	Scott
Esoco Orrington, Inc.	Vice President	Davido	Scott
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

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Esoco Orrington, Inc.	Director	Schaefer	George
Esoco Orrington, Inc.	Treasurer	Schaefer	George
Esoco Soledad, Inc.	Vice President	Brewster	John
Esoco Soledad, Inc.	Assistant Secretary	David	Scott
Esoco Soledad, Inc.	Director	David	Scott
Esoco Soledad, Inc.	Vice President	David	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	David	Scott
Esoco, Inc.	Director	David	Scott
Esoco, Inc.	Vice President	David	Scott
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

SUBSIDIARY NAME	TITLE	LAST NAME	FIRST
-----	-----	-----	-----
Flinders Osborne Trading Pty Ltd			
Flinders Osborne Trading Pty Ltd	Director	Althoff	Robe
Flinders Osborne Trading Pty Ltd	Secretary	Messer	Shau
Flinders Osborne Trading Pty Ltd	Secretary	Moschakis	Jack
Flinders Power Finance Pty Ltd			
Flinders Power Finance Pty Ltd	Director	Althoff	Robe
Flinders Power Finance Pty Ltd	Secretary	Messer	Shau
Flinders Power Finance Pty Ltd	Secretary	Moschakis	Jack
Four Hills, LLC	Manager	Erickson (Ziegler)	Stan
Gladstone Power Station Joint Venture (unincorporated)			
Gladstone Power Station Joint Venture (unincorporated)	Management Committee Member	Others	
GPP Investors I, LLC	President	Kelly	Rich
GPP Investors I, LLC	Secretary	McInnis	A.
GPP Investors I, LLC	Assistant Secretary	Osteraas	Kath
GPP Investors I, LLC	Treasurer	Schaefer	Geor
GPP Investors I, LLC	Vice President	Williams	Alan
Granite II Holding, LLC	Assistant Secretary	David	Scot

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Granite II Holding, LLC	Manager (sole)	Davido	Scot
Granite II Holding, LLC	Vice President	Davido	Scot
Granite II Holding, LLC	President	Kelly	Rich
Granite II Holding, LLC	Vice President	Marks	Stan
Granite II Holding, LLC	Secretary	McInnis	A.
Granite II Holding, LLC	Assistant Secretary	Osteraas	Kath
Granite II Holding, LLC	Treasurer	Schaefer	Geor
Gunwale B.V.	Director	Kelly	Rich
Gunwale B.V.	Director	Temmes Management Services BV	
Hanover Energy Company	Assistant Secretary	Davido	Scot
Hanover Energy Company	Director (sole)	Davido	Scot
Hanover Energy Company	Vice President	Davido	Scot
Hanover Energy Company	Secretary	Fisfis	Davi
Hanover Energy Company	President	Kelly	Rich
Hanover Energy Company	Assistant Secretary	Osteraas	Kath
Hanover Energy Company	Vice President	Riley	Brya
Hanover Energy Company	Treasurer	Schaefer	Geor
Hsin Yu Energy Development Co., Ltd.			
Hsin Yu Energy Development Co., Ltd.	Director	Davido	Scot
Hsin Yu Energy Development Co., Ltd.	Director	Kelly	Rich
Huntley Power LLC	Assistant Secretary	Davido	Scot
Huntley Power LLC	Management Committee Member	Davido	Scot
Huntley Power LLC	Vice President	Davido	Scot

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SUBSIDIARY NAME	TITLE	LAST NAME

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
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
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

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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	Thorsteinsson
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

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----- SUBSIDIARY NAME -----	----- TITLE -----	-----
Keystone Power LLC	Assistant Secretary	Dav
Keystone Power LLC	Management Committee Member	Dav
Keystone Power LLC	Vice President	Dav
Keystone Power LLC	Secretary	Fis
Keystone Power LLC	Management Committee Member	Kel
Keystone Power LLC	President	Kel
Keystone Power LLC	Assistant Secretary	Ost
Keystone Power LLC	Independent Member	Pre
Keystone Power LLC	Vice President	Ril
Keystone Power LLC	Management Committee Member	Sch
Keystone Power LLC	Treasurer	Sch
Kiksis B.V.	Director	Kel
Kiksis B.V.	Director	Tem
		S
Killingholme Generation Limited	Secretary	Eit
Killingholme Generation Limited	Director	Jac
Killingholme Generation Limited	Director	Kel
Killingholme Holdings Limited	Secretary	Eit
Killingholme Holdings Limited	Director	Jac
Killingholme Holdings Limited	Director	Kel
Killingholme Power Limited	Secretary	Eit
Killingholme Power Limited	Director	Jac
Killingholme Power Limited	Director	Kel
Kladno Power (No. 1) B.V.	Director	Kel
Kladno Power (No. 1) B.V.	Director	Tem
		S
Kladno Power (No. 2) B.V.	Director	Kel
Kladno Power (No. 2) B.V.	Director	Tem
		S
Kraftwerk Schkopau Betriebsgesellschaft mbH	Operating and Maintenance Committee member	Bol
Kraftwerk Schkopau Betriebsgesellschaft mbH	Operating and Maintenance Committee member	Haf
Kraftwerk Schkopau Betriebsgesellschaft mbH	Managing Director - Geschäftsführer	Rin
Kraftwerk Schkopau Betriebsgesellschaft mbH	Managing Director - Geschäftsführer	She
Kraftwerk Schkopau Betriebsgesellschaft mbH	Operating and Maintenance Committee member	VKR
Kraftwerk Schkopau GbR	Finance Committee member	Bea
Kraftwerk Schkopau GbR	Managing Partner	E.O

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Kraftwerk Schkopau GbR	Finance Committee member
Kraftwerk Schkopau GbR	Construction Committee member
Kraftwerk Schkopau GbR	Manager
Kraftwerk Schkopau GbR	Manager
Kraftwerk Schkopau GbR	Construction Committee member

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----- SUBSIDIARY NAME -----	----- TITLE -----	----- LAST NAME -----
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 Management Services BV
Lanco Kondapalli Power Pvt Ltd.	Director	Adams
Lanco Kondapalli Power Pvt Ltd.	Director	Choudhuri
Lanco Kondapalli Power Pvt Ltd.	Director	Enderby
Lanco Kondapalli Power Pvt Ltd.	Director	Gupta
Lanco Kondapalli Power Pvt Ltd.	Director	Kelly
Lanco Kondapalli Power Pvt Ltd.	Director	Kotaiah
Lanco Kondapalli Power Pvt Ltd.	Director	Kunert
Lanco Kondapalli Power Pvt Ltd.	Director	Kwon
Lanco Kondapalli Power Pvt Ltd.	Director	Prasad
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 Corporate Services Limited
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

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SUBSIDIARY NAME	TITLE	LAST NAME	FIRST
Louisiana Generating LLC	Secretary	McInnis	A.
Louisiana Generating LLC	Assistant Secretary	Osteraas	Kathr
Loy Yang Power Management Pty Ltd	Director	Kay (CMS)	Ian
Loy Yang Power Management Pty Ltd	Director	Patterson (Macquarie)	Robert
Loy Yang Power Management Pty Ltd	Secretary	Ryan (CMS)	Mark
Loy Yang Power Partners (unincorporated)	Management Committee Member	Others	
Loy Yang Power Projects Pty Ltd	Director	Kay	Ian
Loy Yang Power Projects Pty Ltd	Director	Patterson	Robert
Loy Yang Power Projects Pty Ltd	Secretary	Ryan	Mark
LS Power Management, LLC	Assistant Secretary	Davido	Scott
LS Power Management, LLC	Manager (sole)	Davido	Scott
LS Power Management, LLC	Vice President	Davido	Scott
LS Power Management, LLC	President	Kelly	Richa
LS Power Management, LLC	Vice President	Marks	Stanl
LS Power Management, LLC	Secretary	McInnis	A.
LS Power Management, LLC	Assistant Secretary	Osteraas	Kathr
LS Power Management, LLC	Treasurer	Schaefer	Georg
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	Richa
LSP Batesville Funding Corp.	President	Kelly	Richa
LSP Batesville Funding Corp.	Secretary	McInnis	A.
LSP Batesville Funding Corp.	Assistant Secretary	Osteraas	Kathr
LSP Batesville Funding Corp.	Treasurer	Schaefer	Georg
LSP Batesville Funding Corp.	Director (independent)	Stidd	Andre
LSP Batesville Holding, LLC	Assistant Secretary	Davido	Scott
LSP Batesville Holding, LLC	Vice President	Davido	Scott
LSP Batesville Holding, LLC	President	Kelly	Richa
LSP Batesville Holding, LLC	Vice President	Marks	Stanl
LSP Batesville Holding, LLC	Secretary	McInnis	A.
LSP Batesville Holding, LLC	Assistant Secretary	Osteraas	Kathr
LSP Batesville Holding, LLC	Treasurer	Schaefer	Georg
LSP Batesville Holding, LLC	Independent Member	Tussie	Chery
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	Richa
LSP Energy, Inc.	President	Kelly	Richa
LSP Energy, Inc.	Vice President	Marks	Stanl
LSP Energy, Inc.	Secretary	McInnis	A.
LSP Energy, Inc.	Assistant Secretary	Osteraas	Kathr

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SUBSIDIARY NAME	TITLE	LAST NAME	FIRST NAME
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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
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
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

SUBSIDIARY NAME	TITLE	LAST NAME	FIRST NAME
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

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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
MESI Fuel Station #1 LLC	Manager	Chapman	Randall
MESI Fuel Station #1 LLC	Manager	VanBenschoten	David
MIBRAG B.V.	Supervisory Board Member	Brewster	John
MIBRAG B.V.	Management Board Member (director)	Hartley	Robert
MIBRAG B.V.	Supervisory Board Member	Juetten	George
MIBRAG B.V.	Supervisory Board Member	Smith	Guy
MIBRAG B.V.	Supervisory Board Member	Wilkes	Leroy
MidAtlantic Generation Holding LLC	Assistant Secretary	Davido	Scott
MidAtlantic Generation Holding LLC	Management Committee Member	Davido	Scott
MidAtlantic Generation Holding LLC	Vice President	Davido	Scott
MidAtlantic Generation Holding LLC	Secretary	Fisfis	David
MidAtlantic Generation Holding LLC	Independent Member	Foster	Lisa
MidAtlantic Generation Holding LLC	Management Committee Member	Kelly	Richard
MidAtlantic Generation Holding LLC	President	Kelly	Richard
MidAtlantic Generation Holding LLC	Assistant Secretary	Osteraas	Kathryn
MidAtlantic Generation Holding LLC	Vice President	Riley	Bryan
MidAtlantic Generation Holding LLC	Management Committee Member	Schaefer	George
MidAtlantic Generation Holding LLC	Treasurer	Schaefer	George
Mid-Continent Power Company, L.L.C	Manager	Pomerleau	Jon
Mid-Continent Power Company, L.L.C	Manager	Whiting, Jr.	McCauler
Middletown Power LLC	Vice President	Brewster	John
Middletown Power LLC	Assistant Secretary	Davido	Scott
Middletown Power LLC	Management Committee Member	Davido	Scott
Middletown Power LLC	Vice President	Davido	Scott
Middletown Power LLC	Secretary	Fisfis	David
Middletown Power LLC	Management Committee Member	Kelly	Richard
Middletown Power LLC	President	Kelly	Richard
Middletown Power LLC	Assistant Secretary	Osteraas	Kathryn
Middletown Power LLC	Treasurer	Schaefer	George

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SUBSIDIARY NAME	TITLE	LAST NAME
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Middletown Power LLC	Independent Member	Tillman
Minnesota Methane Holdings LLC	Operating Committee member (alternate)	Chapman
Minnesota Methane Holdings LLC	Operating Committee member	Erickson (Zi)
Minnesota Methane Holdings LLC	Operating Committee member	Hoeft (Ziegl)
Minnesota Methane II LLC	Director (Operating Committee member-alternate)	Chapman
Minnesota Methane II LLC	Director (Operating Committee member)	Erickson (Zi)
Minnesota Methane II LLC	Director (Operating Committee member-alternate)	Hoeft (Ziegl)
Minnesota Methane LLC	General Manager	Aschehoug
Minnesota Methane LLC	Executive Financial Officer	Contino
Minnesota Methane LLC	Controllor	Eppler
Minnesota Methane LLC	Executive Operating Officer	Peterson
Minnesota Waste Processing Company, L.L.C.	Management Committee Member	LJP Enterpri
Mitteldeutsche Braunkohlengesellschaft mbH	Managing Director	DeMarcus

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Mitteldeutsche Braunkohlengesellschaft mbH	Managing Director	Junge
Mitteldeutsche Braunkohlengesellschaft mbH	Managing Director	Krieg
Mitteldeutsche Braunkohlengesellschaft mbH	Supervisory Board member	Morrison Knudsen
Mitteldeutsche Braunkohlengesellschaft mbH	Supervisory Board member	Others
Mitteldeutsche Braunkohlengesellschaft mbH	Supervisory Board member	PowerGen (1)
Mitteldeutsche Braunkohlengesellschaft mbH	Supervisory Board Member	Raschke
(MIBRAG mbH)	Chairman of Management	MIBRAG
Mitteldeutsche Braunkohlengesellschaft mbH	Labor Director	MIBRAG
(MIBRAG mbH)		
Mitteldeutsche Braunkohlengesellschaft mbH	Supervisory Board member	MIBRAG (8)
(MIBRAG mbH)	Supervisory Board member	PowerGen (1)
MM Albany Energy LLC	Manager	Aschehoug
MM Biogas Power LLC	Operating Committee member	Erickson (Ziegler)
MM Biogas Power LLC	Operating Committee member (alternate)	Hoeft (Ziegler)
MM Biogas Power LLC	Manager	Peterson
MM Burnsville Energy LLC	Manager	Chapman
MM Burnsville Energy LLC	Manager	Davido
MM Burnsville Energy LLC	Manager	Heuiser
MM Corona Energy LLC	Manager	Chapman
MM Corona Energy LLC	Manager	Davido
MM Corona Energy LLC	Manager	Heuiser
MM Cuyahoga Energy LLC	Manager	Aschehoug
MM Hackensack Energy LLC	Manager	Chapman
MM Hackensack Energy LLC	Manager	Davido
MM Hackensack Energy LLC	Manager	Heuiser
MM Hartford Energy LLC	Manager	Aschehoug
MM Lopez Energy LLC	Manager	Aschehoug
MM Lowell Energy LLC	Manager	Aschehoug

SUBSIDIARY NAME	TITLE	LAST NAME	FIR
MM Nashville Energy LLC	Manager	Chapman	Ra
MM Phoenix Energy LLC	Manager	Chapman	Ra
MM Phoenix Energy LLC	Manager	Davido	Sc
MM Phoenix Energy LLC	Manager	Heuiser	Be
MM Prima Deshecha Energy LLC	Manager	Chapman	Ra
MM Prima Deshecha Energy LLC	Manager	Davido	Sc
MM Prima Deshecha Energy LLC	Manager	Heuiser	Be
MM Prince William Energy LLC	Manager	Aschehoug	Tr
MM Riverside LLC	Manager	Chapman	Ra
MM Riverside LLC	Manager	Davido	Sc
MM Riverside LLC	Manager	Heuiser	Be
MM San Bernardino Energy LLC	Manager	NEO-Montauk Genco LLC	
MM San Diego LLC	Manager	Aschehoug	Tr
MM SKB Energy LLC	Manager	Chapman	Ra
MM SKB Energy LLC	Manager	Davido	Sc
MM SKB Energy LLC	Manager	Heuiser	Be
MM Spokane Energy LLC	Manager	Aschehoug	Tr
MM Tacoma LLC	Manager	Aschehoug	Tr
MM Tajiguas Energy LLC	Manager	Chapman	Ra
MM Tajiguas Energy LLC	Manager	Davido	Sc

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MM Tajiguas Energy LLC	Manager	Heuiser	Be
MM Taunton Energy LLC	Manager	Aschehoug	Tr
MM Tomoka Farms Energy LLC	Manager	Aschehoug	Tr
MM Tulare Energy LLC	Manager	Aschehoug	Tr
MM West Covina LLC	Manager	Aschehoug	Tr
MM Woodville Energy LLC	Manager	Chapman	Ra
MM Woodville Energy LLC	Manager	Davido	Sc
MM Woodville Energy LLC	Manager	Heuiser	Be
MM Yolo Power LLC	Manager	Aschehoug	Tr
MN San Bernardino Gasco I LLC	Manager	Montauk-NEO Gasco LLC	
MN San Bernardino Gasco II LLC	Mgr., Montauk-NEO Gasco LLC (sole member of MN San Bernardino Gasco II LLC)	LFG Management Services LLC	
Montauk-NEO Gasco LLC	Manager	LFG Management Services, LLC	
Montville Power LLC	Vice President	Brewster	Jo
Montville Power LLC	Assistant Secretary	Davido	Sc
Montville Power LLC	Management Committee Member	Davido	Sc
Montville Power LLC	Vice President	Davido	Sc
Montville Power LLC	Secretary	Fisfis	Da
Montville Power LLC	Management Committee Member	Kelly	Ri
Montville Power LLC	President	Kelly	Ri
Montville Power LLC	Assistant Secretary	Osteraas	Ka
Montville Power LLC	Treasurer	Schaefer	Ge
NECSF LLC	President	Carroll	Mi

SUBSIDIARY NAME	TITLE	LAST NAME	FIRST NAME
NECSF LLC	Vice President	Mayer	Richard
NECSF LLC	Assistant Secretary	Osteraas	Kathryn
NECSF LLC	Secretary	Ptacek	Tammie
NEO Albany, L.L.C.	Manager	Chapman	Randall
NEO Albany, L.L.C.	Manager	Davido	Scott
NEO Albany, L.L.C.	Manager	Heuiser	Benny
NEO Burnsville, LLC	Manager	Chapman	Randall
NEO Burnsville, LLC	Manager	Davido	Scott
NEO Burnsville, LLC	Manager	Heuiser	Benny
NEO California Power LLC	Manager	Chapman	Randall
NEO California Power LLC	Manager	Davido	Scott
NEO California Power LLC	Manager	Heuiser	Benny
NEO Chester-Gen LLC	Manager	Chapman	Randall
NEO Chester-Gen LLC	Manager	Davido	Scott
NEO Chester-Gen LLC	Manager	Heuiser	Benny
NEO Corona LLC	Manager	Chapman	Randall
NEO Corona LLC	Manager	Davido	Scott
NEO Corona LLC	Manager	Heuiser	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	Heuiser	Benny
NEO Corporation	Director	Kelly	Richard
NEO Corporation	Secretary	Ptacek	Tammie
NEO Cuyahoga, LLC	Manager	Chapman	Randall
NEO Cuyahoga, LLC	Manager	Davido	Scott

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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

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SUBSIDIARY NAME	TITLE	LAST N
NEO Ft. Smith LLC	Manager	Davido
NEO Ft. Smith LLC	Manager	Heuiser
NEO Hackensack, LLC	Manager	Chapman
NEO Hackensack, LLC	Manager	Davido
NEO Hackensack, LLC	Manager	Heuiser
NEO Hartford, LLC	Manager	Chapman
NEO Hartford, LLC	Manager	Davido
NEO Hartford, LLC	Manager	Heuiser
NEO Landfill Gas Holdings Inc.	Director	Carroll
NEO Landfill Gas Holdings Inc.	President	Carroll
NEO Landfill Gas Holdings Inc.	Vice President	Chapman
NEO Landfill Gas Holdings Inc.	Assistant Secretary	Davido
NEO Landfill Gas Holdings Inc.	Vice President	Davido
NEO Landfill Gas Holdings Inc.	Vice President	Heuiser
NEO Landfill Gas Holdings Inc.	Director	Kelly
NEO Landfill Gas Holdings Inc.	Assistant Secretary	Osteraas
NEO Landfill Gas Holdings Inc.	Secretary	Ptacek
NEO Landfill Gas Holdings Inc.	Treasurer	Schaefer
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 (i
		director
NEO Lopez Canyon LLC	Manager	Chapman

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NEO Lopez Canyon LLC	Manager	Davido
NEO Lopez Canyon LLC	Manager	Heuiser
NEO Lowell LLC	Manager	Chapman
NEO Lowell LLC	Manager	Davido
NEO Lowell LLC	Manager	Heuiser
NEO MESI LLC	Manager	Carroll
NEO MESI LLC	Manager	Davido
NEO MESI LLC	Manager	Heuiser
NEO Nashville LLC	Manager	Chapman
NEO Nashville LLC	Manager	Davido

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SUBSIDIARY NAME	TITLE	LAST N
NEO Nashville LLC	Manager	Heuise
NEO Phoenix LLC	Manager	Chapman
NEO Phoenix LLC	Manager	Davido
NEO Phoenix LLC	Manager	Heuiser
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	Heuiser
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	Heuiser
NEO Prince William, LLC	Manager	Chapman
NEO Prince William, LLC	Manager	Davido
NEO Prince William, LLC	Manager	Heuiser
NEO Riverside LLC	Manager	Chapman
NEO Riverside LLC	Manager	Davido
NEO Riverside LLC	Manager	Heuiser
NEO San Diego LLC	Manager	Chapman
NEO San Diego LLC	Manager	Davido
NEO San Diego LLC	Manager	Heuiser
NEO SKB LLC	Manager	Chapman
NEO SKB LLC	Manager	Davido
NEO SKB LLC	Manager	Heuiser
NEO Spokane LLC	Manager	Chapman
NEO Spokane LLC	Manager	Davido
NEO Spokane LLC	Manager	Heuiser
NEO Tacoma, L.L.C.	Manager	Chapman
NEO Tacoma, L.L.C.	Manager	Davido
NEO Tacoma, L.L.C.	Manager	Heuiser
NEO Tajiguas LLC	Manager	Chapman
NEO Tajiguas LLC	Manager	Davido
NEO Tajiguas LLC	Manager	Heuiser
NEO Taunton LLC	Manager	Chapman
NEO Taunton LLC	Manager	Davido
NEO Taunton LLC	Manager	Heuiser

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NEO Toledo-Gen LLC	Manager	Chapman
NEO Toledo-Gen LLC	Manager	Davido

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SUBSIDIARY NAME	TITLE	LAST NAME
-----	-----	-----
NEO Toledo-Gen LLC	Manager	Heuiser
NEO Tomoka Farms LLC	Manager	Chapman
NEO Tomoka Farms LLC	Manager	Davido
NEO Tomoka Farms LLC	Manager	Heuiser
NEO Tulare LLC	Manager	Chapman
NEO Tulare LLC	Manager	Davido
NEO Tulare LLC	Manager	Heuiser
NEO West Covina LLC	Manager	Chapman
NEO West Covina LLC	Manager	Davido
NEO West Covina LLC	Manager	Heuiser
NEO Woodville LLC	Manager	Chapman
NEO Woodville LLC	Manager	Davido
NEO Woodville LLC	Manager	Heuiser
NEO Yolo LLC	Manager	Chapman
NEO Yolo LLC	Manager	Davido
NEO Yolo LLC	Manager	Heuiser
NEO-Montauk Genco LLC	Manager	NEO-Montauk Manageme
NEO-Montauk Genco Management LLC	Manager	Carroll
NEO-Montauk Genco Management LLC	Manager	Davido
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 P
NM Colton Genco LLC	Manager	NEO-Montauk Manageme
NM Mid Valley Genco LLC	Manager	NEO-Montauk Manageme
NM Milliken Genco LLC	Manager	NEO-Montauk Manageme
NM San Timoteo Genco LLC	Manager	NEO-Montauk Manageme
Northbrook Acquisition Corp.	Assistant Secretary	Omega Ener
Northbrook Acquisition Corp.	Executive Vice President	Omega Ener
Northbrook Acquisition Corp.	President	Omega Ener
Northbrook Acquisition Corp.	Secretary	Omega Ener
Northbrook Acquisition Corp.	Treasurer	Omega Ener
Northbrook Acquisition Corp.	Director	Sinclair
Northbrook Acquisition Corp.	Director	Sundquist
Northbrook Carolina Hydro II, LLC	Manager	Northbrook Energy L

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SUBSIDIARY NAME	TITLE	LAST N
Northbrook Carolina Hydro II, LLC	Manager	Omega Ener 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
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
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 Sola
NRG Artesia Operations Inc.	Secretary	Lloyd
NRG Artesia Operations Inc.	Assistant Secretary	Osteraas
NRG Artesia Operations Inc.	Vice President	Smith
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 President	Davido

SUBSIDIARY NAME	TITLE	LAST N
NRG Arthur Kill Operations Inc.	Secretary	Fisfis
NRG Arthur Kill Operations Inc.	President	Kelly
NRG Arthur Kill Operations Inc.	Assistant Secretary	Osteraas

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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
NRG Asia Corporate Services Pte Ltd.	Directors	Graham
NRG Asia Corporate Services Pte Ltd.	Directors	Messer
NRG Asia-Pacific, Ltd.	Local Agent-Australia	Cameron
NRG Asia-Pacific, Ltd.	President	Kelly
NRG Asia-Pacific, Ltd.	Secretary	O'Brien
NRG Asia-Pacific, Ltd.	Assistant Secretary	Osteraas
NRG Astoria Gas Turbine Operations Inc.	Vice President	Brewster
NRG Astoria Gas Turbine Operations Inc.	Assistant Secretary	Davido
NRG Astoria Gas Turbine Operations Inc.	Director (sole)	Davido
NRG Astoria Gas Turbine Operations Inc.	Vice President	Davido
NRG Astoria Gas Turbine Operations Inc.	Secretary	Fisfis
NRG Astoria Gas Turbine Operations Inc.	President	Kelly
NRG Astoria Gas Turbine Operations Inc.	Assistant Secretary	Osteraas
NRG Astoria Gas Turbine Operations Inc.	Vice President	Riley
NRG Astoria Gas Turbine Operations Inc.	Treasurer	Schaefer
NRG Audrain Generating LLC	Assistant Secretary	Davido
NRG Audrain Generating LLC	Management Committee Member	Davido
NRG Audrain Generating LLC	Vice President	Davido
NRG Audrain Generating LLC	Management Committee Member	Kelly
NRG Audrain Generating LLC	President	Kelly
NRG Audrain Generating LLC	Vice President	Marks
NRG Audrain Generating LLC	Secretary	O'Brien

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SUBSIDIARY NAME	TITLE	LAST N
NRG Audrain Generating LLC	Assistant Secretary	Osteraas
NRG Audrain Generating LLC	Treasurer	Schaefer
NRG Audrain Generating LLC	Independent Member	Stawkey
NRG Audrain Holding LLC	Assistant Secretary	Davido
NRG Audrain Holding LLC	Management Committee Member	Davido
NRG Audrain Holding LLC	Vice President	Davido
NRG Audrain Holding LLC	Independent Member	Eppes
NRG Audrain Holding LLC	Management Committee Member	Kelly
NRG Audrain Holding LLC	President	Kelly
NRG Audrain Holding LLC	Vice President	Marks
NRG Audrain Holding LLC	Secretary	O'Brien

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NRG Audrain Holding LLC	Assistant Secretary	Osteraas
NRG Audrain Holding LLC	Treasurer	Schaefer
NRG Audrain Holding LLC	Independent Member	Stawikey
NRG Australia Holdings (No. 4) Pty Ltd.		
NRG Australia Holdings (No. 4) Pty Ltd.	Secretary	Messer
NRG Batesville LLC	Assistant Secretary	Davido
NRG Batesville LLC	Vice President	Davido
NRG Batesville LLC	President	Kelly
NRG Batesville LLC	Vice President	Marks
NRG Batesville LLC	Secretary	McInnis
NRG Batesville LLC	Assistant Secretary	Osteraas
NRG Batesville LLC	Treasurer	Schaefer
NRG Bay Shore Operations Inc.	Vice President	Brewster
NRG Bay Shore Operations Inc.	Assistant Secretary	Davido
NRG Bay Shore Operations Inc.	Director (sole)	Davido
NRG Bay Shore Operations Inc.	Vice President	Davido
NRG Bay Shore Operations Inc.	Secretary	Fisfis
NRG Bay Shore Operations Inc.	President	Kelly
NRG Bay Shore Operations Inc.	Assistant Secretary	Osteraas
NRG Bay Shore Operations Inc.	Treasurer	Schaefer
NRG Bayou Cove LLC	Assistant Secretary	Davido
NRG Bayou Cove LLC	Management Board (sole)	Davido
NRG Bayou Cove LLC	Vice President	Davido
NRG Bayou Cove LLC	President	Kelly
NRG Bayou Cove LLC	Vice President	Marks
NRG Bayou Cove LLC	Secretary	McInnis
NRG Bayou Cove LLC	Assistant Secretary	Osteraas
NRG Bayou Cove LLC	Treasurer	Schaefer
NRG Bourbonnais Equipment LLC	Assistant Secretary	Davido
NRG Bourbonnais Equipment LLC	Management Committee Member (sole)	Davido
NRG Bourbonnais Equipment LLC	Vice President	Davido
NRG Bourbonnais Equipment LLC	President	Kelly

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SUBSIDIARY NAME	TITLE	LAST N
-----	-----	-----
NRG Bourbonnais Equipment LLC	Vice President	Marks
NRG Bourbonnais Equipment LLC	Secretary	O'Brien
NRG Bourbonnais Equipment LLC	Assistant Secretary	Osteraas
NRG Bourbonnais Equipment LLC	Treasurer	Schaefer
NRG Bourbonnais LLC	Vice President	Brewster
NRG Bourbonnais LLC	Assistant Secretary	Davido
NRG Bourbonnais LLC	Management Committee Board (sole)	Davido
NRG Bourbonnais LLC	Vice President	Davido
NRG Bourbonnais LLC	President	Kelly
NRG Bourbonnais LLC	Vice President	Marks
NRG Bourbonnais LLC	Secretary	O'Brien
NRG Bourbonnais LLC	Assistant Secretary	Osteraas
NRG Bourbonnais LLC	Treasurer	Schaefer
NRG Brazos Valley GP LLC	Assistant Secretary	Davido
NRG Brazos Valley GP LLC	Vice President	Davido
NRG Brazos Valley GP LLC	President	Kelly
NRG Brazos Valley GP LLC	Vice President	Marks
NRG Brazos Valley GP LLC	Secretary	O'Brien

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NRG Brazos Valley GP LLC	Assistant Secretary	Osteraas
NRG Brazos Valley GP LLC	Treasurer	Schaefer
NRG Brazos Valley LP LLC	Assistant Secretary	Davido
NRG Brazos Valley LP LLC	Vice President	Davido
NRG Brazos Valley LP LLC	President	Kelly
NRG Brazos Valley LP LLC	Vice President	Marks
NRG Brazos Valley LP LLC	Secretary	O'Brien
NRG Brazos Valley LP LLC	Assistant Secretary	Osteraas
NRG Brazos Valley LP LLC	Treasurer	Schaefer
NRG Brazos Valley Technology LP LLC	Assistant Secretary	Davido
NRG Brazos Valley Technology LP LLC	Vice President	Davido
NRG Brazos Valley Technology LP LLC	President	Kelly
NRG Brazos Valley Technology LP LLC	Vice President	Marks
NRG Brazos Valley Technology LP LLC	Secretary	O'Brien
NRG Brazos Valley Technology LP LLC	Assistant Secretary	Osteraas
NRG Brazos Valley Technology LP LLC	Treasurer	Schaefer
NRG Bridgeport Harbor Operations Inc.	Secretary	Fisfis
NRG Bridgeport Harbor Operations Inc.	Assistant Secretary	Osteraas
NRG Cabrillo Power Operations Inc.	Vice President	Brewster
NRG Cabrillo Power Operations Inc.	Assistant Secretary	Davido
NRG Cabrillo Power Operations Inc.	Director (sole)	Davido
NRG Cabrillo Power Operations Inc.	Vice President	Davido
NRG Cabrillo Power Operations Inc.	President	Kelly
NRG Cabrillo Power Operations Inc.	Secretary	Lloyd
NRG Cabrillo Power Operations Inc.	Assistant Secretary	Osteraas
NRG Cabrillo Power Operations Inc.	Treasurer	Schaefer

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----- SUBSIDIARY NAME -----	----- TITLE -----	----- LAST N -----
NRG Cadillac Inc.	Director	Kelly
NRG Cadillac Inc.	Secretary	O'Brien
NRG Cadillac Inc.	Assistant Secretary	Osteraas
NRG Cadillac Operations Inc.	Vice President	Brewster
NRG Cadillac Operations Inc.	Assistant Secretary	Davido
NRG Cadillac Operations Inc.	Director (sole)	Davido
NRG Cadillac Operations Inc.	Vice President	Davido
NRG Cadillac Operations Inc.	President	Kelly
NRG Cadillac Operations Inc.	Secretary	O'Brien
NRG Cadillac Operations Inc.	Assistant Secretary	Osteraas
NRG Cadillac Operations Inc.	Treasurer	Schaefer
NRG Capital II LLC	Assistant Secretary	Davido
NRG Capital II LLC	Management Committee Member (sole)	Davido
NRG Capital II LLC	Vice President	Davido
NRG Capital II LLC	President	Kelly
NRG Capital II LLC	Vice President	Marks
NRG Capital II LLC	Assistant Secretary	Osteraas
NRG Capital II LLC	Secretary	Quinby
NRG Capital II LLC	Treasurer	Schaefer
NRG Capital LLC	Assistant Secretary	Davido
NRG Capital LLC	Management Committee Member	Davido
NRG Capital LLC	Vice President	Davido
NRG Capital LLC	Management Committee Member	Kelly
NRG Capital LLC	President	Kelly
NRG Capital LLC	Secretary	O'Brien
NRG Capital LLC	Assistant Secretary	Osteraas

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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

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SUBSIDIARY NAME	TITLE	LAST N
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
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
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

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NRG Connecticut Power Assets LLC	Assistant Secretary	Osteraas
NRG del Coronado Inc.	Director	Carroll
NRG del Coronado Inc.	President	Carroll
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

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SUBSIDIARY NAME	TITLE	LAST N
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
NRG Eastern LLC	Management Committee Member	Davido
NRG Eastern LLC	Vice President	Davido
NRG Eastern LLC	Secretary	Fisfis
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

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NRG El Segundo Operations Inc.	Vice President	Brewster
NRG El Segundo Operations Inc.	Assistant Secretary	Davido

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SUBSIDIARY NAME	TITLE	LAST NAME
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
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
NRG Energy Center Minneapolis LLC	Assistant Secretary	Osteraas
NRG Energy Center Minneapolis LLC	Secretary	Ptacek
NRG Energy Center Minneapolis LLC	Treasurer	Schaefer
NRG Energy Center Paxton Inc.	Director	Carroll
NRG Energy Center Paxton Inc.	President	Carroll
NRG Energy Center Paxton Inc.	Assistant Secretary	Davido
NRG Energy Center Paxton Inc.	Vice President	Davido
NRG Energy Center Paxton Inc.	Vice President	Goodwin
NRG Energy Center Paxton Inc.	Director	Kelly
NRG Energy Center Paxton Inc.	Assistant Secretary	Osteraas
NRG Energy Center Paxton Inc.	Secretary	Ptacek
NRG Energy Center Paxton Inc.	Treasurer	Schaefer
NRG Energy Center Pittsburgh LLC	President	Carroll
NRG Energy Center Pittsburgh LLC	Assistant Secretary	Davido
NRG Energy Center Pittsburgh LLC	Vice President	Davido
NRG Energy Center Pittsburgh LLC	Vice President	Goodwin

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SUBSIDIARY NAME	TITLE	LAST N
NRG Energy Center Pittsburgh LLC	Assistant Secretary	Osteraas
NRG Energy Center Pittsburgh LLC	Secretary	Ptacek
NRG Energy Center Pittsburgh LLC	Treasurer	Schaefer
NRG Energy Center Rock Tenn LLC	President	Carroll
NRG Energy Center Rock Tenn LLC	Assistant Secretary	Davido
NRG Energy Center Rock Tenn LLC	Vice President	Davido
NRG Energy Center Rock Tenn LLC	Assistant Secretary	Osteraas
NRG Energy Center Rock Tenn LLC	Vice President	Platteter
NRG Energy Center Rock Tenn LLC	Secretary	Ptacek
NRG Energy Center Rock Tenn LLC	Treasurer	Schaefer
NRG Energy Center San Diego LLC	President	Carroll
NRG Energy Center San Diego LLC	Assistant Secretary	Davido
NRG Energy Center San Diego LLC	Vice President	Davido
NRG Energy Center San Diego LLC	Vice President	Hoffmann
NRG Energy Center San Diego LLC	Assistant Secretary	Osteraas
NRG Energy Center San Diego LLC	Secretary	Ptacek
NRG Energy Center San Diego LLC	Treasurer	Schaefer
NRG Energy Center San Francisco LLC	President	Carroll
NRG Energy Center San Francisco LLC	Assistant Secretary	Davido
NRG Energy Center San Francisco LLC	Vice President	Davido
NRG Energy Center San Francisco LLC	Vice President	Mayer
NRG Energy Center San Francisco LLC	Assistant Secretary	Osteraas
NRG Energy Center San Francisco LLC	Secretary	Ptacek
NRG Energy Center San Francisco LLC	Treasurer	Schaefer
NRG Energy Center Smyrna LLC	Management Committee Member	Carroll
NRG Energy Center Smyrna LLC	President	Carroll
NRG Energy Center Smyrna LLC	Assistant Secretary	Davido
NRG Energy Center Smyrna LLC	Management Committee Member	Davido
NRG Energy Center Smyrna LLC	Vice President	Davido
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
NRG Energy Development B.V.	Director	Kelly
NRG Energy Development B.V.	Director	Temmes Man Services
NRG Energy Insurance, Ltd.	Director	Calvert

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SUBSIDIARY NAME	TITLE	LAST N
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

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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
NRG Energy, Inc.	Senior Vice President, General Counsel	Davido
NRG Energy, Inc.	Director	Johnson
NRG Energy, Inc.	Director	Kelly
NRG Energy, Inc.	President and Chief Operating Officer	Kelly
NRG Energy, Inc.	Vice President & Controller	Pieper
NRG Energy, Inc.	Senior Vice President, Commercial Operations	Redd, Jr.
NRG Energy, Inc.	Treasurer	Schaefer
NRG Energy, Inc.	Vice President	Schaefer
NRG Energy, Inc.	Vice President	Wilks
NRG Energy, Inc.	Vice President Administrative Services	Wilson
NRG Equipment Company LLC	Assistant Secretary	Davido
NRG Equipment Company LLC	Manager (sole)	Davido
NRG Equipment Company LLC	Vice President	Davido
NRG Equipment Company LLC	President	Kelly
NRG Equipment Company LLC	Vice President	Marks
NRG Equipment Company LLC	Secretary	O'Brien

----- SUBSIDIARY NAME -----	----- TITLE -----	----- LAST N -----
NRG Equipment Company LLC	Assistant Secretary	Osteraas
NRG Equipment Company LLC	Treasurer	Schaefer
NRG Finance Company I LLC	Assistant Secretary	Davido
NRG Finance Company I LLC	Management Committee Member	Davido
NRG Finance Company I LLC	Vice President	Davido
NRG Finance Company I LLC	Independent Member	Gears

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NRG Finance Company I LLC	Management Committee Member	Kelly
NRG Finance Company I LLC	President	Kelly
NRG Finance Company I LLC	Secretary	O'Brien
NRG Finance Company I LLC	Assistant Secretary	Osteraas
NRG Finance Company I LLC	Management Committee Member	Schaefer
NRG Finance Company I LLC	Treasurer	Schaefer
NRG Flinders Operating Services Pty Ltd	Director	Althoff
NRG Flinders Operating Services Pty Ltd	Secretary	Moschakis
NRG Gila Bend Holdings Inc.	Assistant Secretary	Davido
NRG Gila Bend Holdings Inc.	Director (sole)	Davido
NRG Gila Bend Holdings Inc.	Vice President	Davido
NRG Gila Bend Holdings Inc.	President	Kelly
NRG Gila Bend Holdings Inc.	Secretary	Lloyd
NRG Gila Bend Holdings Inc.	Vice President	Marks
NRG Gila Bend Holdings Inc.	Assistant Secretary	Osteraas
NRG Gila Bend Holdings Inc.	Treasurer	Schaefer
NRG Gladstone Operating Services Pty Ltd		
NRG Gladstone Operating Services Pty Ltd	Director	Brewster
NRG Gladstone Operating Services Pty Ltd	Director	Green
NRG Gladstone Operating Services Pty Ltd	Secretary	Mahoney
NRG Gladstone Operating Services Pty Ltd	Director	Truscott
NRG Gladstone Superannuation Pty Ltd	Director	Coucill
NRG Gladstone Superannuation Pty Ltd	Director	Irwin
NRG Gladstone Superannuation Pty Ltd	Secretary	Irwin
NRG Gladstone Superannuation Pty Ltd	Director	Kropp
NRG Gladstone Superannuation Pty Ltd	Director	Leinster
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

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

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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
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 Man
		Services
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
NRG International II Inc.	Vice President	Davido
NRG International II Inc.	Director	Kelly
NRG International II Inc.	President	Kelly
NRG International II Inc.	Secretary	O'Brien
NRG International II Inc.	Assistant Secretary	Osteraas
NRG International II Inc.	Director	Schaefer
NRG International II Inc.	Treasurer	Schaefer
NRG International II Inc.	Vice President	Schaefer
NRG International III Inc.	Assistant Secretary	Davido
NRG International III Inc.	Director	Davido
NRG International III Inc.	Vice President	Davido
NRG International III Inc.	Director	Kelly

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SUBSIDIARY NAME	TITLE	LAST N
NRG International III Inc.	President	Kelly
NRG International III Inc.	Secretary	O'Brien
NRG International III Inc.	Assistant Secretary	Osteraas
NRG International III Inc.	Director	Schaefer
NRG International III Inc.	Treasurer	Schaefer
NRG International III Inc.	Vice President	Schaefer
NRG International Services Company	Assistant Secretary	Davido
NRG International Services Company	Director (sole)	Davido
NRG International Services Company	Vice President	Davido
NRG International Services Company	President	Kelly
NRG International Services Company	Secretary	O'Brien
NRG International Services Company	Assistant Secretary	Osteraas
NRG International Services Company	Treasurer	Schaefer
NRG International, Inc.	Assistant Secretary	Davido
NRG International, Inc.	Vice President	Davido
NRG International, Inc.	President	Kelly
NRG International, Inc.	Secretary	O'Brien
NRG International, Inc.	Assistant Secretary	Osteraas
NRG Kaufman LLC	Assistant Secretary	Davido
NRG Kaufman LLC	Vice President	Davido
NRG Kaufman LLC	President	Kelly
NRG Kaufman LLC	Vice President	Marks
NRG Kaufman LLC	Secretary	McInnis

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NRG Kaufman LLC	Assistant Secretary	Osteraas
NRG Kaufman LLC	Treasurer	Schaefer
NRG Lakefield Inc.	Assistant Secretary	Davido
NRG Lakefield Inc.	Director (sole)	Davido
NRG Lakefield Inc.	Vice President	Davido
NRG Lakefield Inc.	President	Kelly
NRG Lakefield Inc.	Secretary	O'Brien
NRG Lakefield Inc.	Assistant Secretary	Osteraas
NRG Lakefield Inc.	Treasurer	Schaefer
NRG Lakeshore Generating LLC	Assistant Secretary	Davido
NRG Lakeshore Generating LLC	Management Board (sole)	Davido
NRG Lakeshore Generating LLC	Vice President	Davido
NRG Lakeshore Generating LLC	Secretary	Fisfis
NRG Lakeshore Generating LLC	President	Kelly
NRG Lakeshore Generating LLC	Assistant Secretary	Osteraas
NRG Lakeshore Generating LLC	Treasurer	Schaefer
NRG Lakeshore Operations Inc.	Vice President	Brewster
NRG Lakeshore Operations Inc.	Assistant Secretary	Davido
NRG Lakeshore Operations Inc.	Director (sole)	Davido
NRG Lakeshore Operations Inc.	Vice President	Davido
NRG Lakeshore Operations Inc.	Secretary	Fisfis

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SUBSIDIARY NAME	TITLE	LAST N
NRG Lakeshore Operations Inc.	President	Kelly
NRG Lakeshore Operations Inc.	Assistant Secretary	Osteraas
NRG Lakeshore Operations Inc.	Treasurer	Schaefer
NRG Latin America Inc.	Assistant Secretary	Davido
NRG Latin America Inc.	Director	Davido
NRG Latin America Inc.	Vice President	Davido
NRG Latin America Inc.	Director	Kelly
NRG Latin America Inc.	President	Kelly
NRG Latin America Inc.	Secretary	O'Brien
NRG Latin America Inc.	Assistant Secretary	Osteraas
NRG Latin America Inc.	Director	Schaefer
NRG Latin America Inc.	Treasurer	Schaefer
NRG Latin America Inc.	Vice President	Schaefer
NRG McClain LLC	Assistant Secretary	Davido
NRG McClain LLC	Vice President	Davido
NRG McClain LLC	President	Kelly
NRG McClain LLC	Secretary	Lloyd
NRG McClain LLC	Vice President	Marks
NRG McClain LLC	Assistant Secretary	Osteraas
NRG McClain LLC	Treasurer	Schaefer
NRG Mesquite LLC	Assistant Secretary	Davido
NRG Mesquite LLC	Vice President	Davido
NRG Mesquite LLC	President	Kelly
NRG Mesquite LLC	Secretary	Lloyd
NRG Mesquite LLC	Vice President	Marks
NRG Mesquite LLC	Assistant Secretary	Osteraas
NRG Mesquite LLC	Treasurer	Schaefer
NRG Mextrans Inc.	Assistant Secretary	Davido
NRG Mextrans Inc.	Director (sole)	Davido
NRG Mextrans Inc.	Vice President	Davido
NRG Mextrans Inc.	President	Kelly

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NRG Mextrans Inc.	Secretary	Lloyd
NRG Mextrans Inc.	Vice President	Marks
NRG Mextrans Inc.	Assistant Secretary	Osteraas
NRG Mextrans Inc.	Treasurer	Schaefer
NRG MidAtlantic Affiliate Services Inc.	Assistant Secretary	Davido
NRG MidAtlantic Affiliate Services Inc.	Director (sole)	Davido
NRG MidAtlantic Affiliate Services Inc.	Vice President	Davido
NRG MidAtlantic Affiliate Services Inc.	Assistant Secretary	Fisfis
NRG MidAtlantic Affiliate Services Inc.	President	Kelly
NRG MidAtlantic Affiliate Services Inc.	Secretary	O'Brien
NRG MidAtlantic Affiliate Services Inc.	Assistant Secretary	Osteraas
NRG MidAtlantic Affiliate Services Inc.	Vice President	Riley
NRG MidAtlantic Affiliate Services Inc.	Treasurer	Schaefer

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SUBSIDIARY NAME	TITLE	LAST N
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NRG MidAtlantic Generating LLC	Assistant Secretary	Davido
NRG MidAtlantic Generating LLC	Management Committee Member of both members	Davido
NRG MidAtlantic Generating LLC	Vice President	Davido
NRG MidAtlantic Generating LLC	Secretary	Fisfis
NRG MidAtlantic Generating LLC	Management Committee Member of both members	Kelly
NRG MidAtlantic Generating LLC	President	Kelly
NRG MidAtlantic Generating LLC	Assistant Secretary	Osteraas
NRG MidAtlantic Generating LLC	Vice President	Riley
NRG MidAtlantic Generating LLC	Management Committee Member	Schaefer
NRG MidAtlantic Generating LLC	Treasurer	Schaefer
NRG MidAtlantic LLC	Independent Member	Campbell
NRG MidAtlantic LLC	Assistant Secretary	Davido
NRG MidAtlantic LLC	Management Committee Member	Davido
NRG MidAtlantic LLC	Vice President	Davido
NRG MidAtlantic LLC	Secretary	Fisfis
NRG MidAtlantic LLC	Independent Member	Johnson
NRG MidAtlantic LLC	Management Committee Member	Kelly
NRG MidAtlantic LLC	President	Kelly
NRG MidAtlantic LLC	Assistant Secretary	Osteraas
NRG MidAtlantic LLC	Vice President	Riley
NRG MidAtlantic LLC	Management Committee Member	Schaefer
NRG MidAtlantic LLC	Treasurer	Schaefer
NRG Middletown Operations Inc.	Vice President	Brewster
NRG Middletown Operations Inc.	Assistant Secretary	Davido
NRG Middletown Operations Inc.	Director (sole)	Davido
NRG Middletown Operations Inc.	Vice President	Davido
NRG Middletown Operations Inc.	Secretary	Fisfis
NRG Middletown Operations Inc.	President	Kelly
NRG Middletown Operations Inc.	Assistant Secretary	Osteraas
NRG Middletown Operations Inc.	Treasurer	Schaefer
NRG Montville Operations Inc.	Vice President	Brewster
NRG Montville Operations Inc.	Assistant Secretary	Davido
NRG Montville Operations Inc.	Director (sole)	Davido
NRG Montville Operations Inc.	Vice President	Davido
NRG Montville Operations Inc.	Secretary	Fisfis
NRG Montville Operations Inc.	President	Kelly
NRG Montville Operations Inc.	Assistant Secretary	Osteraas

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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

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SUBSIDIARY NAME	TITLE	LAST N
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
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
NRG North Central Operations Inc.	Director (sole)	Davido
NRG North Central Operations Inc.	Vice President	Davido
NRG North Central Operations Inc.	President	Kelly
NRG North Central Operations Inc.	Vice President	Marks
NRG North Central Operations Inc.	Secretary	O'Brien
NRG North Central Operations Inc.	Assistant Secretary	Osteraas
NRG North Central Operations Inc.	Treasurer	Schaefer
NRG Northeast Affiliate Services Inc.	Assistant Secretary	Davido

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SUBSIDIARY NAME	TITLE	LAST N
NRG Northeast Affiliate Services Inc.	Director (sole)	Davido
NRG Northeast Affiliate Services Inc.	Vice President	Davido
NRG Northeast Affiliate Services Inc.	Secretary	Fisfis
NRG Northeast Affiliate Services Inc.	President	Kelly
NRG Northeast Affiliate Services Inc.	Assistant Secretary	Osteraas
NRG Northeast Affiliate Services Inc.	Vice President	Riley
NRG Northeast Affiliate Services Inc.	Treasurer	Schaefer
NRG Northeast Generating LLC	Assistant Secretary	Davido
NRG Northeast Generating LLC	Management Committee	
	Member of both members	Davido
NRG Northeast Generating LLC	Vice President	Davido
NRG Northeast Generating LLC	Secretary	Fisfis
NRG Northeast Generating LLC	Management Committee	
	Member of both members	Kelly
NRG Northeast Generating LLC	President	Kelly
NRG Northeast Generating LLC	Assistant Secretary	Osteraas
NRG Northeast Generating LLC	Independent Member	Rodriguez
NRG Northeast Generating LLC	Management Committee	
	Member of both members	Schaefer
NRG Northeast Generating LLC	Treasurer	Schaefer
NRG Northern Ohio Generating LLC	Assistant Secretary	Davido
NRG Northern Ohio Generating LLC	Management Board (sole)	Davido
NRG Northern Ohio Generating LLC	Vice President	Davido
NRG Northern Ohio Generating LLC	Secretary	Fisfis
NRG Northern Ohio Generating LLC	President	Kelly
NRG Northern Ohio Generating LLC	Assistant Secretary	Osteraas
NRG Northern Ohio Generating LLC	Treasurer	Schaefer
NRG Norwalk Harbor Operations Inc.	Vice President	Brewster
NRG Norwalk Harbor Operations Inc.	Assistant Secretary	Davido
NRG Norwalk Harbor Operations Inc.	Director (sole)	Davido
NRG Norwalk Harbor Operations Inc.	Vice President	Davido
NRG Norwalk Harbor Operations Inc.	Secretary	Fisfis
NRG Norwalk Harbor Operations Inc.	President	Kelly
NRG Norwalk Harbor Operations Inc.	Assistant Secretary	Osteraas
NRG Norwalk Harbor Operations Inc.	Treasurer	Schaefer
NRG Ohio Ash Disposal LLC	Assistant Secretary	Davido
NRG Ohio Ash Disposal LLC	Management Board (sole)	Davido
NRG Ohio Ash Disposal LLC	Vice President	Davido
NRG Ohio Ash Disposal LLC	Secretary	Fisfis
NRG Ohio Ash Disposal LLC	President	Kelly
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 Secreary	Davido
NRG Operating Services, Inc.	Director (sole)	Davido
NRG Operating Services, Inc.	Vice President	Davido
NRG Operating Services, Inc.	President	Kelly

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SUBSIDIARY NAME	TITLE	LAST N
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	Australian Taxation	
NRG Pacific Corporate Services Pty Ltd	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
NRG Peaker Finance Company LLC	President	Kelly
NRG Peaker Finance Company LLC	Vice President	Osteraas
NRG Peaker Finance Company LLC	Assistant Secretary	Marks
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
NRG Pensions Limited	Director	Jones
NRG Pensions Limited	Director ("B")	Krebs
NRG Pensions Limited	Director ("B")	Power
NRG Power Marketing Inc.	Director (sole)	Davido
NRG Power Marketing Inc.	Secretary	Davido
NRG Power Marketing Inc.	Vice President	Davido

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SUBSIDIARY NAME	TITLE	LAST N
NRG Power Marketing Inc.	Assistant Secretary	Osteraas
NRG Power Marketing Inc.	Chairman, President & CEO	Redd, Jr.
NRG Power Marketing Inc.	Treasurer (and VP listed separately)	Schaefer

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NRG Power Marketing Inc.	Vice President (& Treasurer listed separately)	Schaefer
NRG Power Options Inc.	President	Carroll
NRG Power Options Inc.	Assistant Secretary	Davido
NRG Power Options Inc.	Director (sole)	Davido
NRG Power Options Inc.	Vice President	Davido
NRG Power Options Inc.	Assistant Secretary	Osteraas
NRG Power Options Inc.	Secretary	Ptacek
NRG Processing Solutions LLC	President	Carroll
NRG Processing Solutions LLC	Assistant Secretary	Davido
NRG Processing Solutions LLC	Vice President	Davido
NRG Processing Solutions LLC	Assistant Secretary	Osteraas
NRG Processing Solutions LLC	Secretary	Ptacek
NRG Processing Solutions LLC	Treasurer	Schaefer
NRG Processing Solutions LLC	Vice President	White
NRG Rockford Acquisition LLC	Assistant Secretary	Davido
NRG Rockford Acquisition LLC	Vice President	Davido
NRG Rockford Acquisition LLC	President	Kelly
NRG Rockford Acquisition LLC	Vice President	Marks
NRG Rockford Acquisition LLC	Independent Member	Moore
NRG Rockford Acquisition LLC	Secretary	O'Brien
NRG Rockford Acquisition LLC	Assistant Secretary	Osteraas
NRG Rockford Acquisition LLC	Treasurer	Schaefer
NRG Rockford Equipment II LLC	Assistant Secretary	Davido
NRG Rockford Equipment II LLC	Management Board (sole)	Davido
NRG Rockford Equipment II LLC	Vice President	Davido
NRG Rockford Equipment II LLC	President	Kelly
NRG Rockford Equipment II LLC	Vice President	Marks
NRG Rockford Equipment II LLC	Secretary	O'Brien
NRG Rockford Equipment II LLC	Assistant Secretary	Osteraas
NRG Rockford Equipment II LLC	Treasurer	Schaefer
NRG Rockford Equipment II LLC	Treasurer	Schaefer
NRG Rockford Equipment LLC	Assistant Secretary	Davido
NRG Rockford Equipment LLC	Manager (sole)	Davido
NRG Rockford Equipment LLC	Vice President	Davido
NRG Rockford Equipment LLC	President	Kelly
NRG Rockford Equipment LLC	Vice President	Marks
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

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SUBSIDIARY NAME	TITLE	LAST N
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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

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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
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
NRG Services Corporation	Assistant Secretary	Osteraas
NRG Services Corporation	Treasurer	Schaefer
NRG South Central Affiliate Services Inc.	Assistant Secretary	Davido
NRG South Central Affiliate Services Inc.	Director (sole)	Davido

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SUBSIDIARY NAME	TITLE	LAST N
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NRG South Central Affiliate Services Inc.	Vice President	Davido
NRG South Central Affiliate Services Inc.	President	Kelly
NRG South Central Affiliate Services Inc.	Vice President	Marks
NRG South Central Affiliate Services Inc.	Secretary	O'Brien
NRG South Central Affiliate Services Inc.	Assistant Secretary	Osteraas
NRG South Central Affiliate Services Inc.	Treasurer	Schaefer
NRG South Central Generating LLC	Assistant Secretary	Davido
NRG South Central Generating LLC	Management Committee Member (of both members)	Davido
NRG South Central Generating LLC	Vice President	Davido
NRG South Central Generating LLC	Management Committee Member (of both members)	Kelly
NRG South Central Generating LLC	President	Kelly
NRG South Central Generating LLC	Vice President	Marks
NRG South Central Generating LLC	Secretary	McInnis
NRG South Central Generating LLC	Assistant Secretary	Osteraas
NRG South Central Generating LLC	Independent Member	Sagedy, Jr
NRG South Central Operations Inc.	Vice President	Brewster

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NRG South Central Operations Inc.	Assistant Secretary	Davido
NRG South Central Operations Inc.	Director (sole)	Davido
NRG South Central Operations Inc.	Vice President	Davido
NRG South Central Operations Inc.	President	Kelly
NRG South Central Operations Inc.	Vice President	Marks
NRG South Central Operations Inc.	Secretary	McInnis
NRG South Central Operations Inc.	Assistant Secretary	Osteraas
NRG South Central Operations Inc.	Treasurer	Schaefer
NRG Sterlington Power LLC	Assistant Secretary	Davido
NRG Sterlington Power LLC	Management Board (sole)	Davido
NRG Sterlington Power LLC	Vice President	Davido
NRG Sterlington Power LLC	President	Kelly
NRG Sterlington Power LLC	Vice President	Marks
NRG Sterlington Power LLC	Secretary	McInnis
NRG Sterlington Power LLC	Assistant Secretary	Osteraas
NRG Sterlington Power LLC	Treasurer	Schaefer
NRG Sunnyside Operations GP Inc.	Assistant Secretary	Davido
NRG Sunnyside Operations GP Inc.	Director (sole)	Davido
NRG Sunnyside Operations GP Inc.	Vice President	Davido
NRG Sunnyside Operations GP Inc.	President	Kelly
NRG Sunnyside Operations GP Inc.	Secretary	O'Brien
NRG Sunnyside Operations GP Inc.	Assistant Secretary	Osteraas
NRG Sunnyside Operations GP Inc.	Treasurer	Schaefer
NRG Sunnyside Operations LP Inc.	Assistant Secretary	Davido
NRG Sunnyside Operations LP Inc.	Director (sole)	Davido
NRG Sunnyside Operations LP Inc.	Vice President	Davido
NRG Sunnyside Operations LP Inc.	President	Kelly
NRG Sunnyside Operations LP Inc.	Secretary	O'Brien

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

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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
NRG Turbines LLC	Treasurer	Schaefer
NRG Turbines LLC	Independent Member	Sutton

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SUBSIDIARY NAME	TITLE	LAST NAME	FIRST NAME
NRG Valmy Power LLC	Assistant Secretary	Davido	Scott
NRG Valmy Power LLC	Management Board (sole)	Davido	Scott
NRG Valmy Power LLC	Vice President	Davido	Scott
NRG Valmy Power LLC	President	Kelly	Richard
NRG Valmy Power LLC	Secretary	Lloyd	David
NRG Valmy Power LLC	Vice President	Marks	Stanley
NRG Valmy Power LLC	Assistant Secretary	Osteraas	Kathryn
NRG Victoria I Pty Ltd			
NRG Victoria I Pty Ltd	Director	Messer	Shaun
NRG Victoria I Pty Ltd	Secretary	Messer	Shaun
NRG Victoria II Pty Ltd			
NRG Victoria II Pty Ltd	Director	Messer	Shaun
NRG Victoria II Pty Ltd	Secretary	Messer	Shaun
NRG Victoria III Pty Ltd			
NRG Victoria III Pty Ltd	Director	Messer	Shaun
NRG Victoria III Pty Ltd	Secretary	Messer	Shaun
NRG West Coast Inc.	Assistant Secretary	Davido	Scott
NRG West Coast Inc.	Vice President	Davido	Scott
NRG West Coast Inc.	President	Kelly	Richard
NRG West Coast Inc.	Secretary	Lloyd	David
NRG West Coast Inc.	Assistant Secretary	Osteraas	Kathryn
NRG West Coast Inc.	Treasurer	Schaefer	George
NRG Western Affiliate Services Inc.	Assistant Secretary	Davido	Scott
NRG Western Affiliate Services Inc.	Director (sole)	Davido	Scott
NRG Western Affiliate Services Inc.	Vice President	Davido	Scott
NRG Western Affiliate Services Inc.	President	Kelly	Richard
NRG Western Affiliate Services Inc.	Secretary	Lloyd	David
NRG Western Affiliate Services Inc.	Vice President	Marks	Stanley
NRG Western Affiliate Services Inc.	Assistant Secretary	Osteraas	Kathryn
NRG Western Affiliate Services Inc.	Treasurer	Schaefer	George
NRG Woodland Operations LLC	President	Carroll	Michael
NRG Woodland Operations LLC	Assistant Secretary	Davido	Scott

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NRG Woodland Operations LLC	Management Board (sole)	Davido	Scott
NRG Woodland Operations LLC	Vice President	Davido	Scott
NRG Woodland Operations LLC	Vice President	Helliwell, Jr.	William
NRG Woodland Operations LLC	Assistant Secretary	Osteraas	Kathryn
NRG Woodland Operations LLC	Secretary	Ptacek	Tammie
NRG Woodland Operations LLC	Treasurer	Schaefer	George
NRGenerating (Gibraltar)	Director	Golt	Teresa
NRGenerating Energy Trading Ltd.	Secretary	Eitrheim	Marie
NRGenerating Energy Trading Ltd.	Director	Kelly	Richard
NRGenerating Holdings (No. 11) B.V.	Director	Kelly	Richard

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SUBSIDIARY NAME	TITLE	LAST NAME
NRGenerating Holdings (No. 11) B.V.	Director	Temmes Management Services BV
NRGenerating Holdings (No. 13) B.V.	Director	Kelly
NRGenerating Holdings (No. 13) B.V.	Director	Temmes Management Services BV
NRGenerating Holdings (No. 14) B.V.	Director	Kelly
NRGenerating Holdings (No. 14) B.V.	Director	Temmes Management Services BV
NRGenerating Holdings (No. 15) B.V.	Director	Kelly
NRGenerating Holdings (No. 15) B.V.	Director	Temmes Management Services BV
NRGenerating Holdings (No. 16) B.V.	Director	Kelly
NRGenerating Holdings (No. 16) B.V.	Director	Temmes Management Services BV
NRGenerating Holdings (No. 18) B.V.	Director	Kelly
NRGenerating Holdings (No. 18) B.V.	Director	Temmes Management Services B.V.
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 Services B.V.
NRGenerating Holdings (No. 23) B.V.	Director	Kelly
NRGenerating Holdings (No. 23) B.V.	Director	Temmes Management Services B.V.
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 Services BV
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 Services BV
NRGenerating Holdings (No. 4) GmbH	Authorized Signatory	Cochran
NRGenerating Holdings (No. 4) GmbH	Director	Kelly
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 Services BV

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SUBSIDIARY NAME

TITLE

LAST NAME

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NRGenerating Holdings (No. 6) B.V.	Director	Kelly
NRGenerating Holdings (No. 6) B.V.	Director	Temmes Management Services BV
NRGenerating Holdings (No. 7) B.V.	Director	Kelly
NRGenerating Holdings (No. 7) B.V.	Director	Temmes Management Services BV
NRGenerating Holdings (No. 8) B.V.	Director	Kelly
NRGenerating Holdings (No. 8) B.V.	Director	Temmes Management Services BV
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 Services BV
NRGenerating IV (Gibraltar)	Director	NRG International Holdings GmbH
NRGenerating Luxembourg (No. 1) S.a.r.l.	Director	NRGenerating International B.V.
NRGenerating Luxembourg (No. 2) S.a.r.l.	Director	NRGenerating International B.V.
NRGenerating Luxembourg (No. 4) S.a.r.l.	Director	NRGenerating Holdings (No. 21)
NRGenerating Luxembourg (No. 4) S.a.r.l.	Director	NRGenerating Holdings (No. 21)
NRGenerating Luxembourg (No. 5) S.a.r.l.	Director	NRGenerating Holdings (No. 21)
NRGenerating Luxembourg (No. 6) S.a.r.l.	Manager	NRG International Holdings GmbH
NRGenerating Rupali B.V.	Director	Kelly
NRGenerating Rupali B.V.	Director	Temmes Management Services BV
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

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SUBSIDIARY NAME	TITLE	LAST NAME	FIRST NAME
O Brien Cogeneration, Inc. II	Assistant Secretary	Davido	Scott
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	Richard
O Brien Cogeneration, Inc. II	Secretary	Lloyd	David
O Brien Cogeneration, Inc. II	Assistant Secretary	Osteraas	Kathryn
O Brien Cogeneration, Inc. II	Vice President	Riley	Bryan
O Brien Cogeneration, Inc. II	Treasurer	Schaefer	George
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	Randall
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	Richard

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O Brien Standby Power Energy, Inc.	Assistant Secretary	Osteraas	Kathryn
O Brien Standby Power Energy, Inc.	Secretary	Ptacek	Tammie
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	Richard
Okeechobee Power I, Inc.	Secretary	O'Brien	Timothy
Okeechobee Power I, Inc.	Assistant Secretary	Osteraas	Kathryn
Okeechobee Power I, Inc.	Treasurer	Schaefer	George
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	Richard
Okeechobee Power II, Inc.	Secretary	O'Brien	Timothy
Okeechobee Power II, Inc.	Assistant Secretary	Osteraas	Kathryn
Okeechobee Power II, Inc.	Treasurer	Schaefer	George
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	Richard
Okeechobee Power III, Inc.	Secretary	O'Brien	Timothy
Okeechobee Power III, Inc.	Assistant Secretary	Osteraas	Kathryn
Okeechobee Power III, Inc.	Treasurer	Schaefer	George
ONSITE Energy, Inc.	Assistant Secretary	Davido	Scott
ONSITE Energy, Inc.	Director	Davido	Scott
ONSITE Energy, Inc.	Vice President	Davido	Scott
ONSITE Energy, Inc.	Director	Kelly	Richard
ONSITE Energy, Inc.	President	Kelly	Richard
ONSITE Energy, Inc.	Secretary	Lloyd	David

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SUBSIDIARY NAME	TITLE	LAST NAME	FIRST NAME
ONSITE Energy, Inc.	Vice President	Marks	Stanley
ONSITE Energy, Inc.	Assistant Secretary	Osteraas	Kathryn
ONSITE Energy, Inc.	Treasurer	Schaefer	George
ONSITE Funding Corporation	Secretary	Lloyd	David
ONSITE Funding Corporation	Vice President	Marks	Stanley
ONSITE Funding Corporation	Assistant Secretary	Osteraas	Kathryn
ONSITE Marianas Corporation	Secretary	Lloyd	David
ONSITE Marianas Corporation	Vice President	Marks	Stanley
ONSITE Marianas Corporation	Assistant Secretary	Osteraas	Kathryn
Oswego Harbor Power LLC	Assistant Secretary	Davido	Scott
Oswego Harbor Power LLC	Management Committee Member	Davido	Scott
Oswego Harbor Power LLC	Vice President	Davido	Scott
Oswego Harbor Power LLC	Secretary	Fisfis	David
Oswego Harbor Power LLC	Management Committee Member	Kelly	Richard
Oswego Harbor Power LLC	President	Kelly	Richard
Oswego Harbor Power LLC	Assistant Secretary	Osteraas	Kathryn
Oswego Harbor Power LLC	Treasurer	Schaefer	George
Oswego Harbor Power LLC	Independent Member	Tillman	Carrie
OU Nrg Energy Est	Management Board Member	Lauri	Hillar
OU Nrg Energy Est	Management Board Member	Wolf	Steven
P.T. Dayalistrik Pratama	Commissioner	Ansaldo(1)	
P.T. Dayalistrik Pratama	Director	Ansaldo(1)	
P.T. Dayalistrik Pratama	Director	Pesenti	Lorenzo

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P.T. Dayalistrik Pratama	Commissioner	PT Fenergi(1)	
P.T. Dayalistrik Pratama	Director	PT Fenergi(1)	
P.T. Dayalistrik Pratama	Director	Widjajanto	Utomo
Pacific Crockett Holdings, Inc.	Assistant Secretary	Davido	Scott
Pacific Crockett Holdings, Inc.	Director	Davido	Richard
Pacific Crockett Holdings, Inc.	Vice President	Davido	Scott
Pacific Crockett Holdings, Inc.	Director	Kelly	Richard
Pacific Crockett Holdings, Inc.	President	Kelly	Richard
Pacific Crockett Holdings, Inc.	Secretary	Lloyd	David
Pacific Crockett Holdings, Inc.	Vice President	Marks	Stanley
Pacific Crockett Holdings, Inc.	Assistant Secretary	Osteraas	Kathryn
Pacific Generation Company	Assistant Secretary	Davido	Scott
Pacific Generation Company	Director	Davido	Scott
Pacific Generation Company	Vice President	Davido	Scott
Pacific Generation Company	Director	Kelly	Richard
Pacific Generation Company	President	Kelly	Richard
Pacific Generation Company	Secretary	Lloyd	David
Pacific Generation Company	Vice President	Marks	Stanley
Pacific Generation Company	Assistant Secretary	Osteraas	Kathryn

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SUBSIDIARY NAME	TITLE	LAST NAME	FIRST NAME
-----	-----	-----	-----
Pacific Generation Company	Treasurer	Schaefer	George
Pacific Generation Development Company	Assistant Secretary	Davido	Scott
Pacific Generation Development Company	Director	Davido	Scott
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
Pacific Orrington Energy, Inc.	Director	Kelly	Richard
Pacific Orrington Energy, Inc.	President	Kelly	Richard

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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

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SUBSIDIARY NAME	TITLE	LAST NAME
Pacific-Mt. Poso Corporation	Vice President	Marks
Pacific-Mt. Poso Corporation	Assistant Secretary	Osteraas
Pacific-Mt. Poso Corporation	Treasurer	Schaefer
Pittsburgh Thermal, Limited Partnership	Chairman	Avers (TVI)
Pittsburgh Thermal, Limited Partnership	Secretary	Avers (TVI)
Pittsburgh Thermal, Limited Partnership	Vice President	Cummings (T
Pittsburgh Thermal, Limited Partnership	Assistant Secretary	Mahoney (TV
Pittsburgh Thermal, Limited Partnership	President	Mahoney (TV
Pittsburgh Thermal, Limited Partnership	Treasurer	Mahoney (TV
Power Operations, Inc.	Vice President	Brewster
Power Operations, Inc.	Assistant Secretary	Davido
Power Operations, Inc.	Director (sole)	Davido
Power Operations, Inc.	Vice President	Davido
Power Operations, Inc.	President	Kelly
Power Operations, Inc.	Secretary	O'Brien
Power Operations, Inc.	Assistant Secretary	Osteraas
Power Operations, Inc.	Treasurer	Schaefer
Pyro-Pacific Operating Company	managed by General partner or Management Committee	Pyropower C
Reid Gardner Power LLC	President	Kelly
Reid Gardner Power LLC	Secretary	Lloyd
Reid Gardner Power LLC	Assistant Secretary	Osteraas
Rocky Road Power, LLC	Executive Committee Representative	Elmer
Rocky Road Power, LLC	Executive Committee Representative	Lopez
Rocky Road Power, LLC	Executive Committee Representative	Manalac
Rybnik (Gibraltar)	Director	Golt
Rybnik Power B.V.	Director	Kelly
Rybnik Power B.V.	Director	Temmes Mana Services
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)	Haffner
Saale Energie GmbH	Managing Director - Geschäftsführer	Taylor
Saale Energie Services GmbH	Managing Director - Geschäftsführer	Blake
Saale Energie Services GmbH	Managing Director - Geschäftsführer	Scantlebury
Sachsen Holding B.V.	Director	Kelly
Sachsen Holding B.V.	Director	Temmes Mana Services
Saguaro Power LLC	Assistant Secretary	Davido
Saguaro Power LLC	Vice President	Davido

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Saguaro Power LLC	Secretary	Fisfis
Saguaro Power LLC	Independent Member	Grier
Saguaro Power LLC	President	Kelly
Saguaro Power LLC	Vice President	Marks
Saguaro Power LLC	Assistant Secretary	Osteraas
Saguaro Power LLC	Treasurer	Schaefer

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----- SUBSIDIARY NAME -----	----- TITLE -----	-----
San Bernardino Landfill Gas Limited Partnership, a California limited partnership	Manager	MN Sa Gasc
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
San Joaquin Valley Energy I, Inc.	Director	Kelly
San Joaquin Valley Energy I, Inc.	President	Kelly
San Joaquin Valley Energy I, Inc.	Secretary	Lloyd
San Joaquin Valley Energy I, Inc.	Vice President	Marks
San Joaquin Valley Energy I, Inc.	Assistant Secretary	Oster
San Joaquin Valley Energy I, Inc.	Director	Schae
San Joaquin Valley Energy I, Inc.	Treasurer	Schae
San Joaquin Valley Energy IV, Inc.	Assistant Secretary	David
San Joaquin Valley Energy IV, Inc.	Director	David
San Joaquin Valley Energy IV, Inc.	Vice President	David
San Joaquin Valley Energy IV, Inc.	Director	Kelly
San Joaquin Valley Energy IV, Inc.	President	Kelly
San Joaquin Valley Energy IV, Inc.	Secretary	Lloyd
San Joaquin Valley Energy IV, Inc.	Vice President	Marks
San Joaquin Valley Energy IV, Inc.	Assistant Secretary	Oster
San Joaquin Valley Energy IV, Inc.	Director	Schae
San Joaquin Valley Energy IV, Inc.	Treasurer	Schae
San Joaquin Valley Energy Partners I, L.P.	Management Committee Member	Coomb
San Joaquin Valley Energy Partners I, L.P.	Management Committee Member	Marks
San Joaquin Valley Energy Partners I, L.P.	Management Committee member	Volka
San Joaquin Valley Energy Partners IV, L.P.	Management Committee Member	Coomb
San Joaquin Valley Energy Partners IV, L.P.	Management Committee Member	Marks
San Joaquin Valley Energy Partners IV, L.P.	Management Committee Member	Volka
Scoria Incorporated	Assistant Secretary	Oster
Scudder Latin American Power I-C L.D.C.	Project Committee Representative	CAF,
Scudder Latin American Power I-C L.D.C.	Management Committee Representative	Carbo
Scudder Latin American Power I-C L.D.C.	Management Committee Representative	Elwar
Scudder Latin American Power I-C L.D.C.	Project Committee Representative	Littl
Scudder Latin American Power I-C L.D.C.	Management Committee Representative	Paul
Scudder Latin American Power I-C L.D.C.	Project Committee Representative (alternate)	Smith
Scudder Latin American Power II-C L.D.C.	Management Committee Representative	Birds
Scudder Latin American Power II-C L.D.C.	Project Committee Representative	CAF,
Scudder Latin American Power II-C L.D.C.	Management Committee Representative	Carbo
Scudder Latin American Power II-C L.D.C.	Management Committee Representative	Elwar
Scudder Latin American Power II-C L.D.C.	Project Committee Representative	Littl
Scudder Latin American Power II-C L.D.C.	Management Committee Representative	Paul
Scudder Latin American Power II-C L.D.C.	Project Committee Representative (alternate)	Smith
Scudder Latin American Power II-Corporation A	Management Committee Representative	Birds

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SUBSIDIARY NAME	TITLE	
Scudder Latin American Power II-Corporation A	Project Committee Representative	CAF a
Scudder Latin American Power II-Corporation A	Management Committee Representative	Carbo
Scudder Latin American Power II-Corporation A	Management Committee Representative	Elwan
Scudder Latin American Power II-Corporation A	Management Committee Representative	Paul
Scudder Latin American Power II-Corporation B	Management Committee Representative	Birds
Scudder Latin American Power II-Corporation B	Project Committee Representative	CAF a
Scudder Latin American Power II-Corporation B	Management Committee Representative	Carbo
Scudder Latin American Power II-Corporation B	Management Committee Representative	Elwan
Scudder Latin American Power II-Corporation B	Management Committee Representative	Paul
Scudder Latin American Power II-P L.D.C.	Management Committee Representative	Birds
Scudder Latin American Power II-P L.D.C.	Project Committee Representative	CAF,
Scudder Latin American Power II-P L.D.C.	Management Committee Representative	Carbo
Scudder Latin American Power II-P L.D.C.	Management Committee Representative	Elwan
Scudder Latin American Power II-P L.D.C.	Management Committee Representative (alternate)	Littl
Scudder Latin American Power II-P L.D.C.	Management Committee Representative	Paul
Scudder Latin American Power II-P L.D.C.	Management Committee Representative	Smith
Scudder Latin American Power I-P L.D.C.	Project Committee Representative	CAF,
Scudder Latin American Power I-P L.D.C.	Management Committee Representative	Carbo
Scudder Latin American Power I-P L.D.C.	Management Committee Representative	Elwan
Scudder Latin American Power I-P L.D.C.	Management Committee Representative (alternate)	Littl
Scudder Latin American Power I-P L.D.C.	Management Committee Representative	Paul
Scudder Latin American Power I-P L.D.C.	Management Committee Representative	Smith
Somerset Operations Inc.	Vice President	Brews
Somerset Operations Inc.	Assistant Secretary	David
Somerset Operations Inc.	Director (sole)	David
Somerset Operations Inc.	Vice President	David
Somerset Operations Inc.	Secretary	Fisfi
Somerset Operations Inc.	President	Kelly
Somerset Operations Inc.	Assistant Secretary	Oster
Somerset Operations Inc.	Treasurer	Schae
Somerset Power LLC	Assistant Secretary	David
Somerset Power LLC	Management Committee Member	David
Somerset Power LLC	Vice President	David
Somerset Power LLC	Secretary	Fisfi
Somerset Power LLC	Management Committee Member	Kelly
Somerset Power LLC	President	Kelly
Somerset Power LLC	Assistant Secretary	Oster
Somerset Power LLC	Treasurer	Schae
Somerset Power LLC	Independent Member	Tillm
South Central Generation Holding LLC	Assistant Secretary	David
South Central Generation Holding LLC	Management Committee Member	David
South Central Generation Holding LLC	Vice President	David

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SUBSIDIARY NAME

TITLE

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South Central Generation Holding LLC	Management Committee Member	Kelly
South Central Generation Holding LLC	President	Kelly
South Central Generation Holding LLC	Vice President	Marks
South Central Generation Holding LLC	Secretary	McInn
South Central Generation Holding LLC	Assistant Secretary	Oster
South Central Generation Holding LLC	Treasurer	Schae
Southwest Generation LLC	President	Kelly
Southwest Generation LLC	Secretary	Lloyd
Southwest Generation LLC	Assistant Secretary	Oster
Southwest Power Holdings LLC	Secretary	Lloyd
Southwest Power Holdings LLC	Assistant Secretary	Oster
Statoil Energy Power/Pennsylvania, Inc.	Director	Carro
Statoil Energy Power/Pennsylvania, Inc.	President	Carro
Statoil Energy Power/Pennsylvania, Inc.	Assistant Secretary	David
Statoil Energy Power/Pennsylvania, Inc.	Vice President	David
Statoil Energy Power/Pennsylvania, Inc.	Director	Kelly
Statoil Energy Power/Pennsylvania, Inc.	Assistant Secretary	Oster
Statoil Energy Power/Pennsylvania, Inc.	Secretary	Ptace
Sterling (Gibraltar)	Secretary	Golt
Sterling (Gibraltar)	Director	NRGen
		(No.
Sterling Luxembourg (No. 1) s.a.r.l.	Director	NRGen
		(No.
Sterling Luxembourg (No. 2) s.a.r.l.	Director	NRGen
		(No.
Sterling Luxembourg (No. 4) s.a.r.l.	Director	NRGen
		(No.
STS Heisler, Inc.	Assistant Secretary	Omega
STS Heisler, Inc.	Executive Vice President	Omega
STS Heisler, Inc.	President	Omega
STS Heisler, Inc.	Secretary	Omega
STS Heisler, Inc.	Treasurer	Omega
STS Heisler, Inc.	Director	Omega
STS Hydropower Ltd.	Assistant Secretary	Omega
STS Hydropower Ltd.	Executive Vice President	Omega
STS Hydropower Ltd.	President	Omega
STS Hydropower Ltd.	Secretary	Omega
STS Hydropower Ltd.	Treasurer	Omega
STS Hydropower Ltd.	Director	Omega
Suncook Energy LLC	Manager	Chapm
Suncook Energy LLC	Manager	David

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SUBSIDIARY NAME	TITLE	
Suncook Energy LLC	Manager	Heuis
Sunnyside Cogeneration Associates	Management Committee Member	Ander
Sunnyside Cogeneration Associates	Management Committee Member	Babco
Sunnyside Holdings I, Inc..	Vice President	Smith
Sunshine State Power (No. 2) B.V.		
Sunshine State Power (No. 2) B.V.	Director	Kelly
Sunshine State Power (No. 2) B.V.	Director	Temme
		Serv
Sunshine State Power B.V.		
Sunshine State Power B.V.	Director	Kelly

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Sunshine State Power B.V.	Director	Temme
Tacoma Energy Recovery Company	President	Serv
Tacoma Energy Recovery Company	Assistant Secretary	Carro
Tacoma Energy Recovery Company	Director (sole)	David
Tacoma Energy Recovery Company	Vice President	David
Tacoma Energy Recovery Company	Vice President	Helli
Tacoma Energy Recovery Company	Assistant Secretary	Oster
Tacoma Energy Recovery Company	Secretary	Ptace
Tacoma Energy Recovery Company	Treasurer	Schae
Telogia Power Inc.	Director	Carro
Telogia Power Inc.	President	Carro
Telogia Power Inc.	Secretary	Ptace
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	Manal
Termo Santander Holding (Alpha), L.L.C.	Executive Committee Representative	Willi
TermoRio S.A.	Director	Barbo
TermoRio S.A.	Director	Morei
TermoRio S.A.	Director	Tavar
Timber Energy Resources, Inc.	Assistant Secretary	Oster
Timber Energy Resources, Inc.	Secretary	Ptace
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")	Gonza
Tosli Acquisition B.V.	Director	NRGen
		(No.
Valmy Power LLC	Secretary	Lloyd
Vienna Operations Inc.	Vice President	Brews
Vienna Operations Inc.	Assistant Secretary	David
Vienna Operations Inc.	Director (sole)	David

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SUBSIDIARY NAME	TITLE	
-----	-----	-----
Vienna Operations Inc.	Vice President	David
Vienna Operations Inc.	Secretary	Fisfi
Vienna Operations Inc.	President	Kelly
Vienna Operations Inc.	Assistant Secretary	Oster
Vienna Operations Inc.	Vice President	Riley
Vienna Operations Inc.	Treasurer	Schae
Vienna Power LLC	Assistant Secretary	David
Vienna Power LLC	Management Committee Member	David
Vienna Power LLC	Vice President	David
Vienna Power LLC	Secretary	Fisfi
Vienna Power LLC	Management Committee Member	Kelly
Vienna Power LLC	President	Kelly
Vienna Power LLC	Assistant Secretary	Oster
Vienna Power LLC	Vice President	Riley
Vienna Power LLC	Management Committee Member	Schae
Vienna Power LLC	Treasurer	Schae
Wainstones Power Limited	Director	Kelly
Wainstones Power Limited	Secretary	Minci
		Corp

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WCP (Generation) Holdings LLC	Treasurer	Limi
WCP (Generation) Holdings LLC	Assistant Secretary	Doty
WCP (Generation) Holdings LLC	Executive Committee Member	Johns
WCP (Generation) Holdings LLC	Vice President	Ledni
WCP (Generation) Holdings LLC	Secretary	Ledni
WCP (Generation) Holdings LLC	Executive Committee Member	Lloyd
WCP (Generation) Holdings LLC	Vice President	Manal
WCP (Generation) Holdings LLC	Executive Committee Member	Manal
WCP (Generation) Holdings LLC	Vice President	Marks
WCP (Generation) Holdings LLC	President	Marks
WCP (Generation) Holdings LLC	Assistant Secretary	Niste
WCP (Generation) Holdings LLC	Assistant Secretary	Oster
WCP (Generation) Holdings LLC	Assistant Secretary	Roth
WEB Energy Ltd.		
WEB Energy Ltd.	Director	Jhunk
WEB Energy Ltd.	Director	Kelly
WEB Energy Ltd.	Director	Kwong
WEB Energy Ltd.	Secretary	Port
		Serv
West Coast Power LLC	Treasurer	Doty
West Coast Power LLC	Assistant Secretary	Johns
West Coast Power LLC	Executive Committee Member	Ledni
West Coast Power LLC	President	Ledni
West Coast Power LLC	Vice President	Ledni
West Coast Power LLC	Secretary	Lloyd
West Coast Power LLC	Executive Committee Member	Manal

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SUBSIDIARY NAME	TITLE	
-----	-----	-----
West Coast Power LLC	Vice President	Manal
West Coast Power LLC	Executive Committee Member	Marks
West Coast Power LLC	Vice President	Marks
West Coast Power LLC	Assistant Secretary	Oster
West Coast Power LLC	Assistant Secretary	Roth
West Coast Power LLC	Executive Committee Member	Willi

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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)	EX
-----	-----	-----	-----
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	

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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;
- (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 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 EXERCISABLE WITHIN 60 DAYS
-----	-----	-----	-----
Wayne H. Brunetti Chairman of the Board, President and Chief Executive Officer	105,025	9,184	692,850
C. Coney Burgess Director	8,576	12,174	0
David A. Christensen Director	1,000	33,661	0
Roger R. Hemminghaus Director	6,565	23,826	0

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A. Barry Hirschfield Director	13,251	12,930	0
Douglas W. Leatherdale Director	1,100	32,755	0
Albert F. Moreno Director	4,325	18,776	0
Margaret R. Preska Director	1,300	26,497	0
A. Patricia Sampson Director	1,266	22,593	0
Allan L. Schuman Director	200	18,439	0
Rodney E. Slifer Director	17,946	22,712	0
W. Thomas Stephens Director	11,038	19,275	0
Richard C. Kelly (1) Chief Financial Officer	29,152	3,311	224,750
Gary R. Johnson Vice President and General Counsel	19,582	0	116,465
Paul J. Bonavia President, Energy Markets	5,252	1,440	186,000
Directors and Executive Officers as a Group (25 Persons)	390,488	265,068	1,934,400

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

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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

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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.

SUMMARY COMPENSATION TABLE

(a) NAME AND PRINCIPAL POSITION	(b) YEAR	ANNUAL COMPENSATION			LONG-TERM C		
		(c) SALARY (\$)	(d) BONUS (\$) (1)	(e) OTHER ANNUAL COMPENSATION (\$ (2)	(f) RESTRICTED STOCK AWARDS (\$ (3)	(g) NUMBER SECURIT UNDERLY OPTIONS SAR'S (#	
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	--	756	
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	--	228	
Gary R. Johnson General Counsel	2002	390,000	--	1,329	--		
	2001	340,000	236,656	3,934	--		
	2000	313,750	240,378	3,613	--	185	
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	--	153	
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	--	126	
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	--	135	

* 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

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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 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 THE LIFE INSURANCE PAID BY THE COMPANY (\$)
Wayne H. Brunetti	8,000	34,780	n/a	5,127
Richard C. Kelly	8,000	12,580	n/a	2,387
Gary R. Johnson	1,400	0	440	1,936
Paul J. Bonavia	8,000	0	n/a	1,278
James T. Petillo	8,000	5,980	n/a	1,177
David M. Wilks	8,000	5,980	n/a	1,490

(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

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the outstanding loans under the Employee Stock Ownership Plan.

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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	SHARES ACQUIRED ON EXERCISE (#)	VALUE REALIZED (\$)	NUMBER OF SECURITIES UNDERLYING UNEXERCISED OPTIONS/SARS AT FY-END (#)		VALUE OF UNEXERCISED IN-THE-MONEY OPTIONS/SARS AT FY-END	
			EXERCISABLE	UNEXERCISABLE	EXERCISABLE	UNEXERCISABLE
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.

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 PLANS		
			THRESHOLD (\$)(3)	TARGET (\$)	MAXIMUM (\$)
Wayne H. Brunetti	119,566	1/1/02-12/31/04	832,031	3,328,125	6,656,250
Richard C. Kelly	30,690	1/1/02-12/31/04	213,563	854,250	1,708,500
Gary R. Johnson	15,763	1/1/02-12/31/04	109,688	438,750	877,500
Paul J. Bonavia	15,560	1/1/02-12/31/04	108,281	433,125	866,250
James T. Petillo	13,944	1/1/02-12/31/04	97,031	388,125	776,250
David M. Wilks	13,944	1/1/02-12/31/04	97,031	388,125	776,250

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(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".

(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.

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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
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

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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

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

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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 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

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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 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.

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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:

- 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

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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 Electric 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.

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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 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

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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.

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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

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).

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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 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.

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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.

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. Bonavia 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

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

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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	NUMBER REMAINING FOR FUTURE EXERCISE (EXCLUDING 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	

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(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	NUMBER REMAI FOR F U COMP (EXCLU 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.

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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").

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(a)	(b)	ANNUAL COMPENSATION			(e)	LONG-TERM COMPENSATION AWARDS	
		(c)	(d)	(f)		(g)	
NAME AND PRINCIPAL POSITION	YEAR	SALARY (\$)	BONUS (\$)	OTHER ANNUAL COMPENSATION (\$)	RESTRICTED STOCK AWARDS (\$)	NUMBER OF UNDERLYING STOCK OPTIONS	NUMBER OF UNDERLYING STOCK OPTIONS (\$)
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	--	265	--
	2000	397,340	474,000	28,678	--	120	--
John Brewster Vice President - Worldwide Operations	2002	189,503	--	--	--	--	--
	2001	155,317	102,552	5,000	--	7	--
	2000	91,741	24,343	--	--	--	--
William Pieper Vice President & Controller	2002	158,769	--	--	--	--	--
	2001	138,302	153,994	--	--	41	--
	2000	127,554	74,612	--	--	1	--
Renee Sass [4] President, Energy Delivery	2002	192,215	--	24,299	--	--	--
	2001	175,004	203,500	27,270	--	35	--
	2000	147,672	79,685	--	--	1	--
Craig Mataczynski [9] Former Senior Vice President North America	2002	160,006	--	11,627 [11]	--	--	--
	2001	316,680	321,038	7,752	--	105	--
	2000	278,340	276,500	6,303	--	60	--

[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.

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[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.

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 (#)		OP EXERC
			EXERCISABLE	UNEXERCISABLE	
David H. Peterson	94,798	789,451	180,389	227,915	(1,8
Craig A. Mataczynski	--	--	56,372	48,396	(6
William T. Pieper	2,674	28,738	6,307	17,375	
Renee Sass	3,684	50,192	17,086	17,702	(1
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

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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.

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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 YEARS OF SERVICE					
	5	10	15	20	25	30
50,000	4,500	9,000	13,500	19,000	25,000	31,500
100,000	8,500	17,000	25,500	35,000	45,500	56,000
150,000	12,500	25,000	38,000	51,500	66,000	80,500
200,000	16,500	33,500	50,000	68,000	86,500	105,000
250,000	21,000	41,500	62,500	84,000	107,000	129,500
300,000	25,000	49,500	74,500	100,500	127,500	154,000
350,000	29,000	58,000	87,000	117,000	147,500	178,500
400,000	33,000	66,000	99,000	133,000	168,000	203,000
450,000	37,000	74,000	111,500	149,500	188,500	227,500
500,000	41,000	82,500	123,500	166,000	209,000	252,000
550,000	45,500	90,500	136,000	182,000	229,500	276,500
600,000	49,500	98,500	148,000	198,500	250,000	301,000
650,000	53,500	107,000	160,500	215,000	270,000	325,500
700,000	57,500	115,000	172,500	231,000	290,500	350,000
750,000	61,500	123,000	185,000	247,500	311,000	374,500
800,000	65,500	131,500	197,000	264,000	331,500	399,000
850,000	70,000	139,500	209,500	280,000	352,000	423,500
900,000	74,000	147,500	221,500	296,500	372,500	448,000
950,000	78,000	156,000	234,000	313,000	392,500	472,500
1,000,000	82,000	164,000	246,000	329,000	413,000	497,000
1,050,000	86,000	172,000	258,500	345,500	433,500	521,500
1,100,000	90,000	180,500	270,500	362,000	454,000	546,000
1,150,000	94,500	188,500	283,000	378,000	474,500	570,500
1,200,000	98,500	196,500	295,000	394,500	495,000	595,000

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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 YEARS OF SERVICE					
	5	10	15	20	25	30

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50,000	3,500	7,000	11,000	15,500	20,500	26,500
100,000	6,000	12,000	18,500	25,500	33,000	41,500
150,000	8,500	17,000	26,000	35,500	46,000	57,000
200,000	11,000	22,000	33,500	45,500	58,500	72,000
250,000	13,500	27,000	41,500	56,000	71,000	87,000
300,000	16,000	32,500	49,000	66,000	83,500	102,500
350,000	18,500	37,500	56,500	76,000	96,500	117,500
400,000	21,000	42,500	64,000	86,000	109,000	133,000
450,000	23,500	47,500	71,500	96,500	121,500	148,000
500,000	26,000	52,500	79,500	106,500	134,500	163,000
550,000	28,500	57,500	87,000	116,500	147,000	178,500
600,000	31,000	62,500	94,500	127,000	159,500	193,500
650,000	33,500	67,500	102,000	137,000	172,500	208,500
700,000	36,000	73,000	109,500	147,000	185,000	224,000
750,000	39,000	78,000	117,000	157,000	197,500	239,000
800,000	41,500	83,000	125,000	167,500	210,500	254,500
850,000	44,000	88,000	132,500	177,500	223,000	269,500
900,000	46,500	93,000	140,000	187,500	235,500	284,500
950,000	49,000	98,000	147,500	197,500	248,500	300,000
1,000,000	51,500	103,000	155,000	208,000	261,000	315,000
1,050,000	54,000	108,000	163,000	218,000	273,500	330,500
1,100,000	56,500	113,500	170,500	228,000	286,500	345,500
1,150,000	59,000	118,500	178,000	238,000	299,000	360,500
1,200,000	61,500	123,500	185,500	248,500	311,500	376,000

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

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NRG Energy. Mr. Davido is not entitled to a Restructuring Bonus if he is terminated for cause, his employment ends due to disability or retirement or he voluntarily terminates his employment. The Restructuring Bonus is

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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).

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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. 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.

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ITEM 7. CONTRIBUTIONS AND PUBLIC RELATIONS

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DATE	CONTRIBUTOR	RECIPIENT	
		COLORADO:	
2002	Xcel Energy	CLEER (Center for Legislative Energy & Environmental Research)	Annual Member
2002	Xcel Energy	West Associates	Annual Member
2002	Xcel Energy	Western Business Roundtable	Annual Member
		MINNESOTA:	
2002	Xcel Energy	Agri-Growth Council	Annual Member
2002	Xcel Energy	Minnesota Chamber of Commerce	Annual Member
2002	Xcel Energy	Minnesota Business Partners	Annual Member
2002	Xcel Energy	MECLI (Minnesota Environmental Coalition of Labor & Industry)	Annual Member
2002	Xcel Energy	MGRC (Minnesota Government Relations Council)	Annual Member
2002	Xcel Energy	Minnesota Taxpayers Association	Annual Member
2002	Xcel Energy	US Chamber of Commerce	Annual Member
2002	Xcel Energy	USGO (Utility State Government Organization)	Annual Member
2002	Xcel Energy	WUPAG (Western Utility Public Affairs Growth)	Annual Member
		NEW MEXICO:	
2002	Xcel Energy	New Mexico Association of Electric Companies	Annual Member
2002	Xcel Energy	Broadcasters Association of New Mexico	Annual Member
2002	Xcel Energy	Retail Association of New Mexico	Annual Member
		TEXAS:	
2002	Xcel Energy	AECT (Association of Electric Companies)	Annual Member
2002	Xcel Energy	CAP-PSI (Public Relations Consultant for AECT)	Annual Member
02-2002	NSP-Wisconsin	Eisenhower Building Fund	Corporate
04-2002	NSP-Wisconsin	Eisenhower Building Fund	Corporate
2002	Xcel Energy Services	Federal PAC Operated by Xcel Energy Services, Inc.	Event
2002	Xcel Energy Services	Federal PAC Operated by Xcel Energy Services, Inc.	Software
2002	Xcel Energy Services	PAC primarily associated with Texas, New Mexico, Oklahoma, Kansas	
2002	Xcel Energy Services	PAC organized under laws of states of Colorado and Wyoming	
2002	Xcel Energy Services	PAC organized under laws of state of Wisconsin	
2002	Xcel Energy Services	PAC organized under laws of state of South Dakota	
2002	Xcel Energy Services	PAC organized under laws of state of North Dakota	

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2002 Xcel Energy Services PAC organized under laws of state of Minnesota

- (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	RECEIVING COMPANY
Administrative Services	NSP-Minnesota	NRG
Coal	NSP-Minnesota	NRG
Compressor Use	PSCo	e prime
Construction Support	PSCo	Cheyenne
Engineering Services	Utility Engineering	PSCo
Engineering Services	Utility Engineering	SPS
Engineering Services	Utility Engineering	Xcel Energy Services
Engineering Services	Utility Engineering	NSP-Minnesota
Engineering Services	Utility Engineering	Xcel International
Engineering Services	Utility Engineering	NRG
Engineering Services	PSCo	Cheyenne
Engineering Services	Cheyenne	PSCo
Field Engineering Services	NSP-Wisconsin	NSP Lands
Gas Purchasing Services	SPS	PSCo
Gas Storage Services	Young Gas Storage Co, Ltd	PSCo
Incentive to use Refuse Derived Fuel	NSP-Minnesota	NRG
Incidental Services	Operating Companies	Operating Companies
Lease Assets and Facilities	PSCo	Xcel Energy Services
Lease Facilities	1480 Welton, WYCO Development	PSCo
Lease Fiber Optic Network	NCE Communications	PSCo
Lease Land to Operate Solid Waste Transfer Station	NSP	NRG
Lease Rail Cars	NSP-Minnesota	PSCo
Management of Water Rights for Hydro Facility	Chippewa & Flambeau	NSP-Wisconsin
Natural Gas	e prime	SPS
Natural Gas	e prime	NSP-Minnesota

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Natural Gas	e prime	NRG
Natural Gas	e prime	Utility Engineering
Nuclear Power Plant Operating Services	NMC	NSP
Operate & Maintain Process Steam Operation	NSP	NRG
Operations & Maintenance Service	PSCo	SPS, Cheyenne, West
		Welton, Utility En
		Energy Services
Operations & Maintenance Service	SPS, NSP-Minnesota	PSCo
Partnership Agreement	Quixx Corp	Quixx Linden
Pole Attachments		
Power Plant Management	Quixx Power Services	Quixx Linden
Purchase Demand Side Management Resources	e prime	PSCo
Purchase Refuse Derived Fuel	NRG	NSP-Minnesota
Steam Purchase (2 agreements)	NSP	NRG
Supply Chain Services, Materials and	PSCo	SPS, Cheyenne, 148
Supplies		Engineering, Xcel
Transport Natural Gas	Viking Gas	NSP-Minnesota
Transport Natural Gas	Viking Gas	NSP-Wisconsin
Transport Natural Gas	PSCo	e prime
Transport Natural Gas	NSP-Minnesota	e prime

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Transactions with Affiliates Annual Reporting
NSP-Minnesota

Regulated Operating Companies	NSP-Minnesota Revenue	Total NSP-M
-----	-----	-----
Administrative Agreement with Xcel Operating Subsidiaries (1)		
NSP-Wisconsin	\$ 445,967	\$
PSCo	1,561,865 (6)	
SPS	54,912	
Cheyenne	-	
Black Mountain Gas	52,941	
	-----	-
Subtotal 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:

(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.

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(3) In accordance with FERC Docket No. ER02-808-000, NSP-Minnesota and NSP-Wisconsin Interchange Agreement, the cost of sharing electric transmission and production costs for 2002.

(4) NSP-Minnesota and NSP-Wisconsin SCADA and gas dispatch Agreement, Docket G-002/AI-94-831, regarding sharing of SCADA costs.

(5) "Total Expenses" represents revenues to the affiliate paid by NSP-Minnesota for service provided by the affiliate for the benefit of NSP-Minnesota.

(6) The amount includes NSP-Minnesota charged PSCo for the used 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

	NSP-Minnesota Revenue	Total Expenses NSP-Minnesota (2)
	-----	-----
Regulated Affiliates		
Viking Gas Transmission	\$ 266,360	\$ 4,622,142
Xcel Energy Service Company	-	176,468,643
	-----	-----
Total Regulated Affiliates	\$ 266,360	\$ 181,090,785
Nonregulated Affiliates		
Energy Masters International	-	-
Eloigne	1,405	-
e prime	194,408	1,533,000
Natrogas	12,430	-
NRG	6,278,825	(3,102,795)
Nuclear Management Company	-	186,620,265
Reddy Kilowatt	-	-
Seren Innovations	63,458	-
Utility Engineering	93,822	5,550,675
United Power & Land	382,849	2,759,117
	-----	-----
Total Nonregulated Affiliates	\$ 7,027,197	\$ 193,360,262
Nonregulated Activity		
Homesmart	13,283	-
Nonregulated Street Lighting Maintenance	567,907	-
Natural Gas Services	421,448	-
Propane Gas	281,369	18,715
Sherco Steam to LPI	736,119	-
	-----	-----
Total Nonregulated Activity	\$ 2,020,126	\$ 18,715

NOTES:

(1) As of 1/1/01 the non-union employees of Prairie Island and Monticello 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.

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(2) "Total Expenses" represents revenues to the affiliate/Nonregulated activity paid by NSP-Minnesota Company to 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.

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.

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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 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.

(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

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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 thousands)
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)

 (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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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.

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 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

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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:

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	Debt-Equity Ratio	Net Income (in thousands)
Louisiana Generating LLC	2.43	\$ 12,664
Bayou Cove Peaking Power LLC	1.79	(\$ 133,285)

(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 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.

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.

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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:

	Debt-Equity Ratio -----	Net Income (in thousands) -----
Long Beach Generation LLC	-	\$ (1,293)
El Segundo Power LLC	-	23,864
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Cabrillo Power I LLC	-	980
Cabrillo Power II LLC	-	(7,804)
Saguaro Power LLC	-	2,903

(d) A description of the service, sales or construction contracts

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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 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

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

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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:

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	Debt-Equity Ratio -----	Net Income (in thousands) -----
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:

	Debt-Equity Ratio -----	Net Income (in thousands) -----
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:

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.

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(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
Killingholme Generation Limited	-	\$(30,157
Killingholme Power Limited	3.97	(468,514

(d) 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, 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 t
Enfield Energy Centre Limited	-	(\$1,181)
Enfield Operations LLC	-	63

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(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

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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:

	Debt-Equity Ratio -----	Net Income (in thous -----
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 NRG 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 t -----
--	----------------------------	---------------------------

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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

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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 Betriebsgesellshcaft mbH, an EWG that operates the Schkopau power station; and (iii) 98 percent of Saale Energie Services Gmbh, which provides management 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 -----)
Kraftwerke Schkopau GbR	Not available	Not avail
Kraftwerke Schkopau Betriebsgesellshcaft mbH	Not available	Not avail

The results of Kraftwerke Schkopau GbR and Kraftwerke Schkopau Betriebsgesellshcaft 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.

- (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

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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 tho
MIBRAG Industriekraftwerke Gmbh & Co KG	1.61	\$28,082
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

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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:

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	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 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 Energica 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 Income (in -----
NRGenerating Holdings (No. 21) B.V.	-	-
Compania Boliviana de Energia Electrica S.A.- Bolivian Power Company Ltd.	0.53	\$5,130
Itiquira Energica S.A.	0.23	(381

- (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

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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.

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(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 thousands) -----
NRG Caymans-C	-	(1)
NRG Caymans-P	-	1,043

(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 thousands) -----
Energy Investors Fund, L.P.	-	\$111

(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

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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 tho -----
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 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:

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

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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:

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

(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 thousands)
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

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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.

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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:

	Debt-Equity Ratio -----	Net Income (in thousands) -----
Brazos Valley Energy LP	Not meaningful (100 percent debt financed)	(\$131)

(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 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 t

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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 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

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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 thousand)
	-----	-----
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)

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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.

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.

- (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 thousands)
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:

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	Debt-Equity Ratio -----	Net Income (in thousands) -----
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 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 thousa -----
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:

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.

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(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 thousand)
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 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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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 thousand)
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.

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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 thou -----
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 tho -----
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

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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:

	Debt-Equity Ratio	Net Income (in thousands)
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.

(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 thousands)
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

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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 interest 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.

(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 thousands)
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.

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.

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- (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 mill) -----
Xcel Energy Argentina	-	\$(9.5)
Independent Power International	-	\$(2.7)

- (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.

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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 46 percent.

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ITEM 10. FINANCIAL STATEMENTS AND EXHIBITS

XCEL ENERGY INC. AND SUBSIDIARIES
DECEMBER 31, 2002

CONSOLIDATING BALANCE SHEET
(THOUSANDS OF DOLLARS)

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	XCEL ENERGY INC. CONSOLIDATED	NSP- MINNESOTA CONSOLIDATED	NSP- WISCONSIN CONSOLIDATED	
ASSETS				
Current Assets	\$ 3,737,168	\$ 902,904	\$ 101,201	\$
Net Property, Plant and Equipment	\$ 18,815,794	\$ 3,719,947	\$ 815,619	\$
Total Other Assets	\$ 4,704,880	\$ 1,188,174	\$ 104,063	\$
	-----	-----	-----	-----
Total Assets	\$ 27,257,842	\$ 5,811,025	\$ 1,020,883	\$
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	\$
Mandatorily Redeemable Preferred Securities	\$ 494,000	\$ 200,000	\$ -	\$
Preferred Stock	\$ 105,320	\$ -	\$ -	\$
Common Stockholders' Equity	\$ 4,664,984	\$ 1,801,028	\$ 418,738	\$
	-----	-----	-----	-----
Total Liabilities and Equity	\$ 27,257,842	\$ 5,811,025	\$ 1,020,883	\$

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

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XCEL ENERGY INC. AND SUBSIDIARIES
YEAR ENDED DECEMBER 31, 2002

CONSOLIDATING STATEMENT OF OPERATIONS
(THOUSANDS OF DOLLARS)

	XCEL ENERGY INC. CONSOLIDATED	NSP- MINNESOTA CONSOLIDATED	NSP- WISCONSIN CONSOLIDATED
OPERATING REVENUES	\$ 9,524,372	\$ 2,883,119	\$ 561,6
OPERATING EXPENSES	\$ 10,956,705	\$ 2,485,135	\$ 448,1
Operating Income	\$ (1,432,333)	\$ 397,984	\$ 113,4
Less: Minority Interest	\$ (17,071)	\$ -	\$
Other Income (Expense)	\$ 43,987	\$ 25,069	\$ 9
Total Other Income (Expense)	\$ 61,058	\$ 25,069	\$ 9
Interest on Long-Term Debt	\$ 879,736	\$ 98,940	\$ 23,1
Distribution on Redeemable Preferred Securities	\$ 38,344	\$ 15,750	\$
Total Interest Charges and Financing Costs	\$ 918,080	\$ 114,690	\$ 23,1
Discontinued Operations	\$ (556,621)	\$ -	\$
Extraordinary Items	\$ -	\$ -	\$
Income Taxes	\$ (627,985)	\$ 108,141	\$ 36,9
Net Income (Loss)	\$ (2,217,991)	\$ 200,222	\$ 54,3
Dividend Requirements and Redemption Premiums on Preferred Stock	\$ 4,241	\$ -	\$
Earnings Available for Common Shareholders	\$ (2,222,232)	\$ 200,222	\$ 54,3

	SPS CONSOLIDATED	NRG CONSOLIDATED	OTHER AND ELIMINATIONS (FILED CONFIDENTIALLY)
OPERATING REVENUES	\$ 1,025,178	\$ 2,281,149	\$ 121,37
OPERATING EXPENSES	\$ 860,060	\$ 4,869,165	\$ 182,52

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Operating Income	\$ 165,118	\$ (2,588,016)	\$ (61,15
Less: Minority Interest	\$ -	\$ (4,759)	\$ (12,31
Other Income (Expense)	\$ 6,025	\$ 4,170	\$ 12,44
Total Other Income (Expense)	\$ 6,025	\$ 8,929	\$ 24,75
Interest on Long-Term Debt	\$ 46,048	\$ 493,956	\$ 90,18
Distribution on Redeemable Preferred Securities	\$ 7,850	\$ -	\$
Total Interest Charges and Financing Costs	\$ 53,898	\$ 493,956	\$ 90,18
Discontinued Operations	\$ -	\$ (556,621)	\$
Extraordinary Items	\$ -	\$ -	\$
Income Taxes	\$ 43,363	\$ (165,382)	\$ (779,71
Net Income (Loss)	\$ 73,882	\$ (3,464,282)	\$ 653,13
Dividend Requirements and Redemption Premiums on Preferred Stock	\$ -	\$ -	\$ 4,24
Earnings Available for Common Shareholders	\$ 73,882	\$ (3,464,282)	\$ 648,89

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XCEL ENERGY INC. AND SUBSIDIARIES
YEAR ENDED DECEMBER 31, 2002

CONSOLIDATING STATEMENT OF CASH FLOWS
(THOUSANDS OF DOLLARS)

	XCEL ENERGY INC. CONSOLIDATED	NSP- MINNESOTA CONSOLIDATED	NSP WISCON CONSOLID
TOTAL OPERATING	\$ 1,715,111	\$ 651,087	\$ 10
TOTAL INVESTING	\$ (2,717,774)	\$ (452,983)	\$ (3
TOTAL FINANCING	\$ 1,580,087	\$ 95,065	\$ (7
Effect of Exchange Rate Changes on Cash	\$ 6,448	\$ -	\$
Change in Cash - Discontinued Operations	\$ 56,096	\$ -	\$
CHANGE IN CASH	\$ 639,968	\$ 293,169	\$
CASH AND CASH EQUIVALENTS AT BEGINNING OF YEAR	\$ 261,305	\$ 17,169	\$

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CASH AND CASH EQUIVALENTS AT END OF YEAR	----- \$ 901,273 -----	----- \$ 310,338 -----	----- \$ -----
	PSCO CONSOLIDATED	SPS CONSOLIDATED	NRG CONSOLIDATED
TOTAL OPERATING	\$ 513,246	\$ 137,533	\$ 430,043
TOTAL INVESTING	\$ (428,085)	\$ (54,760)	\$ (1,681,467)
TOTAL FINANCING	\$ (81,903)	\$ (87,572)	\$ 1,449,330
Effect of Exchange Rate Changes on Cash	\$ -	\$ -	\$ 24,950
Change in Cash - Discontinued Operations	\$ -	\$ -	\$ 56,097
CHANGE IN CASH	\$ 3,258	\$ (4,799)	\$ 278,953
CASH AND CASH EQUIVALENTS AT BEGINNING OF YEAR	\$ 22,666	\$ 65,499	\$ 106,102
CASH AND CASH EQUIVALENTS AT END OF YEAR	----- \$ 25,924 -----	----- \$ 60,700 -----	----- \$ 385,055 -----

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XCEL ENERGY INC. AND SUBSIDIARIES
FOR THE YEAR ENDED DECEMBER 31, 2002

CONSOLIDATING STATEMENT OF RETAINED EARNINGS
(THOUSANDS OF DOLLARS)

	XCEL ENERGY INC. CONSOLIDATED	NSP- MINNESOTA CONSOLIDATED
Retained Earnings at Beginning of Year	2,558,403	990,435
Net Income (Loss) Available for Common Shareholders	(2,217,991)	200,222
Common Stock Dividends	(437,113)	(203,499)
Preferred Stock Dividends	(4,241)	
Retained Earnings at End of Year	----- (100,942) -----	----- 987,158 -----

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	CONSOLIDATED	CONSOLIDATED	CON
Retained Earnings at Beginning of Year	444,917	635,349	
Net Income (Loss) Available for Common Shareholders	73,882	(3,464,282)	
Common Stock Dividends	(96,823)		
Preferred Stock Dividends			
	-----	-----	-----
Retained Earnings at End of Year	421,976	(2,828,933)	
	-----	-----	-----

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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

- B-1.1* Agreement and Plan of Merger, dated as of March 24, 1999, by and between Northern States Power Co. and New Century Energies, Inc. (Filed as Exhibit 2.1 to the Report on Form 8-K (File No. 1-12907) of New Century Energies, Inc. dated March 24, 1999.)
- B-1.2* Articles of Incorporation and Amendments of the Company (Filed as Exhibit 4.01 to the Report on Form 8-K (File No. 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 Statement on Form S-8 (File No. 333-48590) filed on October 25, 2000.)

NSP-Minnesota

- B-2.1* Articles of Incorporation and Amendments of the Company.
- 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 3.01 to the Report on Form 10-K (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 Exhibit 3(a)1 to the Report on Form 10-K (File No. 1-3280) for the year ended December 31, 1998.)

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B-4.2* By-Laws dated November 20, 1997 (Filed as Exhibit 3(b)1 to the Report on Form 10-K (File No. 1-3280) for the year ended December 31, 1997.)

SPS

B-5.1* Amended and Restated Articles of Incorporation dated September 30, 1997 (Filed as Exhibit 3(a)2 to the Report on 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 10-K (File No. 1-3789) for the year ended December 31, 1997.)

Other Subsidiaries

B-6.1* Articles of Incorporation and By-Laws for other subsidiary companies (Filed as Exhibit D on Form U-5-S (File No. 001-03034) for the year ended December 31, 2001.)

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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 Contract
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 S
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
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

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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

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B-6.62* Organizational documents of NRG Ilion LP LLC
 B-6.63* Organizational documents of NRG International Acquisition Partnershi
 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.
 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

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B-6.95*	Organizational documents of NRG Csepeli Energia Kft
B-6.96*	Organizational documents of Xcel Energy Foundation
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

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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

None

EXHIBIT F

F-1.1*	Financial information for NRG Energy, Inc. (File No. 0-25569) is included in its Annual 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

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subsidiaries other than those of NRG that are not considered a major company are filed confidentially pursuant to Rule 104(b) of the PUHC

F-1.2a

Consolidating balance sheets and statements of income and cash flows subsidiaries of NRG that are not considered a majority-owned associa filed confidentially pursuant to Rule 104(b) of 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 as part of Exhibits F-1.2 and F-1.2a, and 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)